MINUTES OF THE
2,152nd REGULAR MEETING
OF THE
BOARD OF DIRECTORS OF THE
MIDDLE RIO GRANDE CONSERVANCY DISTRICT
JULY 22, 2019

Directors having been duly notified, as Acting Chair, Director Kelly called the regular meeting to order at 3:07pm at the MRGCD General Office. The following Directors and Staff were present:

DIRECTORS
Karen Dunning, Madam Chair  Absent
Joaquin Baca, Vice-Chair  Absent
John Kelly, Director  Acting Chair
Valerie Moore, Director
Michael T. Sandoval, Director
Barbara Baca, Director
Stephanie Russo Baca, Director

STAFF
Mike Hamman  Chief Engineer/CEO
Dr. Chuck DuMars  Chief Water Counsel
Lorna Wiggins  General Counsel
David M. Fergeson  Secretary-Treasurer
Jeanette Bustamante  Administrative Officer/CPO
Alicia Lopez  Engineer 1
DeAnna Phillips  GIS Tech/Board Liaison
Yasmeen Najmi  Planner/RRA
Christine Nardi  Human Resources Director
Jason Casuga  Engineer Manager
Willie West  Albuquerque Asst. Division Manager
Rebecca Thompson  Assessment Clerk II
Mike Lopez  Construction QC Manager

The following names of individuals were interested viewers and/or participants:

Eugene F. Frantz, St. Louis MO
Larissa Gordon, Farm Credit of NM
James Maestas, SVRAA
Virginia Necochea, CESOSS
Mia Necochea
Viola Sanchez, BIA

AGENDA ITEM NO. 1 – PLEDGE OF ALLEGIANCE

Director Barbara Baca led the Pledge of Allegiance.

Director John Kelly will be chairing today's meeting as Madam Chair Dunning and Vice-Chair Baca are absent. Director Kelly declared a quorum and welcomed guests, as well as noted that the meeting was publicly noticed.

AGENDA ITEM NO. 2 – APPROVAL OF THE MRGCD BOARD MEETING AGENDA

Director Moore requested (and Director Kelly agreed) to move up Item 8 (Report on Finance Committee) to be included with Item 6.d. (Review of FY19 Fourth Quarter Financials).

Director Sandoval made the MOTION TO APPROVE THE MEETING AGENDA. Director Moore seconded the motion. The MOTION CARRIED unanimously, 5-0.

AGENDA ITEM NO. 3 – APPROVAL OF MRGCD BOARD MEETING MINUTES

a. Consideration/Approval of Minutes for Regular Board Meeting - June 24, 2019

No questions, comments, or discussion ensued regarding the June 24th Board Meeting minutes.
Director Moore made the **MOTION TO APPROVE THE MEETING MINUTES FOR THE REGULAR BOARD MEETING, JUNE 24, 2019.** Director Baca seconded the motion. The **MOTION CARRIED.**

b. **Consideration/Approval of Minutes for Regular Board Meeting - July 8, 2019**

No questions, comments, or discussion ensued regarding the July 8th Board Meeting minutes.

Director Sandoval made the **MOTION TO APPROVE THE MEETING MINUTES FOR THE REGULAR BOARD MEETING, JULY 8, 2019.** Director Russo Baca seconded the motion. The **MOTION CARRIED unanimously, 5-0.**

**AGENDA ITEM NO. 4 – ITEMS FROM THE FLOOR** *(Comments are held to six (6) minutes)*

There were no public comments at today's meeting.

**AGENDA ITEM NO. 5 – DISCUSSION/APPROVAL - BOARD OF DIRECTORS MEETING MANAGEMENT AND SCHEDULE FOR 2019**

As an alternative to the current Open Meetings Act Resolution, where the MRGCD Board of Directors meets twice per month, on the second and fourth Mondays of the month (with a break to only one meeting per month in November and December), Mike Hamman is recommending the following changes.

After hearing Director Kelly's comment to schedule one set day per month in the last week of March, Mike Hamman is recommending that it be the last two weeks for scheduling due to four-day workweeks in four different divisions.

Consent Procedure: The agenda will be developed with the consent agenda posted after the Pledge of Allegiance. If a Board Member wishes to discuss a particular item within the Consent Agenda, that item would be pulled into the regular Board agenda to a spot of the Chair's choosing. The remaining items on the Consent Agenda would then be essentially approved.

