

**MINUTES
OF THE
ANNUAL MEMBERSHIP MEETING
OF THE
SOCORRO ELECTRIC COOPERATIVE, INC.
HELD
APRIL 23, 2004**

After due notice, the Annual Membership Meeting of the Socorro Electric Cooperative, Inc. was held at Finley Gymnasium, Socorro, New Mexico on Friday, April 23, 2004. Registration for the meeting began at 3:00 PM with the meeting itself commencing at 7:00 PM.

Pre-meeting entertainment was provided by the Bernie Romero Band. Boy Scout Troop #362 provided the presentation of colors. The Socorro High School chorus sang the National Anthem. Harold Baca, Trustee, led the Pledge of Allegiance. Mike Ybarra, Deacon, San Miguel Catholic Church, provided the invocation.

President Nick J. Sais welcomed all of the members who were present and thanked them for their attendance. Kathy Torres, Accountant, gave the names of the 2003 scholarship winners. President Sais introduced the Cooperative's Trustees and the Cooperative Attorney.

Leopoldo Pineda, General Manager, introduced the Cooperative employees to the membership. President Sais introduced various guests attending the meeting.

BUSINESS SESSION

A. President Sais closed registration at 7:15 PM.

B. Determination of quorum. President Sais advised that 521 members were registered and present; 266 were needed for a quorum; therefore, a quorum was declared so that business could proceed.

C. Reading of notice of meeting. President Sais inquired whether or not the notice of meeting ought to be read whereupon a motion was made from the floor duly seconded that the reading of notice of meeting be dispensed with and that the notice of the meeting be approved as mailed. The motion carried.

D. Reading of minutes of the 2002 and 2003 meeting of the members. President Sais inquired of the membership whether or not the minutes of the Annual Meeting of 2002 and 2003 ought to be read and approved whereupon a

motion was made from the floor and duly seconded that the reading of the Minutes of the 2002 and 2003 Annual Meeting of members be dispensed with and approved as written. The motion carried.

E. Reports by officers and trustees. President Sais gave a report concerning the status of the Cooperative. He described the financial statement attached to the notice of the annual meeting which was entitled Financial Statement "End of Year Pre-Audit" December 31, 2003 and indicated the Cooperative has maintained quality service and profitability resulting in a sound financial status. He stated that the Cooperative's margins are good and that growth remains constant which is a good sign for the Cooperative. In closing, he stated that the Board of Trustees continues to work for the membership, seeking the best possible rates and the most reliable service. President Sais thanked the members for their support in showing up and having a quorum for this annual meeting.

F. The President asked if there was any unfinished business whereupon the Cooperative Attorney, Dennis Francish, was called to the podium to explain the proposed by-law changes which were the subject of adoption or rejection by the membership at this meeting. Mr. Francish thanked the membership for attending and having a quorum. He asked if the members wanted him to read the proposed by-law changes whereupon a member made a motion duly seconded that Mr. Francish dispense with reading the proposed by-law changes which had been mailed in advanced to all members with notice of the meeting. The motion carried. Mr. Francish then asked if there were any questions from the audience concerning the by-law changes and there were none.

NEW BUSINESS

President Sais read the results of the voting by the membership to adopt or reject the by-laws. President Sais stated there were 347 votes by the members in favor of the proposed by-law changes and 86 votes against the proposed by-law changes. President Sais then declared that the proposed by-law changes had been duly adopted by the membership.

UNFINISHED BUSINESS

President Sais asked if there was any unfinished business and there was none.

ADJOURNMENT OF BUSINESS SESSION

There being no other business to come before the membership, a motion was made from the floor and seconded and carried that the meeting adjourn. The business session adjourned and was concluded at 7:30 PM.

AWARDING OF DOOR PRIZES

Trustees Dennis Gallegos, Dave Wade and Rafael Carrillo, with the help of young boys and girls from the audience, conducted the award of door prizes. This took approximately 30 minutes and ended approximately 8:00 PM at which time all members left the Finley Gymnasium and the Annual Meeting was concluded.

APPROVED: _____
NICK J. SAIS, President

I Paul Bustamante do hereby certify that I am the Secretary of the Board of Trustees of the Socorro Electric Cooperative, Inc., hereinafter called the "Cooperative" and that the above is a true and exact copy of the Minutes of the Annual Membership Meeting of the Cooperative held on April 23, 2004. A quorum of the membership was present and acted upon the matters shown in the foregoing none of which have been rescinded or modified.

PAUL BUSTAMANTE, Secretary