

**MORA-SAN MIGUEL ELECTRIC COOPERATIVE, INC.**

**BOARD OF TRUSTEES MEETING**

**HELD ON MAY 27, 2010**

The Regular Meeting of the Board of Trustees was held on May 27, 2010. Mr. H. Felix Vigil, Board Chairman, called the meeting to order at 12.25 p.m.

**CALL TO ORDER:**

**1. Roll Call and Determination of Quorum:**

**Members Present:** H. Felix Vigil, Chairman  
Daniel Romero, Vice-Chairman  
Mary Lou Roybal, Secretary/Treasurer  
Robert Baca, Member  
Elizabeth Leyba, Member  
Carlos S. Lovato, Member  
David Maestas, Member

**Others Present:** Abran H. Romero, General Manager  
Debbie H. Alexander, Exec. Administrator

**Lorna Wiggins, Attorney**

- 2. Invocation** – Everyone present was asked to pray in silence.
- 3. Pledge of Allegiance** – The Pledge of Allegiance was recited.
- 4. Approval of Agenda** – The Agenda was presented and reviewed.  
**The following amendments were made to the Agenda: Add to #5. Recognition of Guests – a) Gus Cordova – Mercer Group; #8.**

**Manager's Report – d) Up-date on SEPA Solar Conference; #12. On-Going Business – c) Draft Report from Cordova Public Relations on La Cueva to Mora Double-Circuit Line; and #13. New Business – b) Signatures – RUS Forms 674 & 675. Motion to approve Agenda as amended was made by Mary Lou Roybal and seconded by Robert Baca. Motion carried unanimously.**

**5. Recognition of Guests**

- a. Gus Cordova – Mercer Group** – Mr. Cordova addressed the Board and Membership present concerning a proposal for funding of construction of a new facility for MSMEC. After a lengthy discussion involved with this proposal, **a motion was made by David Maestas and seconded by Carlos S. Lovato to table this proposal at this time. Motion carried unanimously.**
- b. Alex Garcia – Regarding Board Policy 108** – There was no discussion on Policy 108 but rather Policy 118 and the amending of the by-laws. Mr. Garcia stated that the petition submitted to the Board was done to send a powerful message. Mr. Garcia stated that the salary and 5-year contract for the General Manager was absurd and that he was not entitled to this raise because he has not been here long enough to prove himself. Mr. Garcia stated that the General Manager was stealing from the members and that he had run for Board to stop the corruption that was going on at the Cooperative. When questioned by Board Member Dan Romero as to what proof he had to support his accusations, Mr. Garcia stated that the General Manager was not paying the Capital Credits to the consumers. Board Member Romero stated that it was a Board decision to pay out Capital Credits not the General Manager's. Mr. Garcia also went on to say that Mr. Romero had fired the best lineman in the State.

Chairman Vigil then stated that the Board needed to exercise the parameters to negotiate a contract with Mr. Romero. Attorney Lorna Wiggins reviewed the specifics of the contract. After continued review and discussion of the contract between MSMEC and Abran Romero, **a motion was made by Carlos S. Lovato and seconded David Maestas to table the ratification of the contract. Carlos S. Lovato and David Maestas voted to table the ratification. Daniel Romero, Elizabeth Leyba, Mary Lou Roybal and Robert Baca voted against the motion to table the ratification of the contract. Table defeated.**

**Motion was then made by Mary Lou Roybal, seconded by Elizabeth Leyba, to ratify the contract for Abran Romero. Mary Lou Roybal, Robert Baca, Elizabeth Leyba and Daniel Romero voted in favor – Carlos S. Lovato and David Maestas against. Motion carried.**

- c. **Florentino Martinez – Installation of power to his property –** Mr. Martinez addressed the Board concerning the installation of power to his property. He stated that he has attempted to install this power for a number of years but it has been a financial burden for him. Quest has helped him with the trenching and he now has \$6000 cash to start with and will have another \$2000 soon. Chairman Vigil directed the Manager to scale down the cost if possible and to set up a meeting with Mr. Martinez and management to look at options.
- d. **Norma Vigil – Concerned consumer –** Ms. Vigil addressed the Board advising them that the power goes off in Chacon everyday – sometimes 2 or 3 times a day; and she wants to be the voice for everyone affected by these power outages.
- e. **Diego Quintana – By-laws and other issues –**
- f. **Bridget Maloney – By-laws and other issues**
- g. **John F. Pintek – By-laws and other issues**