Meeting Schedule: It is recommended that beginning August 2019; the Board will meet on the second Monday of every month unless otherwise noticed by the Board as a result of a holiday on the meeting date. The only holiday that falls on a Board meeting day this year is Veteran's Day. Therefore, that meeting would be shifted to sometime during that week, prior to Thanksgiving.

Emergency Meetings: There is a procedure already in place for emergency meetings. If there is a special meeting called, Notice must be posted 72 hours prior to the meeting.

Constituent Response Procedures: Division managers will pick a fixed date (between the Monday of the fourth week through the end of the month) to hold special meetings at their division site for small groups of folks or individuals. The meetings will be scheduled for 5 p.m. Constituents can always request a meeting, whether a fixed meeting date or another time. Response time to a meeting request will be within two days with the meeting occurring within one week of request unless factors beyond our control require a different date. This will be posted on the web page and also managed through the bill stuffer process.
Director Russo Baca asked how long the fixed-date meetings would be scheduled. She also asked if no one showed up for a specific issue, if the time could be filled with important information, like a hot topic or further training. Mr. Hamman said he would meet with his division staff and get back to her.

Director Moore is excited about this new plan and agrees with how it is being set up. Director Moore requested that the minutes specifically note the reason that she has changed her opinion on this plan (she has strongly opposed eliminating one of the monthly Board meetings in the past). The two main reasons she has changed her opinion is due to the addition of the fixed-date division meetings, as well as the ability for constituents to request meetings. She believes this is a much better way to serve the constituents, rather than to have the second meeting per month.

Director Baca thinks the recommendations by CEO Hamman are an elegant conclusion to a lot of different ideas and discussion. She added that she would like to see an agenda item at the end of 2019 for discussion on how did this plan go and do we need to tweak it.

Director Sandoval agreed with Director Baca and added that he believes this new plan will improve the relationship between the constituents and the division offices as well.

Acting Chair Kelly summarized that the recommendations look great with the change of capping the fixed-date division meetings to occur within the fourth week of the month (not the last week of the month). He also asked for some consistency with capitalization of the meeting titles within the plan. He added that Madam Chair Dunning, while not present at today's meeting, discussed this with Acting-Chair Kelly prior to today's meeting and concurs with this plan.

This change will also involve modifying the Open Meetings Act Resolution to set the monthly regular Board Meeting to occur the second Monday of every month (only one meeting per month and not two), which will change the months of August, September, October, November and December 2019.

Director Russo Baca made the MOTION TO APPROVE THE BOARD OF DIRECTORS MEETING AGENDA, 2019 MEETING SCHEDULE, AND CONSTITUTE RESPONSE PROCEDURES (with the one minor addition noted above). Director Baca seconded the motion. The MOTION CARRIED unanimously, 5-0.

Director Baca made the MOTION TO APPROVE THE MODIFICATION TO THE OPEN MEETINGS ACT RESOLUTION. Director Moore seconded the motion. The MOTION CARRIED, unanimously, 5-0.

AGENDA ITEM NO. 6 – REPORT(S) FROM THE MRGCD CHIEF ENGINEER - Mike Hamman, CE/CEO

a. Water Operations and River Flow Outlook - David Gensler, Water Operations Division Manager

David Gensler is not at today's meeting; therefore, CEO Hamman delivered the Water Operations and River Flow Outlook Report. The snowpack is slowly receding at a pace of about 100 CFS per week. The inflows to El Vado have slowly crept down to about 225 at the La Puente gauge. This time of year, the long-term average is 50. As David Gensler reported last time, we did store all we needed to store below the dam safety requirements at El Vado.
The basic stream flows coming out of Colorado are still in the 1,300 to 1,500 CFS range, which translates into total flow at Otowi of about 2,000 CFS. Usually the long-term average is 1,000 this time of year (supported by reservoir releases). Normally the natural flow of Otowi this time of year is well below 1,000.

There is a lot of water going to Elephant Butte. We peaked out on July 13th or 14th of the total storage at Elephant Butte, which is at 580,000 (at the lake itself). It is now starting to decrease because the releases are higher than inflows. We are seeing quite a bit more losses due to the higher temperatures between Albuquerque and Elephant Butte, but the inflows are still hanging in there at about 1,200 CFS at the Narrows gauge but it is dropping fast. Total project supply peaked out at 622,000 ac-ft as the releases are 2,200 CFS.

