

**MINUTES OF THE
JEMEZ MOUNTAINS ELECTRIC COOPERATIVE, INC.**

BOARD OF TRUSTEES

FRIDAY, DECEMBER 17, 2021

HERNANDEZ, NEW MEXICO

1. The regular monthly meeting of the Jemez Mountains Electric Cooperative, Inc. Board of Trustees was called to order by Board President Dennis Trujillo at 9:10 a.m. on the above-cited date, at the new JMEC Headquarters, 19365 S.R. 84/285, Hernandez, New Mexico.

2. & 3. Following the Pledge of Allegiance, John Ramon Vigil, Secretary, called roll and confirmed the presence of a quorum as follows:

Present:

Dennis Trujillo, Chair

Manuel Bustos, Vice Chair

John Ramon Vigil, Secretary

Dolores McCoy, Treasurer

Stanley Crawford, Asst. Secretary/Treasurer [telephonically]

Lucas J. Cordova

Elias Coriz

Bruce Duran

Dennis Gallegos

Marissa Maestas-Muller

Marcie Martinez

Absent:

None

JMEC Staff Present:

Michael Hastings, CEO and General Manager

Dennis Astley, Manager of Engineering and Engineering Operations

Tina Trujillo Archuleta, Administrative Professional

Geraldine Romero, Manager of Accounting

Carmen Campbell, Cuba District Manager and Tribal Liaison

Others Present:

Johnny Valerio, Contract Accountant

Karen Farrell, Wordswork – stenographic services

4. APPROVAL OF THE AGENDA

Mr. Duran requested that item 8.A, Tri-State Director Report, be heard as 6.e.

Mr. Coriz moved to take from the table those items tabled at the December 3, 2021 JMEC Board of Trustees meeting. Mr. Cordova seconded and the motion passed without opposition. [Items listed on this agenda as 8A through 8E]

ACTION: Mr. Cordova moved to approve the agenda as amended. Mrs. McCoy seconded, and the motion passed by unanimous voice vote.

5. JMEC MEMBER COMMENTS – None were offered.

6. ACTION ITEMS

A. Review and Approve the December 3, 2021 Board Meeting Minutes

ACTION: Mr. Vigil moved to approve the minutes as presented. Mr. Duran seconded and the motion passed by unanimous voice vote.

B. Approval of the November 2021 Membership List

ACTION: Mr. Cordova moved to approve the November 2021 membership list. Mr. Coriz seconded and the motion passed by unanimous voice vote.

C. Approval of Statewide Self-Insurer's Workers Comp Resolution for 2022

GM Hastings said this item was discussed at the December 3rd meeting where the resolution was distributed for review. Subsequent to the review, no action had been taken.

ACTION: Ms. Maestas-Muller moved to approve the resolution and Mr. Bustos seconded. The motion passed by unanimous voice vote.

D. Approval of Right-of-Way, Lease and Trespass Settlement Agreement with the Pueblo of Jemez

GM Hastings said the Co-op has been in trespass with the Pueblo of Jemez for approximately 12 years. He made the following points about the situation:

- There have been unsuccessful attempts to reach a right-of-way agreement.
- Meetings resumed in March 2021 with the Pueblo. Participating for JMEC were Carmen Campbell, Chair Trujillo, regulatory attorney Joseph Yar, general counsel Frank Coppler and initially, Ernesto Gonzales.
- Prior to March 2021, the previous Board reached a tentative agreement in the amount of \$2 million.
- The tentative agreement, negotiated by the previous Board, had annual payments of approximately \$230,000, until 2029.

- JMEC will pursue a feasibility study and system impact study regarding solar project(s) at the Jemez Pueblo;
- Components of the tentative agreement include that the Co-op will assist the Pueblo in solar installation; the Pueblo has the option to buy all the Co-op's facilities on the Pueblo property to provide their own electricity; and any transmission capacity increase will be the Pueblo's expense.
- The Pueblo's attorney, David Yepa, has not been responsive as of late and the status of the amended tentative agreement is unknown at this time.
- Jemez Pueblo Governor Toledo will be leaving office January 2022, and it may take some time before the agreement is acted upon if the amended agreement is not approved now.

