

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

OCTOBER 9, 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 main office at 3799 Highway 82 in Garfield County, Glenwood Springs, CO, on October 16, 2020 at 10:32 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 being Robert H. Gardner, Kristen N. Bertuglia, David C. Munk, Adam Quinton, Adam L. Palmer, and Alexander DeGolia; and David S. Campbell was absent. Staff attending included Bryan J. Hannegan, President and Chief Executive Officer; Steve Beuning, Vice President – Power Supply and Programs; 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, and General Legal Counsel Randolph W. Starr. There were two guests who were on the telephone, Eric Heil and Ernest Saeger.

Agenda Item 2: Adjourn Previous Board Meeting. Chair Munk adjourned the meeting of the Board of Directors originally convened on September 16, 2020, and then continued to today’s meeting. [10:32]

Agenda Item 3: New Business.

- a. 2020 NRECA Member Resolutions. Mr. Munk and the board members discussed the proposed resolutions to be presented to the NRECA Region IX and VII meeting next week. Upon motion duly made, seconded, put to a vote and unanimously carried, it was **RESOLVED**, that Holy Cross oppose the adoption of proposed NRECA Resolution 1.17, and that Director Munk speak in opposition to the proposed Resolution at the NRECA Region VII / IX member meeting. [10:50]
- b. West Avon Preserve Trails Restoration. Mr. Hannegan gave a verbal and written presentation to the Board regarding a request to contribute funds to the West Avon Preserve Trails Restoration project. HCE staff recommended that the Board deny the request for payment. Mr. Hannegan responded to questions from Board members. Messrs. Heil and Saeger made additional comments. The board engaged in a discussion about the matter.

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 the request for funding for the West Avon Preserve Trails Restoration project and to receive legal advice.

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, put to a vote, and unanimously carried, the following resolution was adopted:

RESOLVED that the Board exit executive session.

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

RESOLVED, that Holy Cross reimburse the Town of Avon up to \$27,500 for the relocation of the recreation trails in the West Avon Preserve away from the HCE easement in that area; provided that the Town be responsible for the remainder of the project costs. [12:15]

Agenda Item 4: Adjourn Board Meeting. Chair Munk continued the meeting at 12:16 p.m. until **October 21, 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.



Secretary – Kristen N. Bertuglia

APPROVED:



Chair – David C. Munk

The Holy Cross Energy Board Meeting schedule for 2020:

- 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:

- o NRECA Region VII/IX October 14-16, 2020, virtual online meeting

Tentative upcoming Holy Cross Energy Board Meeting Schedule for 2021:

January 20, 2021

February 17, 2021

March 17, 2021

April 21, 2021

May 19, 2021

The Annual Meeting of the Members will be held on June __, 2021 at 4:00 p.m.

June 16, 2021

July 21, 2021

August 18, 2021 (strategic planning)

September 15, 2021

October 20, 2021

November 17, 2021

December 15, 2021