

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

AUGUST 19, 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 August 19, 2020 at 9:01 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 large 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 called the meeting to order and reported that all the seven Directors were present in person being Robert H. Gardner, Kristen N. Bertuglia, David C. Munk, Adam Quinton, Adam L. Palmer, David S. Campbell, and Alexander DeGolia. 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. On the webcast were employees Ladd Epp and Betsey Seymour, Libby Cowling, Joe Hisel and General Legal Counsel Randolph W. Starr.

Agenda Item 2: Adjourn Previous Board Meeting. Chair Munk adjourned the meeting of the Board of Directors originally convened on July 15, 2020, and then continued to today’s meeting. [09:01]

Agenda Item 3: COVID-19 Update and Impact Assessment and Grizzly Creek Wildfire Update. 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. Mr. Hannegan also gave an update about the Grizzly Creek wildfire on the northeast side of Glenwood Springs. Additional comments were made by senior staff. Questions from Board members were answered by Mr. Hannegan and staff members. [09:50]

Agenda Item 4: Public Comment. Chair Munk asked for comments of members of the public present. No comments were received, and no members of the public were on the call. [09:50]

Agenda Item 5: Employee Recognition. Jim Neil, Material Handler in our Glenwood Springs Operations Center, is celebrating 40 years of service. Ronne Stevens, Line and Meter Technician in our Glenwood Springs Operations Center, is celebrating 35 years of service. Libby Cowling, Engineer II in our Glenwood Springs Headquarters, is celebrating 30 years of service. Daniel Nunn,

Crew Foreman in our Glenwood Springs Operations Center, is celebrating 20 years of service. Joe Hisel, Senior Equipment Operator in our Glenwood Springs Operations Center, is celebrating 20 years of service. [10:10]

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 July 15, 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
 - a. Communications
 - b. Finance
 - c. Governance
 - d. 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. [10:54]

Agenda Item 7: Old Business.

- a. 2019 Financial Audit Report. The audit of Holy Cross's financial records for the fiscal year ended April 30, 2020, was presented to the Finance Committee that met with the auditor. Mr. Schiller reported on the committee meeting. The audit was delivered 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 audit of the financial statements of Holy Cross for the fiscal year ended April 30, 2020, be accepted. [11:01]

- b. Introduction of this item was done by Director Gardner. A presentation was made by Vice President Beuning on the Renewable Energy Net Metering Service—Optional Tariff the addition of Rule 3031 on System Upgrades Due to Distributed Energy Resources, and the Distributed Energy Resource Generation Service—Optional Tariff. Questions posed by Board members about the various new and amended tariffs. The questions were answered by Mr. Schiller. A motion was made and seconded to adopt the following resolution:

RESOLVED, that the changes to the Tariffs, Rules and Regulation are approved as presented by staff, and as shown in the attachment to the Minutes of the meeting. [11:07]

Agenda Item 8: New Business.

- a. None [11:07]

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 Strategic 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. A break for lunch was taken. [11:07-11:30] All staff members left the meeting except Mr. Hannegan, and Mr. Starr left the meeting.

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

RESOLVED that the Board exit executive session. [15:34]

Agenda Item 10: Adjourn Board Meeting. Chair Munk continued the meeting at 15:34 p.m. until **September 16, 2020 at 9:00 a.m.** The next meeting will be held at Holy Cross' main office at 3799 Highway 82 in Garfield County, Glenwood Springs, CO. Depending on the status of the COVID-19 pandemic, the meeting may again be conducted electronically.

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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:

- September 16, 2020—Glenwood Springs Office—virtual—TBD
- October 21, 2020—Glenwood Springs Office—virtual—TBD
- November 18, 2020—Cooley Mesa Office—virtual—TBD
- December 16, 2020—Glenwood Springs Office—virtual—TBD

Upcoming Meetings of Associated Organizations:

- NRECA Region VII/IX October 14-16, 2020, virtual online meeting
- CREA Fall Member Meeting October 10-13, 2020, Grand Hyatt, 1750 Welton St, Denver, CO 80202