

**BOARD OF TRUSTEES MEETING MINUTES**

**HELD ON**

**January 30, 2025**

The meeting was called to order by Board President, Robert Baca, at 11:00 a.m.

**1. ROLL CALL AND DETERMINATION OF QUORUM**

**Present:**        Robert Baca, President  
                     James Ortiz, Vice -President  
                     Virginia Mondragon, Secretary/Treasurer  
                     Joe C de Baca, Trustee  
                     Samuel Ramirez, Trustee  
                     Les Montoya, General Manager  
                     Irinea Valdez, Administrative Assistant

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

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

**4. EXECUTIVE SESSION-** Motions was made to go into executive session at 1:30 p.m. by Gina Mondragon and seconded by Joe C de Baca. Motion to adjourn executive session at 2:03 p.m. was made by Sam Ramirez and seconded by Joe C de Baca. No action was taken.

**5. APPROVAL OF AGENDA** – The Agenda for today's meeting was presented. A motion was made by Sam Ramirez to approve the Agenda, Seconded by James Ortiz. Motion carried.

**6. RECOGNITION OF GUESTS** – Jason Trujillo- AMI Network Supervisor, Adam Roybal - T & D Services, Carmen Campbell, Grant Program Manager NMREC, and Talia Storch, Manager, Member Services & Community Engagement – NMREC. Presented the Three-Part Mitigation Project. A.) Project Focus, B.) Primary Goals, C.) Project Benefits. Also, present Albert Salazar, Vidal Barela, Martin Teran and George Valdez, MSMEC employees and Rich Chavez and Andrew Palmer of IBEW 611.

**7. Introduction of New Employee** – None

**8. SAFETY REPORT/MINUTES** – None

- 9. ACTION OF REGULAR MEETING MINUTES HELD ON November 2024** – The Board Minutes for the meeting held on November 26, 2024 were presented for review. Gina Mondragon, motioned to approve the minutes as presented. Sam Ramirez seconded the motion. Motion carried.
- 10. APPROVAL OF NEW MEMBERSHIPS (MORA 14 – PECOS 10)** A total of twenty-four memberships were presented. After review, a motion was made by Sam Ramirez, seconded by Joe C de Baca, to approve all new memberships. Motion carried.
- 11. MANAGER’S REPORT** – Manager’s report and Finance report were approved with a motion by Sam Ramirez and seconded by Joseph C de Baca. Motion carried.
- 12. Delinquent report** – AS of October 2024 there were \$148,691.53 total delinquents and as of November 2024 there were \$58,848.47 total delinquents.
- 13. RUS FORM 7** – The month ending November 30, 2024 shows a margin of \$76,373 for the month We are at \$1,223,384 in Revenue, \$1,010,357 Total Expenses, and \$113,360 in Depreciation. Interest on long term debt \$22,998 and Interest expenses \$23,445. Total cost for the month \$1,170,865. Non-Operating margins interest \$23,855. Operating Margins is \$76,373 for year-to-date. Tier .68 YTD and 4.32 for the Month.
- 14. Outage report** – November 2024 - Incomplete
- 15. FINANCE REPORT** –A motion to approve the Finance report and Manager’s report was made by Sam Ramirez and seconded by Joseph C de Baca. Motion carried.
- 16. TRI-STATE TRUSTEE REPORT** – Robert Baca, Tri-State Trustee, reported on the December 2024 meeting. Some topics covered included the following:
- Discussion on Returning Patronage Capital for 2024
  - Discussed Upcoming Legislative Bills
  - Tri-State meeting scheduled at Santa Ana to discuss Rates, Reliability and future Programs
  - There will not be a membership rate increase in 2025
  - Contract Committee will be meeting on November 18, 2024
  - Discussed upcoming events
  - Budget Review
- 17. NMREC TRUSTEE REPORT** – James Ortiz, NMREC Trustee reported on the October 4, 2024 meeting.