President Trujillo repeated that it was the previous JMEC executive committee that developed the agreement with the Jemez Pueblo and added that December is an extremely busy period for the Pueblos.

GM Hastings confirmed that if the Pueblo decides to provide its own electricity, the easements will be vacated.

Mr. Duran said he was disappointed JMEC's general counsel Coppler was not present today.

GM Hastings said the draft agreement with the Jemez Pueblo states that JMEC will negotiate in good faith if the Pueblo wants to take over the JMEC facilities. Tri-State will need to be part of that negotiation in regards to infrastructure and purchase of power.

President Trujillo said the right-of-way amount has been agreed upon. He reminded the Board that there were other Pueblos with whom JMEC needs to negotiate right-of-way agreements and advocated working with the New Mexico Washington delegation to develop a uniform fee schedule.

Mr. Coriz recalled that BIA has not been willing to conduct the property appraisals and the Co-op is locked-up by the PRC. "It's a complex situation."

Mr. Cordova added that as time moves on, the Co-op accrues more Pueblo trespassing issues. President Trujillo said this has the potential to bankrupt the Co-op. Mr. Duran said the Co-op is being pushed to the "brink of bankruptcy." JMEC may want to consider filing for Chapter 11 Bankruptcy protection. GM Hastings discussed Chapter 11 and added that even though the financials of the Co-op are not in great shape and a rate case is being pursued, the Co-op is in good shape from an equity standpoint. He said Chapter 11 is an option of last resort.

Ms. Martinez said the Co-op needs to be proactive and seek legislation to cap easement/right-of-way charges by the Pueblos. She too recommended engaging with the State's representatives.

ACTION: Mr. Duran introduced a motion to table approval of Right-of-Way, Lease and Trespass Settlement Agreement with the Pueblo of Jemez. Ms. Martinez seconded and the motion passed without opposition.

E. Tri-State Director Report

Mr. Duran stated that United Power and Poudre Valley, the two largest members of Tri-State, are seeking a full buyout of Tri-State. It appears they are seeking to get out before the FERC rules in the total buyout docket. The two Coops are also trying to reserve the right to stay in. These departures could cause financial difficulties for Tri-State who owes funds to RUS. A motion to extend the partial buyout period was approved at the Directors' meeting.

There was a discussion of whether Tri-State was still affiliated with RUS and Mr. Duran offered to investigate.

Regarding capital credits, Mr. Duran said a couple of formulas were presented: FIFO (first-in first-out) and LIFO (last-in first-out). Tri-State may be holding aside \$10 million for capital credits. Mr. Duran advocated a reserve of \$30 million.

GM Hastings said JMEC and Tri-State had been at a standstill regarding the JMEC partial buyout. He thanked Mr. Duran for phoning the current Tri-State Chairman and getting discussions going again. GM Hastings said there is progress on the partial buyout and Tri-State has forwarded a draft MOU on JMEC's partial buyout. This Board will need to decide whether they want to pursue a 35 percent buyout and keep a seat on the Tri-State board or go with the 50 percent buyout and give up a seat on the Tri-State board.

GM Hastings reminded the Board that JMEC has intervened in the cases FERC– the partial buyout and total buyout dockets -- at FERC to obtain a seat at the table.

Mr. Cordova questioned where JMEC was getting the money for a buyout. GM Hastings responded that RUS will not loan money and it will come from either Co-Bank or CFC. Mr. Cordova expressed his concern about further extending JMEC's debt.

GM Hastings said as a practical matter, the debt incurred to proceed with the buyout would have to be amortized over many years. Kit Carson amortized its buy out debt over seven years and the rates are now very high. Once paid off, Kit Carson will have among the lowest distribution rates in the United States at about 4 cents/kwh. JMEC's service area includes a population of poor people and GM Hastings suggested a 25–30-year amortization would be appropriate for JMEC. He reminded the Board that purchase of power will still be necessary.

GM Hastings said Ener Vision is drafting an RFP for the purchase of power to ensure JMEC gets the best rate possible.

Tri-State is stable and working with renewables, stated Mr. Duran. He added that at this time he does not favor a total buyout.

