

MORA-SAN MIGUEL ELECTRIC COOPERATIVE, INC.
BOARD OF TRUSTEES MINUTES
APRIL 16, 2015

The Board of Trustees Meeting of April 16, 2015 was called to order by Robert M. Quintana, Board Chairman, at 12:45 p.m.

1. ROLL CALL AND DETERMINATION OF QUORUM

Present: Robert Baca
 Virginia Mondragon
 James Ortiz
 Diego Quintana
 Robert Quintana

Others Greg Low, CEO
Present: Debbie Alexander, Administrator

2. INVOCATION – The Invocation was led by Robert Baca, Vice-Chairman.

3. PLEDGE OF ALLEGIANCE – The Pledge of Allegiance was recited.

4. APPROVAL OF AGENDA – The Agenda was presented for review and approval. After discussion, Diego Quintana asked that item **(a) District 2 Election** under **Executive Session** be moved to **Regular Session under New Business**. Greg Low, CEO, also asked that **Approval of Board of Directors Code of Ethics on Distribution of Materials – Board Policy 105**, be added to **Executive Session**. After continued Discussion, **a motion was made by Virginia Mondragon, seconded by James Ortiz, to approve the Agenda with amendments. Motion carried unanimously.**

5. SAFETY COMMITTEE UP-DATE – CEO Greg Low reported on the Safety Report for March 2015.

- Hours worked since the last lost-time accident = 115,650.09
- Miles driven from June 2014 through March 31, 2015 = 275,223
- No accidents to report in either Mora or Pecos
- An employee had a near fall in the Mora office. No near misses to report in Pecos
- No on-the-job injuries in Mora or Pecos
- Three employees attended the Climbing and Basic Maintenance School in Las Cruces in March
- Training on Practical Job Briefings and On The Job Safety and Regulator Operations and Safety was held on March 25th

Patronage Capital or Margins of \$37,320. MSMEC has 10,733 consumers and 1,938 miles of energized lines.

c. Outage Report – There was a short review of the Outage Report. Two larger outages were reported in the La Joya/Rowe/Glorieta areas affecting 800 consumers for two hours. **A motion to approve the Manager's Report as presented was made by Diego Quintana and seconded by Robert Baca. Motion carried unanimously.**

10. FINANCE REPORT – The Finance Meeting Minutes held earlier today were presented to the Board for approval. A donation request that was presented at the meeting and not part of the agenda will be added to minutes. **Motion to approve the minutes with the addition of the donation request was made by Virginia Mondragon and seconded by James Ortiz. Motion carried unanimously.**

11. TRI-STATE TRUSTEE REPORT – Tri-State Trustee, Virginia Mondragon, reported on April's meeting. The following are a few of the items covered during their meeting:

- Annual Meeting
- Board Trustee changes – 3 At-Large Trustees in Executive Committee
- By-Law changes – lots of controversy
- External Affairs Awards on no work place accidents

James Ortiz gave a short report on the tour he was given of the Tri-State Headquarters while in attendance at the Annual Meeting. Mr. Ortiz stated that the tour had been very impressive. Control rooms are unbelievable – Sub-stations are being monitored 24/7.

12. NMRECA TRUSTEE REPORT – Robert Baca, NMRECA Trustee, reported on the April meeting held in Santa Fe. Some of the items covered included:

- Escalante Power Plant – Tours – this would be a day trip located near Grants, NM
- New Administrator for RUS – Brandon McBride
- RUS Loan interest rates – 3 month loan @ .03%, 1 year loan @ 0.34% and long-term loan @ 2.29%
- Legislative Bills – 191 in total – least amount of legislative bills in over 50 years
- Broadband
- Solar Units

13. ON-GOING BUSINESS

a. Tri-State's Power Bill & MSM Solar Bill – Tri-State's power bill equaled \$532,780 and Solar Bill was \$26,013.

14. NEW BUSINESS

a. NMRECA Annual Meeting, Taos, NM – June 3 – 5, 2015 – Nominee for Member of Board of Directors & Voting Representative Credential – The full Board was in agreement that Robert Baca will serve as Board Member and Robert M. Quintana as

Alternate Member for the NMRECA Board of Directors until after our Annual Meeting in June.

b. Notice of NRECA Director Election & Certification of Voting Delegate for NRECA Director Election - The full Board also agreed to Robert Baca serving as NMRECA Voting Representative and James Ortiz as Alternate Representative.

c. San Miguel County Detention Center Request – There was a short discussion regarding the request from San Miguel County Detention Center to be allowed to tap into PNM for commercial power when experiencing a power outage. Power lines in that area have been upgraded. This matter will be looked into as well as the current boundaries, before a decision is made.

d. District 2 Election – There was a short discussion concerning the District 2 Election. The District 2 Election will be held on Tuesday, May 19th at the Bachicha Trucking Building South of Las Vegas. Petitions filed to run for the District 2 Election include: Robert M. Quintana, Gabe Estrada and Geraldine Baca.

15. CORRESPONDENCE

a. Y – W Electric Association, Inc. – For information only.

b. Rio Grande Sun -Bill That Could Have Helped Jemez Customers Dies – For information only.

c. Mora Valley Chamber of Commerce – Invitation – For information only.

16. INFORMATION

a. Calendar of Events – Statewide will not have a meeting in May due to the Annual Meeting being held the first week of June. Tri-State will meet on May 12th and 13th in Denver. District 2 Election will be held on May 19th in Las Vegas, NM. Finance and Regular Board Meetings will be held on Thursday, May 28th, 2015. Finance meeting starts at noon and Regular Board Meeting at 12:45 p.m.

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

17. EXECUTIVE SESSION

a. Cost of Service Study – Update

b. Approval of Board of Directors Code of Ethics on Distribution of Material – Board Policy 105

A motion to move back into Regular Session was made by Diego Quintana, seconded by Robert Baca. Motion carried unanimously.

18. ACTION ON ITEMS DISCUSSED IN EXECUTIVE SESSION

1. Approval of Board of Directors Code of Ethics on Distribution of Material – Board Policy 105 – Letter presented to the Board of Directors in regards to Board Policy 105 was read. The letter stated that director(s) should refrain from distributing material(s) or information that has not been approved by the Board of Directors either outside of

the cooperative or at board meetings. Handing out of material(s) of this nature is not representing MSMEC; it represents the individual only and has nothing to do with the Board of Directors of MSMEC. As per Board Policy 105, Code of Ethics, no trustee has any authority to act on behalf of the cooperative except in a legally constituted meeting of the cooperative unless he/she is assigned a specific task under the direction of the board as a whole. A motion to approve and abide by the above Board of Directors Code of Ethics on Distribution of Material from Board Policy 105 was made by Virginia Mondragon and seconded by Robert Baca. Motion carried. Diego Quintana opposed.

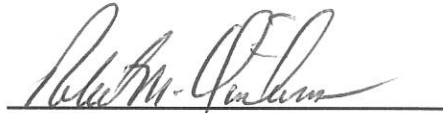
19. OTHER BUSINESS TO COME BEFORE THE BOARD – There was some discussion concerning a request(s) for information and whether this information should be released if payment has not been received for previous information requested and copies mailed out. Copies of information will be provided only after payment has been made current.

20. ADJOURNMENT – A motion to adjourn was made by James Ortiz. Motion carried unanimously.

ATTEST:



Virginia Mondragon
Secretary/Treasurer



Robert M. Quintana
Board Chairman