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Electric Cooperative, Inc.
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**MINUTES OF THE
JEMEZ MOUNTAINS ELECTRIC COOPERATIVE, INC.
BOARD OF TRUSTEES
SPECIAL BOARD MEETING
FRIDAY, FEBRUARY 9, 2024 AT 3:00 P.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 Friday, February 9, 2024, at 3:23 p.m. MST 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 (present via phone until 4:13pm)
Danny Velarde
Elias Coriz
John Ramon Vigil
Marissa Maestas-Muller
Lucas Cordova
Dennis Gallegos

Absent:

JMEC Staff and Others Present:

Joseph Yar, JMEC General Counsel
Shawna Tilberg, Paralegal to Joseph Yar

Other People Present:

Robert Gorence (Counsel to JMEC Trustee John Ramon Vigil)

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3. Approval of Agenda

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

4. Public Comment

A request was made by Robert Gorence, Trustee Vigil's attorney, to give the board a presentation regarding a confidential HR-related investigation involving Trustee Vigil. After some discussion the board agreed to deviate from procedure and allow the presentation. Ms. Martinez moved to allow the presentation, Mr. Coriz seconded the Motion. The Motion carried unanimously.

Mr. Gorence introduced himself as Trustee Vigil's attorney. He has known Mr. Vigil for several years and has represented Trustee Vigil in the past and is also his friend. Mr. Gorence stated he would like to make a statement with regard to the allegations against Mr. Vigil including: 1) What did Mr. Vigil, with Mr. Gorence's counsel, do to assist in the investigation; 2) What he knows because he was never provided with the texts and did Mr. Vigil violate any policy or procedure; 3) He wanted to contrast this with another situation; and 4) What is the request of Mr. Vigil.

Mr. Gorence detailed his interaction with the investigator and the attorney involved in the investigation. He discussed details of the several conversations he had with the investigator. He also mentioned that during an interview the investigator assumed Mr. Vigil had the documentation but he did not, so the investigator e-mailed the documentation and the interview was set for the following day. Mr. Gorence stated that they were doing everything possible to be cooperative in what were serious allegations. During this interview the next day the investigator was showing only very specific texts via screen sharing, one in particular that was from Mr. Vigil. Mr. Gorence informed the investigator that they had not received the text messages in question and felt without the entirety of the text messages he could not properly respond. Mr. Gorence went on to say that they reached an impasse with the investigator. He stated Mr. Vigil had an understanding of what the alleged improper texts were. Mr. Gorence characterized the text conversations as he saw them and stated that the issue was that if it violated board policies.

Mr. Gorence discussed various policies and described to the board his analysis of whether or not he believed any policies were violated and stated without a doubt (in his opinion) that no policies or laws were violated.

Mr. Gorence then went on to discuss a situation regarding a previous JMEC trustee, which Mr. Gorence compared to the situation subject to the investigation. At the end of his presentation Mr. Gorence acknowledged President Trujillo's January 17, 2024 email in which President Trujillo and the Executive Committee asked Mr. Vigil to avoid going to the JMEC campus until the HR situation was resolved. Mr. Gorence urged the board to resolve it quickly so that his client could get back to representing his constituents. Mr. Gorence asked if he could answer questions.

Mr. Trujillo stated he would open the forum up for questions by the trustees but clarified that the communication was made on behalf of the board. Mr. Lucas Cordova stated that Mr. Trujillo was not speaking on his behalf and stated that he does not agree with the process. He also stated he was on the board with the trustee Mr. Gorence was talking about and that the trustee was not authorized by Mr. Cordova to pursue anything and stated that he wanted to make it clear that Mr. Trujillo was not

speaking on his behalf. Mr. Trujillo then clarified that he was speaking on behalf of the majority of the board.

5. Executive Session

Mr. Velarde made a Motion to enter into Executive Session, Mr. Bustos seconded the Motion. The Motion passed unanimously at 4:09 p.m. Mr. Bustos made a Motion at 5:17 p.m. to come out of Executive Session, the Motion was seconded by Mr. Roybal. The Motion passed unanimously.

6. Motions Arising from Executive Session

Coming out of Executive Session, Mr. Cordova made the following Motion: The Board has determined that for a period of 6 months, Mr. Vigil should attend all board meetings via Webex and not go onto JMEC premises. If a mediation is agreed to by the parties involved, this time period may be modified. The Motion was seconded by Mr. Roybal. The Motion carried unanimously, with the caveat made by Mr. Coriz that even if the mediation doesn't work out between the parties, a mediation should be available to Mr. Vigil and Mr. Bustos to resolve the differences between them. The caveat to the Motion carried unanimously.

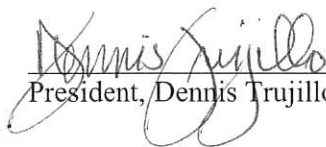
7. New Business

Revised Policy 154 was provided to each of the Board members. There were no questions regarding the revisions. It was recommended that they take time to review the policy, email General Counsel with any suggestions, and vote on the policy at the next regular meeting.

8. Adjourn

The meeting was adjourned by consensus at 5:27 p.m.

APPROVED:



President, Dennis Trujillo



Secretary, Marcelina Martinez