

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

May 21, 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 May 21, 2026, at 9:00 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 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; Sam Whelan, Vice President—Finance; Trina Zagar-Brown, Vice President—Business Services. Also attending was General Legal Counsel Karl K. Kumli, III, Jonathan Rosales Perez, IT Tech Analyst II, Brian DeCrow, safety and Security Coordinator, Eric Arnette, Manager Information Technology & Cybersecurity, Charlotte Crawford, Project Administrator, 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 two members of the public present, Sarah Smith Hymes and Liz Qualman.

Agenda Item 3: Employee Recognition.

March Service Recognition:

Cory Cook, Journey Lineworker, is celebrating 10 years of service.

Rusty Bossow, Equipment Operator, passed away April 4, 2026.

Lindsey Wilcox joined us as the Accounts Payable Specialist in Glenwood Springs.

Jon Caughlin has transferred to System Operator I position from his previous position of Wildfire Mitigation Specialist position.

Trenton Jole, Journey Lineworker, departed Holy Cross.

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 April 15, 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

Director Munk requested the inclusion of his summary of the NRECA Legislative Conference be included in the official meeting minutes; please see this in attachment A.

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.

Agenda Item 7: New Business.

a. Proof of Service of Notice. Vice President Jenna Weatherred presented the annual Proof of Service of Notice ("Proof"), which is executed by the Secretary of the Holy Cross Energy Board of Directors and certifies that proper notice was provided to the membership regarding several important matters, including:

- The date and location of the Annual Meeting of Members
- The right to nominate Board Candidates by petition
- The right to examine any nominating petitions that were received.

As described in this year's Proof, the 2026 Election Packet was emailed and mailed (delivered to the Post Office) on May 13, 2026, to all active Members of Holy Cross. This packet contained an invitation to attend this year's Annual Meeting, a 250-word campaign statement, a photograph of each candidate and instructions on how to make the ballot, how to mail and sign the return envelope, and when ballots are due.

Provided prior to the meeting, were the media and communications scheduled for May and June, to provide all members with further notice of the forthcoming election. Communications were scheduled for print, broadcast, digital, HCE owned assets, and outreach activities.

Following discussion by Directors and questions asked of staff, upon motion duly made, seconded, put to a vote and carried, the following resolutions were adopted:

RESOLVED, that Board Secretary, Munk, be directed so sign the Proof of Service of Notice certification.

Theresa Comerer, Contracts Administrator, Brad Davis, Power Supply Analyst II, and Phil Armstrong, Manager, Power Supply, joined the meeting.

b. Cyber and Physical Security Plan Review. Vice President Trina Zagar-Brown along with Eric Arnette and Brian DeCrow provided an update to the Board on current and planned activities that support HCE's organizational cyber and physical security.

HCE's Cyber and Security initiatives continue to mature from project-based efforts into integrated, ongoing business functions aligned with operational risk management and organizational

resilience. Prior years were focused on building and developing a robust program, establishing metrics, and cultivating a security culture. In 2026, the team is focused on refining, evolving, and integrating cyber and physical security into HCE daily business functions.

The 2025 Executive Tabletop Exercise was designed to assess decision-making, communication, and coordination among the Incident Response Team as well as evaluating the effectiveness of incident response plans and procedures. The After-Action Report produced by the third-party facilitator noted HCE's strong incident response culture and effective communication. Key improvements included expanding active-shooter and IRP training, clarifying incident declaration and notification triggers, formalizing lockdown and communications procedures, reinforcing "slow-brain" decisions-making, broadening stakeholder participation, and routinely reviewing vendor roles and Service Level Agreements.

In 2026, the program's emphasis shifts from building foundational capabilities to embedding cybersecurity and physical security into day-to-day operations. Central to this effort is the development and use of the cybersecurity risk register, supporting consistent risk identification, analysis, and response across both general enterprise risks and project-specific initiatives. This evolution reflects a move toward proactive risk-based decision making rather than reactive security activities.

Penetration testing conducted across external, internal, and physical environments demonstrated a strong overall security posture, with no critical vulnerabilities identified. Where vulnerabilities were found, remediation efforts are underway, including Active Directory configuration updates and planned badge technology upgrades. These results provide confidence in foundational controls while supporting continuous improvement efforts.