- Discussed Treasury Interest Rates are 3.69% short-term, 4.14% long-term and the Cushion of credit Interest rate is 3.69% for the new fiscal year
- Announced that Mr. Martin Kirby, Associate Portfolio Manager, Cobank is an in-office position that supports the south team
- Upcoming conference in Kansas City, MO
- Penta Research has rated NRECA as one of the most impressable lobbying organizations in Washington DC
- Mr. Romero, OCEC and Mr. Chambers, CDEC serve on the NRECA Committee
- All resolutions passed
- Enforcing chargers in all homes
- Enchantment magazine was voted on
- Mr. Martinez reported on approval of funds going towards wildfire liability efforts for New Mexico, Colorado, Wyoming and Nebraska
- Safety Committee reviewed the proposal budget from OAEC
- Ms. Campbel Updated the board on the Power Grant, CWD Grant and the Grip Grant and is working with Mescalero and Ohkay Owingeh and Tribal Grid Resilience Grants
- Discussed Wildfire Legislation and Rule 568
- Reminded the Board of the drawing to be held on October 18, 2024. Proceeds to go to the John Martin family a 30-year employee with OCEC
- Will be billing directly for Enchantment magazine
- Would like to have the Annual BBQ in March

## 18. ON-GOING BUSINESS-

- a. Tri-State Generation and Transmission, Inc., and MSM Solar, LLC September 2024 Billing
- b. **Financial Commitment Notes for FEMA PA eligible Hazard Tree Cutting Removal Projects.** NM Department of Homeland Security and Emergency Management provided to MSMEC advising of the financial commitment to post Hermits Peak Calf Canyon Fire Hazard Fire tree cutting and removal project estimated total of \$15,167,655. The Financial Commitment Notes are presented to the Board of Trustees for information and authorization to share with CoBank illustrating the intent to reimburse MSMEC for 100% of illegible costs associated with the cutting and removal of hazard trees with in the HPCC Fir burn scar.

## 19. NEW BUSINESS –

- a.

- b. **Proposal submitted by Bolinger, Segars, Gilbert and Moss, LLC.** MSMEC requires an external audit for the fiscal year ending 2024 through 2026 to ensure compliance with financial regulations and maintain transparency with its members. In September the Cooperative issued a request for proposals for auditing services for 2024 through 2026 preparation of 990 Tax Returns, and 2024 NRECA Participant Review of 401-K Pension Plan and the only proposal received was from Bolinger, Segars, Gilbert & Miss, LLC. Motion was made to Award the Audit contract to Bolinger, Segars, Gilbert and Moss, LLC by James Ortiz to and seconded by Gina Mondragon. Motion carried
  
- c. **Draft Copy of Form 990 Return of Organization Exempt from Income Tax year 2023 was completed and will be presented by Bill Miller with Bolinger, Segars, Gilbert & Miss, LLC.** Bolinger, Segars, Gilbert & Miss, LLC contracted to complete Form 990 Return of Organization Exempt from Income Tax for year 2023. Forms were completed with MSMEC Financial Data and other information requested by contractor. Motion was made to approve Form 990 by Joe C de Baca and seconded by James Ortiz. Motion carried.
  
- d. **Draft of revised Board Policy No. 209.** Revisions to the existing Board Policy No. 209 for review. The draft includes language which allows for Exempt Employees to be paid out  $\frac{1}{4}$  if their Personal Leave Time after they reach the maximum limit of 750 hours. For Review only.

## **20. MSMEC EDUCATIONAL FOUNDATION -None**

## **21. CORRESPONDENCE –**

- a. Letter from OAEC
- b. Thank you from the Mora Fall Festival for donation

## **22. INFORMATION**

- a. **Calendar of Events**
  - 1. December Training Course 952.1- must register before November 19, 2024
  - 2. Holiday for Veterans Day on November 11, 2024
  - 3. Thanksgiving Holiday November 27-28, 2024

## **23. EXECUTIVE SESSION-**

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

The board also authorized award of Education funds to Villanueva Library and El Valle Community Center, \$2,000.00  
James Ortiz, District 3, and  
Watrous 4-H Club, \$2,000.00, Sam Ramirez District 2.  
These were allocated per district Trustee for the year 2025.  
Motion was made to approve by Joe C de Baca and Seconded by Virginia Mondragon. Motion carried.

Motion to come out of MSCEC Education Foundation and go in to regular meeting was made by James Ortiz and Seconded by Sam Ramirez.

**16. GENERAL INFORMATION**

**a. Calendar of Events**

1. Notice of CoBank 2025 Director Election request for Director Candidate

- 18. EXECUTIVE SESSION-** Motions was made to go into executive session at 1:30 p.m. by Gina Mondragon and seconded by Joe C de Baca. Motion to adjourn executive session at 2:03 p.m. was made by Sam Ramirez and seconded by Joe C de Baca. No action was taken.

**17.**

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

**18. OTHER BUSINESS TO COME BEFORE THE BOARD – None**

- 19. ADJOURNMENT –** A motion to adjourn today's meeting was made by Sam Ramirez and seconded by Joe C de Baca. Motion carried unanimously. Meeting adjourned at approximately 2:09 p.m.

**ATTEST:**

