

Railbelt Reliability Council Implementation Committee - Meeting
February 15, 2021
Final Minutes (Approved by IC 2/22/201)

1) Roll-call

The meeting was held via Zoom, was called to order at 1:19 pm, and was chaired by RSK, then JE.

Primary		Alternate		Organization
Brian Hickey (BH)	Y	Jeff Warner (JWR)	Y	Chugach Electric Association
John Burns (JB)	n	Frank Perkins (FP)	Y	Golden Valley Electric Association
Rick Baldwin (RB)	Y	Dan Chay (DC)	Y	Homer Electric Association
Julie Estey (JE)	Y1	Ed Jenkin (EJ)	Y	Matanuska Electric Association
Lou Florence (LF)	Y	Shayne Coiley (SC)	n	Doyon Utilities
Dave Burlingame (DB)	Y	Rob Montgomery (RM)	n	City of Seward
Kirk Warren (KW)	Y	Curtis Thayer (CT)	n	Alaska Energy Authority
Suzanne Settle (SS)	Y2	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)	n	Renewable Energy Alaska Project
Hank Koegel (HK)	Y	David Newman (DN)	n	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>	n	<i>Regulatory Commission of Alaska</i>

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

Y1: Joined approximately 2:15 PM

Y2: Left meeting from approximately 1:30 to 2:05 PM

Steve Mahoney (SM) present.

Steve Lewis (SL), Rebecca Sexton-Kelly (RSK) Hallie Buse (HB) with Sapere present.

Seth Blumsack (SB), Kate Konschnik (KK) and Stephanie Lenhart (SL) not present.

12 of 12 voting members are initially present, no ex-officio members are present.

2) Approval of Agenda

MOTION to approve today's agenda. 1SS, 2BH.

PASSED with no objections. [12-0-0].

3) Approval of February 8 Meeting Minutes

MOTION to approve 2/8/2021 meeting minutes. 1JG, 2RB.

PASSED with no objections [12-0-0].

4) Governance Topics

a. DOC Amendment

MOTION to approve amended duties of care dated February 15, 2021. 1SD, 2BH.

PASSED with no objections. [12-0-0].

b. Board Composition

MOTION to tentatively approve the composition and board seat population provisions (Article 2) of the RRC bylaws. 1SD, 2HK.

Discussion on clarifying language and intended function: (1) clarify that Seat F (DU) would be held by DU until additional LSEs join the Railbelt, and (2) that the military bases do not have CPCNs distinct from those held by DU.

[SS left meeting at approximately 1:30 PM, 12 of 12 members present]

FRIENDLY AMENDMENT to revise language at part F to read "...until such time as there are additional public utilities, other than those utilities listed in seats A - E, that are directly interconnected to the electric energy transmission network in the Railbelt, who hold a Certificate of Public Convenience and Necessity to provide electric distribution service , as determined by the Nominating Committee and at which time the board shall elect a director from those entities." Supported by 1SD, 2HK.

LF informed IC DU's counsel advises there are no non-DU CPCNs for the railbelt military bases.

PASSED with no objections by roll-call vote. [12-0-0].

5) **Work Plan**

RSK presented work plan.

[SS rejoined meeting at approximately 2:05 PM, 12 of 12 members present]

[JE joined meeting at approximately 2:15 PM, 12 of 12 members present]

IC discussion about proposed work plan. Informal consensus that tariff committee should be stood up soon. IC needs to focus on application priorities given the timeframe and amount of work to be done.

6) **Budget Committee (BudCom)**

a. Charter Amendment.

JG: Revisions still in BudCom review. Expect to have in agenda packet for IC approval on 2/22.

b. Tom Lovas (TL) Work Progress.

JG/JWR: Contracting w/ CEA nearly complete. Expect to have TL working this week under the \$20k NTE approved next week. First step is to reaffirm schedule for deliverables. TL had advised of a 4–6-week timeframe which suggests late March timeframe for deliverables. RCA R20-003 workshop is next week, unclear of impact on TL's schedule.

JG advised current \$20k NTE gets work started, but significant additional effort will be required in addition to the tariff and the application BudCom has previously presented a \$100,000 placeholder for this effort. Unclear if TL can/should do everything, or who else might if not him. Will request TL attend IC meeting next week for a 'cameo' introduction.

c. BudCom work updates

i. Monthly report.

JG: Has copies of invoice submittals from IC subcommittees thru Dec/Jan and will issue monthly IC expense report for next week. Report will be informational only.

ii. Budget update.

JG: On 2/8, IC requested that BudCom update existing draft IC/RRC budgets in mid-March. JG advised BudCom is tracking that task. No near-term update to the draft RRC organizational chart is proposed at this time.

7) Project Management

RSK: Proposed to issue succinct monthly updates on about the 10 to 15th of each month.

8) Updates/Member Comments

JE: Commonwealth North update: Presentation set for 3/13. CR and JE will be presenting. JE plans to have draft for IC review by 3/1.

