

Railbelt Reliability Council Implementation Committee - Meeting

August 24, 2020

Final Minutes (approved by IC 8/31/2020)

1. Roll-call

The meeting was held via Zoom, was called to order at 1:00ish pm, and was chaired by JE.

| Primary | | Alternate | | Organization |
|----------------------|---|--------------------------------|---|--|
| Brian Hickey (BH) | Y | Russell Thornton (RT) | n | Chugach Electric Association |
| John Burns (JB) | Y | Nathan Minnema (NM) | Y | Golden Valley Electric Association |
| Rick Baldwin (RB) | Y | Dan Chay (DC) | n | Homer Electric Association |
| Julie Estey (JE) | Y | Ed Jenkins (EJ) | n | Matanuska Electric Association |
| Jeff Warner (JWR) | Y | Anna Henderson (AH) | n | Anchorage Municipal Light and Power |
| Dave Burlingame (DB) | Y | Scott Meszaros (SM) | Y | City of Seward |
| Kirk Warren (KW) | Y | Curtis Thayer (CT) | n | Alaska Energy Authority |
| Jeff Waller (JWL) | Y | Janet Fairchild-Hamilton (JFH) | n | Regulatory Affairs and Public Advocacy |
| Bob Pickett (BP) | Y | Antony Scott (AS) | Y | Regulatory Commission of Alaska |
| Suzanne Settle (SS) | Y | Sam Dennis (SD) | Y | Cook Inlet Regional Inc. |
| Joel Groves (JG) | Y | Mike Craft (MC) | n | Alaska Environmental Power, LLC |
| Veri di Suvero (VDS) | Y | Enei Begaye (EB) | n | Alaska Public Interest Research Group |
| Chris Rose (CR) | Y | Greg Stiegel (GS) | Y | Renewable Energy Alaska Project |
| Jerry Rust (JR) | Y | Frank Afranji (FA) | n | Northwest Power Pool |

Y: Attending n: Not attending

Steve Mahoney also present for agenda item 5.

12 of 12 voting members are present, both ex-officio members are present.

2. Approval of Agenda

1KW, 2CR. Chair added update on Burlingame demand letter as agenda item 4.

Agenda approved with no objections.

3. August 17, 2020 Meeting Minutes

MOTION to approve 8/17/2020 meeting minutes. 1JR, 2VDS.

PASSED with no objections.

4. Update on Burlingame Demand Letter

Chair provided brief summary. Board leadership provided general orientation to DB and SM Monday morning on IC progress to date. DB's position is unchanged. He has concerns over the process by which the unaffiliated seats were filled – in his view elements of the MOU were not followed, and they need to be both as a matter of principal and because of the importance of providing a firm footing to the IC and RRC given its historic importance. He views a legal remedy as the only available recourse to address his concerns, and plans to continue it.

5. Structuring the RRC Organization

Discussion w/ Steve Mahoney – legal structure for IC.

Available IRS options are initially under 501(c). (3), (4), (6), and (12) being best candidates.

501 c 3. charitable – societal benefit.

501 c 4. social welfare. typically runs rural airport, volunteer fire department, etc.

501 c 6. trade organization. Members to benefit some trade or activity. All of above can be fee-based membership. All 3 have limits on lobbying.

501 c 12. cooperative. Existing co-op electric utilities are c12s.

Long-term, possible RRC could morph to a 115 (quasi-governmental) organization.

Informal consensus towards 501c4 or 501c6. Discussion of lobbying, taxation, reporting, organizational requirements and restrictions. JR offered that most L48 analogues to an Alaska ERO are 501c4s, some are c6s. Northwest Power Pool is a c6.

No action taken, Chair will block out time in next meeting to continue discussion.

6. Development of Bylaws

Bylaw Committee issued draft outline for review and deliberation. IC members to review, edit, comment on the draft outline on Sharepoint. No action taken.

7. Hiring of External Resources

BH received lists of firms and is working with CEA purchasing to post RFPs. Will send links when posted later this week.

Hiring Committee will develop recommendations on securing IC counsel for Burlingame matter.

CR gave committee report – need to disclose IC / member affiliations, decide on selection process for legal consultant(s). Chair directed committee to develop selection process.

8. Achieving Transparency

JWL gave committee report. Two drafts offered for open meeting policy.

MOTION to approve committee-recommended open meeting policy #1. 1JB, 2CR.

AMENDED MOTION to approve committee-recommended open meeting policy #1 with a 10-minute-per-meeting limit on the public comment period. 1JB, 2CR.

Discussion. What is the process, who will carry the administrative burden of setting up public comment on webpage, reviewing and responding to comments, etc. How important are open meetings right now?

MOTION TO TABLE to next Monday 8/31, and request the committee streamline the process to eliminate any administrative burden. 1BH, 2JR.

MATTER TABLED with no objections.

9. Duties of Care

JR gave committee report. Revisions to Duties of Care conflicts and IC voice clauses.

MOTION to adopt the Duties of Care as presented. 1JR, 2BH (for discussion).

AMENDED MOTION to adopt the Duties of Care as presented, with the term “Executive Session” uncapitalized. 1JR, 2BH.

AMENDED MOTION to adopt the Duties of Care as presented, with the term “Executive Session” uncapitalized, and with the first sentence under Fundamental Duties amended to

read: "The IC, as established under the MOU for the purpose of developing the business plan for the RRC, will conduct its business under Roberts Rules of Order." 1BH, not seconded.

2nd AMENDMENT FAILS.

Further discussion on referencing MOU, setting lower vote threshold for declaring conflict of interest, language of bullet 10.

MOTION TO TABLE to date certain [*not specified*]. 1BH, 2DB.

MATTER TABLED with no objections. Chair sent draft Duties of Care back to committee to incorporate IC comments.

10. Committee Management

Tabled by Chair to next week due to meeting running long.

11. Discussion of RCA Public Meeting Participation

MOTION that Chair and Vice-Chair provide an update to RCA at its next [8/26/20] meeting. 1JR, 2KW.

[*VDS and JG left meeting, 10 voting members present*]

PASSED with no objections.

12. Adjourn

Next week agenda items

- JE mentioned possibility of increasing meeting to 3 hours.

- JWR mentioned need to address fate of AMLP's IC seat with regard to CEA-AMLP merger.

MOTION to adjourn, 1JR, 2BH.

ADJOURNED with no objections at 3:07ish PM.

DEFINITION OF ABBREVIATIONS AND ACRONYMS

All committee members are identified by their initials, as defined in the roll call table.

| | |
|-----------|--|
| 1JE, 2JG. | Shorthand designating which committee members proposed and seconded motions. |
| [~]: | Secretary's commentary provided for clarity / context as appropriate. |
| AMLP: | Anchorage Municipal Light and Power |
| APA: | Alaska Power Association |
| CEA: | Chugach Electric Association |
| ERO: | Electric Reliability Organization |
| IC: | Implementation Committee |
| IRS: | Internal Revenue Service |
| MOU: | Memorandum of Understanding |
| RCA: | Regulatory Commission of Alaska |
| RFP: | request for proposals |
| RRC: | Railbelt Reliability Council |