- h. Daniel Fondy – By-laws and other issues
- i. Rey Herrera – By-laws and other issues
- j. Jerome Lucero – Concerned consumer
- k. Johnny P. Sena – Concerned consumer
- l. Walt Marshall – Concerned consumer
- m. Gregie Sedillo – Concerned consumer
- m. Rudy J. Romero – Concerned consumer

There was a lengthy discussion between the Board Member, Attorney Wiggins and petitioners/consumers concerning the proposed by-laws submitted for consideration at the MSMEC Annual Meeting. Twenty-three proposed by-law amendments were submitted. All by-law amendments were reviewed as to whether they addressed primarily an operational or governance issue and if the by-law would require a simple or  $\frac{3}{4}$  majority to pass. Another issue reviewed was whether or not, if a by-law was passed, it would be in conflict with another by-law.

After review and discussion, it was in agreement that eighteen (18) proposed by-law amendments will remain and be on the ballot for the Annual Meeting. Five (5) proposed by-law amendments were withdrawn by the individual who submitted the amendments and will not be included on the ballot.

Chairman Vigil thanked everyone, including the By-law Committee and consumers proposing the by-law amendments, for all the time and hard work involved.

- 6. Action of Minutes of Regular Meeting held on April 29, 2010 –**  
The Minutes of April 29, 2010 were presented and reviewed. **A motion was made by Mary Lou Roybal and seconded by Daniel Romero to approve the Minutes of April 29, 2010 as presented. Motion carried unanimously.**

7. **Approval of New Memberships (Mora 21– Pecos 18) and Membership Refunds – 29** – The new Memberships and Membership Refunds were presented and reviewed. **Motion to accept the new Memberships and Membership Refunds was made by Carlos S. Lovato and seconded by David Maestas. Motion carried unanimously.**
  
8. **Manager’s Report**
  - a. **Delinquent Report** – Abran H. Romero, General Manager, reported on the Delinquent Report for March and April 2010. After collections for April 2010, the Mora/Las Vegas areas remained with 43 unpaid accounts totaling \$5,533.52 and the Pecos area remained with 42 unpaid accounts totaling \$5,232.24.
  - b. **Agenda Amplification** – General Manager Romero reviewed RUS Form 7 for the months of March and April 2010. Also reviewed was the Key Performance Status for both months.
  - c. **Outage Report/Maintenance Log** – Mr. Romero gave a short review on the Outage Report, including the fire at Gallinas on May 23, 2010. After a short discussion, **a motion was made by Robert Baca and seconded by Daniel Romero to approve the Manager’s Report as presented. Motion carried unanimously.**
  
9. **Finance Committee Report** – Mary Lou Roybal, Finance Committee Chairwoman reviewed the Minutes of the Finance Committee Meeting held earlier today. Everything was found to be in order. The General Manager stated that the amount on Northern Shred should be \$5,000 instead of \$10,000. **A motion to approve the Finance Committee Report including all recommendations made by the Finance Committee was made by Robert Baca and seconded by Daniel Romero. Motion carried unanimously.**

**10. Tri-State Trustee Report** - Mr. Robert Baca, Tri-State Trustee, reported on their May 2010 meeting. Some of the items covered included the following:

- Legislative Issues – 4 Key Issues
- RUS Reduction; 2) Financial Market; 3) Affordable Energy; and 4) Climate Change
- Oil Leak ramifications
- Coal Plant tests
- EIB – NM – Injunction – waiting for decision
- Tri-State TV and Newspaper ads
- Railroads and possible monopoly
- Natural Gas issues

**11. NMRECA Trustee Report** – H. Felix Vigil, NMRECA Trustee, reported that Statewide had not met during the month of May because of the Legislative Conference in Washington, DC. Chairman Vigil reported that he, Daniel Romero and Abran Romero would be attending the Annual Meeting in Ruidoso, New Mexico during the first week of June.

