

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

FEBRUARY 5, 2020

A special 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 Boulevard, Eagle County, Gypsum, CO, on February 5, 2020, at 15:42 p.m.

Agenda Item 1: Roll Call. Chair Megan M. Gilman reported that all the seven Directors were present in person being Megan M. Gilman, Robert H. Gardner, Kristen N. Bertuglia, Larissa Read, Adam L. Palmer, David C. Munk and Clemons M. Kopf. Staff attending in person included Bryan J. Hannegan, President and Chief Executive Officer. General Legal Counsel Randolph W. Starr was present on the telephone. No guests were present.

Agenda Item 2: Adjourn Previous Board Meeting. Chair Gilman adjourned the meeting of the Board of Directors originally convened on January 15, 2020, and then continued to today's meeting by special notice posted as required by statute and by the bylaws and rules of Holy Cross and by notice to all members of the board of directors as required by statute and the bylaws of Holy Cross. [15:43]

Agenda Item 3: 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 board of directors matters.

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. All the staff members remained in the Board room.

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

RESOLVED that the Board exit executive session. [16:01]

Agenda Item 4: Appointment to Fill Vacancy on Board of Directors.

After the presentation by Chair Gilman and discussion among the Board, upon motion duly made, seconded, put to a vote and unanimously carried, the following resolution was adopted:

RESOLVED that Adam Quinton be appointed to fill the vacancy on the Board of Directors caused by the resignation of director Read effective on February 29, 2020. The term of office will extend through the remainder of the three-year term ending in 2022 from the Northern District as provided in the bylaws of Holy Cross. The appointment is effective upon the date of resignation of director Read. [16:02]

Agenda Item 5: Continuation of Board Meeting. Chair Munk recessed the meeting at 16:02 p.m. until **February 19, 2020 at 9:00 a.m.** The next meeting will be held at Holy Cross' Cooley Mesa office at 0132 Buckhorn Valley Boulevard, Eagle County, Gypsum, CO.

Secretary – Robert H. Gardner

APPROVED:

Chair – Megan M. Gilman

The Holy Cross Energy Board Meeting schedule for 2020:

- February 19, 2020—Cooley Mesa Office
- March 11, 2020—Glenwood Springs Office [*Note this meeting date is changed from normal schedule*]
- April 14, 2020—Glenwood Springs Office [*Note this meeting date is changed from normal schedule*]
- May 13, 2020—Cooley Mesa Office [*Note this meeting date is changed from normal schedule*]
- Holy Cross Annual Member meeting June 3 at Spring Creeks Ranch, 854 North 8th Street, Carbondale, CO
- June 17, 2020—Glenwood Springs Office
- 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:

- CREA Annual Meeting February 8 to February 11 in Denver.
- NRECA Annual Meeting February 27-March 1, 2020, in New Orleans
- NRECA Director Conference April 3-7, 2020, in Kansas City
- NRECA Legislative Conference April 26-28, 2020, in Washington, D.C.
- NRUCFC Forum June 15-17, 2020, in Salt Lake City
- CoBank Energy Directors Conference July 13-15, 2020, in Colorado Springs
- NRECA Region VII/IX September 29-October 1, 2020, in Omaha
- CREA Fall Member Meeting October 10-13, 2020, in Denver