Mr. Cordova asked whether JMEC would still provide service to non-Pueblo members on Pueblo-owned land which will continue the easement issues. GM Hastings said while it has not been discussed it was his understanding the Pueblo would have to take over the entire Pueblo area and those living within it. Mr. Cordova said while Jemez and Jicarilla are exclusive, other reservations have non-Native people on the property.

President Trujillo remarked that the only way the Jemez Pueblo would be able to leave JMEC is with a substantial government subsidy.

A discussion about a Tri-State transmission line at Okhay Owingeh ensued.

7. GENERAL MANAGER'S UPDATE

A. Miscellaneous Matters

GM Hastings directed the Board's attention to the 1st place trophy JMEC won in the not-for-profit category at the Española Light Parade.

B. Business Service and Finance

i. October-November 2021 Financial Report

Geraldine Romero, Manager of Accounting, reviewed October financial highlights as follows:

- YTD Operating revenue and patronage capital, \$39.7 million
- YTD Total operations and maintenance expense, \$34.6 million
- YTD Total cost of electric service, \$39.9 million
- YTD Patronage capital and operating margins, \$1,449,339
- October 2021 Patronage capital or margins, (\$240,631)
- YTD New services, 141
- YTD Services retired, 37
- YTD Total services in place, 31,487 with 637 idle services
- YTD Total miles energized, 4,158
- October 2021 Total current and accrued assets, \$24.5 million
- October 2021 Total assets and other debits, \$129 million
- October 2021 Total margins and equities, \$64.5 million
- October 2021 Total long-term debt, \$55.7 million
- October 2021 Total current and accrued liabilities, \$9.1 million
- October 2021 Total liabilities and other credits, \$129 million
- Year to date, TIER was 1.84 and OTIER was .92
- October 2021 Beginning balance, \$5.2 million
- October 2021 Total deposits, \$4.8 million
- October 2021 Total disbursements, \$4.2 million
- October 2021 Ending book balance 10/31 was \$5.8 million
- October 2021 Total liquid accounts, \$14.7 million
- October 2021 Non-liquid accounts, \$510,000

Ms. Romero reviewed the consumer statistics, solar net metering, purchased power statistics and noted the line loss was at 5 percent. Average kwh cost for residential was 14 cents and there were 102 employees.

Ms. Romero reviewed the November financial and operating report noting the following:

- YTD Operating revenue and patronage capital, \$43.5 million
- YTD Total operations and maintenance expense, \$38 million
- YTD Total cost of electric service, \$43.9 million
- YTD Patronage capital and operating margins, <\$381,000>
- YTD Patronage capital or margins, \$1.2 million
- YTD New services, 141
- YTD Services retired, 42
- YTD Total services in place, 31,458 with 673 idle services
- YTD Total miles energized, 4,158
- November 2021 Total utility plant, \$143.4 million
- November 2021 Total other property and investments, \$22.6 million
- November 2021 Total current and accrued assets, \$24.6 million
- November 2021 Total assets and other debits, \$129.7 million
- November 2021 Total margins and equities, \$64.2 million
- November 2021 Total long-term debt, \$55.7 million
- November 2021 Total current and accrued liabilities, \$9.8 million
- November 2021 Total liabilities and other credits, \$129.7 million
- Year to date, TIER was 1.64 and OTIER was .80
- November 2021 Beginning balance, \$5.8 million
- November 2021 Total deposits, \$5.1 million
- November 2021 Total disbursements, \$5.2 million
- November 2021 Ending book balance 11/30 was \$5.7 million
- November 2021 Total liquid accounts, \$13.8 million
- November 2021 Non-liquid accounts, \$510,000
- Consumers year to date, 31,420
- Average residential kwh usage, 560
- Average small commercial kwh usage, 3,471
- Average large commercial kwh usage, 240,782
- YTD Purchased kwh, 30.5 million
- YTD Sold kwh, 29.3 million
- YTD Line loss was 1.1 million or 3 percent
- There were 102 employees

Ms. Romero reviewed the accounts receivable aging offering: 30 days overdue, \$887,287; 60 days overdue, \$216,351 and 90 days and over at \$233,497.