Chairman Vigil also reported on the CoBank Conference he attended in Colorado Springs, Colorado. He thanked the full Board for letting him attend this conference.

**12. On-Going Business**

- a. District 3 Election – Discussion** – Chairman Vigil congratulated and introduced Alex Garcia as the newly elected representative from District 3. Mr. Garcia will start serving his term after the Annual Meeting on June 26, 2010.
- b. Annual Meeting – Discussion** – There was a discussion concerning the Annual Meeting to be held on Saturday, June 26, 2010 – 9:00 a.m. to 12 noon. The meeting will be held at

the Mora High School Gymnasium and voting sites will be held at the Pecos High School Gymnasium and at the Bachicha Trucking Building south of Las Vegas.

There will be one voting machine at each site with some voting booths, three judges in Mora and Pecos and two in Las Vegas; and some sample ballots to hand out to membership with some blown-up sample ballots to post at the sites. No meal will be served, just refreshments.

A number of employees will be working at each site, including an attorney.

- c. **Draft Report from Cordova Public Relations on La Cueva to Mora Double-Circuit Line** – The draft from Cordova Public Relation on La Cueva to Mora Double-Circuit Line was reviewed and discussed.

### 13. New Business

- a. **Bidding 2010 Annual Financial Audit and recommendations by General Manager** – Bidding and recommendations for the 2010 Annual Financial Audit was taken care of during the Finance Committee Meeting.
- b. **Signatures – RUS Forms 674 and 675** – After review, a motion to approve signatures on RUS Forms 674 and 675 was made by Carlos S. Lovato and seconded by Mary Lou Roybal. Motion carried unanimously.

### 14. Correspondence

- a. **Newspaper articles on PNM's Rate Increase** – For review only.

### 15. Information

**a. Calendar of Events** – Statewide will have its Annual Meeting on June 2<sup>nd</sup>, 3<sup>rd</sup>, and 4<sup>th</sup>. Tri-State will meet on June 2<sup>nd</sup> and 3<sup>rd</sup>. Finance Committee Meeting will be held at 10:00 a.m. and Regular Board Meeting at 12:30 p.m. on Tuesday, June 22<sup>nd</sup>, 2010. Annual Meeting will be on Saturday, June 26<sup>th</sup>, 2010 from 9:00 a.m. to 12 noon.

**Motion to move into Executive Session was made by David Maestas and seconded by Carlos S. Lovato. Motion carried unanimously.**

**16. Executive Session**

**a. Attorney's Report**

**b. Personnel**

**Motion to move back into Regular Session was made by Robert Baca and seconded by Carlos S. Lovato. Motion carried unanimously.**

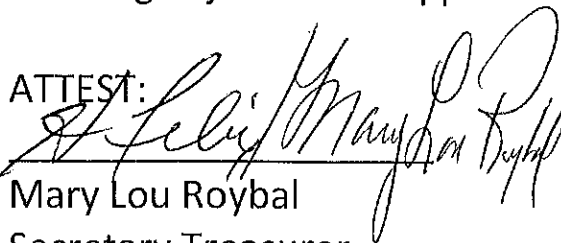
**17. Action on items discussed in Executive Session – No action.**

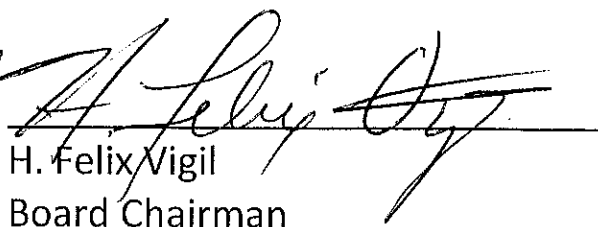
**18. Other Business to come before the Board**

**19. Adjournment – Motion to adjourn the meeting was made by Robert Baca and seconded by Daniel Romero. Motion carried unanimously.**

Meeting adjourned at approximately 7:00 p.m.

ATTEST:

  
Mary Lou Roybal  
Secretary Treasurer

  
H. Felix Vigil  
Board Chairman