

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

APRIL 20, 2022

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 20, 2022, at 9:02 a.m. The meeting was held on WebEx with Board members and staff appearing electronically. Notice of the meeting was given in accordance with Colorado law and the bylaws of Holy Cross.

Agenda Item 1: Roll Call. Chair David C. Munk called the meeting to order and reported that all the seven Directors were present on WebEx being Robert H. Gardner, Kristen N. Bertuglia, David C. Munk, Adam Quinton, Keith E. Klesner, David S. Campbell, and Alexander DeGolia. Staff attending included Bryan J. Hannegan, President and Chief Executive Officer; David Bleakley, Vice President – Engineering; Bob Farmer, Vice President - Information Technology; Cody O’Neil, Vice President—Glenwood District Operations; Andrew Schiller, Vice President – Finance; John Rowley, Vice President - Human Resources; and Jenna Weatherred, Vice President—Member and Community Relations. Also attending was 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 March 16, 2022, and then continued to today’s meeting. [09:00]

Agenda Item 3: 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. [09:02]

Agenda Item 4: Employee Recognition. Bob Farmer, Vice President of Information Technology (IT) in our Glenwood Springs Headquarters, is celebrating 5 years of service. Rob MacLaughlin, Systems Operation Technician in our Glenwood Springs Headquarters, is celebrating 15 years of service. Tony Maddalone, System Inspector in our Glenwood Springs Operations Center, is celebrating 15 years of service. [09:08]

Agenda Item 5: Consent Calendar. The following informational items were presented to the Board in the form of written reports and memoranda:

- a. Minutes of March 16, 2022, Regular Meeting
- b. Treasurer’s Report
- c. Safety Committee Minutes
- d. Diversity, Equity, and Inclusion Committee Minutes
- e. Power Supply Report
- f. System Reliability Report
- g. Member Participation Report
- h. Legislative and Regulatory Report
- i. Attorney’s Report

- j. Board Committee Reports
 - i. Communications
 - ii. Finance
 - iii. Governance
 - iv. Strategic Issues
- k. Directors' Reports
 - i. Western United Electric Supply Corporation
 - ii. Colorado Rural Electric Association
 - iii. National Rural Electric Cooperative Association
 - iv. National Rural Utilities Cooperative Finance Corporation

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. [09:24]

Agenda Item 6: Staff Reports. The Staff Reports had been delivered to the Board members prior to the meeting. Questions from Board members were answered by staff members. [09:36]

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. Highlights:
2022 First Quarter Safety and Loss Report presentation was given to the Board prior to the meeting.

In 2022 Q1:

- Total Recordable Cases Incident Rate (TRCIR) was 0 reflecting no recordable incidents in the first quarter of 2022.
- Days Away, Restricted, or Transferred (DART) rate was 0 for the first quarter of 2022. The rate was 0.66 for 2021.
- No General Liability/Property Damage claims in Q1.

Included in the materials was the 2022 Safety Improvement Plan which includes an update on the three-year plan, annual plan, and current initiatives.

Questions posed by Board members were answered by Mr. Rowley. [09:38]

Agenda Item 8: New Business.

- a) Annual Meeting Preparations. Vice President Weatherred gave a verbal and written presentation to the Board about preparations for the upcoming annual member meeting to be held on June 2, 2022, at Lundgren Amphitheatre & Lawn, 789 Gypsum Creek Road, Gypsum, CO 81637. [09:54]

b) "Journey To 100%" Clean Energy Plan Update. President and CEO Hannegan introduced this subject, and Sam Whelan, Manager, Power Supply, gave a verbal presentation to the Board about the written presentation given to the Board prior to the meeting. David Manning, Resource Scheduling Analyst, gave additional information to the Board. At its April 21, 2021, regular meeting, the Board of Directors authorized the filing of a Clean Energy Plan (CEP) with the Air Quality Control Commission (AQCC) in compliance with the provisions of HB19-1261 and SB19-236 as amended. As provided for in that legislation, an electric utility that files a CEP that demonstrates a greater than 80% level of CO2 reduction by 2030, compared to 2005 levels, obtains a "safe harbor" from future CO2 regulations that may be implemented by the CDPHE/AQCC. HCE's CEP includes HCE's existing and planned power supply projects and programs, and HCE's current and projected future power supply relationships with both Xcel Energy/Public Service Company of

Colorado (PSCo) and Guzman Energy. The resulting CEP will achieve a 99% percent reduction in 2030 greenhouse gas emissions associated with HCE’s retail sales from 2005 levels and is consistent with our public “Journey to 100%” commitment to supply 100% carbon-free electricity to HCE members and their communities by 2030. AQCC staff are in the final stages of their verification process and have advised HCE that they intend to verify to the PUC that our CEP filing meets the requirements of the statute. It is anticipated that a PUC Commissioners’ Information Hearing will be held to review our CEP filing after which it will be deemed approved and the safe harbor provided to HCE per State law. Questions from Board members were responded to by Messrs. Manning, Whelan and Hannegan. [11:09] A break was taken. [11:09-11:20]

c) Holy Cross Energy Round Up Foundation. After a presentation by Director Gardner, upon motion duly made, seconded, and unanimously carried, Jesse Johnson and Claude Pupkin were appointed to the Board of the Foundation. [11:24]

d) Board Meeting Schedule. Chair Munk discussed the upcoming schedule of in person and WebEx meetings. No changes were made. [11:27]

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 negotiations on real property acquisition, power supply, and succession planning. All staff members left the Board room.

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. Direction was given on negotiations.

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

RESOLVED that the Board exit executive session. [12:15]

Agenda Item 10: Adjourn Board Meeting. Chair Munk continued the meeting at 12:15 p.m. until **May 18, 2022, at 9:00 a.m.** The next meeting will be held by WebEx.

Secretary – Robert H. Gardner

APPROVED:

Chair – David C. Munk

Holy Cross REA Board Meeting Schedule [Third Wednesday of each month]
May 18, 2022 —WebEx
The Annual Meeting of Members will be held on June 2, 2022, at Lundgren Amphitheatre & Lawn, 789 Gypsum Creek Road, Gypsum, CO 81637
June 15, 2022—in person

July 20, 2022—WebEx
August 17, 2022 (strategic planning)—in person
September 21, 2022—WebEx
October 19, 2022—WebEx
November 16, 2022—WebEx
December 21, 2022—in person