

RE-ORGANIZATION MEETING
BOARD OF TRUSTEES
THE SOCORRO ELECTRIC COOPERATIVE, INC.

JANUARY 10, 2012

The Re-Organization Meeting of the Board of Trustees of The Socorro Electric Cooperative, Inc., was held on Tuesday, January 10, 2012 in Socorro, New Mexico.

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The Meeting was called to order at 5:35 p.m. by President Bustamante.

CALL TO ORDER

Secretary Aguilar called roll and reported those Trustees present and attending the meeting As follows:

ROLL CALL

TRUSTEES PRESENT: Paul J. Bustamante, President
Representative, District II

Dave Wade, Vice-President
Representative, District IV

Luis Aguilar, Secretary
Representative, District III

Milton Ulibarri, Treasurer
Representative, District III

Leo C. Cordova, Trustee
Representative, District I

Leroy Anaya, Trustee
Representative, District III

Prescilla Mauldin, Trustee
Representative, District III

Donald Wolberg, Trustee
Representative, District III

Charles Wagner, Trustee
Representative, District V

TRUSTEES ABSENT: Jack Bruton, Trustee
Representative, District V

ALSO PRESENT: Eileen Latasa, Admn. Asst./Human Resources

SEC MEMBERS PRESENT: Cyndi Mae Wade, James Cherry, Ruth White,
TS Last, Charlene Wagner, Charlene West,
Audrie Clifford, Tamara Irelan, Steve Grossman

Secretary Aguilar declared a Quorum of Trustees present.

QUORUM

President Bustamante led everyone in the Pledge of Allegiance.

PLEDGE OF
ALLEGIANCE

Trustee Wagner noted that the Election of Officers was not included in the Agenda. A Motion was then made by Trustee Wagner and seconded by Trustee Aguilar to amend the Agenda to include the Election of Officers. Motion passed unanimously.

APPROVAL OF
AGENDA

President Bustamante stated that if there were no objections, that he would appoint Mrs. Latasa to conduct the election of President of the Board.

ELECTION
OF OFFICERS -
PRESIDENT

There being no objections, President Bustamante turned the floor over to Mrs. Latasa.

Mrs. Latasa opened the floor for nominations for the President.

Trustee Ulibarri nominated President Bustamante.

Trustee Wagner nominated Trustee Mauldin.

There being no further nominations, a motion was made by Trustee Wagner and seconded by Trustee Aguilar that nominations cease and to proceed with the vote.

Discussion ensued on the need for the chair to be knowledgeable in parliamentary procedure and Robert's Rules of Order.

Mrs. Latasa called for the votes on Trustee Wagner's motion. Motion carried unanimously.

After discussion, Mrs. Latasa asked Mr. Last to assist her with tallying the votes.

Mrs. Latasa and Mr. Last tallied the paper ballots. President Bustamante received Seven (7) votes and Trustee Mauldin received Two (2) votes.

Mrs. Latasa declared that President Bustamante was re-elected as President of the Board of Trustees.

President Bustamante thanked everyone for their vote of confidence.

President Bustamante presided over the remainder of the meeting.

President Bustamante opened the floor for nominations for the Office of Vice-President.

ELECTION OF
VICE-PRESIDENT

Trustee Ulibarri nominated Vice-President Wade.

Trustee Wagner nominated Trustee Mauldin.

A motion was made by Trustee Wagner and seconded by Trustee Wolberg that nominations cease and to proceed with the vote. Motion passed unanimously.

President Bustamante, with Mrs. Latasa's assistance, tallied the paper ballots.

Vice President Wade received Five (5) votes.

Trustee Mauldin received Four (4) votes.

Vice-President Wade was re-elected Vice-President of the Board.

President Bustamante opened the floor for nominations for the Office of Secretary.

ELECTION OF
SECRETARY

Trustee Wolberg nominated Secretary Aguilar. Secretary Aguilar declined the nomination.

Trustee Mauldin nominated Trustee Cordova. Trustee Cordova declined the nomination.

Trustee Aguilar nominated Trustee Mauldin. Trustee Mauldin declined the nomination.

