MINUTES OF REGULAR BOARD MEETING
OF
HOLY CROSS ENERGY

June 17, 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 June 17, 2026, 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. Vice Chair Alex DeGolia called the meeting to order and reported that all Directors were present, Alex DeGolia, Robert H. Gardner, Linn Brooks, David Munk, Keith Klesner, Kim Schlaepfer and Sarah Smith Hymes. Staff attending included Bryan J. Hannegan, President and Chief Executive Officer; David Bleakley, Vice President – Engineering; 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, and Betsey Seymour, Executive Coordinator.

Agenda Item 2: Public Comment. Vice Chair Alex DeGolia asked for comments from members of the public present. Mr. Hannegan noted that there were no members of the public present.

Agenda Item 3: Employee Recognition.
June Service Recognition:
Max Doose is celebrating 5 years of service.
Conner Swatloski is celebrating 5 years of service.
Laura Villarreal is celebrating 5 years of service.
David Manning is celebrating 5 years of service.

Glen Underhill was promoted to Senior Equipment Operator; he previously held the Equipment Operator position.
Pam LaCount, System Operator 1, retired on June 1, 2026, after 19 years of service.

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 May 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.

David Bleakley left the meeting.

Agenda Item 6: Organizational Matters.

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 11, 2026, be approved as written.

b. Director Self-Certification. CEO Bryan Hannegan provided the required annual self-certification of eligibility of Directors to serve, and to provide for the disclosure of potential Director conflict of interest.

Article IV, Section 2, Clause "C" (Independence) of the Holy Cross Electric Association Bylaws states that "(T)o become and remain a Director, an individual must comply with the following independence qualifications ("Independence Director Qualifications"):

1. Annually complete and sign and independence certification and disclosure form approved by the Board;
2. (…)"

To fulfill this requirement, Directors must annually complete and sign an independence certification and disclosure form previously approved by the Board.

At its May 12 meeting, the Board Governance Committee reviewed the existing Self-Certification Form, and recommended changes be made to the Form to allow for Directors to disclose potential conflicts of interest. The revised form was provided prior to the meeting for review.

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

RESOLVED, that the revised Certification of Compliance and Disclosure of Potential Conflict of Interest form be approved for use by the Holy Cross Energy Board of Directors; and

FURTHER RESOLVED, that all Directors complete and sign such form upon their election or appointment as a Director, and update it annually pursuant to Article IV, Section 2 of Bylaws.

A short break was taken

c. Board Officers' Election.
d. Designation of External Representatives
e. Board Committee Assignments.

Vice Chair DeGolia introduced the topic and turned the meeting over to Mr. Kumli to conduct the election of Chair. Mr. Kumli explained the process and noted self-nominations as follows:

- Board Officers
    - Chair – Alex DeGolia
    - Vice Chair – Kim Schlaepfer
    - Secretary – Dave Munk
    - Treasurer – Keith Klesner
- External Representatives
    - National Rural Electric Cooperative Association (NRECA, also CFC and NISC)
        - Delegate – Dave Munk
        - Alternate Delegate – Sarah Smith Hymes
    - Colorado Rural Electric Association (CREA)
        - Delegate – Linn Brooks
        - Alternate Delegate – Sarah Smith Hymes
    - Western Electric United Supply Cooperative
        - Bob Gardner
    - Holy Cross Round-Up Foundation
        - Bob Gardner
- Board Committees
    - Communications
        - Chair – Sarah Smith Hymes
        - Dave Munk
        - Linn Brooks
    - Finance
        - Chair – Keith Klesner
        - Bob Gardner
        - Sarah Smith Hymes
    - Governance
        - Chair – Linn Brooks
        - Bob Gardner
        - Kim Schlaepfer
    - Strategic Issues
        - Chair – Kim Schlaepfer
        - Dave Munk
        - Keith Klesner

Following discussion Board members were elected by unanimous acclamation to the self-nominated positions:

RESOLVED, that the following individuals be elected as Board Officers: Chair – DeGolia, Vice Chair - Schlaepfer, Secretary – Munk, Treasurer – Klesner; and

FURTHER RESOLVED, that the following individuals be appointed as external representatives: NRECA – Delegate – Munk, Alternate – Smith Hymes, CREA – Delegate – Brooks, Alternate – Smith Hymes, Western Electric United Supply Cooperative – Gardner, and Round-Up Foundation – Gardner; and

FURTHER RESOLVED, that members of Committees be appointed as described above.

f. Board Governance Training. General Counsel Karl Kumli reviewed the relevant Corporate Policies dealing with Board governance issues and provided opportunities for questions and discussion. HCE's Corporate Policies contain numerous provisions related to the Board of Directors and the conduct of its activities, including:

- Corporate Policy 4.1 – Functions of the Board of Directors
- Corporate Policy 4.2 – Board of Directors Acts and Authority
- Corporate Policy 4.3 – Meeting of the Board of Directors
- Corporate Policy 4.4 – Communication Among Board Members

A copy of the Corporate Policies 4.1 through 4.4 were provided to the Board for review prior to the meeting. Board members asked questions and Staff and General Counsel provided answers.

Agenda Item 7: Old Business.

Agenda Item 8: New Business.

a. RFP Legal Services. Mr. Hannegan presented an overview of the responses received to the Request for Proposals for General Counsel and Corporate Legal Services, issued by Holy Cross on June 1, 2026. The specific responses were provided confidentially to Directors under separate cover. Mr. Hannegan noted that a survey had been created by staff to allow Directors and Senior Staff to rate and comment on each response; he requested that all reviews be completed by Friday July 3rd. He anticipated that results would be reviewed at the July Board meeting in order to determine next steps in the selection process.

b. President and CEO Employment Agreement. Mr. Hannegan presented a request to the Board to consider an extension of his employment contract for two additional years.

At the May 2026 meeting, the Board received a report from Mr. Hannegan in Executive Session with regards to succession planning. In that discussion, he identified to the Board that his current contract would expire within a year and noted that deliberate transition would need to begin immediately if the Board did not wish to extend his contract further. Mr. Hannegan expressed his desire to continue for another two year and provided reasons why such an extension would be in the best interest of the Association.

At this time the staff left the meeting and Board and Mr. Hannegan entered executive session.

Agenda Item 10: 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.

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.

On exiting Executive Session Director DeGolia 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.

After discussion among the Board members and questions from Board members were answered, a motion was made, seconded, and unanimously carried that it was

RESOLVED, that the existing Employment Agreement with Bryan J. Hannegan be modified by changing "five" to "seven" in Paragraph 2

Agenda Item 9: 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. Director Klesner described the status of ongoing discussions among Directors regarding Board culture, and requested that time be provided for additional discussion of this topic at the August Board Meeting.

Agenda Item 11: Adjourn. Chair DeGolia adjourned the meeting at 1:37 p.m. until **Wednesday, July 15, 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 – Alex DeGolia

Holy Cross Energy **2026 Board Meeting Schedule** [Third Wednesday of each month]
July 15, 2026—Webex
August 19, 2026—in person at Glenwood Springs
September 16, 2026—Webex
October 21, 2026—in person at Cooley Mesa
November 18, 2026—Webex
December 16, 2026—in person at Glenwood Springs