

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

April 1, 2023

INDEX

The Regular Meeting of the Board of Trustees of The Socorro Electric Cooperative, Inc. (SEC) was held on Saturday, April 1, 2023, at Macey Center, New Mexico Tech Campus, Socorro, New Mexico.

CALL TO ORDER

The meeting was called to order at 3:45 p.m. by Lorna Wiggins, Attorney.

ROLL CALL

Ms. Wilkins called the roll and reported those present and attending as follows:

TRUSTEES PRESENT: Ward McCartney, Trustee
 Representative, District 1

 Judith Holcomb, Trustee
 Representative, District 2

 Leroy Anaya, Trustee
 Representative, District 3

 M. Kenneth Bowden, Trustee
 Representative, District 3

 Donald Wolberg, Trustee (via teleconference)
 Representative, District 3

 Dave Wade, Trustee
 Representative, District 4

 Ron Burnett, Trustee
 Representative, District 5

TRUSTEE(S) ABSENT: None

ALSO PRESENT: Joseph Herrera, General Manager
 Donna Wilkins, Administrative Assistant
 Jimmy Capps, Chief Financial Officer

SEC MEMBERS PRESENT: James Nelson, Cyndi M Wade, David L Wade, Ann McCartney

QUORUM

Ms. Wilkins declared a Quorum of Trustees present.

PLEDGE OF ALLEGIANCE

Trustee Bowden led everyone in the Pledge of Allegiance.

CONSIDERATION AND APPROVAL OF AGENDA

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

Attorney Wiggins approved the Agenda as presented.

CONSIDERATION AND APPROVAL PREVIOUS MINUTES

April 1, 2023

Trustee Wolberg moved to approve the Minutes from March 22, 2023, as presented; motion seconded by Trustee McCartney. Motion carried with two abstaining.

Attorney Wiggins approved the Minutes as presented.

MEMBER COMMENTS

No Member Comments were brought forth.

OATH OF OFFICE

Attorney Wiggins administered the Oath of Office to Trustees Bowden and Holcomb.

ELECTION OF OFFICERS

After discussion, Trustee McCartney moved to join the Secretary and Treasurer positions; motion seconded by Trustee Anaya. Motion carried unanimously.

PRESIDENT

Attorney Wiggins called for nominations of the Office of President.

Trustee McCartney nominated Trustee Holcomb for President.

Trustee Wolberg nominated Trustee Anaya for President.

Hearing no further nominations, Attorney Wiggins closed nominations for the Office of Chair.

After all Trustees cast their secret ballots, Attorney Wiggins announced and declared Trustee Anaya as Chair.

VICE-PRESIDENT

Attorney Wiggins called for nominations of the Office of Vice-President.

Trustee Wolberg nominated Trustee Burnett for Vice-President.

Trustee McCartney nominated Trustee Holcomb for Vice-President.

Trustee Anaya moved to cease nominations; motion seconded by Trustee Wolberg. Motion carried unanimously.

After all Trustees cast their secret ballots, Attorney Wiggins announced and declared Trustee Burnett as Vice-Chair.

SECRETARY/TREASURER

Trustee Anaya nominated Trustee Wolberg for Secretary/Treasurer.

Trustee McCartney moved to cease nominations; motion seconded by Trustee Anaya. Motion carried unanimously.

Attorney Wiggins announced and declared Trustee Wolberg as Secretary/Treasurer by acclamation.

ELECTION OF REPRESENTATIVE OF TRI-STATE BOARD OF DIRECTORS

Trustee Wolberg nominated Trustee Anaya as Representative of Tri-State Board of Directors.

Trustee Burnett moved to cease nominations; motion seconded by Trustee Wade. Motion carried unanimously.

Attorney Wiggins announced and declared Trustee Anaya as Representative of Tri-State Board of Directors by acclamation.

ELECTION OF REPRESENTATIVE OF NMRECA BOARD OF DIRECTORS

REGULAR BOARD MEETING

April 1, 2023

Trustee Wolberg nominated himself as a Representative of NMRECA Board of Directors.

Trustee Bowden nominated Trustee Holcomb as Representative of NMRECA Board of Directors.

