

BOARD OF TRUSTEES MEETING MINUTES

HELD ON

November 19th, 2025

The meeting of Wednesday, November 19, 2025 was called to order at 11:01 a.m. by Board President, Robert Baca.

1. ROLL CALL AND DETERMINATION OF QUORUM

Present: Robert Baca, President
 James Ortiz, Vice -President-by phone
 Virginia Mondragon, Secretary/Treasurer-by phone
 Joe C de Baca, Trustee
 Samuel Ramirez, Trustee
 Les Montoya, General Manager
 Tami Hernandez, Administrative Assistant

2. INVOCATION – Robert Baca, Board President, led us in prayer.

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

4. APPROVAL OF AGENDA – The agenda for today’s meeting was presented. **A motion was made by Virginia Mondragon to approve the Agenda, Seconded by James Ortiz. Motion carried unanimously.**

5. RECOGNITION OF GUESTS – None

- a. Invited Speakers- (15-minute time limit)-None
- b. General Public Comments-(5-minute time limit)- None
- c. Introduction of New Employee- None

6. SAFETY REPORT/MINUTES – November 13th 2025

7. ACTION OF REGULAR MEETING MINUTES HELD ON October 20th, 2025 – The Board Minutes for the meeting held on October 20th 2025, were presented to the Board for review and approval. After review, **a motion to approve the Board Minutes as presented was made by James Ortiz and seconded by Sam Ramirez. Motion carried unanimously.**

8. **APPROVAL OF NEW MEMBERSHIPS (MORA 12 – PECOS 18)** A total of thirty memberships were presented for review and approval. After review, a **motion was made by Sam Ramirez, seconded by Virginia Mondragon, to approve all new memberships as presented. Motion carried unanimously.**
9. **MANAGER’S REPORT – Manager’s report was approved with a motion by Sam Ramirez and seconded by Joe C de Baca. Motion carried unanimously.**
- a. **Delinquent report** – The Delinquent Report for the month of October 2025 was presented for review. There was a total of 759 delinquent accounts totaling \$243,388.98. After collections, 473 of those accounts remained unpaid for a total of \$101,374.39.
 - b. **RUS FORM 7** – The month ending **October 31, 2025** shows a Margin of \$(9,680) for the month. We are at \$1,048,679 in Revenue, \$902,660 Total Expenses and \$115,302 in Depreciation. Interest on Long Term Debt \$24,418 and Interest Expenses \$20,801. Total Cost for the month \$1,064,366. Non-Operating Margins Interest is \$6,007. Operating Margins are \$(15,687) for Year-to-Date. Tier 1.23 YTD and 0.60 for the Month.
 - c. **Outage Report-Incomplete**
 - d. **Fused Cut-Out Report**-One new cut-out was installed or replaced during the month of October 2025.
10. **FINANCE REPORT –A motion to approve the Finance Report along with Manager’s report was motioned by James Ortiz and Seconded by Virginia Mondragon. Motion Carried.**
11. **TRI-STATE TRUSTEE REPORT** – Robert Baca, Tri-State Trustee, reported on Tri-State’s November, 2025 meeting. A few of the items covered/discussed included the following:
- Discussion on capital credits, last year they took a loan to pay capital credits. We will not get capital credits for 10-15 year, since United got out they had to pay all the capital credits. They opted to not pay capital credits at all this year because they are using deferred revenue and they are borrowing to pay capital credits and it is not good borrow to pay capital credits.
 - They talked about Wildfires; and the wildfire interview with Les Montoya. They are trying to pass Wildfire legislation in New Mexico, Colorado, Wyoming, and Nebraska regarding the fire issues. Attempting to minimize liability on coops.
 - They talked about solar projects that are planned to build up its ability to meet future demands.
 - They talked about the fiduciary duties of the board how important is to make the right decisions what is in the best interest for your coop and Tristate.
 - Tristate put in a bid for a \$10 million dollars to buy a building. The new building needs to be renovated somewhat. Then they are going to move everyone there

and tear down the Tristate building and redo the operations and make a smaller building for the employees and then sell it later. They are renting the part of the old building. Some of the rent will pay for the new building. Robert Baca discussed how he was against the decision, he said he thinks they could have fixed the building.