President Trujillo asked what percent of the customers that took advantage of the moratorium have cleared their back due accounts. Ms. Romero offered to provide that number next month.

Ms. Romero presented a graph of the monthly TIER and OTIER activities comparing 2021 to 2020.

GM Hastings noted that in October, \$500,000 was issued to Okhay Owingeh for right-of-way fees and there was a \$240,000 loss for the month. While he did not think the 2021 ratios would be met, if the rate change is approved things will improve. RUS has decided to “throw out” or ignore 2020 ratios for all U.S. cooperatives. This will make 2021 the first year JMEC is out of compliance with its mortgage covenants.

ii. Finance Committee Report

1. Review and Approval of the JMEC 2022 Budget

Ms. McCoy, Finance Committee Chair, said the committee met December 2nd to review the October financial data. The committee met again yesterday, December 16th to review the November financials and the 2022 budget.

Employee information: GM Hastings stated there are currently 104 employees and the plan is to increase that number to 125 – the highest number in JMEC history – over the course of 2022. Management has been working to fill open union positions to better serve the members. Employees within the organization apply and obtain a position and another vacancy is created as a result. The CFO position will not be filled, and consultants may be used instead. An entry-level electrical engineer, line personnel and two broadband positions to include a manager and a part-time broadband tech who could assist with the SCADA system have been added. The fact that PRC may not act fast on the rate increase was considered. Hiring new positions will be spread out throughout the year. The budget includes a 3.75 percent pay increase for the non-union employees, based on performance. It is under the 4 percent that the clerical employees will receive as part of the Board-approved bargaining agreement. The 401k benefit was adjusted with an increase of one-half a percent.

Mr. Bustos appreciated increasing personnel, especially linemen, but was concerned about the broadband hires. GM Hastings said the Broadband Committee will meet next week to provide guidance to management in moving forward. Mr. Coriz recommended a presentation by a broadband representative regarding funding. There is no doubt broadband is desperately needed in the area. A broadband “brainstorming” session was scheduled for Wednesday, December 22, 2021, at 9:00 a.m.

Recognizing that JMEC may have financial difficulties addressing a partial buyout with Tri-State, Mr. Gallegos said he was skeptical about getting into the broadband business. GM Hastings advised that there is currently a great deal of money available for rural broadband. Co-op electric revenues would not be used on broadband and instead utilize grant money.

GM Hastings reviewed the proposed budget:

- In terms of revenue the budget projects just under \$55 million which includes new rate case money beginning July 1, 2022.
- Cost to purchase power, \$30.6 million.

- The distribution line-related expense for operations and maintenance, \$6.7 million.
- Customer service/information, \$159,000.
- Administrative and General Expense \$6.2 million.
- Total operations and maintenance expense for 2022, \$46.6 million.
- Property taxes, \$800,000.
- Interest on Long-term debt at \$2.1 million.
- Total Cost of electric service is \$53.2 million.
- Including G&T capital credits, and other capital credits, JMEC has a conservative total margin of \$2.49+ million and will meet its ratios for the year.

In terms of being conservative, the budget does not include new member revenues and the meter audit additional monthly revenue was reduced.

In the event the rate increase is not approved, Ms. Martinez asked whether management has a Plan B. GM Hastings said hiring of new employees will be spread out in 2022 and additional cushions have been included.

The total revenues expected for 2022 are \$54.9 million with 48 percent from the residential class, 37 percent from commercial and the remainder from public street lighting and public authorities. JMEC's high commercial load provides a better mix of revenues than most co-ops have. The kwh sales are comparable to the expected revenues. Excluding the cost of power, the total estimated operational expense is \$22.6 million. Including the power supply the cost is \$53 million with \$30.6 million going to Tri-State. GM Hastings said that is typical that most of the revenues go to pay for power.

Regarding capital expenditures, IT expenses were \$210,000, divided among Jemez Springs, Española and Cuba. Smaller vehicles are being purchased and GM Hastings said he was surprised by the number of vehicles that required replacement. Few fleet vehicles have been replaced since 2018. He recommended initiating a fleet replacement program.

At yesterday's Finance Committee meeting a suggestion was made to hold onto the old vehicles and use them as incentives/prizes for members to attend the district meetings.

