

**MORA-SAN MIGUEL ELECTRIC COOPERATIVE, INC.**  
**BOARD OF TRUSTEES MEETING**  
**HELD ON MAY 24, 2011**

The Regular Board Meeting of the Board of Trustees was held on May 24, 2011. 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  
Robert Baca, Vice-Chairman  
Mary Lou Roybal, Secretary/Treasurer  
Robert Quintana, Member

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

Bruce Wiggins, Attorney

**2. Invocation** - The invocation was led by Mary Lou Roybal, Secretary/Treasurer.

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

**4. Approval of Agenda** – The Agenda was presented and reviewed. **A motion to approve the Agenda was made by Robert Baca and seconded by Mary Lou Roybal. Motion carried unanimously.**

**5. Recognition of Guests**

**a. Invited Speakers –**

**b. General Public Comment (5 minute time limit)**

**1. Abran Tapia** - Mr. Tapia addressed the Board stating that the Board cannot live in a threatening society, but they still have an obligation to their members. Negativity should be avoided but if a

member acts up, they should be sent out of the meeting. Mr. Tapia also stated that he wants to participate and help the Cooperative.

Other Members present: Paul Duran, Mora County Assessor, and Cifredo Romero.

**6. Action of Minutes of Regular Meeting held on April 28, 2011** – The Board Minutes of the meeting of April 28, 2011 were presented and reviewed. **A motion to approve the Minutes of April 28, 2011 was made by Robert Baca and seconded by Mary Lou Roybal. Motion carried unanimously.**

**7. Approval of New Memberships (Mora 16 – Pecos 15) and Membership Refunds - 100** – The new Memberships and Membership Refunds were presented and reviewed. **A motion to accept the new Memberships and Membership Refunds was made by Robert Baca and seconded by Robert Quintana. Motion carried unanimously.**

**8. Manager's Report**

**a. Delinquent Report** – General Manager, Abran H. Romero, reviewed the Delinquent Report for the month of April 2011.

**b. Agenda Amplification** – General Manager Romero reviewed the RUS Form 7 and the Key Statistics. Operating Revenue and Patronage Capital equaled \$800,849 and Total Operation and Maintenance Expense totaled \$759,811. Total cost of Electric Service was \$895,382. Year-to-Date TIER is at 1.49.

**c. Outage Report/Maintenance Log** – The Outage Report and Maintenance Log were reviewed. Mr. Romero informed the Board that Tri-State is operating off a mobile at the Rowe Sub-station while there are doing some maintenance at the sub-station.

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

**9. Finance Report** – Minutes of Finance Meeting held earlier today were reviewed. Everything was found to be in order. **A motion to approve the Finance Report and Minutes was made by Robert Baca and seconded by Robert Quintana with the following recommendations: 1) Donations – Las Vegas**

Baseball Club and San Miguel Del Vado Parish – Committee recommends a donation of \$50 each; 2) Sponsorships – NM Boys and Girls State Robertson High School – Michael Casados-Pierce & Shannon Lopez – Committee recommends approval of \$150 each as per policy; 3) Approval of new vehicle for Manager – 2011 Chevy Tahoe LS – Committee recommends approval and bid to be awarded to Henry Valencia Chevrolet; 4) Energy Efficiency Credit Program, Advertising Bid – Committee recommends approval to KNMX, KBULL & SAM/FM if they match rate that KFUN/AM & KLVF/FM turned in; and 5) Award Bid to Teresa’s Tamales for Annual Meeting meal to be served on June 25, 2011 – this was the only bid received. Motion carried.

**10. Tri-State Trustee Report** – Mr. Robert Baca, Tri-State Trustee, reported on the May 2011 meeting held at the Tri-State Headquarters. Some items discussed included:

- Strategic Planning and how to keep power costs low and efficient
- Legislation, rates and regulations
- Renewables
- Up-date on Holcomb Plant, Craig Station and other plants
- Finances – Sinking Fund from Bonds sold
- Legislative Conference, Washington, DC

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

**11. NMRECA Trustee Report** – Because of the Legislative Conference and the Annual Meeting, no meeting was held in Santa Fe this month.

