

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

**APRIL 14, 2020**

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 April 14, 2020 at 9:00 a.m.

The meeting was held in webcast format with all board members and staff appearing by electronic medium hosted through Holy Cross’s main office. The meeting was held during a time that the President of the United States and the Governor of the State of Colorado have declared a State of Emergency and ordered that no groups of people meet in person due to the spread of COVID-19 virus. Notice of the meeting was given in accordance with Colorado law and the bylaws of Holy Cross. Each board member and each staff member participated in the meeting in accordance with Section 5.6 of the bylaws.

Agenda Item 1: Roll Call. Chair David C. Munk reported that all of the six Directors were present in person [a vacancy in one director position exists due to resignation] being Robert H. Gardner, Kristen N. Bertuglia, David C. Munk and Clemons M. Kopf, Adam Quinton and Adam L. Palmer. Staff attending included Bryan J. Hannegan, President and Chief Executive Officer; Steve Beuning, Vice President – Power Supply and Programs; David Bleakley, Vice President – Engineering; Bob Farmer, Vice President - Information Technology; 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 on the webcast were Manuel Gomez and Betsey Seymour. General Legal Counsel Randolph W. Starr attended. Also present on the webcast were Tricia Jadwin, Trenton Jole, Larry Scarbrough, Michael Tornes, and Douglas Laho.

Agenda Item 2: Adjourn Previous Board Meeting. Chair Munk adjourned the meeting of the Board of Directors originally convened on March 18, 2020, and then continued to today’s meeting. [09:23]

Agenda Item 3: COVID-19 Update and Impact Assessment. President and CEO Hannegan gave an update about the effects of the declaration of a state of emergency and the other government orders regarding COVID-19 have affected Holy Cross’s operations. Each of the senior staff members reported on effects on their section. Questions from board members were answered by Mr. Hannegan and staff. [10:08]

Agenda Item 4: Public Comment. Vice Chair Munk asked for comments of members of the public present. No members were present on the conference. [10:08]

Agenda Item 5: Employee Recognition. Tricia Jadwin, Member Services Representative in our Glenwood Springs Headquarters is celebrating 5 years of service. Trenton Jole, Apprentice Lineworker in our Glenwood Springs Headquarters is celebrating 5 years of service. Larry Scarbrough, warehouse/Facilities Coordinator in our Eagle/Vail District is celebrating 40 years of service. Michael Tornes, Journey Lineworker in our Glenwood Springs Headquarters is celebrating 15 years of service. Douglas Laho, Journey Lineworker in our Glenwood Springs Headquarters is celebrating 5 years of service. Levi Thaute, Apprentice Lineworker in our Glenwood Springs Headquarters is celebrating 5 years of service [10:23]

Agenda Item 6: Consent Calendar. The following informational items were presented to the Board in the form of written reports and memoranda:

- a. Minutes of March 18, 2020 Regular Meeting
- b. Treasurer's Report
- c. Safety Committee Minutes
- d. Power Supply Report
- e. Legislative and Regulatory Report
- f. Attorney's Report
- g. Staff Reports
- h. 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

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. [10:49]

Agenda Item 7: Old Business.

- a. Quarterly Safety and Loss Report. Vice President Rowley made a verbal and visual presentation on the First Quarter Risk Management plan. Questions posed by Board members were answered by Mr. Rowley. [11:03]
- b. Uncollectable Debt Write-off. Vice President Schiller presented the list of accounts that are uncollected and that should be declared as uncollectable, totaling \$19,710.57 (July 1 through December 31, 2019). The list had been presented to the Board prior to the meeting. Upon motion duly made, seconded, put to a vote and unanimously carried, the following resolution was adopted:

**RESOLVED** that the attached list of accounts receivable, totaling \$19,710.57, was declared uncollectable and the accounts should be written off of the financial records of Holy Cross. [11:11]
- c. Bank Account Authorizations. Vice President Schiller made a verbal and visual presentation. After the presentation was concluded and questions posed by board members were answered, upon motion duly made, seconded, put to a vote and unanimously carried, it was  
**RESOLVED**, that the officers and employees of Holy Cross Energy designated in the April 10, 2020 Board Memorandum entitled "Bank Account Signatory Authori-

zation” be authorized, within the limitations set out in that Memorandum, to draw, sign and deliver, in the name of Holy Cross Energy, checks or drafts against the funds of Holy Cross Energy on deposit in its bank accounts as so described in that Memorandum. [11:13]

- d. Wildfire Mitigation Plan Review. Mr. Bleakley provided a verbal and visual update to the Board of Directors on current and planned activities intended to reduce the risk of wildfire ignition from our distribution system, and to improve the resilience of our distribution system to impacts from potential wildfires. Additional comments were made by staff members. Mr. Bleakley and other staff members responded to questions by Board members. [11:49]

A break for lunch was taken. [11:52-12:30]

Agenda Item 8: New Business.

- a. COVID-19 Member Bill Payment Assistance. Vice President Schiller and Vice President Weatherred made a verbal and visual presentation. After the presentation was concluded, questions posed by board members were answered, and comments of board members were taken by staff. After discussion by the board, upon motion duly made, seconded, put to a vote and unanimously carried, it was

**RESOLVED**, that \$500,000 from existing unclaimed capital funds be allocated to a new Member COVID-19 Bill Payment Assistance Fund in order to assist HCE members in paying their delinquent HCE electricity bills; and

**RESOLVED**, that HCE staff be directed to implement the COVID-19 Bill Payment Assistance program as presented by staff with modifications to the program as discussed by the board. [13:28].

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 CEO Succession Planning 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 except Mr. Hannegan left 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. [15:05]

Agenda Item 10: Continuation of Board Meeting. Chair Munk recessed the meeting at 15:05 p.m. until **May 13, 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. Depending on the status of the national emergency the meeting may be conducted electronically again.



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Secretary – Kristen N. Bertuglia

APPROVED:



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Chair – David C. Munk

The Holy Cross Energy Board Meeting schedule for 2020:

- May 13, 2020—Cooley Mesa Office [*Note this meeting date is changed from normal schedule*]
- June 3, 2020—Holy Cross Annual Member meeting conducted online only. Balloting will be by mail.
- 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:

- NRECA Legislative Conference April 26-28, 2020, in Washington, D.C.—CANCELED
- NRUCFC Forum June 15-17, 2020, in Salt Lake City—still planned as of today
- 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