

**PUBLIC NOTICE**

**HOLY CROSS ENERGY  
MEETING OF BOARD OF DIRECTORS**

**Board Room**

**3799 Highway 82, Glenwood Springs, CO 81602**

**(NOTE: Due to COVID-19, this meeting will be held entirely online; to register to attend, please visit <https://www.holycross.com/agenda-and-minutes/>)**

**Wednesday, December 16, 2020**

**9:00 a.m.**

1. Roll Call
2. Adjourn Previous Board Meeting
3. COVID-19 Update (Information)
4. Public Comment
5. Employee Recognition
6. Consent Calendar
  - a. Minutes of Regular Meeting of November 19, 2020
  - 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
    - iii. National Rural Electric Cooperative Association
7. Fiscal Year 2021 Planning
  - a. Work Plan Initiatives (Action)
  - b. Key Performance Indicators (Action)
  - c. Operating and Capital Budget (Action)
8. Old Business
9. New Business
  - a. Amendment to HCE Bylaws - Director Terms of Office (Action)
10. Executive Session
11. Continuation of Board Meeting

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Dave Munk  
Board Chair

## HOLY CROSS ENERGY

### REGULAR BOARD OF DIRECTORS MEETINGS GUIDELINES FOR PUBLIC PARTICIPATION

Holy Cross Energy (“Holy Cross”) regular monthly meetings of the Board of Directors (“Board”) are held at 9:00 a.m. on the third Wednesday of each calendar month at Holy Cross’s headquarters facility at 3799 Highway 82, Garfield County, Colorado, unless a different date, time and place is set by resolution of the Board. The meeting, location, date, and time is posted at each Holy Cross service office location and on Holy Cross’s website, [www.holycross.com](http://www.holycross.com).

Holy Cross’s Board meetings are open to the public and any member of Holy Cross or the general public is welcome to attend and observe. Members of Holy Cross and any other persons are given an opportunity to address the Board with the following guidelines:

1. A “Public Comment” agenda item will be at the beginning of each meeting. The Board normally has a full agenda and asks that any speaker’s comments and presentations be brief. The Chair or presiding officer shall have the right to limit comments as necessary. The public comment period is limited to approximately 10 minutes.
2. Any person addressing the Board on an agenda item requiring Board action may do so if and when the Chair or presiding officer calls for public comment. Any speaker will be limited to three minutes, unless the Chair or presiding officer decides differently.
3. Each person wishing to address the Board shall first be introduced along with the person’s address. If the person needs to use Holy Cross’s audio/visual/computer equipment or plans to provide their own equipment, arrangements need to be made three business days prior to the Board Meeting. Any person desiring to distribute information to the Board at any Board Meeting shall provide the presentation or information in writing to staff of Holy Cross for distribution to all Directors of the Board prior to the meeting.
4. The Board breaks for lunch at approximately noon and reconvenes about 45 minutes after the noon break. Members of the public attending the meeting need to plan accordingly and provide their own meal.

Holy Cross is a member-owned cooperative committed to providing affordable, reliable and safe electric service to all members. Holy Cross values member input on how the Board can guide Holy Cross in accomplishing these goals.

(HCE Corporate Policy 4.3, adopted October 16, 2019)

**PROPOSED CHANGES TO  
HOLY CROSS ELECTRIC ASSOCIATION BYLAWS  
DECEMBER 16, 2020 BOARD MEETING**

**Summary of Proposed Changes:**

- Increases the length of Board Director terms from three years to four years, starting with the 2021 election cycle.
    - To ensure one Northern District Director will stand for election each year going forward, one position will be elected in 2021 for a three-year term, and then for a four-year term thereafter.
  - Deletes a duplicative section shown in two places in the HCE Bylaws.
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**1. Amend Article IV, Section 4 of the HCE Bylaws as follows:**

**“SECTION 4. Term of Office.** Directors shall be elected annually, and the date of the election shall be determined by the Board of Directors on any day that is not later than July 1 of each calendar year, in the manner and numbers herein set out, by and from the membership, to serve for the periods hereinafter set out.

Directors shall be elected to fill vacancies caused by expiration of terms of office, for a term to expire at the ~~third~~ annual election of Directors after their ~~election~~ expiration of terms of the respective Director position or until their successors shall have been elected and shall have qualified.

The following Director seats, representing the following districts, shall be elected for terms as follows:

One Director seat in the Northern District shall be elected as of the date of the annual election of Directors in 2010 and every three years thereafter until 2022, and then every four years thereafter.

One Director seat in the Southern District shall be elected as of the date of the annual election of Directors in 2010 and every three years thereafter until 2022, and then every four years thereafter.

One Director seat in the Northern District shall be elected as of the date of the annual election of Directors in 2011 and every three years thereafter until 2023, and then every four years thereafter.

One Director seat in the Western District shall be elected as of the date of the annual election of Directors in 2011 and every three years thereafter until 2023, and then every four years thereafter.

One Director seat in the Southern District shall be elected as of the date of the annual election of Directors in 2012 and every three years thereafter until 2021, and then every four years thereafter.<sup>1</sup>

One Director seat in the Northern District shall be elected as of the date of the annual election of Directors in 2012 and every three years thereafter until 2021, and then every four years thereafter.

One Director seat in the Northern District shall be elected as of the date of the annual election of Directors in 2012 and every three years thereafter until 2024, and then every four years thereafter.<sup>1</sup>

**2. Amend Article IV, Section 7 of the HCE Bylaws as follows:**

**SECTION 7. Election.** Directors shall be elected annually as ~~hereinabove and herein below~~ provided in the bylaws, except that in the event no nominations have been timely and properly made by petition, the incumbents whose terms of office then expired shall continue in office until the ~~third annual meeting of the members thereafter~~expiration of the next term of the Director district of the incumbent, or until ~~their~~a successors shall have been elected and shall have qualified. If nominating petitions have been timely and properly made, then ~~those the~~ nominees, ~~in the number to be elected~~, who receives the greatest number of votes for each Director position, shall be ~~deemed to be those~~ elected. Electronic balloting is authorized for election of directors if authorized by law and by the Board of Directors.

**3. Delete Article IV, Section 14, Conflict of Interest Transaction, of the HCE Bylaws as duplicative of Article V, Section 9.**

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<sup>1</sup> At the 2021 election the candidate who receives the highest number of votes shall be elected to the seat with a four year term ending in 2025, and the candidate who receives the second highest number of votes shall be elected to the seat with a three year term ending in 2024.