

MORA-SAN MIGUEL ELECTRIC COOPERATIVE, INC.
BOARD OF TRUSTEES MEETING
HELD ON NOVEMBER 23, 2010

Robert M. Quintana was sworn in as the newly elected Board Member for District 2 to serve out the unexpired term through June 2012.

The Finance and Regular Board Meeting of the Board of Trustees was held on November 23, 2010. Mr. Daniel Romero, Board Chairman, called the meeting to order at 12:30 p.m.

CALL TO ORDER:

1. Roll Call and Determination of Quorum:

Members Present: Daniel Romero, Chairman
Mary Lou Roybal, Secretary/Treasurer
Robert Baca, Member
Alex Garcia, Member
Robert Quintana, Member

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

Lorna Wiggins, Attorney

2. Invocation – The invocation was led by Daniel Romero, Board Chairman.

3. Pledge of Allegiance – The Pledge of Allegiance was recited.

4. Approval of Agenda – The Agenda was presented and reviewed the following additions were made to the Agenda: **# 5 - Recognition of Guests – Eddie Montoya – Bernal Tower Issues; and # 16 - Executive Session – moved up on Agenda after #5 – Recognition of Guests.** Motion was made by Robert Baca and

seconded by Mary Lou Roybal to approve agenda as amended. Motion carried unanimously.

5. Recognition of Guests

a. Diego Quintana – Issues with MSMEC –Issues of concern to Mr. Quintana included the Enchantment Article and Board Policy 118. He asked why 25 signatures were needed from each district to submit an amendment to the by-laws and what board policy was followed to change this policy, stating there were 8 steps to follow in changing an existing policy. He stated the Board had violated their own policy. Mr. Quintana also asked the Board to void Policy 118.

b. Daniel Fondy

1. Enchantment article for November 2010 – “Mora-San Miguel Electric adopts new Policies” – Mr. Fondy asked for a re-write on the November 2010 Enchantment article stating there were several mistakes related to the adoption of the new policies. He also stated that coop members should be recognized, not just trustees. Mr. Fondy encouraged the Board to change this article. **A motion was made by Alex Garcia and seconded by Robert Quintana and Mary Lou Roybal to direct the General Manager to make changes to the article and re-submit to the next issue of the Enchantment.**

2. District 2 Election at Bachicha voting site – Board Member Code of Ethics – Policy 105 – Mr. Fondy advised the Board that during the District 2 Election held at the Bachicha site in Las Vegas, Mr. Bruce Wiggins, Attorney, had advised Roz Pintek, election judge and spouse of candidate John Pintek, to refrain from introducing herself by name to the voters as they went to vote. This took place after Board Member, Alex Garcia, brought it to Mr. Wiggins’ attention. Mr. Fondy also stated that Board Member Garcia was in violation of Board Policy 105 “Board Member Code of Ethics” because he was campaigning for Robert Quintana. After continued discussion, Mr. Fondy asked that a letter of apology be sent to Roz Pintek from Mr. Wiggins and that he would like a copy of this letter sent to him.

3. Eddie Montoya – Bernal Tower Issues – No show.

Other guests present included: Rhonda Quintana, Modesto Benavidez, Juan Quintana, David Maestas, Orlando Encinias, Johnny Sena, Bridget Maloney, Juan Archuleta, and T & D. Services.

Motion to move into Executive Session was made by Robert Baca and seconded by Alex Garcia. Motion carried unanimously.

A motion to move back into Regular Session was made by Mary Lou Roybal and seconded by Robert Baca. Motion carried unanimously.

6. Action of Minutes of Regular Meeting held on October 21, 2010 – The Minutes of October 21, 2010 were presented and reviewed. A motion was made by Robert Baca, seconded by Mary Lou Roybal, to approve the Minutes of October 21, 2010 as presented. Motion carried. Robert Quintana abstained.

7. Approval of New Memberships (Mora 29 – Pecos 17) and Membership Refunds 31 – (2009 New Memberships - Mora 19 Pecos 23) – The new Memberships and Membership Refunds were presented and reviewed. Motion to accept the new Memberships and Membership Refunds was made by Robert Baca and seconded by Mary Lou Roybal. Motion carried unanimously.

8. Manager's Report

a. Delinquent Report – The General Manager gave a short review of the Delinquent Report for the month of October 2010. The Mora and Pecos delinquent amounts before and after collections were discussed.

b. Agenda Amplification – General Manager Romero reviewed RUS Form 7 for the month of October 2010.

c. Outage Report/Maintenance Log – There was a short review of the outages affecting the biggest number of consumers.

A motion to approve the Manager's Report was made by Robert Baca, seconded by Mary Lou Roybal. Motion carried unanimously.

