

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

**JUNE 18, 2025**

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 June 18, 2025, at 9:00 a.m. The meeting was held in person and on WebEx with Board members and staff appearing in person. Notice of the meeting was given in accordance with Colorado law and the By-laws of Holy Cross.

Agenda Item 1: Roll Call. Chair David C. Munk called the meeting to order and reported that all seven Directors were present, Robert H. Gardner, David C. Munk, Adam Quinton, Alexander DeGolia, Keith Klesner, and Linn Brooks. Staff attending included Bryan J. Hannegan, President and Chief Executive Officer; David Bleakley, Vice President – Engineering; Cody O’Neil, Vice President—Operations; Jenna Weatherred, Vice President—Member and Community Relations; Trina Zagar-Brown, Vice President—Business Services. Also attending was General Legal Counsel Karl K. Kumli, III, Jonathan Rosales Perez, Courtney Rabb, Phil Armstrong, Christina Conley, Brian DeCrow, and Michael Whiddon, and Betsey Seymour.

Chair Munk requested a modification to the agenda to accommodate visitors attending the meeting. There being no objections to the change in schedule, the agenda was amended as requested.

Agenda Item 2: Adjourn Previous Board Meeting. Chair Munk adjourned the meeting of the Board of Directors originally convened on May 21, 2025, and then continued to today’s meeting.

Agenda Item 3: Public Comment. Chair Munk asked for comments from members of the public present. Mr. Hannegan noted that no members of the public were present.

Agenda Item 4: Employee Recognition.  
June Service Recognition:

Caleb Ealey, Engineering Supervisor, is celebrating 5 years of service.

Luke Pagni, Engineering Supervisor, is celebrating 5 years of service.

Recent New Hires, Promotions and Departures:

Jesse Keller, Cyber and Physical Security Coordinator, departed Holy Cross; his last day was May 20, 2025.

Nathalie Verellen joined us on May 27, 2025, as an Engineering Intern in Glenwood Springs.

Kate Vaught-Smith, Network Administrator, departed Holy Cross; her last day was June 3, 2025.

Marcus Stack joined us on June 9, 2025, as an Apprentice Lineworker in Glenwood Springs.

We received a thank you email from Scott Marsh, Road and Bridge Director of the Garfield County Road and Bridge. He thanked our crew for the Safety Trailer demonstration given to them in May. Their crew enjoyed it and learned a lot about safety around power lines and transformers.

Steve Kuschner, a member of the public, entered the meeting and was invited to address the Board by Chair Munk. Steve then spoke to the Board.

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 Regular Meeting of May 21, 2025
- b. Treasurer's Report
- c. Safety Committee Minutes
- d. Cyber and Physical Security Committee Minutes
- e. Diversity, Equity, and Inclusion Committee Minutes
- f. Power Supply and Programs Report
- g. System Reliability Report
- h. Community Energy Systems Report
- i. Member Participation Report
- j. Legislative and Regulatory Report
- k. Attorney's Report
- l. Board Committee Reports
- m. Directors' Reports

Questions posed by Directors were answered by staff. Upon motion duly made, seconded, put to a vote and unanimously carried, it was

**RESOLVED**, that the items on the Consent Calendar be approved with amendments made to the meeting minutes as requested.

Agenda Item 6: Staff Reports. Staff reports were delivered to Directors prior to the meeting. Questions from Directors were answered by staff.

Agenda Item 7: Old Business. None.

Agenda Item 8: New Business.

- a. Approval of Annual Meeting Minutes. Upon motion duly made, seconded, put to a vote and unanimously carried, it was **RESOLVED**, that the Annual Meeting Minutes for June 5, 2025, be approved as written.
- b. Director Self-Certification. Article IV, Section 2, Clause "C" (Independence) of the Holy Cross Electric Association Bylaws states that "(I)o become and remain a Director, an individual must comply with the following independence qualifications ("Independence Director Qualifications"):
  1. Annual complete and sign an independence certification and disclosure form approved by the Board;
  2. (...)”

