

*KIT CARSON ELECTRIC COOPERATIVE, INC.*

*RE-ORGANIZATION MEETING OF THE BOARD OF TRUSTEES*

*JUNE 17, 2023*

*A reorganization meeting of the Board of Index Trustees of Kit Carson Electric Cooperative, Inc. was called to order by the President, Mr. Bobby Ortega on June 17, 2023 at 11:27 a.m. at Taos High School, Taos, New Mexico, after the conclusion of the Annual Member Meeting. The following Trustees were present:*

*Present*

*Russ Coyle  
Martin Dimas  
Cristobal Duran  
Bruce Jassmann  
Manuel Medina  
Bobby R. Ortega  
Arthur Rodarte  
Bernie Torres  
David Torres  
Luisa Valerio-Mylet  
Sylvia Vigil*

*Also, present were Carmella Suazo, Assistant Manager, who recorded the proceedings, and Mr. Charles Garcia, Attorney, Cuddy & McCarthy. The President announced a quorum was present and the meeting was ready to proceed with the transaction of business.*

*Mr. Garcia stated per Article V, Section 1 of the Kit Carson Electric Cooperative, Inc., Officers are elected following the Annual Meeting. Mr. Torres questioned if the meeting had to be advertised. Mr. Garcia read the following section of by-laws: "A regular meeting Of the Board of Trustees shall be held without notice other than this By-Law immediately after, and at the same place as the Annual Meeting of the Members." He indicated the meeting was official and pursuant to the By-Laws.*

*Mr. Garcia declared that nominations for Nominations President of the Board were in order. Mr. D. Torres For President nominated Mr. Ortega for the position of President, and seconded by Mr. Medina. No other nominations for the office of President of the Board were made. It was moved by Mr. Medina, seconded by Mr. B. Torres, and unanimously approved, that nominations for the office of President close.*

*Mr. Garcia declared that nominations for Vice Nominations President of the Board were in order. Mr. B. Torres For Vice nominated Mr. Duran for the position of Vice President, President*

seconded by Mr. Medina. No other nominations for the office of Vice President of the Board were made. It was moved by Mr. Medina, seconded by Mr. Ortega, and unanimously approved, that nominations for the office of Vice President close.

Mr. Garcia declared that nominations for Treasurer of the Board were in order. Mr. Duran, nominated Mr. Jassmann for the position of Treasurer, seconded by Mr. Coyle. No other nominations for the office of Treasurer of the Board were made. It was moved by Mr. Ortega, seconded by Mr. Medina, and unanimously approved, that nominations for the office of Treasurer close.

Nominations  
For  
Treasurer

Mr. Garcia declared that nominations for Secretary of the Board were in order. Mrs. Valerio-Mylet nominated Mr. Medina for the position of Secretary, seconded by Mr. Jassmann. No other nominations for the office of Secretary of the Board were made. It was moved by Mr. Ortega, seconded by Mr. Jassmann, and unanimously approved, that nominations for the office of Secretary close.

Nominations  
For Secretary

Mr. Garcia stated there was only one nomination for each Officer position. It was moved by Mr. B. Torres, seconded by Mr. Coyle, and unanimously approved, that Trustees nominated for each Officer position be elected by acclamation.

Mr. Ortega thanked the Board for their confidence in re-electing him as President. He stated the Annual Meeting was positive and was an affirmation of the Cooperative's success since there were no complaints expressed at the meeting. He challenged the Trustees to work together. Mr. Ortega stated he had been Chairman for 14 years and had heard about those seeking to make change. He stated he was considering scheduling a Special Meeting to discuss how to improve Board relations and to discuss Trustee concerns. He said he was a fair and open person and would listen to all concerns during an Executive Session. Ms. Vigil asked if a work session would be held on Monday, June 19, 2023. Mr. Ortega stated a work session is scheduled; however, he was not sure if all Trustees were able to attend and he wanted all Trustees to participate. Mr. B. Torres stated anytime there is a change, there are sides. He stated the Board was united and stated it creates a division when there is discontent. Mr. B. Torres stated at a conference he attended it was asked how many cooperatives have rotating seats and it was reported that some cooperatives do have rotating seats and it was considered a positive because it doesn't create a division. He stated KCEC was on a roll of success and stated it may be good to rotate seats but that he didn't mention it to divide the Board. Mr. Medina stated he had served as Trustee for many years

and that split Boards can't move forward. KCEC has been able to advance with solar, propane and internet. He stated when Trustees work together and are united, they accomplish more. Concerns should be discussed so problems can be solved. Mr. Ortega stated it was important to stay positive. Mrs. Valerio-Mylet stated when she was elected the Board was divided and not a working Board and that she had seen a difference in the last six years when the Board worked together. The Board has worked well and accomplished a lot when working together. She recommended if a Trustee had a concern, they should bring it up. She stated she had been on both sides and not much was accomplished when the Board was divided. Mrs. Valerio-Mylet stated KCEC received kudos at the Annual Meeting from Senator Gonzales and the Members. Mr. Rodarte stated the Executive Board had done a good job, but perhaps cross training someone else that wants to step up as Officer would keep continuity and give other people a chance to serve as an Officer. Mr. B. Torres stated he had no desire to be an Officer and that he was happy serving as Trustee. Mr. Medina stated a lot of cooperatives are split and don't advance. Mr. B. Torres stated he learned a lot about splits and stated that a 6/5 split leaves a bad taste, unity is better. Mr. Duran stated there was value to continuity and that the KCEC Board had accomplished a lot with regard to renewable energy and broadband. Mr. Coyle stated KCEC's CEO was one of the best and it was easier for him to work with a united Board. Mr. D. Torres stated this environment can't have people afraid to speak out on unpopular subjects and that everyone had to support the end motion. He encouraged Trustees to speak out and stated that diversity of opinions makes a Board more vibrant and vital to success.


There being no further business to come before *Adjournment* the Board, it was moved by Mr. Medina, seconded by Mr. Duran, and unanimously approved, that the organizational meeting of the Board of Trustees of Kit Carson Electric Cooperative, Inc. be adjourned until June 27, 2023, at 9:00 a.m. the date and time of the next Board meeting, unless changed and, thereupon, the meeting adjourned at 11:48 p.m.

The following Trustees were present at the end of the meeting:

Mr. Coyle, Mr. Dimas, Mr. Duran, Mr. Jassmann, Mr. Medina, Mr. Ortega, Mr. Rodarte, Mr. B. Torres, Mr. D. Torres, Mrs. Valerio-Mylet and Ms. Vigil.

  
Secretary

Approved this 31<sup>ST</sup> day of JULY 2023

  
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President