Trustee Wolberg nominated Trustee Anaya. Trustee Anaya declined the nomination.

Discussion ensued on combining the Office of Secretary/Treasurer.

Trustee Anaya nominated Secretary Aguilar.

A motion was made by Trustee Wagner and seconded by Trustee Wolberg that nominations cease and that Secretary Aguilar be elected by acclamation. Motion carried unanimously.

President Bustamante and Mrs. Latasa tallied the vote. Secretary Aguilar received Nine (9) Votes.

President Bustamante declared that Secretary Aguilar was re-elected as Secretary of the Board.

President Bustamante opened the floor for nominations for the Office of Treasurer.

ELECTION OF
TREASURER

Trustee Anaya nominated Treasurer Ulibarri.

Trustee Wolberg nominated Trustee Cordova.

Trustee Wagner nominated Secretary Aguilar.

Treasurer Ulibarri declined the nomination.

A motion was made by Trustee Wagner and seconded by Trustee Wolberg that nominations cease and to proceed with the vote. Motion passed unanimously.

President Bustamante and Mrs. Latasa tallied the votes.

Trustee Cordova received Six votes.

Secretary Aguilar received Three votes.

President Bustamante declared that Trustee Cordova was elected Treasurer of the Board.

After review of the Draft of the Minutes of the Regular Meeting held on December 28, 2011, a motion was made by Trustee Mauldin and seconded by Trustee Wagner to approve the Draft of the Minutes of the Regular Meeting held on December 28, 2011. Motion carried unanimously.

APPROVAL OF
PREVIOUS
MINUTES

President Bustamante passed out the Attorney Engagement Agreement to the Board.

APPROVAL OF
CONTRACT -
COUNSEL

A motion was made by Trustee Wagner and seconded by Trustee Mauldin requesting a Twenty (20) Minute recess in order to give the Board an opportunity to review the Agreement. Motion carried unanimously.

President Bustamante called for a Recess for Trustees to review the Agreement for Outside Counsel.

RECESS

The Board returned to Regular Session.

REGULAR
SESSION

The Board discussed the Attorney Engagement Agreement, Item #3, Term, in light of the fact that action was taken at the Regular Meeting on December 28, 2011 regarding renewal of the contract for two (2) years after successful completion of the one (1) year. Contract.

A motion was made by Trustee Wolberg and seconded by Trustee Aguilar to rescind action taken on December 28, 2011 to renew the attorney contract from two to one years. Motion passed unanimously.

After further review and analysis of the Agreement, a motion was made by Trustee Wagner and seconded by Trustee Cordova to approve the Attorney Engagement Agreement for Outside Counsel to Wiggins, Williams and Wiggins. Motion carried unanimously.

A motion was made by Trustee Wagner and seconded by Trustee Aguilar to place Manager Herrera's contract on the Agenda for the Regular Meeting. Motion passed unanimously.

EXECUTIVE
SESSION

A motion was made by Trustee Wolberg and seconded by Trustee Ulibarri calling for an Executive Session. Motion carried with Trustee Wagner opposed.

Trustee Wolberg suggested that the attorney review Manager Herrera's contract.

President Bustamante called for an Executive Session as per NMOMA, Section 10-15-1 (H) (2) to discuss Manager Herrera's Performance Evaluation.

The Board returned to Regular Session.

REGULAR
SESSION

President Bustamante stated that there was no action taken by the Board in Executive Session and that Manager Herrera's Evaluation was discussed.

There being no further items open for discussion, a motion was made by Trustee Wolberg and seconded by Trustee Mauldin to adjourn the meeting. Motion carried unanimously.

President Bustamante adjourned the meeting at 6:40 p.m.

Luis Aguilar, Secretary

APPROVED:

Paul J. Bustamante, President

I, Luis Aguilar, do hereby certify that I am the Secretary of the Board of Trustees of The Socorro Electric Cooperative, Inc., hereinafter called the "Cooperative" and that the above is a true and exact copy of the Minutes of the Regular Meeting held on January 10, 2012. A Quorum of Trustees was present and acted upon throughout the Meeting and None of the Minutes contained on the above have been rescinded or modified.

Luis Aguilar. Secretary