

SPECIAL MEETING
BOARD OF TRUSTEES
THE SOCORRO ELECTRIC COOPERATIVE, INC.

MARCH 13, 2015

A Special Meeting of the Board of Trustees of The Socorro Electric Cooperative, Inc., was held on Friday, March 13, 2015 in Socorro, New Mexico.

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The meeting was called to order at 2:00 p.m. by Anne L. Dorough, President.

CALL TO ORDER

Secretary Cordova called roll and reported those present and attending as follows:

ROLL CALL

MEMBERS PRESENT:

Anne L. Dorough, President
Representative, District V

David Wade, Vice-President
Representative, District IV

Leo C. Cordova, Secretary/Treasurer
Representative, District I

Melissa Amaro, Trustee
Representative, District III

Charles Wagner, Trustee
Representative, District II

ALSO PRESENT:

Joseph Herrera, General Manager
Eileen Latasa, HR Manager/Executive Assistant
Bruce Wiggins, Attorney

SEC MEMBERS PRESENT:

Jimmy Dorough, James Cherry, John Larson,
John Bockenstette, Marie Watkins, Charlene Wagner,
Tom Delehanty, Cyndi Mae Wade

Secretary Cordova declared a Quorum of Trustees present.

QUORUM

President Dorough led everyone in the Pledge of Allegiance.

PLEDGE OF
ALLEGIANCE

After review of the Draft of the Minutes of the Regular Meeting held on February 18, 2015, there being no additions/corrections, a motion was made by Trustee Wagner and seconded by Trustee Amaro to approve the Minutes as written.

APPROVAL OF
PREVIOUS
MINUTES

Trustee Wagner called for a Point of Order and stated that this special meeting was not in compliance with the N.M. OMA. Ms. Dorough noted Trustee Wagner's objection and read from SEC's Bylaws and Open Meetings Resolution and stated that the SEC was in compliance. Ms. Dorough then called for the vote on Trustee Wagner's motion to approve the Draft of the Minutes as written. Motion carried with Trustee Wagner opposed.

Attorney Wiggins explained the revised district boundary maps and stated that one (1) trustee would represent District I, II, IV and V and three (3) trustees would represent District III which would increase the board to seven (7) trustees as per the proposed Bylaws.

CONSIDERATION/
APPROVAL OF
CHRISTENSEN
PROPOSED
BYLAWS

Attorney Wiggins also explained that if the proposed bylaws are accepted by the members, that the SEC would hold a special election within 120 days to elect two new trustees from District III. In addition, Attorney Wiggins explained the mechanics of the new trustee terms and how they affect current board trustees.

After discussion, President Dorough entertained a motion to approve the Christensen Proposed Bylaws as distributed to the Board.

A motion was then made by Trustee Wade and seconded by Trustee Cordova to accept the Proposed Bylaws as revised and presented by Aaron Christensen with the new district boundary map on an up or down ballot as a whole.

After further discussion, President Dorough called for the vote on Trustee Wade's motion. Trustee Wade and Cordova voting in favor of the motion. Trustees Wagner and Amaro were opposed. President Dorough voted in favor of the motion. Motion carried.

Manager Herrera reported that he distributed three (3) Requests for Proposals for the Third Party Administration for the Special Meeting.

CONSIDERATION/
APPROVAL OF
THIRD PARTY
ADMINISTRATOR

Manager Herrera stated that VRI did not submit a proposal but that he received two proposals as follows:

- Survey and Ballot Systems \$37,604.00
- Automated Election Services \$18,920.00

After discussion, a motion was made by Trustee Amaro and seconded by Trustee Cordova to select the low bid submitted by Automated Election Services. Motion carried with Trustee Wagner opposed.

Manager Herrera informed the Board that the SEC had a 1999 Crown Victoria that could be given as a door prize if approved by the Board. Mr. Herrera also stated that a flat screen T.V. had been donated and that the SEC could request donations from other SEC vendors.

CONSIDERATION/
APPROVAL OF
DOOR PRIZES

After discussion, a motion was made by Trustee Wade and seconded by Trustee Cordova to approve the 1999 Crown Victoria, and vendor donations as door prizes for the Special Meeting of the Members. Motion carried with Trustee Wagner opposed.

A motion was made by Trustee Wade and seconded by Trustee Cordova to give a \$5.00 Energy Credit for members that vote by mail-in ballot and a \$10.00 Energy Credit for Members that vote in person.

CONSIDERATION/
APPROVAL OF
ENERGY CREDIT
FOR SPECIAL
MEMBER MEETING

After discussion, President Dorrough called for the vote on Trustee Wade's motion. Trustees Wade and Cordova voted in favor of the motion. Trustees Wagner and Amaro were opposed. President Dorrough voted in favor of the motion. Motion carried.

After a short discussion on providing a meal for the Special Member Meeting, a motion was made by Trustee Wade and seconded by Trustee Cordova to provide refreshments for the Special Member Meeting.

CONSIDERATION/
APPROVAL OF
MEAL SERVED
FOR SPECIAL
MEMBER
MEETING

Discussion ensued on the nature and expense for the refreshments. A motion was then made by Trustee Amaro and seconded by Trustee Wagner to amend Trustee Wade's motion to obtain prices and nature of the meals for consideration at the next meeting. Motion carried unanimously.

President Dorrough then called for the vote on Trustee Wade's motion. Motion carried unanimously.

There being no further items open for discussion, a motion to adjourn was made and Seconded by Trustee Amaro and Cordova, respectively. Motion carried unanimously.

President Dorrough adjourned the meeting at 3:02 p.m.