

HOLY CROSS ELECTRIC ASSOCIATION, INC.
HOLY CROSS ENERGY
Minutes of the 84th Annual Meeting of Members
June 15, 2023

The 84th Annual Meeting of Members of Holy Cross Electric Association, Inc., a Colorado cooperative association (hereinafter called “Holy Cross”) was held in person at The Arts Center at Willits, 400 Robinson Street, Basalt, CO 81621, in Eagle County, Colorado, on Thursday, June 15, 2023. The Meeting was also recorded for later playback on Holy Cross’ website and social media; and a Spanish language interpreter was provided for those in attendance by wireless.

Prior to the commencement of the meeting, dinner was served. We enjoyed the rain.

The Annual Meeting of Members was called to order by Holy Cross General Legal Counsel Randolph W. Starr at 6:05 p.m. Mr. Starr introduced the Chair, David C. Munk, with Secretary Alexander DeGolia. Mr. Munk welcomed the attendees and Mr. Munk introduced the other members of the Board of Directors: Kristen N. Bertuglia, David S. Campbell [absent], Alexander DeGolia, Robert H. Gardner, Keith E. Klesner [absent], and Adam Quinton.

Mr. Munk introduced President and Chief Executive Officer Bryan J. Hannegan who welcomed attendees, acknowledged special guests in attendance including CREA Executive Director Kent Singer, Eagle County Commissioner Matt Scherr, San Luis Valley REC Director Stephen Valdez, Gail Schwartz President of Habitat for Humanity, and Max Carpenter Managing Director, Trading & Market Operations of Guzman Energy. He thanked the Holy Cross staff and The Arts Center at Willits hosts for their support of the meeting. Mr. Hannegan provided the 2022 Annual Report to the Members highlighting Holy Cross activities and initiatives during 2022 to make progress towards each of the Strategic Goals. Additional presentations were made by Jenna Weatherred, Robert Gardner, Board liaison to the Holy Cross Energy Roundup Foundation, and Sam Whelan of Holy Cross.

Holy Cross General Legal Counsel Randolph W. Starr announced that the Minutes of the June 2, 2022, Annual Meeting of Members had been approved by the Board of Directors at its June 15, 2022, meeting. Mr. Starr also announced that the notice of the 2023 Annual Meeting had been given in accordance with Colorado law and the bylaws of Holy Cross, as confirmed by the Board of Directors at its May 24, 2023, meeting, and that such Proof of Service will be annexed to the minutes of the 2023 Annual Meeting. The Proof of Service verified that the Notice of the Meeting was mailed out in a time that was sufficient for the purposes of the Meeting to all the Members of Holy Cross, and that the Notice of Right to Nominate had been duly and regularly published.

Mr. Starr announced that a quorum for the election of directors under the Holy Cross Bylaws had been established based on the 4287 ballots that were cast in the 2023 election. For this election all Members have had the option to vote electronically under legislation supported by Holy Cross or by mail or in person at the Annual Meeting. Mr. Starr also noted that a quorum of members was present in person for the conduct of any other lawful business [89 members].

Mr. Starr noted that the terms of two of the Directors on the Board of Directors had expired with one seat open for election in the Northern District and one seat in the Western District

up for election. In accordance with the bylaws of Holy Cross as amended, and as described in the Notice of Right to Nominate, the Northern District candidate with the largest number of votes will be elected to a four-year term. The Western District candidate with the largest number of votes will be elected to a four-year term.

An in-person, mail, and electronic ballot election was held for both Districts, with ballots tabulated by Survey and Ballot Systems, an election management company. Ballots brought to the Annual Meeting in person were also tabulated by SBS and the Holy Cross Electric Supervisory Committee at the Meeting.

For the Northern District, five candidates appeared on the ballot: [Roseann Casey, Brian Brandl, Linn Brooks, Craig A. Brown, and Kimberly Schlaepfer]. Linn Brooks was the candidate who received the most votes for the Northern District and was declared to be elected as a member of the Board of Directors for a four-year term.

For the Western District, three candidates appeared on the ballot [Thomas Sherman, Peggy Meyer, and Alexander DeGolia]: Alexander DeGolia and was declared to be elected as a member of the Board of Directors for a four-year term.

Mr. Starr then turned the meeting back to Mr. Hannegan, who congratulated the Directors and thanked all the candidates for their willingness to serve. Mr. Hannegan then opened the meeting to questions from attendees and invited Mr. Munk to join him. No questions were posed.

The drawing for door prizes was conducted.

There being no further business to come before the Members, the meeting was adjourned at 7:00 p.m.

Secretary – Alexander DeGolia

APPROVED:

Chair – David C. Munk