

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

DECEMBER 20, 2017

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 9:03 a.m. on December 20, 2017.

Agenda Item 1: Roll Call. Chair Megan M. Gilman reported that all of the seven Directors were present being Megan M. Gilman, Robert H. Gardner, Adam L. Palmer, Michael A. Glass, Kristen N. Bertuglia, David C. Munk, and Clemons M. Kopf. Staff attending included Bryan J. Hannegan, President and Chief Executive Officer; Mindy Tagler, Vice President - Finance; Diana Golis, Vice President - Power Supply and Contracts; David Bleakley - Vice President - Engineering; Bob Farmer, Vice President, Information Technology; John Rowley, Vice President - Human Resources; Jenna Weathered, Manager of Marketing and Member Relations; and General Legal Counsel Randolph W. Starr. Also present were Glenn Wysocki, Mitch Hayne, and Matt Scherr, Mayor of the Town of Minturn.

Agenda Item 2: Adjourn Previous Board Meeting. Chair Gilman adjourned the meeting of the Board of Directors originally convened on November 15, 2017, 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 by the public present.

Agenda Item 4: Employee Recognition for December 2017. Chair Gilman introduced Glenn Wysocki, Utility Tech-Senior Inspector in Glenwood Springs with 10 years of service. Josh Hejzmanek, Journey Lineworker in Glenwood Springs, who was unable to attend, with 15 years of service. The Board recognized the employees for their service to Holy Cross. Mr. Wysocki left the Board room.

Agenda Item 6: Old Business.

a. Gilman Transmission Line Extension. A presentation was made by Mr. Bleakley about the status of the Gilman Transmission Line Extension. A written memorandum had been presented to the Board prior to the meeting. Mr. Scherr made comments. Cody O'Neil, Vice President, Glenwood District Operations, and Rick Arnhold - Vice President Eagle/Vail District entered the Board room at the end of this item. Mr. Scherr 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 Regular Meeting of November 15, 2017
- b. Treasurer's Report for November 2017
- c. Safety Operating Committee Minutes for November 2017
- d. Attorney's Report
- e. Staff Reports
- f. Board Committee Reports
 - i. Communication Committee
 - ii. Finance
 - iii. Governance
 - iv. Strategic Issues

- g. Director's 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 Agenda were approved. A break was taken.

Agenda Item 7: New business:

- a. Designation of NRECA Voting Delegates.

The following were appointed as delegates and alternates to the following meetings:

Meeting	Delegate	Alternate
CREA Annual Meeting	Gilman	Munk
Western United Annual Meeting	Gardner	Munk
NRECA Annual Meeting	Gilman	Munk
NISC Annual Meeting	Gilman	Munk
CFC Annual Meeting	Gilman	Munk
Federated Rural Electric Annual Meeting	Gilman	Munk

- b. 2018 Budget and Work Plans.

Members of the senior staff made a verbal presentation on the 2018 Budget and Work Plans. The written segments of the 2018 Budget and Work Plans had been distributed prior to the Board Meeting. Questions from Board members were asked and answered by senior staff. After questions by and discussion among the Board members, a motion was made by Director Kopf, seconded and unanimously carried and the following resolution was adopted:

RESOLVED that the 2018 Work Plans be approved as presented.

A break for lunch was taken.

Agenda Item 8: Recognition of Quarterly Award Recipients. During lunch Chair Gilman introduced employee Chris Hildred, Power Supply/Special Projects Supervisor in our Glenwood Springs main office, and he was recognized as the recipient of the Ed Grange Award of Excellence. Chair Gilman described employee Wendell Goad, Manager, Glenwood Operations-Construction & Fleet in our Glenwood Springs Headquarters, and he was recognized as the recipient of the Larry Shaffer Award of Excellence. Mr. Goad was unable to attend the lunch. The Board recognized the employee for their service to Holy Cross.

Agenda Item 9: Executive Session.

Upon motion duly made by Director Kopf, 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 Agreements and Contracts.

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. Attorney Robert O'Neil and Allen O'Neil entered the Board room. Staff members were present: Ms. Golis, Mr. Whelan, Mr. Hildred, Ms. Tagler, Ms. Weathered and Mr. Hannegan. Instruction to legal counsel was given by the Board.

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

RESOLVED that the Board exit executive session.

Agenda Item 7: New business:

b. Director Gardner discussed correspondence received by the directors about surplus equipment. Staff will respond to the correspondence.

Agenda Item 10: Continuation of Board Meeting. Chair Gilman recessed the meeting at 4:57 p.m. until the regular Board Meeting on **January 17, 2016**. The next meeting will be held at Holy Cross's office at 3799 Highway 82 in Glenwood Springs, Colorado.

Secretary - Michael A. Glass

APPROVED:

Chair - Megan M. Gilman

NOTE: The 2018 regular Board Meeting dates are tentatively scheduled for: January 17, 2018; February 21, 2018; March 21, 2018; April 18, 2018; May 16, 2018; June 20, 2018; July 18, 2018; August 15, 2018; September 19, 2018 (strategic planning); October 17, 2018; November 21, 2018 [note this is the day before Thanksgiving and the date may be changed]; and December 19, 2018. The Annual Meeting of the Members will be held on May 31, 2018 at Crown Mountain Park, 501 Eagle Count Drive, El Jebel 81623.

Upcoming Meetings of Associated Organizations:

- A. CREA Annual Meeting February 10-13 in Denver, CO; and Western United Annual Meeting on February 12.
- B. NRECA Annual Meeting on February 25-28 in Nashville, TN.
- C. NRECA Directors Conference on March 25-28 in Las Vegas, NV.
- D. NRECA Legislative Conference on April 8-10 in Washington, D.C.
- E. CFC Forum on June 10-13 in Indianapolis, IN.
- F. CFC Directors Conference on July 10-12 in Colorado Springs, CO.
- G. NRECA Region VII & IX Conference on September 25-27 in Anchorage, AK.
- H. CREA Fall Meeting and Energy Innovations on October 27-30 in Denver, CO.
- I. Mid-West Electric Consumers Association Annual Meeting on December 10 to December 13 in Denver.