

MINUTES  
REGULAR MEETING  
BOARD OF TRUSTEES  
THE SOCORRO ELECTRIC COOPERATIVE, INC.

February 22, 2023

**INDEX**

The Regular Meeting of the Board of Trustees of The Socorro Electric Cooperative, Inc. (SEC) was held on Wednesday, February 22, 2023, at 310 Abeyta Ave, Socorro, New Mexico.

**CALL TO ORDER**

The meeting was called to order at 2:00 p.m. by James Nelson, Chairman.

**ROLL CALL**

Secretary Wolberg called the roll and reported those present and attending as follows:

TRUSTEES PRESENT:        James Nelson, Chairman  
                                     Representative, District 2

                                     Luis Aguilar, Vice-Chairman  
                                     Representative, District 3

                                     Donald Wolberg, Secretary/Treasurer  
                                     Representative, District 3

                                     Ward McCartney, Trustee  
                                     Representative, District 1

                                     Leroy Anaya, Trustee  
                                     Representative, District 3

                                     Ron Burnett, Trustee  
                                     Representative, District 5

TRUSTEE(S) ABSENT:     Dave Wade, Trustee\*  
                                     Representative, District 4

ALSO PRESENT:            Joseph Herrera, General Manager  
                                     Donna Wilkins, Administrative Assistant  
                                     V. Todd Unruh, Engineering Manager  
                                     Jimmy Capps, Chief Financial Officer  
                                     Ellena Tapia, Director of Communications and Public Affairs

SEC MEMBERS PRESENT: Larry Moya, David L Wade, Cyndi M Wade

**QUORUM**

Secretary Wolberg declared a Quorum of Trustees present.

**PLEDGE OF ALLEGIANCE**

Chairman Nelson led everyone in the Pledge of Allegiance.

**CONSIDERATION AND APPROVAL OF AGENDA**

Trustee Wolberg moved to approve the Agenda as presented; motion seconded by Trustee Anaya. Motion carried unanimously.

Chairman Nelson approved the Agenda as presented.

**CONSIDERATION AND APPROVAL PREVIOUS MINUTES**

Hearing no corrections or objections, Chairman Nelson approved the Minutes from January 25, 2023, as distributed.

**MEMBER COMMENTS**

Larry Moya, District 4 member, explained that his father had passed away and requested information on the deposit process due for the deposit paid to transfer the account.

Manager Herrera informed Mr. Moya that he would meet with him the following day to review the account and explain the deposit process.

\* Trustee Wade arrived at the meeting during this agenda item at 2:06 p.m.

**MANAGER'S REPORT**

Manager Herrera reported on the expenditure check register totaling \$724,208.78 for January 2023 and proceeded to answer questions posed by the Trustees.

Chairman Nelson thanked Manager Herrera for the Expenditure Report for January 2023.

Manager Herrera reported the Visa credit card expenditures, complete with supporting receipts, made available to the Board of Trustees for January 2023.

Chairman Nelson thanked Manager Herrera for the credit card report for January 2023.

Manager Herrera provided the Engineering Report stating that he continues to work with T&D Engineering Services on the power quality analysis to be able to provide to the NM PRC on behalf of SEC regarding the single-phase line extension request for a three-phase load for a member. Manager Herrera proceeded to answer questions posed by the Trustees.

Chairman Nelson thanked Manager Herrera for the Engineering Report for January 2023.

Manager Herrera concluded by reporting that SEC had received a surplus from the NMRE Self-Insurer's Fund due to our employees' excellent job with safety, with no claims for the years being paid out.

Chairman Nelson thanked Manager Herrera for the Manager's Report for January 2023.

**FINANCIAL REPORT**

Mr. Capps carefully reviewed in detail the RUS Form 7 Report for January 2023 RUS Form 7 and proceeded to answer questions posed by the Trustees.

Chairman Nelson thanked Mr. Capps for the RUS Form 7 Report for January 2023.

**SAFETY COMPLIANCE REPORT**

Manager Herrera reported that due to the number of outages due to the weather, Mr. Montoya could not present his report, but his report had been made available.

Chairman Nelson thanked Manager Herrera for the Safety Report for January 2023.

