

**MINUTES OF REGULAR BOARD MEETING  
OF  
HOLY CROSS ENERGY**

**JULY 18, 2018**

A regular meeting of the Board of Directors of Holy Cross Electric Association, Inc., a/k/a Holy Cross Energy (hereinafter called "Holy Cross"), a Colorado cooperative association, was held at the main office at 3799 Highway 82 in Garfield County, Glenwood Springs, CO at 9:02 a.m. on July 18, 2018.

Agenda Item 1: Roll Call. Chair Megan M. Gilman reported that all seven Directors were present being Megan M. Gilman, Robert H. Gardner, Kristen N. Bertuglia, David C. Munk, Clemons M. Kopf, Michael A. Glass, and Adam L. Palmer. Staff attending included Bryan J. Hannegan, President and Chief Executive Officer; Mindy Tagler, Senior Vice President and Chief Financial Officer; Diana Golis, Vice President - Power Supply and Contracts; Bob Farmer, Vice President - Information Technology; John Rowley, Vice President - Human Resources; Jenna Weatherred, Vice President - Member and Community Relations; Cody O'Neil, Vice President - Glenwood District Operations; Rick Arnhold, Vice President - Eagle/Vail District Operations; and General Legal Counsel Michael A. Westbrook. Also present were Connie Overton, Human Resources Administrator and Preston Seymour, Purchasing Agent.

Agenda Item 2: Adjourn Previous Board Meeting. Chair Gilman adjourned the meeting of the Board of Directors originally convened on June 20, 2018, and then continued to today's meeting.

Agenda Item 3: Public Comment. Chair Gilman asked for comments of members of the public present. No comments were made as there were no members of the public present.

Agenda Item 4: Employee Recognition for July 2018. Connie Overton, Human Resources Administrator, with 10 years of service, and Preston Seymour, Purchasing Agent, with 5 years of service were both recognized for their service to Holy Cross. The employees left the Board room.

Agenda Item 5: Consent Calendar. The following informational items were presented to the Board in the form of written reports and memoranda:

- a. Minutes of June 2018 Regular Meeting
- b. Treasurer's Report
- c. Safety Committee Minutes
- d. Attorney's Report
- e. Staff Reports
- f. Board Committee Reports
  - i. Communications
  - ii. Finance
  - iii. Governance
  - iv. Strategic Issues
- g. Directors' Reports
  - i. Western United Electric Supply Corporation
  - ii. Colorado Rural Electric Association

Questions posed by Board members were answered by staff members. Upon motion duly made by Director Munk, seconded, put to a vote and unanimously carried, it was **RESOLVED** that the items on the Consent Calendar be approved as presented.

Agenda Item 6: Old Business.

a. Bank Authorization. Upon motion duly made by Director Munk, seconded, put to a vote and carried unanimously, the following resolution was adopted:

**RESOLVED** that the following officers and employees of Holy Cross Energy be, and they hereby are, authorized, within the limitations herein set out, to draw, sign and deliver, in the name of Holy Cross Energy, checks or drafts against the funds of Holy Cross Energy on deposit in its checking account in U. S. Bank, Glenwood Springs, Colorado, as follows:

Checks less than \$100,000 shall be signed, using facsimile or digitized signatures applied during the check preparation process, or original signatures by any two of the following eight:

President and Chief Executive Officer

Accounting Supervisor

Vice President, Engineering

Vice President, Finance

Vice President, Glenwood District Operations

Vice President, Power Supply and Contracts

Board Chair

Board Treasurer

Checks in the amount of \$100,000 or more shall be signed, using original, nonfacsimile, nondigitized signatures by any two of the above listed eight.

**FURTHER RESOLVED** that with reference to Holy Cross Energy's Special Construction Fund account in the Alpine Bank, Glenwood Springs, Colorado, checks drawn upon such account must be signed by at least one of the following managerial employees:

Bryan Hannegan, President and Chief Executive Officer; Mindy Tagler, Senior Vice President and Chief Financial Officer; or Diana Golis - Vice President, Power Supply and Contracts; plus the additional signature of at least one of the following officers as may be specifically identified from time to time: Board Chair or Board Treasurer.

b. Energy Outreach Colorado Annual Contribution. Senior Vice President and Chief Financial Officer Tagler made a verbal presentation about the Energy Outreach Colorado annual contribution. Upon motion duly made by Director Gardner, seconded, put to a vote and carried unanimously, the following resolution was adopted:

**RESOLVED** that Holy Cross Energy will contribute \$60,500 to Energy Outreach Colorado for the period from October 1, 2018, to September 30, 2019,

c. Risk Management and Loss Quarterly Report. Vice President Rowley made a verbal and visual presentation about the workers compensation risk management program. Members of the Board asked questions and Mr. Rowley responded to each question.