12. NMREC TRUSTEE REPORT – James Ortiz, NMREC Trustee reported meeting for November 7th, 2025.

- David Spradlin reported there were no surprises on the resolutions during the regional meeting in Round Rock, TX.
- Frank Keller from Burns & McDonnell was introduced and Edgar Hernandez and Jerry Wettermeir with Michaels Power, they are local reps' contractors in New Mexico that working on several projects across the state.
- Vince Martinez provided an update on the final SM2 report.
- Discussion regarding the Tri-State Wildfire Draft Legislation.
- Discussion regarding the cost of the Enchantment, regarding price, quality, and budget. They discussed strengthening the local advertising efforts. No changes were made at this time.
- Policy, Bylaws & Resolution Committee reviewed and edited several policies. Some changes were grammatical and others were process and content edits.
- There will also be a fundraiser for Representatives, opportunities to meet with legislators.
- Talia reported that she attended a youth tour training in DC, this year there will be an electronic application process for the selected students from each cooperative. More details to come next month. Talia is waiting on two proposals from two new tour companies.
- Talia also mentioned to save the dates of 12/10/2025 Tree lighting at NMRECA, and 02/06/2025 Legislative Breakfast, and 05/26-29/2025 Annual Meeting.
- Carmen Campbell went through the PRC fillings and reminded the cooperatives to monitor for compliance. The Grid modernization Grant is specifically for Rural New Mexico and the have \$70M in funding for this grant. Carmen and Talia met with NRECA about a cybersecurity grant that is available.
- Evelyn reminded the Directors Training registration is still open, she only had about 10 people registered.
- Vince stated the Consumer Energy Alliance requested NMRECA to join their group. This group supports rural New Mexico. No action has been taken.
- NMRECA will be hosting the BBQ in 2026.
- Lastly Vince announced the retirement of Les Montoya of MSMEC, he will stay on to transition the new leadership.

13. ON-GOING BUSINESS-

- a. **Tri-State Generation and Transmission, Inc., and MSM Solar, LLC. Invoices.**
- b. **Grip Performance Narrative Report.** Jason Trujillo, AMI Network Supervisor/GRIP Principal Investigator gave a presentation on the on the narrative report. Which was submitted to the Department of Energy as the yearly report. Jason went over the major goals and objective of the Grip Project, the primary goals are to strengthen project oversight, improve reporting accuracy, and maintain fiscal accountability while advancing design, mapping, and community engagement activities. MSMEC created specialized teams responsible for reporting, coordination, and financial management. Jason went over key accomplishments detailed in the report included the implementation of an EZY-based mapping system, field equipment purchases include smartphones for the line crew, with potential plans for iPads and GPS correction tools to improve mapping accuracy, ongoing system inventory for modeling, and the development of a line hardening standards book is being developed by T&D; also discussed were the long-term impact of programs, fault indication installation, and the plan to separate circuits at Rainsville. Information regarding the project will be published in the Enchantment. **For Information purposes only.**
- c. **Disaster Loan Program Application Projects 677452 & 737789. NM Department of Finance and Administration for repair of damages caused by the HPCC fires.**
The Department of Finance and Administration set up a zero-interest loan fund for to assist in covering the costs associated with damages caused by HPCC fires. The State awarded loan funds in the amount of \$5,848,502.77 and \$1,950,000.00. On October 13, 2025. The board was provided with the agreement on October 21, 2025. After additional review of the agreement by the project team the agreement was returned to the state with edits to the agreement. The state considered the edits and returned the agreement with a request to have the agreement approved by the board. The board was informed of the award amount and what the funds are to be used for. The board reviewed the changes made to the agreement. The Board was informed, the wording in the agreement was not changed after we provided our concerns. The board was asked to hold off on approving the loan agreement until we hear from the Secretary of the Department of Finance Administration, regarding our concerns with the language as presented. The board agreed to hold off on taking an action on the agreement until a report is presented on the Department of Finance and Administration's position on revisions to the language. **No Action Taken.**
- d. **OutiFi one year contract to be presented to the MSMEC Board of Directors for review and approval.** One year contract to be presented to the MSMEC Board of Directors for review and approval. **A motion was made to approve the OutiFi one year contract by James Ortiz, Seconded by Sam Ramirez. Motion approved unanimously.**