**12. On-Going Business**

**a. NMRECA Annual Meeting** – For information only. Reservations for those not able to attend will be cancelled.

**b. Summary Report – 2011 Distribution Inspection** – The summary presented to the Board was reviewed. A total of about 40% of all MSMEC poles have been tested so far. The General Manager stated that because of the distance, a lot will be leased in Gonzales Ranch area to leave the poles and digger until project is completed.

**c. Special Election – July 12<sup>th</sup>, 2011 – Site selection** - After a short discussion, a motion was made by Robert Baca, seconded by Mary Lou

**Roybal, to hold the Special Election for District 3 on July 12<sup>th</sup>, 2011 at the San Miguel Church Parish Hall in San Miguel, New Mexico. Motion carried unanimously.**

**d. Approval of 2011 Strategic Plan (see draft plan) – Decision was made to table this item until the June meeting. Information on Strategic Plan is to be included in the June Board Packet.**

**13. New Business**

**a. Request and Response from Marietta Esquibel on District 4 Election – For information only.**

**b. Economic Sustainability Leadership Workshop June 14<sup>th</sup>, 15<sup>th</sup>, & 16<sup>th</sup>, 2011 – San Miguel County – Request for approval for General Manager to attend – After a short discussion, Mr. Romero was given approval to attend this workshop at Highlands University in Las Vegas, NM.**

**14. Correspondence**

**a. Thank you for donation – Mora High School BPA Students – For information only.**

**b. Thank you for donation – Mora Little League – For information only.**

**c. Thank you e-mail – Richard G. Carrillo – For information only.**

**15. Information**

**a. Calendar of Events – Statewide will not meet during the month of June because of Annual Meeting being held in Taos during the last week in May. Tri-State will meet on June 6<sup>th</sup>, 7<sup>th</sup>, and 8<sup>th</sup>, 2011. Tri-State's Managers Meeting will be held on June 9<sup>th</sup> and 10<sup>th</sup>, 2011. The Finance and Board Meeting will be held on Thursday, June 23, 2011. Finance Meeting will commence at 10:00 a.m. and Regular Board meeting at 12:30 p.m. Lunch will be served at approximately 11:30 a.m. Annual Meeting will be held on Saturday, June 25, 2011 beginning at 9:00 a.m. thru 12 Noon both in Mora and Pecos. A meal will be served at the Mora site at noon.**

**b. News Clippings – For information only.**

**c. Las Vegas Optic Article – Incumbents lose 2 co-op races – For information only.**

**A motion to move into Executive Session was made by Robert Quintana and seconded by Robert Baca. Motion carried unanimously.**

**16. Executive Session**

**a. Attorney's Report**

**1. Litigation Update**

**b. Personnel Issues**

Motion to move back into Regular Session was made by Robert Quintana and seconded by Mary Lou Roybal. Motion carried.

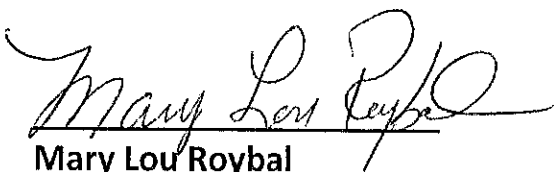
**17. Action on items discussed in Executive Session** – A motion was made by Robert Baca and seconded by Mary Lou Roybal to amend Abran H. Romero's employment contract to provide for some terms of termination: 1) a flat \$130,000 severance payment; 2) other applicable changes such as exchange for waiver of claims against MSMEC and agreement to continue working as General Manager/CEO. Motion carried unanimously.

**18. Other Business to come before the Board** - None

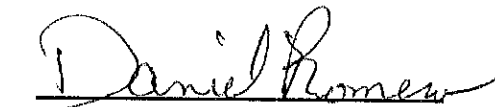
**19. Adjournment** – A motion to adjourn was made by Robert Quintana and seconded by Robert Baca. Motion carried unanimously.

Meeting adjourned at approximately 3:40 p.m.

**ATTEST:**



Mary Lou Roybal  
Secretary/Treasurer



Daniel Romero  
Board Chairman