A short break was taken. During the break, Mike Steiner, Key Account Specialist, and Manuel Gomez, IT Infrastructure Supervisor, entered the Board room. Also during the break, Alan Best, a member of the public, entered the Board room.

Agenda Item 7: New Business.

a. Lake Christine Fire Impact and Response. A verbal and visual presentation was made by Vice President O'Neil, Vice President Arnhold and Mr. Gomez about the Lake Christine Fire Impact and Response in the area of the Basalt Shooting range in Holy Cross's service area. Mr. O'Neil, Mr. Arnhold and Mr. Gomez responded to questions from Board members. Additional comments were made by Mr. Hannegan. At the end of the presentation, Sam Whelan - Business & Rate Analyst, Chris Bilby - System Operations Engineer, Lisa Reed - Power Supply Analyst, Mary Wiener - Energy Efficiency Program Administrator, and Barry Croissant - Manager of Purchasing and Facilities entered the Board room, and Mr. Gomez left the Board room.

b. WE CARE Program Review. Vice President Golis, Ms. Reed and Ms. Wiener made a verbal presentation about the WE CARE Program. The solicited input on the direction that Holy Cross should take in the WE CARE program. The Board posed questions and discussed the options for the program. No action was taken, and staff will take into account the comments of Board members regarding the program. At the end of the presentation, Ms. Reed and Ms. Wiener, left the Board room.

c. Electric Vehicle Fast Charging Infrastructure. Vice President Golis, Mr. Whelan and Mr. Bilby made a verbal and visual presentation about the Electric Vehicle Fast Charging Infrastructure. Discussion ensued about the Infrastructure.

Upon motion duly made by Director Kopf, seconded, put to a vote and carried, it was **RESOLVED**, that the Holy Cross Energy "Electric Vehicle Fast Charging Infrastructure" financing occur through an on-bill tariff program, and that the tariff revision be implemented in conjunction with any tariff revisions resulting from Holy Cross Energy's rate design study.

**FURTHER RESOLVED**, that staff be directed to partner with local stakeholders in developing a local public Direct Current Fast Charging ("DCFC") network through offsetting of upfront electric infrastructure upgrade costs for up to a maximum of \$90,000.

Directors Bertuglia and Palmer left the Board room before the vote was taken and abstained from voting on the Electric Vehicle Fast Charging Infrastructure agenda item.

Mr. Croissant provided comments on electric vehicles. Mr. Croissant, Mr. Bilby, and Alan Best left the Board room.

Agenda Item 8: Lunch with the Glenwood Member Service Representatives. A break for lunch was taken. Robert O'Neil of McCarter & English, special counsel to Holy Cross, and Steve Beuning, a new employee of Holy Cross in Power Supply and Contracts, joined for lunch.

Agenda Item 9: Executive Session. Upon motion duly made by Director Gardner, seconded, put to a vote and unanimously carried, the following resolution was adopted: **RESOLVED** that the Board enter executive session to consider documents or testimony given in confidence generally relating to power supply strategy matters. All staff members including Mr. Whelan remained in the Board room along with Robert O'Neil and Steve Beuning.

No action was taken by the Board to make final policy decisions or adopt or approve any resolution, rule, regulation, or formal action, any contract, or any action calling for the payment of money.

Upon motion duly made by Director Munk, seconded, put to a vote and unanimously carried, the following resolution was adopted:

**RESOLVED** that the Board exit executive session.

Agenda Item 10: Continuation of Board Meeting. Chair Gilman recessed the meeting at 4:44 p.m. until the regular Board Meeting on **August 15, 2018**. The next meeting will be held at Holy Cross's Cooley Mesa office at 0132 Buckhorn Valley Blvd, Gypsum, CO 81637 in Eagle County.

  
Secretary – Robert H. Gardner

APPROVED:



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Chair – Megan M. Gilman

NOTE: The 2018 regular Board Meeting dates are tentatively scheduled for:

- August 15, 2018;
- September 19, 2018;
- October 17, 2018;
- November 14, 2018 [*note date change*]; and
- December 19, 2018.

Upcoming Meetings of Associated Organizations:

- NRECA Region VII & IX Conference on September 25-27 in Anchorage, AK.
- CREA Fall Meeting and Energy Innovations on October 27-30 in Denver, CO.
- Mid-West Electric Consumers Association Annual Meeting on December 10-13 in Denver, CO.