**OPERATIONS AND MAINTENANCE REPORT**

Manager Herrera stated that Mr. Montoya's report had also been made available to the Trustees.

Chairman Nelson thanked Manager Herrera for the Operations and Maintenance Report for January 2023.

**MEMBER SERVICES REPORTS**

Manager Herrera reported that due to the number of calls coming in due to the outages, Ms. Madrid was helping with the incoming calls and would not be able to present her report. Manager Herrera reported that Ms. Madrid's report had been made available to the Trustees.

Chairman Nelson thanked Manager Herrera for the Member Services Report for January 2023.

**COMMUNICATIONS AND PUBLIC AFFAIRS REPORT**

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Ms. Tapia reviewed the January Communications and Public Affairs Report and proceeded to answer questions posed by the Trustees.

Chairman Nelson thanked Ms. Tapia for the Communications and Public Affairs Report for January 2023.

### **TRI-STATE REPORT**

Trustee Anaya gave the Tri-State Board of Directors' activities report for February 2023 and proceeded to answer questions posed by the other Trustees.

Manager Herrera reported on the Rate Design Committee Update activities for February 2023, stating after numerous meetings and discussions, the Committee finalized its recommendation and will provide it to the Tri-State Board of Directors for the new rate design to be filed at FERC. Manager Herrera reported that notice would be given to each member system before the Board of Directors adoption of this new rate designed with staff indicating that notice would be going out in the coming week. Manager Herrera proceeded to answer questions posed by the Trustees.

Chairman Nelson thanked Trustee Anaya and Manager Herrera for the Tri-State Report.

### **NMRECA REPORT**

Trustee Wolberg gave the NMRECA report for February 2023 and proceeded to answer questions posed by the other Trustees.

Chairman Nelson thanked Trustee Wolberg for the NMRECA Report.

### **MRGEDA REPORT**

Trustee Wolberg gave the MRGEDA report for February 2023 and proceeded to answer questions posed by the other Trustees.

Chairman Nelson thanked Trustee Wolberg for the MRGEDA Report.

Chairman Nelson called for a recess at the end of this discussion item at 3:35 p.m.

Chairman Nelson called the meeting back to order at 3:40 p.m.

### **PRESIDENT'S REPORT**

Chairman Nelson reported a copy of the Form 990-PF for 2022 had been made available to all Trustees.

Chairman Nelson congratulated Trustee Wolberg as he presented him with his NRECA "Director Gold" Recertification.

Trustee Aguilar congratulated Chairman Nelson for receiving his NRECA "Director Gold" Certification.

### **ETHICS COMMITTEE REPORT**

Trustee Anaya reported the Ethics Committee had met on February 15, 2023. Trustee Anaya stated the Committee determined the Board of Trustees was in compliance with all Board Policies.

Chairman Nelson thanked Trustee Anaya for the Ethics Committee Report.

### **FINANCE COMMITTEE REPORT**

Trustee Aguilar reported on the Finance Committee Meeting held on February 15, 2023, with a recommendation to the full Board of Trustees.

Chairman Nelson thanked Trustee Aguilar for the Finance Committee Report.

### **STANDING COMMITTEE REPORT**

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Trustee Wolberg reported on the Standing Committee Meeting held on February 15, 2023, with recommendations to the full Board of Trustees at the February Board meeting.

Chairman Nelson thanked Trustee Wolberg for the Standing Committee Report.

### **OLD BUSINESS**

#### **Consideration of 2023 Credentials & Elections Committee**

Manager Herrera reported that due to unforeseen circumstances, one of the Credentials & Elections Committee members would be unable to serve on the Committee. Manager Herrera stated that a replacement had been found to replace this Committee member and is willing to participate in the Committee.

Trustee Anaya moved to accept the replacement member of the Credentials & Elections Committee as stated; motion seconded by Trustee Wolberg. Motion carried unanimously.

### **NEW BUSINESS**

#### **Board Policy 101 – Functions of the Board of Trustees**

Manager Herrera reported that the Standing Committee reviewed Board Policy 101 – Functions of the Board of Trustees in January 2023, and the Committee recommended that the Board approve Board Policy 101 – Functions of the Board of Trustees with proposed revisions.