The importance of maintaining the fleet was mentioned.

Management will explore the best option to either lease or purchase vehicles and report back to the Board. A Tesla electric vehicle was also on the list for consideration.

The drainage issue at the Cuba Office is estimated in the budget at \$500,000. The effort will include working with Mr. Mosher regarding drainage at the Cuba solar site and may include an amendment to the agreement.

Mr. Coriz recalled that in the past, all JMEC contracts came before the Board for a vote and questioned how it was the previous executive committee gained that authority. He suggested a policy may be necessary to ensure the entire Board is included in decisions

and be made aware of significant financial impacts. President Trujillo agreed that any commitment entered should come before the full Board before it is ratified.

GM Hastings pledged that as JMEC's CEO and General Manager, final decisions will be made by the JMEC Board of Trustees. He agreed that policies should be reviewed and strengthened where needed. Amending the bylaws will be a strong step.

Mr. Coriz said it's important that the Board understand best practices and police itself. Mr. Vigil said changing the membership quorum via the bylaws is very important. GM Hastings said \$300,000 was budgeted for the six district meetings in 2022.

Dennis Astley, Manager of Engineering and Engineering Operations, noted that at the top of the capital expenditures for planning and engineering is the SCADA master at \$157,000, a computerized system that monitors the status of all the substation equipment. SCADA allows for remote resetting and has many other capabilities making JMEC's operations more efficient. He itemized a number of associated costs to include remote terminal/real time automatic controllers and installation of the substation equipments which will cost approximately \$100,000. GM Hastings emphasized the importance of keeping track of substation equipment.

Mr. Astley said with a SCADA system the fault current can be identified and then the GIS map can be used to determine approximately where a fault occurs. Equipment for three substations to communicate with the meters would cost \$156,000. Three voltage regulators are needed, totaling \$125,000. Nearly every regulator he has seen at JMEC has been broken. The voltage at the Santa Fe Ski Mountain is too low and regulators have been ordered. Capacitors may improve the situation for this winter but the line conductor needs to be upgraded. The Forest Service has prevented JMEC from bringing equipment in and the other option is converting to 25kv operating voltage. Aside from the transformers, line workers will be needed to change the insulators on the ski basin line. If changing out cross-arms is not necessary, he estimated labor at \$200,000. Transformers are not expected until 2023. Engineering is also planning on conducting 8,000 AMI meter conversions at \$1.4 million, and changing out 150 poles at \$4,400 a piece, totaling \$660,000. Engineering is requesting a budget of \$2.879 million.

Mr. Astley mentioned a JMEC easement with the Jicarilla Apache Nation that expires in 2026. He also mentioned that if the La Jara substation were to fail, Lybrook can be served from Española; that would be stretching capacity to its limits. JMEC is discussing with Tri-State an upgrade to a line built in 1961 that would go around the Jicarilla Apache Nation through BLM to Lybrook. He estimated it was 32 miles costing \$500,000+ per mile. The goal is not to be in a trespass situation. Carmen Campbell supported upgrading to provide the needed capacity. If JMEC were able to loop-feed to Blanco then Tri-State would not have to buy power from PNM. She noted that the SCADA will provide JMEC with greater reliability.

GM Hastings said the net utility plan, less depreciation, is \$78+ million and spread across years. If Tri-State doesn't help, JMEC will have to be look at other financing options. He reviewed the miscellaneous items, under \$75,000, including furniture and a vault.

ACTION: Ms. Martinez moved to approve the 2022 Budget. Mr. Duran seconded and the motion passed by unanimous voice vote.

[The Board recessed for lunch from 12:00 to 12:35]

2. JMEC 2022 Work Plan Long-Range Plan and Sectionalizing Study RFP Authorization

Mrs. McCoy said the Finance Committee reviewed the request to develop a new four-year plan, a long-range/10-year plan and a sectionalizing study RFP. GM Hastings said the four-year work plan is straight forward and JMEC will work with RUS. Many of the items from the previous plan have not been accomplished. RUS requires a 10-year Long Range Plan. The sectionalizing study allows staff to more accurately predict where outages/faults are, and he requested developing RFPs for 1) the 10-year Long Range Plan; and 2) bundling the four-year work plan and sectionalizing study. The Finance Committee recommended that the Board approve the concept.