There are still concerns that we are going to need rain to meet our Compact delivery obligations. When the flow at Otowi Gauge is high (which will exceed 1.5 million this year), it is difficult for us to meet the required deliveries without significant rain below the Otowi gage.

As aside, we seem to be getting a lot of calls about community ditch members not being able to get along very well, and they are trying to get MRGCD involved in the middle of neighbor disputes on ditches we do not control. We have had some irrigator concerns relative to scheduling and some adjustments that we have needed to make. We have made those adjustments, and we were able to catch up with some of the lagging irrigation scheduling that was going on, which had to do more with readjusting the approach and the strategy that the individual irrigation system operator was doing. It was a matter of just bringing that back online and getting them refocused on their primary duties of efficiently scheduling water and getting that done appropriately.

b. Approval of Memorandum of Agreement with the Center for Social Sustainable Systems (CESSOS) - Mike Hamman, CE/CEO, and Virginia Necochea, Executive Director, CESSOS

Acting Chair Kelly reviewed that the Board looked at the initial draft agreement about a month ago, and there were a few comments. CEO Hamman combined those comments onto Exhibit A of the Agreement.

CEO Hamman agreed and noted that the particular issue that he expanded was on Items 6 and 7. In Item 6, they clarified that initial outreach work would be primarily focused in Bernalillo County, South Valley region; however, as capacity improves on both sides, CESSOS would assist MRGCD in outreach to the entire benefitted area of the District. In Item 7, attention is being focused on educating the area youth regarding the importance of preservation of farmlands and water within MRGCD while supporting efforts to recruit and sustain young farmers interested in small farm agribusiness, which is a critical and important outreach effort that will serve the District well into the future.

As an aside, Mr. Hamman noted that Dr. Necochea works collaboratively with the District in a number of ways. She coordinates acequia walks and talk events. MRGCD assists her with her fundraiser run that she coordinates annually. She also volunteered to sit on MRGCD’s Conservation Advisory Committee.

Mr. Hamman summarized that the relationship between CESSOS and MRGCD is very helpful to the District, similar to the Agreement with Rio Grande Agricultural Land Trust. It builds MRGCD’s outreach program through folks that do outreach in various communities (their constituencies are also MRGCD’s constituencies).
Dr. Virginia Necochea gave the background of CESSOS and also thanked CEO Hamman for his time and effort in the drafting of the MOA.

Director Baca added her excitement about the MOA, which she thinks is very important. She asked if the plan included multigenerational education of bringing the old farmers and the new farmers together. Dr. Necochea responded with a resounding yes. She is hoping to partner with APS soon on acequia education. Director Baca added it would be nice to enhance the partnership with the senior centers in Albuquerque and Bernalillo County as well.

Director Moore asked if this work will go beyond just acequias and work with the general farming community. Dr. Necochea said that while the acequias serve as the framework and philosophy that's integrated into the work, they have expanded their work into far more than just the acequias. Director Moore added that she thinks the educational component with youth would be beneficial in Socorro, Valencia, and Sandoval Counties.

Director Russo Baca added that she thought something that was a youth-to-youth kind of buddy system would be a nice addition, to which Dr. Necochea agreed.

Acting Chair Kelly noted that the following two quotes (missions) were missing from the MOU: "Making efforts to preserve the last farm on the ditch" and "Emphasize small scale, high value farming and coordinate MRGCD water delivery schedules with those types of crops." He also noted that MRGCD is spending approximately $125,000 per year on items such as this (along with RGALT, Ditch and Water Safety Taskforce, swim passes, etc.), which some may say are not traditional missions of the MRGCD; however, they are hugely important in today's mission.

Dr. DuMars made comment that there were no problems back in the 70s to get a mentor but over time because of the evolution of land values and other reasons is more limited. He's very much in agreement with this.

