

PUBLIC NOTICE

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

**1st Floor Conference Room
3799 Highway 82, Glenwood Springs, CO 81602
(To attend virtually, please visit <https://www.holycross.com/agenda-and-minutes/>)**

**Wednesday, March 19, 2025
9:00 a.m.**

1. Roll Call
2. Adjourn Previous Board Meeting
3. Public Comment
4. Employee Recognition
5. Consent Calendar
 - a. Minutes of Regular Meeting of January 15, 2025
 - b. Minutes of Regular Meeting of February 19, 2025
 - c. Minutes of Special Meeting of March 6, 2025
 - d. Treasurer's Report
 - e. Safety Committee Minutes
 - f. Cyber and Physical Security Committee Minutes
 - g. Diversity Equity and Inclusion Committee Minutes
 - h. Power Supply and Programs Report
 - i. System Reliability Report
 - j. Community Energy Systems Report
 - k. Member Participation Report
 - l. Legislative and Regulatory Report
 - m. Attorney's Report
 - n. Board Committee Reports
 - o. Directors' Reports
6. Staff Reports (Information)
7. Old Business
8. New Business
 - a. Member Equity Distribution (Action)
 - b. Bylaw Amendment – Member Equity (Action)
 - c. Wildfire Risk Mitigation Plan Review (Information)
 - d. Director Compensation Review (Information)
9. Executive Session
10. Items for Future Agendas
11. Continuation of Board Meeting

Dave Munk
Board Chair

HOLY CROSS ENERGY
PROPOSED AMENDMENT TO
HOLY CROSS ELECTRIC ASSOCIATION BYLAWS
MARCH 19, 2025 BOARD MEETING

Summary of Proposed Amendment:

- Clarifies the ability of the Board of Directors to accelerate the retirement on a discounted basis of amounts credited to the accounts of members ('patronage capital') (Article VII, Section 2)
- This clarification was recommended by HCE's auditor to avoid the potential for treatment of discounted patronage capital as non-member income for tax purposes.

The specific text of the proposed Amendment follows and is also available for review at the Association's website: <https://www.holycross.com/agenda-and-minutes/>

Text of Proposed Amendment:
(additions in *italics*)

ARTICLE VII NON-PROFIT OPERATION

SECTION 2. Patronage Capital in Connection with the Sale of Electric Energy and Other Services. In the sale of electric energy and other services, the Association's operations will be so conducted that patrons, members and non-members alike, will through their patronage furnish capital for this Association.

(...)

- C. Allocation to Members. Patronage Capital Retirement. If, at any time prior to dissolution or liquidation, the Board shall determine that the financial condition of the Association will not be impaired thereby, the capital then credited to accounts of members may be retired in full or in part. The Board shall determine the method, basis, priority and order of retirement, if any, for all amounts heretofore and hereafter furnished as capital. *The Board, at its discretion, shall have the power at any time to accelerate the retirement on a discounted basis. The Association will maintain the discount in the name of the member and the amount of equity interest they hold. Discounted equity does not entitle the holder to any dividends, interest, or voting rights. Discounted equity would be redeemed only upon dissolution or liquidation of the Association.* The Board, at its discretion, shall have the power at any time upon the death of any member to retire capital credited to any such member immediately, upon such terms and conditions as the Board, acting under policies of general application may direct; provided however, that the financial condition of the Association will not be impaired thereby.

HOLY CROSS ENERGY
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.

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 45-60 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)