The InfoSec Committee continues to provide strategic value through structured governance, incident and project review, and engagement IT, OT, and senior leadership. In parallel, substation security enhancements are progressing, with equipment received and planned deployment focused on improving situational awareness, deterring unauthorized access, and enabling active response measures.

Charlotte Crawford, Brian DeCrow, Eric Arnette and Liz Qualman left the meeting, and a short break was taken. Karen Page has joined the meeting.

c. GHG Emissions Annual Report. Vice President Sam Whelan along with Brad Davis and Theresa Comerer provided the results of HCE's 2025 greenhouse gas (GHG) emissions annual inventory.

HCE began comprehensive emissions tracking in 2018 with an initial audit of all data collection and calculation methods, conducted in collaboration with Lotus Engineering and Sustainability. While the 2005 and 2014 inventory work focused solely on power supply-related emissions, the 2018 inventory marked the first assessment across all HCE's activities.

The 2025 audit was undertaken to better document progress toward the greenhouse gas reduction goals outlined in HCE's Seventy70Thirty plan. Lotus supported the development of an in-house annual inventory process and provided an Inventory Management Plan detailing organizational and operational boundaries, emission sources and scopes, reporting protocols, and data requirements. HCE adopted The Climate Registry's (TCR) General Reporting Protocol (GRP) Version 3.0, along with the Electric Power Sector Protocol, to ensure alignment with industry standards and the broader Greenhouse Gas Protocol development by the Work Resources Institute.

Table is updated with 2025 emissions related specifically to Power Supply.

<i>Power Supply (MT CO₂E)</i>	2005	2014	2018	2019	2020	2021	2022	2023	2024	2025
<i>Comanche 3</i>		329,363	430,023	372,334	14,675	339,259	257,933	420,592	330,636	225,093
<i>T&D Losses, Company use</i>	44,213	28,031	11,714	9,031	16,279	7,441	10,104	9,063	6,288	5,724
<i>Contracted Power Supply</i>	900,207	592,979	317,987	216,131	429,559	228,652	265,997	131,779	12,228	97,222
Total	944,420	950,373	759,724	597,496	460,513	575,351	534,034	561,433	349,152	328,039

Total emissions reflect a 7% decrease from 2024 power supply GHG emissions. The primary driver of the decrease was the displacement of carbon emitting wholesale power with Bronco Plains II generation. The renewable percentage also increased from 70%-85%.

For 2025, non-power supply GHG emissions were down slightly from 2024.

Non-Power (MT CO₂E)	2018	2019	2020	2021	2022	2023	2024	2025
Fleet	874	902	768	868	883	865	898	900
Personal Use	891	798	603	733	606	626	621	610
Natural Gas	421	454	420	363	402	369	317	295
Commute	237	238	90	99	258	259	253	225
Waste	34	34	28	28	28	28	28	53
Travel	31	41	14	8	18	23	23	33
Total	2,488	2,467	1,923	2,100	2,195	2,171	2,165	2,116

Brad Davis and Phil Armstrong left the meeting.

d. Large Load Policies Review. Vice Presidents David Bleakley and Sam Whelan provided the Board with an overview of HCE's current policies as it relates to large load interconnection requests.

As data centers gain national attention due to their size of interconnection, requirements on the grid, and risk of shifting costs to other utility ratepayers, HCE is providing the Board with an overview of our exiting policies that would govern a large load interconnection, such as a data center. Two types of data center interconnects are possible. For smaller interconnects (less than 20MW), a distribution connection to an exiting substation is possible. For larger loads (greater than 20MW), a transmission interconnection with perhaps a dedicated substation would be required.

Interconnections for smaller interconnects at various points on our system. There are three basic scenarios.

