

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

OCTOBER 16, 2019

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, on October 18, 2019, at 9:01 a.m.

Agenda Item 1: Roll Call. Chair Megan M. Gilman reported that all seven Directors were present being Megan M. Gilman, Robert H. Gardner, David C. Munk, Kristen N. Bertuglia, Clemons M. Kopf, Larissa Read, and Adam L. Palmer [by videoconference]. Staff attending included Bryan J. Hannegan, President and Chief Executive Officer; David Bleakley, Vice President – Engineering; Bob Farmer, Vice President - Information Technology; John Rowley, Vice President - Human Resources; Cody O’Neil, Vice President - Glenwood District Operations; Rick Arnhold, Vice President – Eagle / Vail District Operations; Steve Beuning, Vice President – Power Supply and Programs; Drew Schiller, Vice President – Finance; and Jenna Weatherred, Vice President - Member and Community Relations. Employee present was Rodney Sherman. General Legal Counsel Randolph W. Starr was present.

Agenda Item 2: Adjourn Previous Board Meeting. Chair Gilman adjourned the meeting of the Board of Directors originally convened on September 18, 2019, and then continued to today’s meeting.

Agenda Item 3: Public Comment. Chair Gilman asked for comments of members of the public present. No members of the public were present. [09:02]

Agenda Item 4: Consent Calendar. The following informational items were presented to the Board in the form of written reports and memoranda:

- a. Minutes of September 18, 2019 Regular Meeting
- b. Treasurer’s Report
- c. Safety Committee Minutes
- d. Power Supply Report
- e. Attorney’s Report
- f. Staff Reports
- g. Board Committee Reports
 - i. Communications
 - ii. Finance
 - iii. Governance
 - iv. Strategic Issues
- h. 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, seconded, put to a vote and unanimously carried, it was

RESOLVED that the items on the Consent Calendar be approved as presented. [09:47]

Agenda Item 5: Guatemala Electrification Project Presentation. A verbal and visual presentation was made by Rod Sherman about his participation in the Colorado-Oklahoma Energy Trails team that returned Monday, September 9 from Guatemala after completing another successful project with NRECA International.

The 20 linemen spent two weeks working in the jungle heat and rain of Sillab, Guatemala, to bring electricity to this developing village in the northeastern part of the country. They built 6.5 miles of line that included more than 40 poles and four transformers. They also wired about 40 homes with electricity along with the school and the local churches. With the village homes built on the sides of the mountainous jungle terrain, the job was a challenge. The line had to be strung across ravines and valleys, up and down throughout the hilly terrain. But the people were appreciative and many of the men and children worked alongside the team. Colorado's 10 team members included CREA Director of Safety and Loss Control Dale Kishbaugh, Jerid Bruna and Jace Noe of Southeast Colorado Power, KJ Johnson of San Miguel Power, Austin Maier of Poudre Valley REA, Jason Matzke and Kenneth Murray of Mountain View Electric, Rod Sherman of Holy Cross Energy, Kelly Snow of United Power and Chris Stanworth of White River Electric. Due to political upheaval in Guatemala, the Colorado inauguration team that included CREA Vice President Jeff Hauck, San Miguel Power CEO Brad Zaporski, CEEI Vice President Rod Martinez and CREA Director of Communications Mona Neeley was unable to travel to Guatemala to participate in the final lighting ceremony. That didn't stop the people of Sillab from celebrating. [10:26] Mr. Sherman left the board room

A short break was taken. [10:26-10:48]

Agenda Item 6: Old Business.

a. Quarterly Safety and Loss Report. Vice President Rowley made a verbal and visual presentation on the Third Quarter Risk Management plan. Additional comments were made by Hannegan. [11:08]

b. Corporate Policies 3.1 through 4.4:

A presentation was made by Director Gardner and Mr. Hannegan about the changes to Corporate Policies 3.1 through 4.4. A "blackline" version of the changes to the Policies had been prepared by the Governance Committee with staff input and presented to the Board prior to the meeting. Ms. Read discussed using Board Source[®] for a board self-assessment process. Messrs. Gardner and Hannegan answered questions during discussion by the Board.

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

RESOLVED, that the Board of Directors approves the proposed revisions to Corporate Policies 3.1 and 4.2 effective on October 16, 2019, as presented to the Board prior to the meeting as shown in the attachment to the minutes. [11:21]

Further discussion among the board members ensued. 4.4 will be discussed in executive session. [11:44]

Agenda Item 9: Executive Session. Upon motion duly made, 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 board governance matters and board matters. All staff members remained in the Board room. [11:44]

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, seconded, put to a vote and unanimously carried, the following resolution was adopted:

RESOLVED that the Board exit executive session. [12:15]

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

RESOLVED, that the Board of Directors approves the proposed revisions to Corporate Policies 4.1 and 4.3 effective on October 16, 2019, as presented to the Board prior to the meeting with a few minor changes as discussed at the meeting and as shown in the attachment to the minutes. [12:16]

Agenda Item 7: New Business.

None. Discussion about setting committee meeting dates ensued. [12:23]

Agenda Item 10: Continuation of Board Meeting. Chair Gilman recessed the meeting at 12:23 p.m. until **November 20, 2019, at 9:00 a.m.** 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:



Chair – Megan M. Gilman

NOTE: The 2019 regular Board Meeting dates are scheduled for:

- November 20, 2019, *at Holy Cross's Cooley Mesa office.*
- December 18, 2019.

Tentative schedule for 2020:

- January 15, 2020
- February 19, 2020
- March 11, 2020 [*Note this meeting date is changed from normal schedule*]
- April 15, 2020
- May 20, 2020
- June 17, 2020
- July 15, 2020
- August 19, 2020 (strategic planning)

- September 16, 2020
- October 21, 2020
- November 18, 2020
- December 16, 2020

Upcoming Meetings of Associated Organizations:

- CREA Semi-annual Meeting and Energy Innovations October 26-30, 2019, Denver.
- NRECA Winter School for Directors December 12-18, 2019, in Nashville.
- NRECA Annual Meeting February 27-March 1, 2020, in New Orleans
- NRECA Director Conference April 3-7, 2020, in Kansas City
- NRECA Legislative Conference April 26-28, 2020, in Washington, D.C.
- NRUCFC Forum June 15-17, 2020, in Salt Lake City
- CoBank Energy Directors Conference July 13-15, 2020, in Colorado Springs
- NRECA Region VII/IX September 29-October 1, 2020, in Omaha
- CREA Fall Member Meeting October 10-13, 2020, in Denver