Director Sandoval made the MOTION TO APPROVE THE MEMORANDUM OF AGREEMENT WITH THE CENTER FOR SOCIAL SUSTAINABLE SYSTEMS (CESOSS). Director Russo Baca seconded the motion. The MOTION CARRIED unanimously, 5-0.

c. Consideration/Approval of Revised Resolution #M-07-22-19-159.1 Authorization to Enter into a Loan Agreement with NMED CPB for Improving Water Efficiency Measures for District Farmers - Mike Hamman, CE/CEO

Mike Hamman reported that this is an amendment to the loan program resolution that the Board had previously approved. At the time the loan program was first approved, MRGCD had not completed the second loan with New Mexico Finance Authority. It's required by the process of NMFA and the agencies that manage these loan programs to accurately show what our current indebtedness is in order for them to accurately reserve assets that would assure our payment of the loan. This loan program is a new authority granted through the New Mexico Environment Department, Clean Water Act funding they get from EPA. They have expanded the purpose of the fund to include a water efficiency improvement program for irrigation districts. MRGCD is the first irrigation district to apply for this program.

We thought we would do a pilot program of $500,000 to act as a bridge loan for farmers that shied away from applying for NRCS EQIP funds under the Farm Bill because of the requirement for the applicant to frontload the purchase of all equipment and supplies necessary to do their improvements. The other issue is there is a cost-share requirement. Because of the two
aforementioned issues, our constituents are reluctant to apply for the loans or grants. If successful, which MRGCD expects it to be, when it runs its course, more farmers will be interested, and we could perhaps expand the purpose of the loan program.

Director Moore is very excited about this new program. She asked for clarity on what the proceeds might cover. CEO Hamman reported that it could be for any amount ($50,000, $100,000, $250,000), but he is trying to focus in on the smaller projects, say $30,000 to $50,000. This is geared to the smaller farms that need improvements. The loan has up to a 20-year repayment program. Mr. Hamman will be working with legal counsel on designing the proper loan forms and collateral. Director Moore also asked how MRGCD would get the word out regarding this new program. Mr. Hamman responded that it will be advertised every available way (on the MRGCD website, send notices, district managers, etc.).

Acting Chair Kelly asked if this procedure is something that Finance Committee should take a look at. He asked if we were still heading in the same direction of passing through the money at the same percentage rate and ha an admin fee on top of it. Mike Hamman responded that these details are still being determined. Acting Chair Kelly further questioned if equipment could be purchased. Mr. Hamman responded that for now, equipment will not be included for the pilot project (that opens up liens on equipment and repossessions, etc.). The focus is on on-farm efficiency, water efficiency improvements.

Acting Chair Kelly asked Ms. Gordon if this program will be competing with the loans that Farm Credit of New Mexico offers. Ms. Gordon did not think so (at least coming from the appraisal side). She further added that she thinks this is a good option for farmers.

Director Russo Baca noted that this is an excellent topic for constituent outreach for the last meeting of the month. Perhaps invite someone from NRCS to the meeting to answer questions and perhaps have someone there to help fill out forms.

Director Russo Baca made the MOTION TO APPROVE RESOLUTION #M-07-22-19-159.1, WITH A CAP OF $50,000 PER LOAN, TO BE USED FOR ON-FARM WATER EFFICIENCY IMPROVEMENTS, WITH THE DIRECTION OF ENGINEERING AND LEGAL STAFF TO MAKE OTHER DECISIONS REGARDING LIMITATIONS IN WRITING. Director Moore seconded the motion. The MOTION CARRIED unanimously, 5-0.

d. Review of FY19 Fourth Quarter Financials - David M. Fergeson, Secretary/Treasurer

A document was handed out in the board packet. There were two documents. One document is the actual FY18 revenue expenditures compared with FY19, and the second document is budget to actual. There was a $5.2M increase in revenue and a $3.8M increase in expenditures. Part of that is the $2.5M loan we got from the New Mexico Finance Authority. Another portion is the million dollars in repayment from the Corps of Engineers on the West Levee. David Fergeson wanted to point out a couple of things. Interest payments have increased to almost double, from $218,000 to $414,000. The rate was 1.2% last year at this time and 2.25% this time. MRGCD also disposed of old assets when newer assets were purchased. MRGCD has received approximately $175,000 on the sale of those old assets.

Regarding the budget to actual, revenue exceeded our budget by $135,000. The ad valorem did not meet the expectation, and the water service charge was almost at expectations. Interest on investments was way up. On the expenditure side, vacancy savings were about $800,000. The main thing is we did not exceed our budget. We had a surplus of $1.6M, which is the result
of the money being set aside in the capital reserve fund of $413,000. These funds will be used for future payments to the Corps of Engineers. In addition, about $500K of the surplus was matching funds of the recent purchase of equipment. Cash is up $1M overall compared to last year. In Mr. Fergeson's opinion, MRGCD is in good financial shape.

