

**Railbelt Reliability Council Implementation Committee - Meeting  
November 2, 2020  
Final Minutes (approved by IC 11/9/2020)**

**1) Roll-call**

The meeting was held via Zoom, was called to order at 1:15 pm, and was chaired by JE.

Primary		Alternate		Organization
Brian Hickey (BH)	Y1	Jeff Warner (JWR)	Y	Chugach Electric Association
John Burns (JB)	Y	Frank Perkins (FP)	Y	Golden Valley Electric Association
Rick Baldwin (RB)	Y	Dan Chay (DC)	n	Homer Electric Association
Julie Estey (JE)	Y	Ed Jenkins (EJ)	Y	Matanuska Electric Association
	v		v	Anchorage Municipal Light and Power
Dave Burlingame (DB)	Y	Scott Meszaros (SM)	n	City of Seward
Kirk Warren (KW)	Y	Curtis Thayer (CT)	n	Alaska Energy Authority
Suzanne Settle (SS)	Y	Sam Dennis (SD)	Y	Cook Inlet Regional Inc.
Joel Groves (JG)	Y	Mike Craft (MC)	Y	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
Hank Koegel (HK)	Y		v	Unaffiliated seat
<i>Jeff Waller (JWL)</i>	n	<i>Janet Fairchild-Hamilton (JFH)</i>	n	<i>Regulatory Affairs and Public Advocacy</i>
<i>Bob Pickett (BP)</i>	n	<i>Antony Scott (AS)</i>	Y	<i>Regulatory Commission of Alaska</i>

Y: Attending n: Not attending v: seat is vacant

1: Joined meeting approximately 3:00 PM.

Steve Mahoney (SMA) on line for agenda item 5.

Steve Lewis (SL) and Rebecca Sexton-Kelly (RSK) Hallie Buse (HB) with Sapere on line for agenda item 7.

11 of 12 voting members are initially present, one ex-officio member is present.

**2) Approval of Agenda**

RB requested the discussion on IC seats be moved to later in the agenda so BH can participate.

**MOTION** to approve today's agenda as modified 1KW, 2VDS.

**PASSED** with no objections. [11-0-1].

**3) Approval of October 26, 2020 Meeting Minutes**

JG mentioned BH preference for more detail in minutes to capture substantive discussions that do not result in action. No action taken on the matter, Chair will include in future agenda.

**MOTION** to approve 10/26/2020 meeting minutes. 1JG, 2HK.

**PASSED** with no objections. [11-0-1].

**4) Sapere Intro and Next Steps**

Transition from existing structure to Sapere structure over several weeks. Eventual plan for HB and RSK in meetings, SL focused more on technical support.

**5) Update on Forming the RRC (JE/SMA)**

a) Review Revised Articles of Incorporation (AOI) (BH, RB, CR, JWA, SMA).

Current draft AOI has not been circulated to members. Discussion on who signs as organizers.

Historic nature of agreement favors that all IC members sign AOI, Tension between IC structure and eventual RRC structure that complies with regulations favors only three signers. Timing of AOI vs. bylaws also a factor in this tradeoff. Lawsuit prodded an acceleration of AOI timeline to obtain insurance, but otherwise would likely wait several more months to complete bylaws.

SM clarified need to name initial board of directors (BOD) in AOI, but organizational meeting occurs soon after filing to restructure BOD. This would normally conform to bylaws, but if they don't exist yet may just have interim BOD appointed and change BOD in the future.

SM explained that once AOI are executed and filed, they become binding on the BOD, duty of loyalty to IC/RRC is formalized, and the MOU formally becomes a reference document.

AS pointed out ERO requirements at AS 42.05.762, and RCA can modify ERO per AS 42.05.767. AS will arrange for RCA's assistant Attorney General/legal staff to discuss this with SM to coordinate how AOI / bylaws recognize this constraint.

**MOTION** to not vote on AOI today. 1CR, 2MC.

Chair clarified seeking direction on to continue pushing to execute AOI prior to bylaw completion, or change tack and pursue parallel schedule for executing AOI when bylaws are adopted.

**MOTION WITHDRAWN.**

HK asked CR for list of issues to be resolved before voting on AOI. CR: 1) verify consistent w/ SB123. 2) clarify primacy once AOI is executed - AOI or MOU? EJ: MOU at 3C says MOU is valid until full suite of foundational documents is enacted.

b) Update on Indemnification Insurance

Chair advancing discussions with brokers.

**6) Bylaws Development (SD/SS/BH/RB/SMA)**

a) Review revised TOC

SD: committee met and updated TOC per IC input from last week's meeting.

b) Discuss process for next steps Chair added HK and MC to the committee.

Committee will start populating easy bylaw sections. Will circulate to IC by Friday for IC review at extended meeting on 11/9. Committee / Sapere will provide meeting format and plan prior to 11/9 main IC meeting.

**7) Facilitator On-Boarding (JE/BH)**

SL: Sapere still working with CEA on contracting. Developed a scope of work and budget assuming greater level of effort in first 3-4 months then lower steady-state effort thereafter, ~\$250,000 total estimate. Expect a time and materials contract for flexibility and transparency. Chair gave to Budget and Workplan Committee to review and provide recommended controls next week. JG: ok, defer discussion to committee agenda item.

*[BH joined the meeting at approximately 3:10 PM. 11 of 12 voting members present.]*

BH confirmed that facilitator and legal services RFQ respondents have been notified of IC decisions.

**8) Discuss Replacement of RRC IC Seats**

a) Unaffiliated Seat Alternate

SS: Selection Committee offered alternate position to someone who couldn't do it, still working through options. Committee will advise chair when ready to discuss.

b) AMLP Seat

Discussion over intent, perception of six utilities' 10/29/2020 letter selecting Doyon Utilities to replace the AMLP seat. Discussion continued to next week's meeting.

*[JB left the meeting at 4:02 PM. 11 of 12 voting members present.]*

*[SD left the meeting. 4:18 PM. 11 of 12 voting members present.]*

**9) Workplan and Budget Committee**

Deferred to next week.

**10) Committee Management**

a) Education Plan. EJ will send out draft education schedule and doodle pool.

b) Meeting Notice. Deferred to next week.

**11) Member Comments**

None.

**12) Next Agenda (11/9/2020).**

Roll Call / Agenda / Meeting Minutes

Conclude AMLP Seat Replacement Discussion

Housekeeping

Bylaw discussion process

AOI status / discussion / decision

Indemnification Insurance

Budget and Workplan Committee

**13) Adjourn**

**ADJOURNED** at 4:27 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.

Vote tally shorthand is Y-N-A, yea – nay - absent or abstain.

AOI: articles of incorporation

BOD: board of directors  
ERO: electric reliability organization  
IC: Implementation Committee  
RCA: Regulatory Commission of Alaska  
RFQ: request for qualifications  
RRC: Railbelt Reliability Council  
TOC: table of contents