To fulfill this requirement, Board members must annually complete and sign an independence certification and disclosure form preciously approved by the Board. Each of the Board members present signed the certification regarding qualifications for the Board as required by the Bylaws of Holy Cross.

i. NRECA Service Award Nomination. Bryan Hannegan and Chair Dave Munk proposed the nomination of HCE employee Amy Hausman for an NRECA Service Award on behalf of HCE's Diversity, Equity and Inclusion (DEI) Committee, and to request a letter of support for the nomination from the Board of Directors.

Each year, the National Rural Electric Cooperative Association (NRECA) provides an opportunity for its member electric cooperatives to nominate individuals and organizations for one of several different NRECA Service Awards; Clyde T. Ellis Award, Distinguished Service Award, The Electric Cooperative Purpose Award, NRECA International Rural Electrification Award, Paul Revere Award, President's Award, Regional Award, William F. Matson Democracy Award and The Curtis Wynn Diversity Champion Award.

This year, we are proposing to nominate Amy Hausman, HCE's Human Resources Administrator, for the 2025 Curtis Wynn Diversity Champion Award, and are seeking a formal letter of support from the Board for her candidacy.

Amy has led HCE's DEI Committee since its formation in June 2021, and through her leadership the Committee has carried out numerous activities that have advanced HCE's vision of a diverse and equitable workplace where all feel welcomed, included, represented, and valued.

A draft narrative statement, a letter of support from HCE's DEI Committee members, and a draft letter of support were provided to the Board via email prior to the meeting.

Upon motion duly made, seconded, and unanimously carried it was:

**RESOLVED**, that the Holy Cross Energy Board of Directors fully supports the nomination of HCE employee Amy Hausman for the 2025 Curtis Wynn Diversity Champion Award; and

**FURTHER RESOLVED**, that Board Chair Munk be directed to sign a letter in support of such nomination to the President of NRECA.

f. Board Cybersecurity Training. Vice President Trina Zagar-Brown introduced members of the Cyderes team, Gary Rixton, Emanuel Ohlsen, Patrick Cater, and Matthew Hayes. They provided the Board and leadership with in-person cybersecurity training.

Cybersecurity remains a high-risk element of the annual Holy Cross Energy (HCE) Enterprise Risk assessment due to the potential impact of a successful cyberattack, which could disrupt the power grid, causing widespread outages, financial losses, and security risks. HCE operates a complex electric system and network that is vulnerable to cyberattacks. HCE has strategically invested in cybersecurity resources and infrastructure to defend against these threats, recognizing that its greatest defense – and potentially greatest vulnerability – are users of HCE technologies. In-person cybersecurity training and awareness programs play a statistically significant role in reducing cyber risks and increasing security awareness.

Cyderes, a cybersecurity and IT managed service company, is contracted with HCE to provide Security Operations Center (SOC) services and other cybersecurity support, including vCISO, penetration testing, incident response support, and training. As part of the Cyber and Physical

Security Work Plan and in fulfillment of NARUC and NRECA Cyber Goals, Cyderes conducted in-person training. Training was led by Patrick Cater and Emanuel Ohlsen and included:

1. Cybersecurity trends for Utility and Critical Infrastructure
2. Cyber Insurance, best practices
3. Significant Concerns for Holy Cross including AI
4. What the Experts Aren't Saying
5. Cyber Threat Landscape
6. Q&A

A break was taken for lunch.

Agenda Item 9: Executive Session.

a. Personnel Matters. A motion was made to enter executive session for the purpose of discussing personnel matters. Following discussion, the motion failed for lack of a second.

c. Board Officers' Election. Chair Munk introduced the topic, expressed thanks for his time as Chair, and turned the meeting over to Mr. Kumli to conduct the election of Chair. Mr. Kumli noted the presence of an even number of Directors today and invited the Board to consider how it was desired to handle the potential outcome of a tied election for any position.

Following a discussion of options, a motion was made, seconded, and failed that, in the event of a tie vote on any Board officer position, the election of that Officer position would be deferred to the next Board meeting and the remaining Officer positions would be elected. A motion was made, seconded, and approved that, in the event of a tie vote for the Chair, the election of all Board Officers would be deferred to the next Board meeting.

