

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

FEBRUARY 18, 2026

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 Glenwood office at 3799 Highway 82 in Garfield County, Glenwood Springs, CO on December 17, 2025, at 9:00 a.m. The meeting was held in person and on WebEx with Board members and staff appearing both in person electronically. Notice of the meeting was given in accordance with Colorado law and the bylaws of Holy Cross.

Agenda Item 1: Roll Call. Chair Adam Quinton called the meeting to order and reported that all Directors were present, Alex DeGolia, Robert H. Gardner, Linn Brooks, David Munk, Keith Klesner, and Kim Schlaepfer. 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, IT Tech Analyst II, and Betsey Seymour, Executive Coordinator.

Agenda Item 2: Public Comment. Chair Adam Quinton asked for comments from members of the public present. Mr. Hannegan noted that there were four members of the public present: Thad Porter (in person), Ryan Slack, John Nelley, Jesse Hill, and Siri Olsen. Each offered public comment.

John Nelley and Siri Olsen left the meeting.

Agenda Item 3: Employee Recognition.
February Service Recognition:

Jessica Rosa has been promoted to Member Services Representative (MSR) II.
Eric Arnette has been promoted to IT & Cybersecurity Manager.
Alex Timberlake, Engineer I, joined us on February 9, 2026.
Garrett Lapp, Engineer I, joined us on February 9, 2026.

Agenda Item 4: 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 January 21, 2026
- 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. Member and Community Relations Report
- i. Legislative and Regulatory Report

- j. General Counsel Report
- k. 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 as presented.

Agenda Item 5: Staff Reports. Staff reports were delivered to Directors prior to the meeting. Questions from Directors were answered by staff.

Agenda Item 6: Old Business.

Hannah Nieslanik, Accounts Payable Specialist, joined the meeting.
Kristina Johnson left the meeting.

Agenda Item 7: New Business.

c. Year-End Financial Review. Vice President Sam Whelan informed the Board of the 2025 year-end financial results and sought approval for the carry forward of excess margin into future year budgets. Written materials were given to the Board prior to the meeting. After the presentation and after Mr. Whelan responded to questions from Board members. After a presentation and discussion, a motion was made, seconded and unanimously carried that it was:

RESOLVED, that \$1M of the deferred revenue to be applied to the 2025 Operating Margin.

Hannah Nieslanik, Jesse Hill, and Ryan Stack left the meeting.

A short break was taken.

Jeff Weist and Laura Long with Weist Capital and Natalie Kellum, Administrative & Project Manager, joined the meeting.

a. 2026 Legislative Agenda. President and CEO Bryan Hannegan provided the Board with an update on key legislative initiatives introduced in the Colorado Legislature for the 2026 session to seek Board input on specific issues.

The HCE Bill Tracker provided prior to the meeting summarized the bills HCE is actively monitoring and/or engaging in. HCE's contract lobbying firm, Weist Capital provided a briefing on the introduced bills of interest to HCE and engaged the Board in discussion of key issues. HCE's formal positions on legislation were determined through Board direction with the advice of staff and counsel. Director DeGolia noted that, given his professional affiliations, he would recuse himself on the vote on any official positions taken by HCE on legislation. After discussion, a motion was made, seconded and unanimously carried that it was:

RESOLVED, that Holy Cross Energy adopts the following positions on proposed legislation:

- Improve Customer Use Distributed Energy Resources (1007) – AMEND
- Optimize Colorado Electric Transmission System (1081) – SUPPORT
- Public Accessibility of Emissions Records (1121) – AMEND
- Energy Affordability (002) - ABSTAIN

- Challenges Meeting 2030 Emissions Reduction Goals (022) - MONITOR
- State & Local Unmanned Aircraft Regulation (024) – AMEND
- Large-Load Data Centers (102) - MONITOR

A lunch break was taken.

Natalie Kellum left the meeting.

b. NRECA Member Resolutions. Mr. Hannegan provided a summary of the proposed 2026 NRECA Member Resolutions. Board members discussed the proposed 2026 NRECA Member Resolutions and offered guidance to the Holy Cross Energy voting delegates prior to this year’s Annual Meeting. The summary of the proposed 2026 Member Resolutions was provided separately to the Board prior to the meeting. Board members were encouraged to bring forward any ideas for support, opposition, or amendments of any of the proposed 2026 NRECA Member Resolutions.

This year’s NRECA Annual Business meeting will be held in Nashville, TN on March 10. Director Dave Munk will serve as HCE’s voting delegate. ~~For a voting delegate to speak for/against a Resolution or to offer an Amendment, the delegate’s Board must take a position on the Resolution through formal Board action.~~

At the February 2025 meeting, the Board reaffirmed its previously adopted positions, and adopted new positions on the following Resolutions:

- Support for Efforts to Address Poverty in Cooperative Communities (1.19) - SUPPORT
- Support of Demand Response Programs (1.28) - SUPPORT
- Federal Land Use Management (1.40) – SUPPORT
- Premature Retirement of Generation Assets (1.42) – OPPOSE
- Support for Natural Gas-Fired Generation (1.59) – OPPOSE
- Support for Adequate Replacement Generation Capacity (1.61) – SUPPORT
- Support for a Reasonable Transition of the Electric Utility Industry (1.62) - AMEND
 - (remove the first sentence of the second paragraph)
- Support of Renewable and Environmentally Favorable Energy (1.64) – OPPOSE
- Support for Nuclear Power (1.65) – ABSTAIN
- Support for Geothermal Energy Exploration (1.67) - SUPPORT
- Support for Public Utility Regulatory Policies Act Reform (1.68) – AMEND
 - (change “repeal” to “reform” in the body of the resolution)
- Support for Reducing the Risk of Wildfires (1.76) – SUPPORT
- Environmental Externalities (1.91) – OPPOSE
- Clean Water Act Regulatory Implementation (1.93) – ABSTAIN
- Endangered Species (1.97) – ABSTAIN
- Telecommunications and Technology Utilization (1.101) – SUPPORT
- Support of the Keystone XL Pipeline (5 A-C) – OPPOSE

After the presentation and after discussion among Board members, a motion was made to table the agenda item for future discussions, which was seconded, and unanimously carried.

Kristina Johnson, Kimbrell Laroche, Distributed Energy Resources Specialist, and Natalie Kellum joined the meeting.

d. Amendments to Rates and Tariffs. Vice President Sam Whelan presented information and asked for approval of the proposed rate change that was posted from January 2 – February 2, 2026.

The draft operating budget was presented in November 2025 highlighted a need for an additional \$7.1MM in revenue after other budget reduction items were implemented. To obtain the necessary revenue, the Board reviewed the option of a new \$1/kW–month demand charge for small classes effective April 1, and a 0.25 c/kWh ECA implemented for all of 2026.

Directors approved the posting of the proposed rates for the 30-day comment period. The official notice was posted on January 2 in the Aspen Daily News, Vail Daily, and the Glenwood Springs Post Independent. The Community Relations team also shared the information through the January and February e-newsletters, the new rates webpage, and through direct emails and calls to HCE’s key accounts, partners and stakeholders.

Comments were collected and we received 45 written submissions, representing a 0.1% response rate from all members. Member Services also received approximately 20 calls. At the February 10 Communications Committee meeting a review of comments and questions and discussed places for future education and member communications regarding the rate change. No serious concerns were identified.

After a verbal and written presentation to the Board, a motion was made, seconded, and unanimously carried that it was

RESOLVED, that the proposed rates and tariffs notice for public comment on January 2, 2026, be approved to be put in effect on April 1, 2026.

e. Board Meeting Dates. Chair Quinton invited Directors to review the list of proposed Board meeting dates for 2026, and noted that Mr. Hannegan had a conflict with the May meeting date. He proposed moving the meeting back by one day to May 21, 2026. After discussion, a motion was made, seconded and unanimously carried that:

RESOLVED, that the May 20, 2026, Board of Directors meeting be rescheduled to May 21, 2026.

Natalie Kellum left the meeting.

Agenda Item 8: 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 9: Executive Session. Upon motion that the Board recess the current meeting and that the Board, upon a two-thirds affirmative vote of the Board members present, enter into executive session pursuant to C.R.S. 40-9.5-108 for consideration of documents or testimony given in confidence, and in accord with the Corporate Policies of the Association made, seconded, put to a vote and unanimously carried, the following resolution was adopted:

RESOLVED, that the Board enter into executive session pursuant to C.R.S. 40-9.5-108 for consideration of documents or testimony given in confidence, and in accord with the Corporate Policies of the Association. The specific topics for the executive session were conferral with Counsel, and to discuss personnel matters. All Directors and staff members remained in the Board room.

During the executive session, the Association did not make any 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 to negotiators.

Upon motion that the Board adjourn the executive session and resume the regular meeting of the Board which is currently in recess made, seconded, put to a vote and unanimously carried, the following resolution was adopted:

RESOLVED, that the Board exit executive session.

Upon exiting Executive Session Director Quinton noted that the Association had not made any final policy decisions or adopted or approved any resolution, rule, regulation, or formal action, any contract or any action calling for the payment of money at the preceding executive session.

Agenda Item 7: New Business.

f. Executive Compensation. After further discussion, a motion was made, seconded, and unanimously carried that

RESOLVED, that the President and Chief Executive Officer be provided a base salary increase and incentive compensation award consistent with the Board's assessment of their performance during the 2025 calendar year, and

FURTHER RESOLVED, that Vice Chair DeGolia be instructed to communicate this decision accordingly to the Holy Cross Energy Human Resources Director.

Agenda Item 10: Adjourn. Chair Quinton adjourned the meeting at 4:43 p.m. until **Wednesday, March 18, 2026, at 9:00 a.m.** The next meeting will be held virtually through Holy Cross's main office at 3799 Highway 82 in Garfield County, Glenwood Springs, CO.

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Secretary – David C. Munk

APPROVED:

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Chair – Adam Quinton

2026 Holy Cross Energy Board Meeting Schedule [Third Wednesday of each month]
March 18, 2026—Webex
April 6-7, 2026—in person at Avon (Board Retreat)
April 15, 2026—Webex
May 21, 2026—Webex *NEW DATE*
The Annual Meeting of Members will be held on June 11, 2026, at 4 Eagle Ranch, Eagle, Colorado.
June 17, 2026—in person at Glenwood
July 15, 2026—Webex
August 19, 2026—in person at Glenwood (Strategic Planning)
September 16, 2026—Webex
October 21, 2026—in person at Gypsum
November 18, 2026—Webex
December 16, 2026—in person at Glenwood