

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

JUNE 16, 2021

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 16, 2021, at 8:59 a.m. The meeting was held in person with all board members and staff appearing in person. Notice of the meeting was given in accordance with Colorado law and 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, David S. Campbell, Alexander DeGolia, and newly elected director Keith E. Klesner. Staff attending included Bryan J. Hannegan, President and Chief Executive Officer; Sam Whelan, Power Supply Manager; David Bleakley, Vice President – Engineering; Bob Farmer, Vice President - Information Technology [absent due to jury duty]; Cody O’Neil, Vice President—Glenwood District Operations; Rick Arnhold, Vice President – Eagle / Vail District Operations; Andrew Schiller, Vice President – Finance; John Rowley, Vice President - Human Resources; and Jenna Weatherred, Vice President—Member and Community Relations. Also present were employees Wes MacCachran and Jeff Huber. General Legal Counsel Randolph W. Starr attended in person.

Agenda Item 2: Adjourn Previous Board Meeting. Chair Munk adjourned the meeting of the Board of Directors originally convened on May 19, 2021, and then continued to today’s meeting. [09:00]

Agenda Item 3: Public Comment. Chair Munk asked for comments of members of the public present. As no members were present there were no comments. [09:00]

Agenda Item 4: Employee Recognition. Wes MacCachran, Software & Systems Specialist III in our Glenwood Springs, is celebrating 25 years of service. Jeff Huber, System Operations Supervisor in our Glenwood Springs, is celebrating 15 years of service. Cody O’Neil, Vice President of Glenwood District Operations in our Glenwood Springs, is celebrating 15 years of service. [09:23]

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 May 19, 2021, Regular Meeting
- b. Treasurer’s Report
- c. Safety Committee Minutes
- d. Power Supply Report
- e. System Reliability Report
- f. Legislative and Regulatory Report
- g. Attorney’s Report
- h. Staff Reports

- i. Board Committee Reports
 - i. Communications
 - ii. Finance
 - iii. Governance
 - iv. Strategic Issues
- i. Directors' Reports
 - i. Western United Electric Supply Corporation
 - ii. Colorado Rural Electric Association
 - iii. National Rural Electric Cooperative 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. [10:22]

A break was taken. [10:22 to 10:32]

Agenda Item 6: Information Technology Setup. Vice President Farmer updated Director passwords and implement multi-factor authentication to enhance security on the Director I-pads. [10:58]

Agenda Item 7: Board Governance Training. President and CEO Hannegan reviewed with the Board the relevant Corporate Policies dealing with Board governance issues and provide opportunities for questions and discussion with HCE's Attorney.

Agenda Item 8: 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 10, 2021, be approved as amended. [11:00]
- 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. [11:01]
- 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:
RESOLVED, that the Board appoint Directors to Board Committees as follows, with the Board Chair serving as ex-officio on all Board Committees:
David C. Munk was elected as Chair;
Kristin N. Bertuglia was elected as Vice Chair;
Robert H. Gardner 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. [11:03]
- d. Board Committee Assignments. Appointments to the Communications, Finance, Governance, and Strategic Issues Committees were made by acclamation as follows:
 - i. Communications: Munk (Chair), Campbell, DeGolia
 - ii. Finance: Quinton (Chair), Gardner, Klesner
 - iii. Governance: Gardner (Chair), Quinton, Bertuglia
 - iv. Strategic Issues: Bertuglia (Chair), Munk, DeGolia, Campbell, Klesner [11:20]

- 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:

David Campbell was elected as Board representative to WUESC and Keith Klesner was elected as Alternate Board representative.

Adam Quinton was elected as Board representative to CREA and Keith Klesner was elected as Alternate Board representative.

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

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 with Alex DeGolia as alternate.

[11:26]

Agenda Item 9: New Business.

- a. Legislative and Regulatory Report [from Item 5 f.] President and CEO Hannegan verbally reviewed the CREA Legislative Report that had been sent to the Board prior to the meeting. [12:14]
- b. Committee Meeting Arrangements. Director Gardner presented the issue of whether to meet in Committee by electronic communication and whether to meet in person or in person and electronic for some Board meetings. Discussion ensued among the Board members about the process for meetings. It was the consensus of the Board that all Committee meetings will be by electronic communication. The August Governance Committee meeting will be in person. For Board meetings it was the consensus of the Board to have electronic communication available for all Board meetings. President and CEO Hannegan will prepare a list of Board meetings that should be in person. Otherwise the Board meetings will be by electronic communication. [12:32]

Agenda Item 10: Executive Session. None.

Agenda Item 10: Continuation of Board Meeting. Chair Munk recessed the meeting at 12:32 p.m. until **July 21, 2021, 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.



Secretary – Robert H. Gardner

APPROVED:



Chair – David C. Munk

The Holy Cross Energy Board Meeting schedule for 2021:

July 21, 2021 [electronic]

August 24, 2021 (strategic planning) [in person]

September 15, 2021

October 20, 2021

November 17, 2021

December 15, 2021