- If the interconnect is requested with HCE's distribution system down valley (i.e. south side of I-70, Parachute and Rifle substations), the load would be interconnected and served by Xcel due to the Down Valley Load Agreement. The physical connection to the distribution system may require HCE upgrades, with those upgrades paid for by Xcel.
- If the interconnect is requested with HCE's distribution system near and Xcel owned substation (Vail, Beaver Creek, Avon, Cooley Mesa, Crystal), Xcel would be responsible for all distribution upgrades to the substation per our PSCo Power Supply Agreement (PSA). Transmission upgrades would flow through to HCE through our 3% share in the Transmission Integration and Equalization (TIE) Agreement. HCE Distribution upgrades and interconnection would follow our indeterminant process which required up-front funding of the construction with refunds available over time based on usage.
- If the interconnect is requested near and HCE owned substation (Aspen, Basalt, Snowmass, Wolcott), Xcel would perform any Transmission upgrades pursuant to an

Operations and Maintenance Agreement, with those costs added to the TIE Agreement. HCE Distribution upgrades at the substation and feeders, would follow our indeterminate process which required upfront funding of the construction with refunds available over time based on usage.

Interconnections for larger interconnects at various points on our system. There are two basic scenarios.

- If the interconnect is requested down valley (i.e. south side of I-70 west of Glenwood), the load would be interconnected by Xcel to the Xcel transmission system, due to the Down Valley Load Agreement.
- If the interconnect is requested with HCE's transmission system in the Roaring Fork Valley or the Eagle Valley, transmission upgrades would flow through the TIE agreement. If a new dedicated substation is required, HCE would request that pursuant to the PSA.

Interconnections requiring PSCo transmission upgrades, a dedicated substation, or unique generation capabilities within HCE territory would need to be negotiated and worked out with the members, HCE and PSCo. Unique interconnections that don't fit cleanly within our existing policies would be managed between the partners and brought to the Board for consideration.

From a power supply perspective, HCE would need to work with PSCo to notify them of the expected load increase. That would likely initiate an Affected System Study where PSCo would evaluate the impacts of the load on transmission and generation capability. Once the impact is understood and resolved, the default power supply for the new load would come from HCE's standard marginal energy sources of PCSO and TEA. HCE would also seek out additional PPAs to help support the additional load, the member could request to bring their own generator to serve load, or the member could negotiate a PPA with HCE that allows the generator to backfeed and provide value to HCE.

In terms of governing policies for a large load requesting an interconnection to our system, the applicable policies are housed within HCE's Tariffs, Rules and Regulations. The process is as follows: Initial load request and application, system impact review and engineering evaluation, line extensions and system upgrades, and rates, charges and minimum bill requirements.

HCE members are protected from cost shifts from new large loads both through the upfront construction deposit requirement, and the ability to set a minimum monthly charge in the electric service contract. These items ensure recovery of upgrade costs for large loads that are risky and protect other members from potential cost shifts.

Should HCE experience a high influx of large load requests, there are many additional options being implemented by utilities that we could evaluate.

Theresa Comerer left the meeting.

e. NISC – Meridian Merger Proposal. President and Chief Operating Officer Bryan Hannegan provided information to Directors on the proposed merger between two information services companies used by Holy Cross Energy, and to seek the Board's views on the proposed merger.

On May 12, 2026, a proposed merger was announced between the National Information Services Cooperative (NISC) and Meridian Cooperative (formerly Southeastern Data Cooperative or SEDC). Both companies provide enterprise software to small- and medium-sized utilities such as Holy Cross Energy. HCE utilizes the NISC software platform for its accounting, finance, billing, member services, and communications functions, while HCE utilizes the Meridian suite of products

for asset management, system inspection, mapping and other geographic information system functions.

Both NISC and Meridian describe the proposed transaction as a true merger of equals, blending boards, leadership, staff, members and customers under one combined entity. As proposed, the combined organization would operate under the NISC name initially with 1,900 employees serving 1,200 members and customer organizations that represent 20 million consumers and subscribers.

The impact on Holy Cross will be minimal in the near term, as there will be no immediate changes to current products, pricing, and integrations. Holy Cross will continue to use NISC's iVUE and iVUE Connect enterprise products that we have access to today. Both Meridian and NISC are already well underway in redeveloping Mapping and Staking applications using Esri ArcGIS Pro, and the anticipate merging Futura and NISC iVUE into a unified GIS solution (presently Holy Cross uses these applications separately).

As both NISC and Meridian are member-owned cooperatives, the merger transaction required an affirmative vote of each organization's membership. Member voting will take place electronically from May 15-July 14, 2026, and Holy Cross is eligible to vote in both the NISC and Meridian ballots by virtue of its membership in both organizations. A join town hall will be held on May 21 to answer questions directly.