ACTION: Mr. Vigil moved to approve the RFP authorizations as requested. Mrs. McCoy seconded, and the motion passed without opposition. [Mr. Duran, Mr. Crawford and Mr. Cordova were not present for this action.]

3. Social Media Project Approval

Mrs. McCoy stated that the Finance Committee discussed the need for a presence on social media especially during the rate increase process. She said it will require monitoring and in some cases responding to social media posts. Staff has proposed using Sturges/Word to develop the program and in time have JMEC staff assume the role. GM Hastings estimated the cost at \$20,000.

ACTION: Mrs. McCoy moved to approve the social media project as proposed. Mr. Coriz seconded for discussion. [Subsequently this motion was amended.]

In full support of the project concept, Mr. Coriz could not support \$20,000. GM Hastings said Sturges/Word would review the neighborhood Facebook posts throughout the day, track the posts and if necessary, post on JMEC's twitter, Facebook, and website, not to be combative, but to provide the facts/truth. During that time, Sturges/Word would train Tony Martinez to take over and the project would then be handled in-house. He expected Sturges/Word would be checking two to three times a day. GM Hastings said social media monitoring is very common and most electric co-ops are staffed to do it.

Ms. Martinez said she expects JMEC will face challenges with the rate increase and supports the expenditure. Sturges Word will be able to guide JMEC with messaging and keep the membership informed. It's important that the message is accurate and consistent.

There was general concern that \$20,000 was too much for this service.

Ms. Campbell emphasized the importance of a timely response to misinformation. The team at Sturges/Word knows how to respond and can teach JMEC staff. Chair Trujillo said it would be helpful to have a format to inform the consumer of outages.

It was noted that there will be a savings once JMEC's membership with Statewide begins in January 2022 and the newsletter is no longer needed.

ACTION: Mrs. McCoy amended her motion approving the social media project with a \$10,000 cap. Mr. Coriz seconded and the motion passed by unanimous voice vote. [Board members Cordova, Duran and Crawford were not present for this action.]

4. JMEC 401k Program Modification Approval

As part of the 2022 budget process, Mrs. McCoy stated that the Finance Committee reviewed and discussed a ½ percent increase in the JMEC 401k matching program. This increase is an effort to improve JMEC's retirement benefits in order to recruit and retain employees.

ACTION: Mrs. McCoy moved to increase the 401k matching program to an 8 percent match and authorize staff to implement the plan. Mr. Coriz seconded.

GM Hastings said the current union contract calls for an 8 percent match and this motion will cover all of the employees.

The motion passed without opposition. [Board members Cordova, Duran and Crawford were not present for this action.]

5. New HQ Janitorial Services RFP Recommendation

Mrs. McCoy stated that the Finance Committee reviewed the two responses to the Janitorial Services RFP at its December 2nd meeting. The Committee recommends that the Board retain Saby and Beto Janitorial Services at a monthly rate of \$3,206.25. GM Hastings said the company comes in five days a week and does a good job.

ACTION: Mrs. McCoy moved to award the contract to Saby and Beto Janitorial Services. Mr. Coriz seconded and the motion passed by unanimous voice vote. [Board members Cordova, Duran, Vigil and Crawford were not present for this action.]

8. COMMITTEE AND OTHER JMEC REPORTS

A. Tri-State Director [See Page 4]

B. Communication Committee

In Mr. Crawford's absence, GM Hastings reported that the Communications Committee met on November 10th and discussed Native American Heritage Month, employee of the month for December – Patricia Martinez, developing a new logo, communications efforts for the rate case. A December 5th open house and further planning for the December

newsletter. The logo design contest includes an award of \$500 for the winning art department.

C. Policy Committee

Policy Committee Chair Vigil stated that the Policy Committee met on November 12th and December 2nd to discuss the prioritization of policies for review.

Policy 104, Relationship Between Board of Trustees and the General Manager, and Policy 105, Roles and Responsibilities of the General Manager, are being presented for approval with very minor changes.