14. NEW BUSINESS-

- a. **Tire Bid Purchase Award-** We had two bids to review submitted by Platinum and by Roybal's. **A motion was made to award the bids for purchase of tires to the two vendors-low bids by Sam Ramirez, Seconded by Joe C de Baca. Motion approved unanimously.**
- b. **Federated Loss Control Analysis from 01/01/2020 to 10/20/2025.** This report is for information purposes primarily and it shows our losses that were incurred by MSMEC for the past five years. Les Montoya informed the board to review the analysis. **No action needed at this time, only for information purposes only.**
- c. **Resolution No. 11-19-2025-004 authorizing to open four separate bank accounts under Mora-San Miguel Electric Cooperative, Inc. MSMEC Accounts list Robert Baca, Board President, Virginia Mondragon, Secretary, Les Montoya CEO/General Manager, and Julie Pacheco, Finance Manager to be authorized signatories on the account-** The resolution is presented for consideration by the board to open bank accounts to allow for deposit of CoBank line of credit fund. These accounts/funds will be applied to the Hermit Peak/Calf Canyon fire damage to the electric distribution system, and the hazard tree cutting and removal costs obligated by FEMA. **A motion was made by Sam Ramirez to approve Resolution No. 11-19-2025-004 authorizing to open four separate bank accounts. Joe C de Baca seconded the motion. Motion carried unanimously.**
- d. **Mora San Miguel Wildfire Mitigation Plan-** MSMEC contracted with SWCA Environmental Consultants to work on preparing a Wildfire Mitigation Plan for MSMEC. A grant from ECAM, Energy Conservation and Management of the NM Energy and Natural Resources Department was obtained to cover the cost in completing this plan. The plan was prepared in a draft form and was advertised for comment by the Membership. Completing the comment period the plan was prepared as a final document. MSMEC staff worked to develop the plan and are comfortable with the plan as prepared. The board of directors reviewed and discussed the MSMEC Wildfire Mitigation Plan. **A motion was made to approve the Mora San Miguel Wildfire Mitigation Plan by Sam Ramirez, motion seconded by Joe C de Baca. Motion carried unanimously.**
- e. **Draft Job Description Vegetation Management Specialist-** MSMEC is planning to develop a vegetation management program that will be responsible for implementation of the Coop's Wildfire Mitigation Plan and Vegetation Management services on a fulltime basis. In order for this to happen an individual with previous experience and knowledge in linework and vegetation maintenance would need to be responsible for day-to-day management and oversight of this type of work on a daily basis. Therefore, the Job Description in being presented for consideration in designating an employee to take on these responsibilities. Les Montoya asked the board to review and comment on the proposed job description and he will bring it back next meeting so they can consider approving it. **No action taken.**

- f. **Approval of MSMEC 2026 Employee Calendar.** MSMEC board reviewed the employee calendar that was presented. **A motion was made to approve the MSMEC 2026 Employee Calendar by Sam Ramirez, Seconded by James Ortiz. Motion carried unanimously.**

15. GENERAL INFORMATION-

- a. CoBank 2025 Proxy Ballot and Form.
- b. 2026 NRECA PowerXchange March 6-11, 2026 Nashville, TN.
- c. 2026 TechAdvantage March 8-11 2026 Nashville, TN.
- d. Directors Winter School Dec. 12-16th, Nashville, TN Deadline by November 20, 2025.

16. MSMEC EDUCATIONAL FOUNDATION

- a. None.

17. CORRESPONDENCE

- a. Certificate of Appreciation for San Miguel Del Vado Fiesta.

18. Events: Calendar:

- a. Rural Co-Op; & Forest Service Working Group Meeting December 3rd, 2025 in person or Virtual.
- b. NMRECA Committee and Board Meeting December 4th & 5th 2025.
- c. Director's Training December 12, 2025 @ Santa Ana Casino.
- d. MSMEC Offices will be closed Wednesday December 24th, 2025 Christmas Eve and Thursday December 25th, 2025 Christmas Day.

A motion to move into Executive Session @ 2:12 pm was made by Sam Ramirez and seconded by James Ortiz. Motion carried unanimously.

19. EXECUTIVE SESSION-

- a. Personnel Matters
- b. Update on Union Matters
- c. Litigation Matters

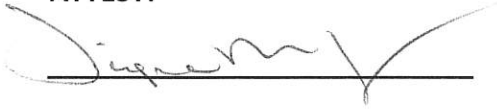
A motion to move out of Executive Session and back into Regular Session @3:10 p.m. was made by James Ortiz and seconded by Joe C de Baca. Motion carried unanimously.

20. ACTION ON ITEMS DISCUSSED IN EXECUTIVE SESSION-NONE.

21. OTHER BUSINESS TO COME BEFORE THE BOARD: NONE.

22. ADJOURNMENT – A motion to adjourn today's meeting was made by James Ortiz and seconded by Sam Ramirez. Motion carried unanimously. Meeting adjourned at 4:07 pm.

ATTEST:

A handwritten signature in cursive script, appearing to read "James Ortiz", written over a horizontal line.A handwritten signature in cursive script, appearing to read "Robert Baca", written over a horizontal line.