Mr. Kumli next opened nominations for the position of Chair, noting self-nominations from Director Brooks and Director Quinton. No additional nominations were made. Following statements from each candidate, Mr. Kumli distributed paper ballots for voting to all Directors. Mr. Kumli tallied the votes, and announced Director Quinton had received a majority of votes and was duly elected Chair.

Chair Quinton next opened nominations for the position of Vice Chair, noting one self-nomination from Director DeGolia. No additional nominations were made, and Director DeGolia was elected Vice Chair by acclamation.

Chair Quinton next opened nominations for the position of Secretary, noting one self-nomination from Director Munk. No additional nominations were made, and Director Munk was elected Secretary by acclamation.

Chair Quinton next opened nominations for the position of Treasurer, noting the absence of self-nominations. Nominations for Director Gardner and Director Klesner were made. Following discussion, Director Gardner declined his nomination. Director Klesner was elected Treasurer by acclamation.

d. Designation of External Representatives. Election of representatives to Colorado Rural Electric Association Board member and for Western United Electric Supply Corporation was completed by acclamation:

Linn Brooks was elected as Board representative to CREA and Keith Klesner was elected as Alternate Board representative.

Robert H. Gardner was elected as Board representative to WUESC.

Robert H. Gardner was appointed as Holy Cross's board member on the Holy Cross Energy Round-Up Foundation and Linn Brooks was elected as Alternate board member.

David C. Munk was appointed as the NRECA, NRUCFC and NISC meeting delegate and Afam Quinton as alternate.

e. Board Committee Assignments. Appointments to the Communications, Finance, Governance, and Strategic Issues Committees were made by acclamation as follows:

- Communications: DeGolia (Chair), Munk, Brooks
- Finance: Klesner (Chair), Gardner, DeGolia
- Governance: Brooks (Chair), Gardner, Schlaepfer
- Strategic Issues: Schlaepfer (Chair), Klesner, Munk

g. Board Governance Training. Without objection, this agenda item was postponed until the July regular meeting of the Board of Directors so that all Directors may attend.

h. Director Compensation. Mr. Hannegan described the proposed changes to Corporate Policy 4.5 as recommended by the Governance Committee. Corporate Policy 4.5, "Director Compensation and Expenses", establishes the manner and amounts for which members of the Board of Directors will be compensated and reimbursed for authorized expenses while serving on behalf of Holy Cross Energy. Section 2.2.2 of that Corporate Policy requires that the Board review Director compensation on an annual basis, and this year, that review was conducted during the Regular Meeting of the Board held on March 19, 2025.

Following that review, the Board instructed the Governance Committee to "review current Director compensation levels and report back to the Board with its findings", with specific focus on two main topics: (1) adjusting Director fees for the cost of inflation since the last time Director Compensation was determined; and (2) considering whether Committee Chair fees should only be paid in months when the Committee holds a meeting.

The Governance Committee met on May 27, 2025, to review the policy and, following discussion, recommended that:

- Director fees be increased by 20%, consistent with observed inflation since the date of the last increase in March 2021; and
- Committee Chair fees only be paid in the months when the Committee meets.

A draft of Corporate Policy 4.5 showing the proposed changes was included in the pre materials for the Board meeting.

Upon motion duly made, seconded, and unanimously carried it was:

**RESOLVED**, that the proposed amendments to Corporate Policy 4.5 be adopted.

Agenda Item 10: Items for Future Agendas. Discussion about the items on the list ensued, resulting in changes to the allocation of subjects on future Board meeting agendas.

Agenda Item 11: Continuation of Board Meeting. Chair Quinton continued the meeting at 3:26 p.m. until **Wednesday, July 16, 2025, at 9:00 a.m.** The next meeting will be held by WebEx through Holy Cross's main office at 3799 Highway 82 in Garfield County, Glenwood Springs, CO.

✍ \_\_\_\_\_  
Secretary – David C. Munk

APPROVED:

✍ \_\_\_\_\_  
Chair – Adam Quinton

<b>2025 Holy Cross REA Board Meeting Schedule</b> [Third Wednesday of each month]
July 16, 2025—WebEx
August 20, 2025 (strategic planning)—in person TBD
September 17, 2025—WebEx
October 15, 2025—in person at Cooley Mesa
November 19, 2025—WebEx
December 17, 2025—in person at Glenwood