Trustee McCartney moved to cease nominations; motion seconded by Trustee Wade. Motion carried unanimously.

After all Trustees cast their secret ballots, Attorney Wiggins announced and declared Trustee Holcomb as Representative of NMRECA Board of Directors.

SPECIAL ORDERS

Trustee Anaya made a motion to adjourn the meeting to Wednesday, April 26, 2023, at 2:00 p.m. and for the Board to postpone any action and stand in abeyance; motion seconded by Trustee Bowden. Motion carried unanimously.

Attorney Wiggins adjourned the meeting until Wednesday, April 26, 2023, at 2:00 p.m.

Attorney Wiggins adjourned at 4:05 p.m.

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

April 26, 2023

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The Regular Meeting of the Board of Trustees of The Socorro Electric Cooperative, Inc. (SEC) continued on Wednesday, April 26, 2023, at 310 Abeyta Ave, Socorro, New Mexico.

CALL TO ORDER

The meeting was called to order at 2:00 p.m. by Leroy Anaya, President.

ROLL CALL

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

TRUSTEES PRESENT: Leroy Anaya, President
 Representative, District 3

 Ron Burnette, Vice-President
 Representative, District 5

 Donald Wolberg, Secretary/Treasurer (via teleconference)
 Representative, District 3

 Ward McCartney*, Trustee
 Representative, District 1

 M Kenneth Bowden, Trustee
 Representative, District 3

 Dave Wade, Trustee
 Representative, District 4

TRUSTEE(S) ABSENT: Judith Holcomb*, Trustee
 Representative, District 2

ALSO PRESENT: Joseph Herrera, General Manager
 Donna Wilkins, Administrative Assistant
 V. Todd Unruh, Engineering Manager
 Jimmy Capps, Chief Financial Officer
 David Montoya, Safety Compliance Officer/Interim Line
 Superintendent
 Marilyn Madrid, Member Services Supervisor

SEC MEMBERS PRESENT: Zane Kiehne, Lee Kiehne, Cyndi M Wade, David L Wade

QUORUM

Secretary Wolberg declared a Quorum of Trustees present.

PLEDGE OF ALLEGIANCE

President Anaya led everyone in the Pledge of Allegiance.

MEMBER COMMENTS

Zane Kiehne, District 5 member, explained about trying to get power to his property, but the issues that he was encountering due to a harmonics issue and the study that SEC's engineering service, T&D, provided. Mr. Kiehne stated that he had worked unsuccessfully with the NM Public Regulation Commission (PRC) and attempted mediation. Mr. Kiehne provided the Board with a copy of the T&D study and requested the board's help to connect his power.

April 26, 2023

* Trustee Holcomb arrived at the meeting during this agenda item at 2:04 p.m.

PRESENTATION OF 2022 IRS FORM 990

Manager Herrera stated that Bill Miller, CPA Partner with Bolinger, Segars, Gilbert & Moss (BSGM), joined them via teleconference.

Mr. Miller thanked the Board for allowing him to present via teleconference and proceeded to go over, in extensive detail, the 2022 IRS Form 990.

After discussion, Trustee Burnett made a motion to approve the 2022 IRS Form 990; motion seconded by Trustee Wade. Motion carried unanimously.

President Anaya thanked Mr. Miller for his presentation.

PRESENTATION OF 2022 FINANCIAL AUDIT

Manager Herrera stated that Trey Rowe, CPA Partner with BSGM, was joining them via teleconference.

Mr. Rowe thanked the Board for allowing him to present via teleconference; and proceeded to go over the December 31, 2022, and 2021 Audit reports stating that BSGM did not have any findings related to significant deficiencies or material weaknesses and found SEC records in good shape, offering a clean opinion of the Cooperative financials.

After discussion, Trustee Holcomb made a motion to approve the 2022 Financial Audit; motion seconded by Trustee Bowden. Motion carried unanimously.

President Anaya thanked Mr. Rowe for his presentation.

MANAGER'S REPORT

Manager Herrera reported on the expenditure check register totaling \$937,648.55 for March 2023 and proceeded to answer questions posed by the Trustees.