Copies of the proposed Merger Agreement, A "Voter's Guide", and "Frequently Asked Questions" were provided prior to the meeting.

Following discussion by Directors and questions asked of staff, upon motion duly made, seconded, put to a vote and carried, the following resolutions were adopted:

RESOLVED, that the President and Chief Executive Officer be authorized to vote in favor of the proposed merger between NISC and Meridian Cooperative.

Karen Page left the meeting

f. Role and Purpose of Committees. President and CEO Bryan Hannegan presented information on the role and purpose of Committees that may be established by the Board of Directors' ("Board") of Holy Cross Energy ("Holy Cross").

As outlined in Article V, Section 7 of the Holy Cross Bylaws ("Bylaws"), the Board of Directors may, by a majority vote of Directors, create a committee of the Board ("Board Committee") and appoint Directors to serve on such committee. A Board Committee consists of two or more Directors and serves at the Board's discretion with authorities and duties specified by the Board as it sees fit.

On October 20, 2022, the Board adopted Corporate Policy 4.8, "Committees of the Board of Directors", that defines the scope and mandate of four standing Board Committees – Communications, Finance, Governance, and Strategic Issues – along with general provisions that govern the operation of each of those Committees. That Policy was revised and approved on November 19, 2025, as part of the regular Corporate Policy review and revision cycle every three years. A current copy of Corporate 4.8 was provided prior to the meeting for review.

At the Board April 6-7, 2026 retreat, Directors engaged in discussion about the role and function of Board Committees, noting that many activities previously conducted in Committees were being incorporated into meetings of the Board itself. At its April 15, 2026 regular meeting, the Board requested that additional time for discussion of the topic be scheduled as an Item for Future Agenda.

Directors discussed the value, if all matters should be considered in full Board meetings, should Special Meetings of the Board be called instead of Board meeting, and roles of Board Committee Chairs. After further discussion Directors determined that no action was needed at this time.

g. Director Conflict of Interest Disclosure Process. Vice President Trina Zagar-Brown presented information to establish a process that allows Holy Cross Directors to disclose potential conflicts of interest.

Holy Cross Energy's current practice is for Directors to acknowledge a Conflict of Interest on a "per-transaction" basis, meaning that if something related to an existing or potential Conflict of Interest arises then the Director would acknowledge the Conflict of Interest, and the Board would determine whether to have that Director participate in the discussion and vote on any resulting action.

The Board discussed Conflict of Interest topics in November 2024 and then again in a Governance Committee meeting in May 2026. As a result of the most current discussion the committee recommended that the Board adopt a proposed Certification of Compliance and Disclosure Statement to be executed by all Board members annually each June. The proposed Statement provides an opportunity for Directors to present their potential Conflicts of Interest in advance of any specific matter that would trigger the Conflict of Interest Transaction provisions in the Holy Cross Bylaws. Additional potential Conflicts of Interest that arise during a Director's term would be similarly disclosed through a revised Statement at the earliest opportunity. The draft Certification of Compliance and Disclosure Statement was provided to Directors prior to the meeting for review.

Following discussion by Directors and questions asked of staff, upon motion duly made, seconded, put to a vote and carried, the following resolutions were adopted:

RESOLVED, that all Directors be required to sign the Certification of Compliance and Disclosure Statement at the Regular Board of Directors meeting held each June; and

FURTHER RESOLVED, that staff be instructed to prepare for future Board consideration conforming changes to the Bylaws and Corporate Policies as may be needed to implement the recommendations of the Governance Committee with regards to Conflicts of Interest.

Director DeGolia along with the other Directors, took a moment to thank Chair Quinton for his service on the Board and for his guidance as chair and as Board member.

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 personnel matters and conferral with Counsel.

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.

A brief discussion was had regarding the process of self-nomination for Board leadership positions and Committee assignments prior to the June 2026 regular meeting. Such self-nominations will be solicited from Directors after the Annual Meeting at which any new Director may be elected.

