

STATE OF NEW MEXICO
THIRTEENTH JUDICIAL DISTRICT
COUNTY OF VALENCIA

THE SOCORRO ELECTRIC COOPERATIVE, INC.
Plaintiff,

v.

CHARLENE WEST, et al
Defendants.
And

Case No: D-1314-CV-2010-849
Judge: Albert J. Mitchell, Jr.

CHARLES WAGNER, individually and as
representative of the class of "unnamed
Defendants", being owner/members of the
Socorro Electric Cooperative, Inc.

Cross Claim Plaintiff,

v.

SOCORRO ELECTRIC COOPERATIVE, INC.,
et al.,

Cross Claim Defendants.

**RESPONSE TO PLAINTIFFS' MOTION FOR PARTIAL SUMMARY JUDGMENT AS
TO ALL CLAIMS INVOLVING VOTING RIGHTS**

Carol Auffrey and Herbert Myers,¹ individually and as class representatives,
("Defendants"), file this Response to Motion to Dismiss for Lack of Subject-Matter Jurisdiction
Under New Mexico Rural Electric Cooperative Act and show the following:

¹ Carol Auffrey and Herbert Myers file on behalf of the member/owners on the assumption that the Court will grant Defendants' Motion for Leave to File an Amended Cross-Claim.

ARGUMENT

1. On January 25, 2012, Socorro Electric Cooperative, Inc., et al. ("SEC" and "Plaintiffs") filed, among other motions, Plaintiffs' Motion for Partial Summary Judgment as to All Claims Involving Voting Rights ("Motion").

2. Contrary to the Plaintiffs' motion the Defendants' causes of action seeking the establishment of the good corporate governance and democratic process required by law and the by-laws are not moot. They remain unresolved and unaddressed by the Court.

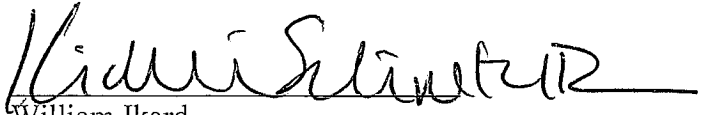
3. Specifically, the Court's ruling that the by-law amendments democratically enacted by the members were legally binding and enforceable despite the Plaintiffs' refusal to enforce them, underscores the need for the corporate reform sought by the Defendants. Far from being moot these issues cry out for judicial intervention and disposition.

4. Last, the Court's ruling on the enforceability of the member enacted by-law amendments is not final and unappealable until it is, the Defendants' claims for good and democratic corporate governance are not moot.

WHEREFORE, Defendants request that the Court find that Plaintiffs' Motion is without merit and grant such other and further relief to which Defendants may be justly entitled.

Respectfully submitted,

IKARD WYNNE LLP
2801 Via Fortuna, Suite 501
Austin, Texas 78746
(512) 275-7880
(512) 275-7333 [Facsimile]

A handwritten signature in black ink, appearing to read "William Ikard", written over a horizontal line.

William Ikard
State Bar No. 10385500
Carrie Helmcamp
State Bar No. 00784243
Kimberly Selinger
State Bar No. 24072333

ATTORNEYS FOR DEFENDANTS

Co-Counsel for Defendants:

Lee Deschamps
Steve Kortemeier
Deschamps & Kortemeier Law Offices, PC
Post Office Drawer 389
104 Church
Socorro, New Mexico 87801
575.835.2222 (t)
575.838.2922 (f)

CERTIFICATE OF SERVICE

This is to certify that the foregoing was served on the persons identified below on the date and in the manner stated.

Via facsimile 505.842.0653

Paul J. Kennedy
Darin M. Foster
201 12th Street N.W.
Albuquerque, New Mexico 87102

Via facsimile 575.835.0049

Thomas Fitch
Polly Tausch
Post Office Box 1647
Socorro, New Mexico 87801

Date: 2.23.12

Kimberly S. Senter