President Anaya thanked Manager Herrera for the Expenditure Report for March 2023.

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

President Anaya thanked Manager Herrera for the credit card report for March 2023.

Manager Herrera provided the Engineering Report updating on the SunZia crossing project with the 26-crossing occurring within our service area. Manager Herrera stated that he and Techline representatives met with the Village of Magdalena to go over the LED lights regarding the dark sky complaint. Manager Herrera reported that the LED lights SEC has are a dark sky complaint but will need a shield to prevent the light from entering the night sky. Manager Herrera stated that Techline is stocking more of these shields to help with the LED lights. Manager Herrera reported that they also looked at the Science Café lighting and found that the attachment was facing the parking area and needed to be turned toward the street, which SEC will work on correcting. Manager Herrera proceeded to answer questions posed by the Trustees.

President Anaya thanked Manager Herrera for the Engineering Report for March 2023.

Manager Herrera concluded by reporting that SEC had to replace the garage door to the SEC main warehouse due to normal wear and tear and that board orientation is scheduled with Attorney Lorna Wiggins for May 5, 2023, at 1 p.m. Manager Herrera reported SEC had received a thank you card from the student who had won the first prize coloring contest. Manager Herrera concluded, reporting the passing of an employee, Brandal Padilla, due to a non-work accident and retiree, Florencio Saavedra.

President Anaya thanked Manager Herrera for the Manager's Report for March 2023.

FINANCIAL REPORT

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

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President Anaya thanked Mr. Capps for the RUS Form 7 Report for March 2023.

SAFETY COMPLIANCE REPORT

SAFETY REPORT

Mr. Montoya reviewed the March Safety Report and proceeded to answer questions posed by the Trustees.

JOB BRIEFING

Mr. Montoya reviewed the March Job Briefing Reports.

President Anaya thanked Mr. Montoya for the Safety Report for March 2023.

OPERATIONS AND MAINTENANCE REPORT

CONSTRUCTION/MAINTENANCE REPORT

Mr. Montoya reported for March activities, with crews completing 54 service orders.

OUTAGE REPORTS

Mr. Montoya reviewed several major outages that affected over 100 members or for which the outage time was lengthy and proceeded to answer questions posed by the Trustees.

President Anaya thanked Mr. Montoya for the Operations and Maintenance Report for March 2023.

MEMBER SERVICES REPORTS

ENERGY DELINQUENT REPORT

Ms. Madrid presented the Energy Delinquent Report for March 2023 and proceeded to answer questions posed by the Trustees.

NM PRC MEMBER CONCERNS

Ms. Madrid reported that SEC had no Member complaints filed with the NM PRC in January-February 2023 and three Member complaints filed in March 2023. Ms. Madrid proceeded to answer questions posed by the Trustees

President Anaya thanked Ms. Madrid for the Member Services Report for March 2023.

COMMUNICATIONS AND PUBLIC AFFAIRS REPORT

Mr. Capps reviewed the March Communications and Public Affairs Report and proceeded to answer questions posed by the Trustees.

President Anaya thanked Mr. Capps for the Communications and Public Affairs Report for March 2023.

TRI-STATE REPORT

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

NMRECA REPORT

Trustee Holcomb gave the NMRECA report for April 2023.

President Anaya thanked Trustee Holcomb for the NMRECA Report.

MRGEDA REPORT

Trustee Wolberg gave the MRGEDA report for March 2023.

April 26, 2023

President Anaya thanked Trustee Wolberg for the MRGEDA Report.

PRESIDENT'S REPORT

Chairman Nelson announced the following committee assignments for the upcoming year:

Standing Committee: Judith Holcomb (Chair), M Kenneth Bowden, Ward McCartney, and Leroy Anaya (ex-officio)

Finance Committee: Ron Burnett (Chair), Dave Wade, Donald Wolberg, and Leroy Anaya (ex-officio)

Ethics Committee: Donald Wolberg (Chair), Ron Burnett, Dave Wade, and Leroy Anaya

