

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

**JUNE 17, 2020**

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 June 17, 2020 at 9:04 a.m. The meeting was held in webcast format with all Board members and staff appearing by electronic medium hosted through Holy Cross’s main office. The meeting was held during a time that the President of the United States and the Governor of the State of Colorado have declared a State of Emergency and ordered that no large groups of people meet in person due to the spread of COVID-19 virus. Notice of the meeting was given in accordance with Colorado law and the Bylaws of Holy Cross. Each Board member and each staff member participated in the meeting in accordance with Section 5.6 of the Bylaws of Holy Cross.

Agenda Item 1: Roll Call. Chair David C. Munk reported that all the seven Directors were present in person being Robert H. Gardner, Kristen N. Bertuglia, David C. Munk, Adam Quinton, Adam L. Palmer, and newly elected directors David S. Campbell and Alexander DeGolia. Staff attending included Bryan J. Hannegan, President and Chief Executive Officer; Steve Beuning, Vice President – Power Supply and Programs; David Bleakley, Vice President – Engineering; Bob Farmer, Vice President - Information Technology; Cody O’Neil, Vice President—Glenwood District Operations; Rick Arnhold, Vice President – Eagle / Vail District Operations [currently on another web meeting]; Andrew Schiller, Vice President – Finance; John Rowley, Vice President - Human Resources; and Jenna Weatherred, Vice President—Member and Community Relations. Also on the webcast were employees Ladd Epp and Betsey Seymour. General Legal Counsel Randolph W. Starr attended. Also present on the webcast was member Michael Kaddatz.

Agenda Item 2: Adjourn Previous Board Meeting. Chair Munk adjourned the meeting of the Board of Directors originally convened on May 13, 2020, and then continued to today’s meeting. [09:04] Mr. Hannegan introduced himself and members of senior staff of Holy Cross. [09:17] Board members introduced themselves. [09:30]

Agenda Item 3: COVID-19 Update and Impact Assessment. President and CEO Hannegan gave an update about the effects of the declaration of a state of emergency and the other government orders regarding COVID-19 have affected Holy Cross’s operations. Additional comments were made by senior staff. Questions from Board members were answered by Mr. Hannegan and staff members. [10:27]

Agenda Item 4: Public Comment. Chair Munk asked for comments of members of the public present. Mr. Kaddatz did not make any comments. [10:29]

A break was taken. [10:29 to 10:40]

Agenda Item 6: Consent Calendar. The following informational items were presented to the Board in the form of written reports and memoranda:

- a. Minutes of May 13, 2020 Regular Meeting
- b. Treasurer's Report
- c. Safety Committee Minutes
- d. Power Supply Report
- e. Legislative and Regulatory Report
- f. Attorney's Report
- g. Staff Reports
- h. Board Committee Reports
  - a. Communications
  - b. Finance
  - c. Governance
  - d. Strategic Issues
- i. Directors' Reports
  - i. Western United Electric Supply Corporation
  - ii. Colorado Rural Electric Association

Questions posed by Board members were answered by staff members. Mr. Arnhold joined the meeting. 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. [11:40]

Agenda Item 7: Old Business.

- a. Approval of Annual Meeting Minutes. Upon motion duly made, seconded, put to a vote and unanimously carried, it was **RESOLVED**, that the Annual Meeting Minutes for June 3, 2020, be approved as presented. [11:42]
- b. Director Self-Certification. Each of the Board members signed the certification regarding qualifications for the Board as required by the Bylaws of Holy Cross. [11:51]
- c. Board Officers' Election. Chair Munk announced that the next order of business was the election of officers of Holy Cross. The following Board members were elected by unanimous acclamation to the following positions:
  - David C. Munk was elected as Chair;
  - Robert H. Gardner was elected as Vice Chair;
  - Kristin N. Bertuglia was elected as Secretary; and
  - Adam Quinton was elected as Treasurer and as Assistant Secretary.At this time, the newly elected officers took their positions.
- d. Board Committee Assignments. Appointments to the Communications, Finance, Governance, and Strategic Issues Committees were made by acclamation as follows:
  - i. Communications: Munk (Chair), Palmer, Bertuglia, Campbell
  - ii. Finance: Quinton (Chair), Gardner, Palmer
  - iii. Governance: Gardner (Chair), Quinton, DeGolia
  - iv. Strategic Issues: Bertuglia (Chair), Munk, DeGolia, CampbellAs noted in the staff memo, the Board Chair is an ex-officio member of all Committees.
- e. Designation of External Representatives. Election of representatives to Colorado Rural Electric Association Board member and for Western United Electric Supply Corporation was completed by acclamation:
  - Robert H. Gardner was elected as Board representative to WUESC and David C. Munk was elected as Alternate Board representative.

Robert H. Gardner was elected as Board representative to CREA and David C. Munk was elected as Alternate Board representative.

David C. Munk was appointed as the NRECA, NRUCFC and NISC meeting delegate.

Robert H. Gardner was appointed as Holy Cross's Board member on the Holy Cross Energy Round-Up Foundation.

David C. Munk was appointed as Holy Cross's Board member on CORE.

[12:00]

A break for lunch was taken. [12:00-12:30] Chris Bilby, Research and Program Engineer at our Glenwood Springs Headquarters joined the meeting and he is celebrating 5 years of service. [12:51]

Agenda Item 5: Employee Recognition. Chris Bilby, Research and Program Engineer at our Glenwood Springs office joined the meeting and he is celebrating 5 years of service. [12:51] Josh Snoddy joined the meeting.

Agenda Item 8: New Business.

- a. Grid Modernization Strategy. Mr. Hannegan and HCE staff members presented a Grid Modernization Strategy to the Board. Staff sought feedback on the Strategy to ensure alignment with HCE's Vision, Mission and Strategic Plan. During the presentation Mr. Kaddatz left the meeting. Board members' questions were answered by Mr. Hannegan and other staff members. No action of the Board was required at the present time. [15:05]

Agenda Item 9: Executive Session. None. [15:05]

Agenda Item 10: Continuation of Board Meeting. Chair Munk recessed the meeting at 15:05 p.m. until **July 15, 2020 at 9:00 a.m.** The next meeting will be held at Holy Cross' main office at 3799 Highway 82 in Garfield County, Glenwood Springs, CO. Depending on the status of the COVID-19 pandemic the meeting may be again conducted electronically.



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Secretary – Kristen N. Bertuglia

APPROVED:



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Chair – David C. Munk

The Holy Cross Energy Board Meeting schedule for 2020:

- July 15, 2020—Glenwood Springs Office
- August 19, 2020 (strategic planning)—TBD
- September 16, 2020—Glenwood Springs Office
- October 21, 2020—Glenwood Springs Office

- ❑ November 18, 2020—Cooley Mesa Office
- ❑ December 16, 2020—Glenwood Springs Office

Upcoming Meetings of Associated Organizations:

- CoBank Energy Directors Conference July 13-15, 2020, in Colorado Springs—canceled
- NRECA Region VII/IX September 29-October 1, 2020, in Omaha—canceled
- CREA Fall Member Meeting October 10-13, 2020, Grand Hyatt, 1750 Welton St, Denver, CO 80202

The following NRECA events have been canceled due to COVID-19 concerns:

- Interact, July 13-16, Phoenix, Ariz.
- Legal Seminar, July 19-23, Stowe, Vt.
- Summer School, Salt Lake City, Utah
- Tax, Finance & Accounting Conference for Cooperatives, Aug. 2-5, Portland, Ore.
- Legal Seminar, Aug. 10-12, Park City, Utah
- Interact, Aug. 17-20, Tampa, Fla.