The Finance Committee looked at this handout line by line, and Acting Chair Kelly is very pleased that it is right on point. He is also pleased that we are able to park money for the future to be used on major capital projects (such as the building across the street).

e. Consideration/Approval of Resolution BA-07-22-19-78 Fiscal Year 2019 Fourth Quarter Unaudited Financial Report - David M. Fergeson, Secretary/Treasurer

The fourth quarter unaudited financials must be turned in by July 31st, along with this Resolution, after which time we would receive final approve on next year's budget. Currently we are operating under a temporary budget until MRGCD receives the approval.

Director Moore made the MOTION TO APPROVE RESOLUTION #BA-07-22-19-78. Director Baca seconded the motion. The MOTION CARRIED unanimously, 5-0.

f. Report on Conservation Advisory Committee Meeting, Held on July 12, 2019 - Mike Hamman, CE/CEO, Vice Chair Baca, and Director Moore

Mike Hamman reported that he changed the title of the Committee to Advisory, so that it separates it from being a formal committee of the Board.

The second meeting was held on July 12; the first meeting was more of a workshop, laying out the issues that the District is involved in. An outcome at this meeting was that four separate subcommittees were formed to address issues identified for further development. Each subcommittee will meet and then bring their items back to the full committee to start developing policy recommendations to present to the full Board in October or November. The committee has set their meetings to occur the on the fourth Thursday of every month.

Director Moore added that they discussed a few things at the meeting, including the water bank (both current and future) and how to distinguish the one in place and the pre-1907 water rights, the acequia work and trying to get the ditches to run efficiently, and mandatory yearly water meetings that the pueblo has in place for their farmers. How the MRGCD is the fiscal agent for the state legislature, and obtaining email addresses for constituents for faster communications directly to them (to name a few discussions).

CEO Hamman added that there are currently about eight constituents on the committee, spread across the spectrum from large farms down to the folks that do not farm. Two former MRGCD Board Members (Chris Sichler and Eugene Abeita) currently sit on the committee.

Director Russo Baca made the MOTION TO APPROVE REPORT ON THE CONSERVATION ADVISORY COMMITTEE MEETING, HELD ON JULY 12, 2019. Director Sandoval seconded the motion. The MOTION CARRIED unanimously, 5-0.

g. Notification of Grant Application to the Natural Resources Conservation Service Under PL83-566 for Funding to Complete Planning and Design of Southwestern Valencia County Storm Water Control and Water Use Project - Mike Hamman, CE/CEO
CEO Hamman noted PL83-566 is the Watershed and Flood Prevention Operations Program. He reported that the MRGCD’s highest priority of focus currently is Valencia County. We have completed the engineering plan as the result of a settlement with one constituent that was severely flooded twice. The study forms the basis for further analysis. MRGCD has met twice with NRCS about this program. Mike Hamman, David Gensler, Jason Casuga, and Yasmeen Najmi worked feverishly to get an application off to NRCS by their July 19th deadline (the deadline given three-and-a-half weeks prior to the deadline).

It is two phases of a three-phase project. It will be preliminary design and planning work that includes the NEPA report development. Phase two is development of the 100% design package. Land acquisitions will also be addressed in phase two. This would then position MRGCD for phase three, which is actual construction. MRGCD applied for both phases simultaneously, which is roughly a $1.2M project. Valencia County has provided a letter of commitment, and Valencia Soil and Water Conservation District has also chimed in with support. Each of the three entities will have at least a $50,000 cost-share for the two phases.

This project will look at watershed conditions and whether or not some features need to be actually constructed. They will also be looking at a comprehensive storm water management program that is going to be a water salvage and reuse approach (the concept is we capture storm water and we regulate it back into our system). They also would set up this capture and recovery system to also allow us to use that facility in times when it is empty to be a reregulation reservoir in order for us to have water savings and also to smooth out operations. If we have a sizeable reregulation pond that we can move water in and move water out, and also have it dual function as a storm water storage vessel, then it’s a multipurpose operation.

