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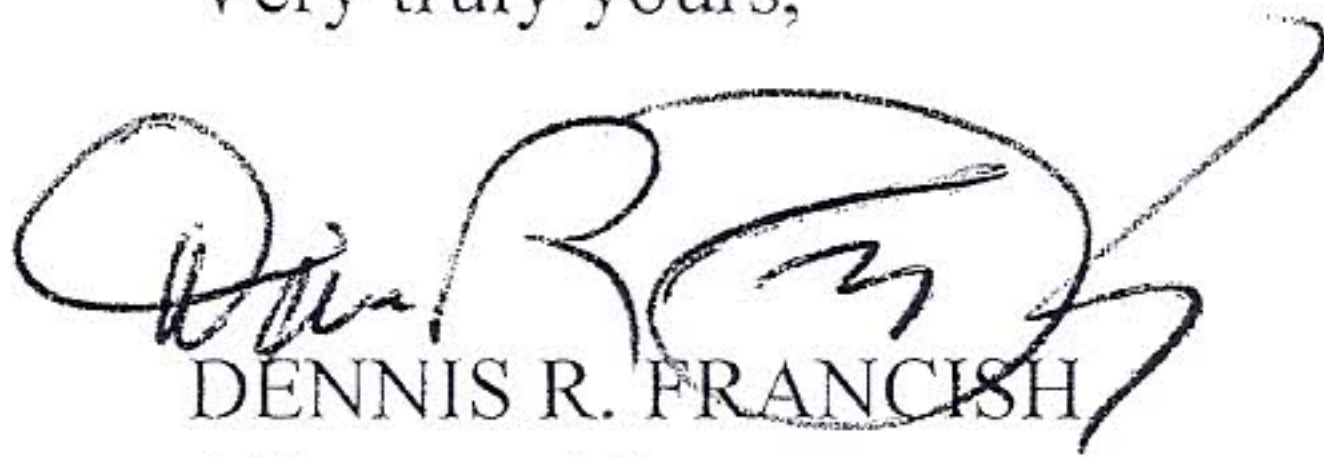
Paul Bustamante and Trustees of
The Socorro Electric Cooperative, Inc.

RE: Vacant Board Positions

Dear Paul and Trustees:

At the last Board meeting, there was discussion on filling the vacant Board position held by Manuel Marquez who resigned. The NM Statute § 53-8-18A states "...no decrease in number shall have the effect of shortening the term of any incumbent director ..." The decrease from 11 to 5 Board Members occurred 4-17-2010. Since the eleventh Board Member resigned, there is No Incumbent. Since there is no incumbent, the Board or members in that District cannot replace the director and make the replacement an incumbent. Therefore, effective 4-17-2010 any director whose term expires or who resigns cannot be replaced until there are less than five Board Members.

Very truly yours,



DENNIS R. FRANCISH
Attorney at Law

DRF/djg

~~Encl: As Stated~~