After discussion, Trustee Anaya moved to accept the Standing Committee's recommendation of Board Policy 101 – Functions of the Board of Trustees with proposed revisions; motion seconded by Trustee Burnett. Motion carried with one objection.

#### **Board Policy 102 – Board Meetings**

Manager Herrera reported that the Standing Committee reviewed Board Policy 102 – Board Meetings in January 2023, and the Committee recommended that the Board approve Board Policy 102 – Board Meetings with proposed revisions.

Trustee Anaya moved to accept the Standing Committee's recommendation of Board Policy 102 – Board Meetings with proposed revisions; motion seconded by Trustee Aguilar. Motion carried unanimously.

#### **Board Policy 103 – Board Minutes**

Manager Herrera reported that the Standing Committee reviewed Board Policy 103 – Board Minutes in January 2023, and the Committee recommended that the Board approve Board Policy 103 – Board Minutes as reviewed.

Trustee Anaya moved to accept the Standing Committee's recommendation of Board Policy 103 – Board Minutes as reviewed; motion seconded by Trustee Burnett. Motion carried unanimously.

#### **Board Policy 108 – Standard of Conduct**

Manager Herrera reported that the Standing Committee reviewed Board Policy 108 – Standard of Conduct in January 2023, and the Committee recommended that the Board approve Board Policy 108 – Standard of Conduct with proposed revisions.

After discussion, Trustee Wolberg moved to accept the Standing Committee's recommendation of Board Policy 108 – Standard of Conduct with proposed revisions; motion seconded by Trustee Burnett. Motion carried with one objection.

#### **Board Policy 117 – Communications with Member-Owners**

Manager Herrera reported that the Standing Committee reviewed Board Policy 117 – Communications with Member-Owners, and the Committee recommended that the Board approve Board Policy 117 – Communications with Member-Owners as reviewed.

Trustee Wolberg moved to accept the Standing Committee's recommendation of Board Policy 117 – Communications with Member-Owners as reviewed; motion seconded by Trustee Aguilar. Motion carried unanimously.

Board Policy 124 – Document Hold Notices and Electronic Discovery

Manager Herrera reported that the Standing Committee reviewed Board Policy 124 – Document Hold Notices and Electronic Discovery, and the Committee recommended that the Board approve Board Policy 124 – Document Hold Notices and Electronic Discovery with proposed revisions.

After discussion, Trustee Burnett moved to accept the Standing Committee's recommendation of Board Policy 124 – Document Hold Notices and Electronic Discovery with additional revisions; motion seconded by Trustee Wolberg. Motion carried unanimously.

Board Policy 125 – Red Flag Program for Identity Theft and Credit Reporting Accuracy

Manager Herrera reported that the Standing Committee reviewed Board Policy 125 – Red Flag Program for Identity Theft and Credit Reporting Accuracy, and the Committee recommended that the Board approve Board Policy 125 – Red Flag Program for Identity Theft and Credit Reporting Accuracy as reviewed.

Trustee Wolberg moved to accept the Standing Committee's recommendation of Board Policy 125 – Red Flag Program for Identity Theft and Credit Reporting Accuracy as reviewed; motion seconded by Trustee Anaya. Motion carried unanimously.

Board Policy 127 – Transparency in the Procurement of Goods and Services

Manager Herrera reported that the Standing Committee reviewed Board Policy 127 – Transparency in the Procurement of Goods and Services, and the Committee recommended that the Board approve Board Policy 127 – Transparency in the Procurement of Goods and Services with proposed revisions.

Trustee Anaya moved to accept the Standing Committee's recommendation of Board Policy 127 – Transparency in the Procurement of Goods and Services with proposed revisions; motion seconded by Trustee Burnett. Motion carried unanimously.

Consideration of Server Quote

Manager Herrera reported that the Finance Committee reviewed a Server Quote to update the current server in place, which is eight (8) years old. Manager Herrera stated that this item was approved on the budget and is under budget, and the Committee recommended that the Board approve the Server Quote for \$138,522.61.

Trustee Burnett moved to accept the Finance Committee's recommendation of the Server Quote for \$138,522.61; motion seconded by Trustee Anaya. Motion carried unanimously.

Consideration of MRGEDA Dues

Manager Herrera reported that the MRGEDA dues for 2023 are up for renewal; in the past, SEC has paid for the Corporate/Government Membership at \$500. Manager Herrera stated SEC is considered an ex-officio member of the MRGEDA Board.