NEW BUSINESS

Consideration of Capital Credit Estate Retirements

Manager Herrera reported that SEC General Counsel Lorna Wiggins Esq. had previously reviewed the Patronage Estate Capital Retirement requests as provided in the Trustee's BoardPaq and proceeded to answer questions posed by the Trustees. Ms. Wiggins reviewed the retirement documents and stated that they appeared to be in order and were ready for the Board's consideration:

ESTATE RETIREMENTS:

	Operating Margins	Plains G&T	Investment in Associated Organizations	Cushion of Credit & Other Non-Ops	Tri-State	Gains	Unpaid Balance	Total	Total without Tri-State
EM-April-23-A	\$328.91	\$6.78	\$13.79	\$7.61	\$66.19	\$0.00	\$0.00	\$423.28	\$357.09

JOINT ACCOUNT ESTATE RETIREMENTS:

	Operating Margins	Plains G&T	Investment in Associated Organizations	Cushion of Credit & Other Non-Ops	Tri-State	Gains	Unpaid Balance	Total	Total without Tri-State
JM-April-23-A	\$360.74	\$7.12	\$23.25	\$14.81	\$101.06	\$63.87	\$0.00	\$570.85	\$469.79

Trustee Holcomb moved to approve the Retirement of Patronage Capital as presented, absent any Tri-State allocations, to the accounts mentioned above; motion seconded by Trustee McCartney. Motion carried unanimously.

Consideration of Line Extension Contracts

There were no Line Extension Contracts open for consideration.

Consideration of Trustee Travel

Trustee Wade requested Board approval to attend the NMRECA Annual Meeting scheduled for May 30–June 1, 2023, in Bernalillo, New Mexico.

Trustee Burnett moved to approve Trustee Wade to attend the NMRECA Annual Meeting; motion seconded by Trustee McCartney. Motion carried unanimously.

NMRECA Annual Meeting Voting & Alternate Delegate

After discussion, Trustee McCartney nominated Trustee Holcomb as NMRECA Annual Meeting Voting Delegate; motion seconded by Trustee Wade. Motion carried unanimously.

Trustee Holcomb nominated President Anaya as NMRECA Annual Meeting Alternate Delegate; motion seconded by Trustee McCartney. Motion carried unanimously.

CFC Forum Voting & Alternate Delegate

Trustee McCartney nominated Trustee Holcomb as CFC Forum Voting Delegate; motion seconded by Trustee Burnett. Motion carried unanimously.

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EXECUTIVE SESSION

Trustee Burnett moved to go into Executive Session to discuss individual employee matters, potential litigation, and strategic and long-range business plans; motion seconded by Trustee Holcomb. Motion carried unanimously.

President Anaya called for an Executive Session.

The Board adjourned to Executive Session at 4:45 p.m.

* Trustee McCartney was excused from Executive Session at 4:45 p.m. and did not return after Regular Session.

REGULAR SESSION

Trustee Burnett moved and seconded by Trustee Wolberg to return to Regular Session at 5:35 p.m.

President Anaya stated that there was no action taken during Executive Session.

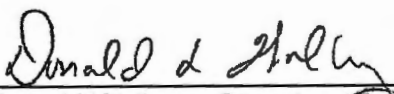
SET DATE/TIME FOR REGULAR MEETING

After discussion, Trustee Burnett moved to set the date and time of Committee meetings for May 17, 2023, and the next regularly scheduled Board Meeting for May 24, 2023, at 2:00 p.m.; motion seconded by Trustee Holcomb. Motion carried unanimously.

ADJOURNMENT

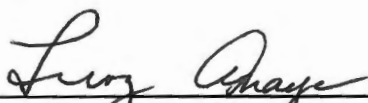
There being no other items open for discussion, Trustee Holcomb moved to adjourn; motion seconded by Trustee Burnett. Motion carried unanimously.

President Anaya adjourned the meeting at 5:39 p.m.



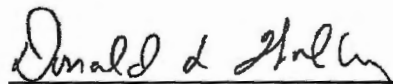
Donald Wolberg, Secretary/Treasurer

APPROVED:



Leroy Anaya, President

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 April 1, 2023, and the Regular Meeting Continuation held on April 26, 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.



Donald Wolberg, Secretary/Treasurer