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**Electric Cooperative, Inc.**  
P.O. Box 128, Espanola, New Mexico, 87532

**MINUTES OF THE  
JEMEZ MOUNTAINS ELECTRIC COOPERATIVE, INC.  
BOARD OF TRUSTEES  
SPECIAL BOARD MEETING  
MONDAY, DECEMBER 11, 2023 AT 10:00 A.M.  
HERNANDEZ, NEW MEXICO**

**1. Call to Order**

The Special Meeting of the Jemez Mountains Electric Cooperative, Inc. (JMEC) Board of Trustees was called to order by Board President Dennis Trujillo. on Monday, December 11, 2023, at 10:05 a.m. MDT at the JMEC Headquarters Boardroom in Hernandez, New Mexico.

**2. Roll Call and Determination of Quorum**

The roll call was taken by JMEC Chair Dennis Trujillo.

**Trustees Present:**

Dennis Trujillo, President  
Manuel Bustos, Vice President  
Dolores McCoy, Treasurer  
Marcelina Martinez, Secretary  
Henry Roybal, Asst. Secretary/Treasurer (via WebEx)  
Danny Velarde  
Elias Coriz  
Lucas Cordova  
Marissa Maestas-Muller

**Absent:**

John Ramon Vigil

**Excused:**

Dennis Gallegos

**JMEC Staff and Others Present:**

Michael Hastings, CEO and GM  
Tina Trujillo Archuleta, Manager of Administration and External Affairs  
Dwight Herrera, Senior Manager of Human Resources and Support Services

**3. Approval of Agenda**

Mr. Cordova moved to approve the Agenda and the Motion was seconded by Mr. Coriz. The Motion carried unanimously.

#### **4. Executive Session**

Ms. Martinez made a Motion at 10:10 a.m. to enter into Executive Session. Mr. Hastings, Mr. Herrera and Ms. Trujillo Archuleta left the meeting at 10:10 a.m. A motion was made and seconded to come out of Executive Session at 11:45 a.m. with unanimous support, the meeting was back in regular session at 11:49 a.m.

#### **4. Discussion of CEO/General Manager Candidates**

Ms. Martinez explained the need to pause the search until after the New Year. The Board would like to review additional resumes and possibly add a third candidate to the list of candidates for the full Board to interview. The board will discuss the appointment of an interim CEO/GM during the 12/19/2023 or 12/20/2023 Special Board Meeting.

#### **5. New Business**

Discussion commenced regarding concerns as presented at the December 1, 2023 regular board meeting. Additionally, the board discussed concerns reported by auditor Kelso Lynch also at the 12/1 meeting, namely the need to locate inventory, for which Mr. Lynch determined was unaccounted. Ms. Martinez informed the board she had contacted Mr. Lynch sometime after the board meeting to discuss his preliminary report and for clarification. She also indicated she and Mr. Trujillo met with Mr. Hastings to discuss these issues.

Based on this discussion the board asked for a pause on all pending contracts and major, non-critical, work and decisions until a thorough review could be conducted. This was communicated to Mr. Hastings who agreed it would be a good idea.

The board also indicated to Mr. Hastings this included implementing a hiring freeze.

A motion was made to proceed as outlined by Lucas Cordova, which was seconded by Danny Velarde. The motion carried unanimously.

There was a discussion by the board requesting that Mr. Hastings provide a succession plan/report regarding pending issues and projects.

Also at this time, Ms. Martinez asked to review the pending 4G invoices, requesting that they be provided to her within twenty-four hours, as allowed by the contract.

The Board of Directors then took the time to thank Mr. Hastings for his dedication to JMEC during the last three years.

#### **8. Adjourn**

The meeting was adjourned by consensus at 12:19 PM.

APPROVED:

Ms. Martinez made the Motion to approve the Agenda, the Motion was seconded by Mr. Velarde. The Motion carried unanimously.

**4. Discussion and Approval of Interim CEO Contract with Bolinger, Segars, Gilbert and Moss**

After discussion, Mr. Vigil made the Motion to approve the contract of the Interim CEO contract with Bolinger, Segars, Gilbert and Moss. Mr. Coriz seconded the Motion. The Motion carried unanimously. At this time Ms. Martinez also made a Motion to re-engage the efforts of the GM/CEO search. The Motion was seconded by Mr. Coriz. Motion passed unanimously.

**5. Discussion and Approval of Consulting Contract with Bolinger, Segars, Gilbert and Moss**

After discussion, Mr. Coriz made the Motion to approve the consulting contract with Bolinger, Segars, Gilbert and Moss. Ms. Martinez seconded the Motion. The Motion carried unanimously.

**6. Discussion and Approval of Legal Contract with Velarde & Yar**

After discussion, Ms. Martinez made the Motion to approve the legal contract with Velarde & Yar. Mr. Coriz seconded the Motion. The Motion carried unanimously.

**7. Approval of JMEC Bank Signatory Resolution**

Mr. Velarde made a Motion to approve the JMEC Bank Signatory Resolution, the Motion was seconded by Mr. Bustos. The Motion passed unanimously. The Bank Signatory Resolution removed Michael Hastings as a bank signatory, and assigned Tom Beamon and Geraldine Romero in his place.

**8. Executive Session**

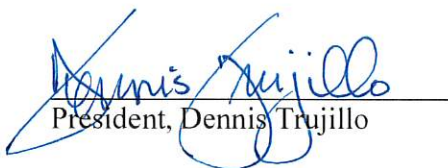
Ms. Maestas-Muller made the Motion to enter into Executive Session, Mrs. McCoy seconded the Motion. The Motion passed unanimously. The Board of Directors entered into Executive Session at 2:46 pm at 4:38 pm. Marissa Maestas-Muller made the Motion to come out of Executive Session, Danny Velarde seconded. The motion passed unanimously.

**9. New Business**

**8. Adjourn**

The meeting was adjourned by consensus at 4:45pm.

APPROVED:

  
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President, Dennis Trujillo

  
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Secretary, Marcelina Martinez