9. Finance Committee Report – The Finance Committee portion of the meeting was led by Mary Lou Roybal, Finance Committee Chairwoman. Everything was found to be in order. A motion to approve the Finance Committee Report was

made by Robert Baca and seconded by Mary Lou Roybal with the following recommendations, approvals and rejections: Approval of the Romeroville Line Improvements Proposal; rejection of Caribou Construction bid for the New State Police Headquarters Proposal; approval of one NRECA Book –“ Local Lights – America’s Electrical Cooperatives” for the library of each school we service; approval of Landis & Gyr Command Center for \$1000 per month; approval of investing \$140,000 at the St. Gertrude’s Credit Union; approval of \$50 to each donation request (LCC, El Pueblo Fire Department and Valley Elementary & Middle School); tabled health insurance for domestic partnerships. Motion carried unanimously.

10. Tri-State Report – Mr. Robert Baca, Tri-State Trustee, reported on the November 2010 meeting held at the Tri-State’s headquarters. Some of the items covered included the following:

- X-Price
- Educating students on electricity
- EIB

A motion to approve the Tri-State Report was made by Robert Quintana and seconded by Mary Lou Roybal. Motion carried unanimously.

11. NMRECA Trustee Report – Mr. Alex Garcia, NMRECA Trustee, left the meeting early and therefore, no report was available.

General Manager Romero reported on some discussion that took place at Statewide concerning Socorro Electric and mail-in voting. Other NM Coops don’t want this for their cooperatives. There was also some discussion on permitting requirements for mobile homes.

12. On-Going Business

a. La Jicarita Rural Telephone – Signed Agreement – A short review and some discussion took place concerning this agreement.

b. Strategic & Operational Planning Retreat – Franklin D. Reinow, Ph.D., Retreat Facilitator – This retreat had previously been approved by the Board. Retreat will be held for a day and a half in Las Vegas, NM. Available dates will be researched and retreat scheduled.

c. Copy of Tri-State SWOT (Strengths, Weaknesses, Opportunities and

Threats) and Mission Statement for MSMEC Strategic Planning – For information only.

d. NMRECA Manager’s Committee Meeting Agenda – 11/04/2010 – For information only.

e. MSMEC, Bank of Las Vegas authorized signatures” (Resolution required) – Resolution will be available for approval and signatures at our December meeting. There was a short discussion and it was agreed that Robert Baca would serve as Vice-Chairman – no vote was taken.

f. Policy 118 – Amendments to Cooperative By-Laws – Discussed earlier.

g. Filing of Form 990 – Submitted – Information only

h. 2010 Energy Efficiency Credit Program – Rebate Program is on Website and available for consumers review – For information only.

i. Capital Credits Discussion – There was a short discussion concerning the amount of capital credits owed to members from the years 1979 through 1984. Deceased capital credits previously approved by the Board will be processed soon.

13. New Business

a. Safety Issues – Alex Garcia – No discussion on safety issues since Mr. Garcia left the meeting early.

b. Board Member Business Cards – Discussion – Administrator will get information from each Board Member before cards are ordered.

c. Holiday Bonus for Employees – After some discussion, the Board decided to give each employee \$120 as their holiday bonus.

d. 2011 Budget Discussion – General Manager reported that the 2011 Budget has not yet been completed but will be available for review during the December meeting.

14. Correspondence

a. Organizational Loss at Tri-State – Mac McLennan leaving to Minnkota Generation & Transmission Cooperative – For information only.

b. Insurance Open Enrollment – For Information only.

c. Thank You – Historic Mora Valley Foundation – For information only.

d. Tri-State Power Bill – Information only.

1. Tri-State Rate Curriculum – Principles

2. Tri-State’s Revenues and Rates in an Ever Changing Future

15. Information

a. Calendar of Events – Statewide will meet on December 2nd and 3rd, 2010. Tri-State meeting will be held on December 7th and 8th, 2010. Finance Meeting will be held on Tuesday, December 21st, 2010 beginning at 10:00 a.m., breaking for lunch at 11:00 - 11:15 a.m. and resuming for Regular Board Meeting at 12:30 p.m. The offices will be closed on Friday, December 24th, Monday, December 27th and Friday, December 31st, 2010 in observance of the holiday season.

1. Up-dated Tri-State Member Managers' Committee Meeting Dates – For information only.

b. Newspaper Articles – For information only.

16. Executive Session

a. Attorney's Report

1. Lujan Up-date

b. Personnel

1. Evaluation of Manager

2. Discussion of Employees PTO Balance

3. Approval of Employee Handbook

4. Union Negotiations – Update

17. Action on items discussed in Executive Session

1. Allow Lorna Wiggins to monitor Mr. John Hone on the Lujan case.

2. Approval of the new MSMEC Employee Handbook, exception for linemen knives, and no limit on PTO time at this point.

3. Approval of .50 per hour for non-union covered employees from July 1st thru December 31st, 2010.

4. Approval to unilaterally implement .30 raise for union employees.

Motion to approve actions taken in executive session was made by Robert Baca and seconded by Mary Lou Roybal. Motion carried unanimously.

18. Other Business to come before the Board

19. Adjournment – Motion to adjourn was made by Robert Baca and seconded by Mary Lou Roybal. Motion carried unanimously. Meeting was adjourned at approximately 7:45 p.m.

ATTEST:


Mary Lou Roybal
Mary Lou Roybal
Secretary/Treasurer


Daniel Romero
Daniel Romero
Board Chairman