

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

MAY 15, 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 Cooley Mesa office at 0132 Buckhorn Valley Blvd, Gypsum, CO 81637 in Eagle County on May 15, 2019, at 9:06 a.m.

Agenda Item 1: Roll Call. Chair Megan M. Gilman reported that six of the seven Directors were present in person being Megan M. Gilman, Robert H. Gardner, David C. Munk, Michael A. Glass, Adam L. Palmer and Kristen N. Bertuglia; and Clemons M. Kopf appeared by video and audio webcast link. 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; Drew Schiller, Vice President – Finance; and Jenna Weatherred, Vice President - Member and Community Relations. Dwight Dahlin, Metering Crew Supervisor, Ellen Jacobsgaard, Meter Reading Technician, Brenda Downing, Member Services Supervisor, and Paul Belden, Crew Foreman, also entered the Board room.

Agenda Item 2: Adjourn Previous Board Meeting. Chair Gilman adjourned the meeting of the Board of Directors originally convened on April 24, 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.

Agenda Item 4: Employee Recognition. Dwight Dahlin, Metering Crew Supervisor in our Glenwood Springs Operations Center is celebrating 30 years of service, and Ellen Jacobsgaard, Meter Reading Technician in our Glenwood Springs Operations Center is celebrating 25 years of service, and Brenda Downing, Member Services Supervisor in our Glenwood Springs Headquarters is celebrating 20 years of service, and Paul Belden, Crew Foreman in our Eagle/Vail District is celebrating 15 years of service (attended in person). The employees were recognized for their service to Holy Cross. Mr. Belden left the Board room.

Director Glass was recognized and feted for his 12 years of service on the Board of Directors of Holy Cross as he will be retiring from the Board at the Annual Meeting of members.

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 April 24, 2019 Regular Meeting
- b. Treasurer’s Report
- c. Safety Operating 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.

Agenda Item 6: Old Business.

a. Proof of Service Notice. After a short presentation by Ms. Weatherred, Secretary Gardner will sign the Proof of Service of Notice of the Annual Meeting of Members to be held on June 6, 2019, at 4:30 p.m. at the Brush Creek Pavilion, Eagle, CO, upon delivery of all Notices to the United States Postal Service.

b. Hiring Update. Mr. Rowley gave a visual and verbal presentation about recent employees hired by Holy Cross and listed the open positions and progress in filling the positions.

A short break was taken.

c. Legislative and Regulatory Update. Mr. Hannegan gave a visual and verbal presentation about the Bills introduced and passed in the 2019 Session of the Colorado Legislature and the activities undertaken by Holy Cross, CREA and others on the Bills. Discussion among Board members occurred about the results of this legislative session.

Agenda Item 7: New Business.

a. Strategic Planning Process Update. Chair Gilman presented the visual and verbal material about the contents and scheduling of the upcoming Board strategic planning session. It was the consensus of the Board to proceed with a two-day strategic planning retreat on August 21-22, 2019 at a location to be determined later utilizing CFC facilitators. The first day would be devoted to enterprise risk management, and the second day would be devoted to strategic planning.

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 legal advice on a pending claim and a management issue. All staff members remained in the Board room.

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.

Agenda Item 11: Continuation of Board Meeting. Chair Gilman recessed the meeting at 12:31 p.m. until the regular Board Meeting on **June 19, 2019**, at 9:00 a.m. The next meeting will be held at Holy Cross's main office at 3799 Highway 82 in Garfield County, Glenwood Springs, CO.

Agenda Item 8: Lunch was held with the Avon Member Service Representatives.

✍

Secretary – Robert H. Gardner

APPROVED:

✍

Chair – Megan M. Gilman

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

- Annual Member Meeting is June 6, 2019;
- June 19, 2019;
- July 17, 2019;
- August 21-22, 2019 [strategic planning];
- September 18, 2019;
- October 16, 2019;
- November 20, 2019; and
- December 18, 2019.

Upcoming Meetings of Associated Organizations:

- CoBank Energy Conference July 10 to July 12, 2018 in Colorado Springs.
- NRECA Summer School for Directors August 2-7, 2019, in Branson.
- NRECA Region 7 & 9 Meeting September 24-26, 2019, in Spokane.
- CREA Semi-annual Meeting and Energy Innovations October 26-30, 2019, Denver.
- NRECA Winter School for Directors December 12-18, 2019, in Nashville.