ACTION: Mr. Vigil moved to approve policies 104 and 105 as amended. Ms. Martinez seconded and the motion passed by unanimous voice vote. [Board members Cordova, Duran, and Crawford were not present for this action.]

D. Energy Committee

In Mr. Crawford's absence, GM Hastings reported that the Energy Committee met on November 18th and Chuck Wright led a discussion on energy storage. Also discussed were the renewable energy plan, Pueblo-requested solar projects, purchase of an electric vehicle, update on the Bode's electrical vehicle charging station, partial buyout of Tri-State, the solar project at the Jacona Land Grant, and a study Mr. Wright is working on regarding the impact of electric vehicles and the additional load on the Co-op's infrastructure.

The Committee recommends that the Board lease a Tesla, purchase an advertising wrap and install a charging station at the Hernandez headquarters to promote the use of electric vehicles to the membership. The lease is \$5,000 down and \$450 per month.

ACTION: Ms. Maestas-Muller moved to approve the Committee's recommendation for the Tesla, the wrap and installation of a charging station at JMEC's Hernandez Headquarters. Mr. Coriz seconded. The motion passed by majority voice vote with Mr. Gallegos voting against. [Board members Cordova, Duran, and Crawford were not present for this action.]

E. Annual Meeting Planning Committee

Mr. Vigil said the Annual Meeting Committee met on November 19th and discussed the district meeting approach to achieve a quorum necessary to amend the JMEC bylaws. He reviewed the Committee's recommendations as noted in the motion below.

ACTION: Mr. Vigil moved that JMEC utilize the district approach for the six JMEC districts. Further, two bylaw amendments should be presented for member consideration: 1) lower the JMEC quorum requirement to 2.5 percent; and 2) eliminate the requirement for an election process when the trustee position is uncontested. Mr. Gallegos seconded.

A quorum at 2.5 percent of the membership would be 680 members and 2 percent would be approximately 540 members. The last time a quorum was achieved, and bylaws amended, JMEC gave away a car.

The motion passed by unanimous voice vote. [Board members Cordova, Duran, and Crawford were not present for this action.]

F. Audit Committee

Ms. Martinez, Audit Committee chair, stated that the Committee met on December 2nd and received an introduction to the 2021 audit and an auditor presentation by Mr. Lynch of Kelso-Lynch CPA's and reviewed the plans for the JMEC 2022 forensic audit. The 2021 financial audit is underway. Regarding the forensic audit, solicitations via a press release were requested from the membership of areas they want explored during the forensic audit. The last forensic audit was in 2016.

G. School Committee

Ms. Maestas-Muller said the School Committee met on November 10th and reviewed Policy 16P which identified that the scholarships fall under the purview of the Foundation Committee. She'd like to collaborate with the other Committee or have the School Committee handle the scholarships. The Committee discussed the JMEC Junior Board of Trustees and the Spanish and English Spelling Bee.

President Trujillo asked that the School Committee reach out to Statewide to ensure JMEC's youth is represented in the 2022 "Youth to Washington" trip.

It was noted that the junior board and spelling bees were very valuable for JMEC's goodwill in the area. Ms. Trujillo Archuleta said she has an extensive list of spelling bee material that she'll be putting together.

9. NEW BUSINESS

An email or printed Board packet will be available for those Board members that do not have a JMEC issued iPad or other means of accessing the materials.

10. EXECUTIVE SESSION

- A. Personnel and Legal Matters**
- B. Other Items – REDI-Net**

Mr. Vigil moved to go into Executive Session. Ms. McCoy seconded and the motion passed by unanimous voice vote. The Board moved to closed session at 1:45. [Members Cordova, Duran, and Crawford were not present for this action or the executive session.]

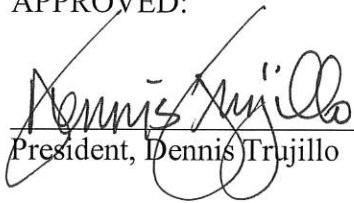
11. ADJOURN

Upon returning to open session and having completed the agenda, a motion was made by Ms. Martinez which was seconded by Mrs. McCoy to adjourn the meeting. Motion carried.



Secretary, John Ramon Vigil

APPROVED:



President, Dennis Trujillo