### h. Notification of Presentation to the New Mexico Legislative Committee on Water and Natural Resources in July 31, 2019 in Truth or Consequences - Mike Hamman, CE/CEO, Chair Dunning, and Directors Kelly and Baca

MRGCD’s Legislative Committee met to discuss this matter and reviewed a presentation that MRGCD had given about two years ago to the Interim Committee on Water and Natural Resources in Socorro. CEO Hamman is currently working on those edits. The presentation is being prepared for the Committee to be given on July 31st at 9 a.m. The full agenda was provided to all Board Members in their packets.

Acting Chair Kelly noted that it would be nice for Board members to attend this two-day event to lend support to MRGCD representatives that are presenting, as well as to show the presence of MRGCD. It was noted that there is an Irrigation Committee meeting and a Water Protection Committee meeting scheduled for July 30th and will remain on that day.

If travel arrangements need to be made for Directors planning on attending, please contact Mr. Hamman ASAP (hotel rooms fill quickly in T or C).

Director Moore made the **MOTION TO APPROVE REPORT ON THE LEGISLATIVE COMMITTEE, HELD ON JULY 15, 2019.** Director Sandoval seconded the motion. The **MOTION CARRIED unanimously, 5-0.**

### i. Report on July 16 Meeting Organized by Commissioner Quezada and Councilor Peña on Illegal Dumping in Southern Bernalillo County - Mike Hamman, CE/CEO

Bernalillo County Commissioner Quezada and Albuquerque city Councilor Pena organized a meeting of department heads and others that to coordinate dealing with illegal dumping.
occurring primarily in southern Bernalillo County. MRGCD was invited. They would like to form a group of local governments (MRGCD, AMAFCA, APD, Solid Waste Divisions, and City and County) to see what can be done to improve conditions to reduce and deal with illegal dumping. Willie West, Asst. ABQ Division Manager, will be our point of contact.

j. Information Item - Advertisement for Chief Financial Officer (Secretary-Treasurer) to be posted on July 26, 2019

This is an informational only item, and no discussion ensued.

AGENDA ITEM NO. 7 – REPORT(S) FROM THE MRGCD ATTORNEY(S) (Chief Water Counsel and/or General Counsel)

a. Report from Chief Water Counsel Regarding Trip to Washington, DC, July 8-9, 2019 - Dr. Charles DuMars

Chuck DuMars reported that he met with the three members of the congressional delegation (House of Representatives) and had very good discussions with the Chiefs of Staff. Xochitl Torres Small called me afterwards, and he talked to her. He could not meet with Ben Ray Lujan, as he was very busy, but his staff was very good. Discussions went well.

Oral argument before the US Court of Appeals was interesting and went very well. The Chief Judge hearing the case complimented MRGCD on its Brief and also complimented the way in which the District had addressed the issue and had come up with a compromised position regarding its ESA challenges. Dr. DuMars noted the history of the case and also went into great detail about the argument. He believes we will have a decision in the next four to six months.

Lorna Wiggins, General Counsel had nothing to report during this meeting.

AGENDA ITEM NO.  8 – REPORT(S) FROM THE MRGCD BOARD OF DIRECTORS

a. Report on Finance Committee Meeting, 7/22/2019 - Directors Moore, Kelly, and Baca

Acting Chair Kelly reported that the Finance Committee has asked David Fergeson to look at a couple of things. He directed the Board to look at the last page, the change in cash position. The water bank fund and a portion of the endowment fund that are parked at Bank of America may be better parked with the State Short Term Fund. The Committee wants to hear about some of the background on the establishment of those two funds and if there are any restrictions on moving the money. The Committee will bring it back to the Board if there will be any changes.

ADDED DISCUSSION – Viola Sanchez, BIA

Since we missed Ms. Sanchez a couple of weeks ago, Acting Chair Kelly invited her to update the Board. She was on vacation in Chile. She reported that things are basically quiet due to the current good water situation. Everybody seems happy. She will keep in touch with Mr. Hamman if anything comes up.

With no further comments, questions or concerns, Director Moore made the MOTION TO ADJOURN THE MEETING.
The meeting was adjourned at 5:07 p.m.

Approved to be the correct Minutes of the Board of Directors of July 22, 2019.

ATTESTED:

______________________  ______________________________
David M. Fergeson    Karen Dunning, Madam Chair
Secretary/Treasurer     MRGCD Board of Directors