Trustee Wolberg made a motion to proceed with the Corporate/Government Membership of \$500; motion seconded by Trustee Burnett. Motion carried unanimously.

2023 Annual Meeting

Manager Herrera reported that SEC had reserved the Macey Center for the upcoming Annual Meeting on April 1, 2023. Manager Herrera provided information that after the program portion, SEC will draw the door prizes before the business portion of the meeting starts. Manager Herrera reported that the giveaway gifts would be handed out during registration and would be the gifts we use for the remainder of the year at SEC events. Manager Herrera stated that SEC does have a Ford F-150 that could be drawn or sold at auction. Manager Herrera also requested that the Trustees provide him with names of individuals who could do the invocation and proceeded to answer questions posed by the Trustees.

After discussion, Trustee Burnett moved to draw the Ford F-150 at the upcoming 2023 Annual Meeting; motion seconded by Trustee Anaya. Motion carried unanimously.

Consideration of Capital Credit Estate Retirements

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There were no Capital Credit Estate Retirements brought forth for consideration.

Consideration of Line Extension Contracts

There were no Line Extension Contracts open for consideration.

Consideration of Trustee Travel

Trustee Anaya and Chairman Nelson requested Board approval to attend the Tri-State Annual Meetings scheduled for April 4-5, 2023, in Westminster, Colorado.

After discussion, Trustee Wolberg moved to approve Trustee Anaya to attend the Tri-State Annual Meeting; motion seconded by Trustee Burnett. Motion carried unanimously.

Trustee McCartney moved to approve Chairman Nelson to attend the Tri-State Annual Meeting; motion seconded by Trustee Anaya. Motion carried unanimously.

Tri-State Annual Meeting Voting & Alternate Delegate

After discussion, Trustee Aguilar moved to make Chairman Nelson as Voting Delegate and Trustee Anaya as Alternate Delegate for the Tri-State Annual Meeting; motion seconded by Trustee McCartney. Motion carried unanimously.

**EXECUTIVE SESSION**

Trustee Wolberg moved to go into Executive Session to discuss individual employee matters and strategic and long-range business plans; motion seconded by Trustee Aguilar. Motion carried unanimously.

Chairman Nelson called for an Executive Session.

The Board adjourned to Executive Session at 4:16 p.m.

**REGULAR SESSION**

Trustee Wolberg moved and seconded by Trustee McCartney to return to Regular Session at 4:43 p.m.

Chairman Nelson stated that there was no action taken during Executive Session.

**SET DATE/TIME FOR REGULAR MEETING**

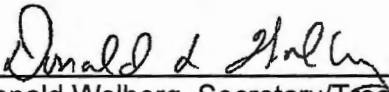
After discussion, Trustee Anaya moved to set the date and time of Committee meetings for March 15, 2023, and the next regularly scheduled Board Meeting for March 22, 2023, at 2:00 p.m.; motion seconded by Trustee Wolberg. Motion carried unanimously.

**ADJOURNMENT**

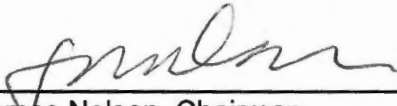
There being no other items open for discussion, Trustee Anaya moved to adjourn; motion seconded by Trustee Wolberg. Motion carried unanimously.

Chairman Nelson adjourned the meeting at 4:46 p.m.

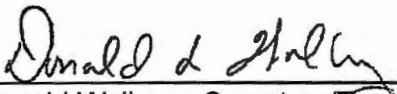
February 22, 2023

  
\_\_\_\_\_  
Donald Wolberg, Secretary/Treasurer

APPROVED:

  
\_\_\_\_\_  
James Nelson, Chairman

I, Donald Wolberg, do hereby certify that I am the Secretary of the Board of Trustees of The Socorro Electric Cooperative, Inc., herein called the "Cooperative," and the above is a true and exact copy of the Minutes of the Regular Meeting held on February 22, 2023. A Quorum of Trustees was present and acted upon throughout the meeting, and none of the Minutes of the above have been rescinded or modified.

  
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Donald Wolberg, Secretary/Treasurer