Agenda Item 10: Adjourn. Chair Quinton adjourned the meeting at 3:43 p.m. until **Wednesday, June 17, 2026, 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

Holy Cross Energy 2026 Board Meeting Schedule [Third Wednesday of each month]
June 11, 2026 —The Annual Meeting of Members held at 4 Eagle Ranch, Eagle, Colorado.
June 17, 2026—in person at Glenwood
July 15, 2026—Webex
August 19, 2026 (strategic planning)—in person TBD
September 16, 2026—Webex
October 21, 2026—in person at Cooley Mesa
November 18, 2026—Webex
December 16, 2026—in person at Glenwood

Attachment A

Here's a report on last week's conference in DC. The main difference from recent years is the absence of discussions on Clean Power Plan proposals or power mix issues, where HCE has spoken up to share our experience of increasing clean energy without affecting affordability or reliability. You'll see the four lobbying topics below, and HCE generally supports each.

- Attendance was down for CREA contingent, with CEOs from PVREA, United, LPEA, and Dennis Herman from Highline who is the CO NRECA board rep. Directors were present from Mtn View, Poudre Valley, United Power, and TriState, along with Holy Cross.
- Tom Walch is very focused on HCE joining CARE, and is prioritizing his presentation with Taylor for our May board meeting.
- The conference format was much improved this year, with useful content relating to the lobbying topics, vs more typical inflammatory rhetoric. Our CD-5 Congressman Jeff Hurd addressed the entire conference and struck a very moderate tone.
- Katherine Scarlett, who is Chairman of the Council on Environmental Quality (CEQ), was a featured speaker. Her role is to serve as the "advisor on policies that promote environmental quality and lead the implementation of the National Environmental Policy Act (NEPA) to ensure timely environmental review and permitting processes across the Federal government to support the economic prosperity and energy security of the American people."

CEQ is busy rescinding regulations and their priorities are broad permitting reform beyond NEPA. They will also be targeting the Clean Water Act, Endangered Species Act (ESA), Clean Air Act, and the Historic Preservation Act. They will be looking at judicial reform and judicial review.

One useful bit of advice she provided, which was echoed by other speakers, was the importance of sharing specific examples of how the topics have impacted people, providing stories which are more impactful and memorable than statistics.

The four lobbying topics:

- Passing FEMA Reform
- Passing the Fix our Forests Act (FOFA)
- Pass Permitting Reform Legislation
- Increase funding for the RUS Electric Loan Program

CREA examples of the above

1. FEMA. White River denial of two requests for FEMA grants; ten year delays in funding arrival for La Plata and PVREA.

2. FOIA - all of the leaders we spoke with were attuned to this priority. Insurance limitations of coverage and denials were actually raised by Brittany Petterson's staffer who asked if we were concerned by those issues. They weren't on our wish list this year!

3. Permitting Reform - I shared the 9 years and \$3.5m expense with no permits yet for the 9 mile Gilman line which would improve resilience and offer a new path for electricity from a Southeast access, and potentially avoid the Xcel PSPS risks, which would affect our members and have already arisen this year. (Thank you to Jenna for providing last minute support!)

4. RUS Funding - in addition to requesting an increase in the RUS funding level, there is a specific ask to increase the loan flexibility cap from 25-50%. Apparently there is latitude to exceed limitations at the discretion of the loan officer. The comment of the profitability of this program for the Federal Treasury was stressed. Each dollar placed into the RUS loan budget generates a return of multiple dollars.

CREA did an excellent job of arranging the visits. We stayed in a single location and our delegates came to see us.

- We saw both Senators, Gabe Evans, Joe Neguse, staffers from Jeff Crank and Brittany Petterson's offices, and Jeff Hurd

- Joe Neguse mentioned he will be in Minturn in May, so I suggested he also meet with HCE on the Gilman line issues since the project is in his district. I followed up with his staffers who have replied but not with any specifics.

- Jeff Hurd had several asks for HCE and me personally (publicly) including providing support and funding for Shoshone water rights in the absence of the Federal \$40m grant, and wanting to earn my vote... kind of odd tbh. I sent a followup to his office to better identify his interests but have not received a reply.

The importance of attending this conference was stressed by both NRECA and CREA, and appears validated by the strong participation in person by our Colorado legislative delegation.

Dave Munk

Director

Holy Cross Energy