JE: RCA update: JE reached out to BP twice and never heard back. Plan to update in public comment window during Friday 2/19 public meeting and will distribute talking-point bullets to IC by Wed, 2/16.

JE: JE and SD gave an overview of SB69. Suggested an ad hoc group convene to discuss potential conflicts with SB123 / ERO goals.

EJ: Education: Next week's session was moved to 3/5 due to conflict with the RCA R20-002 workshop. Topic is storage and gas contracts. Looking at later March and early April for subsequent sessions on standards.

JE tasked RSK to generate a master IC subcommittee list.

9) February 22 Meeting Agenda

1. Subcommittee formations
2. BudCom charter, IC expense report, Tom cameo
3. BySub update on voting thresholds.

10) Adjourn

MOTION to adjourn 1BH, 1JG.

ADJOURNED at 4:01 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.
- Aol: articles of incorporation
CEA: Chugach Electric Association, Inc.
CPCN: certificate of public convenience and necessity
DOC: duties of care

DU:	Doyon Utilities
ERO:	Electric Reliability Organization
ExCom:	executive committee
IC:	Implementation Committee
IRP:	integrated resource plan
LSE:	load-serving entity
MEA:	Matanuska Electric Association, Inc.
NDA:	non-disclosure agreement
NTE:	not to exceed
PM:	project management
PMP:	project management professional
RAPA:	Regulatory Affairs and Public Advocacy
RCA:	Regulatory Commission of Alaska
RRC:	Railbelt Reliability Council
SB:	Senate bill
SOW:	scope of work

ATTACHMENTS:

1. Approved amended Duties of Care
2. Approved tentatively approved board composition Bylaws language.

ATTACHMENT 1/2 (2 PAGES)

AMENDMENT
Approved by IC 2/15/2021

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**Implementation
Committee Duties of Care**

This document was developed for the Implementation Committee and is intended to be high level and provide the understanding of how IC members will conduct themselves. It is not designed to be a Code of Conduct for the RRC Board.

Fundamental Duties

The Implementation Committee (IC) as established under the Railbelt Reliability Council (RRC) Memorandum of understanding (MOU) will conduct its business under Roberts Rules of Order.

The IC will develop the RRC Business Plan (Plan) as described in the MOU and implement an RRC that, to the degree practical, reflects the structure envisioned in the MOU, while complying with SB123 and all regulations promulgated by the Regulatory Commission of Alaska (RCA) related to SB 123. Notwithstanding, this commitment, as recognized in MOU Section 10-A, the IC may take new information into account and may modify the plan and organizational structure accordingly.

Each member will act in accordance with the following fundamental duties:

1. At all times, respect all IC members and maintain professional conduct.
2. Prepare for, attend, and participate in IC meetings.
3. Take the care and exercise the judgment any reasonable and prudent person would exhibit in the process of making informed decisions.
4. Act in good faith consistent with what the IC member reasonably believes is in the best interest of the IC.
5. Be attentive, diligent, and thoughtful in considering and acting on a policy, course of action, or other decision.
6. Act in the best interest of the IC and not his/her own personal interest, competing organization or any other organization or other person with whom the member is affiliated.
7. Honor the terms and conditions of the IC goals and objectives and other standards of appropriate behavior.
8. An IC member with a conflict of interest on an issue (or who thinks they may have a conflict) shall immediately disclose to the IC the conflict/potential conflict and decide whether they should recuse themselves. The remaining IC members will determine, by super majority (75%) of the remaining IC members if the IC member disclosing the perceived conflict is prohibited from participating in discussions and/or voting on any matter in which the IC has determined a conflict exists.
9. Confidential matters only will be discussed in executive session.
10. Once an IC decision is made, all members will support the decision even if one's own view is a minority view. However, all minority opinions will be captured in the IC meeting

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minutes. IC members are free to express their own opinion, but in so doing shall be clear that they are representing their own views, and not those of the IC.

11. Each IC member will regularly communicate with those individuals in the member's organization whose approval is likely to be necessary to confer authority upon the member to execute the documents adopting the Plan, keeping the individuals apprised of the progress of the development of the Plan and soliciting their input regarding issues they deem material. The member will disclose timely and candidly to the IC the existence of any matter which might pose an impediment to the member's approval of the Plan.

ATTACHMENT 2/2 (2 PAGES)

**ARTICLE 2
BOARD OF DIRECTORS**

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2.1.2.3. Director Seat Allocation

Directors and their Alternates shall be appointed or elected from time to time as provided in this Section 2.1.2.3. The Nominations Committee of the board shall manage all aspects of the director appointment and election processes. The number of Directors and Alternates authorized pursuant to Section 2.1.2.3, defined herein as Seats A through O, shall be seated with those persons qualified for board service in accord with the following criteria:

A-E. Those directors holding seats A, B, C, D and E, and Alternates, shall, from time to time, be appointed by Utility Entities **or their successors**. Each Utility Entity shall appoint an individual and Alternate to represent the Utility Entity for all purposes. Until amended by the Board in accord with these Bylaws the following seats shall be appointed by the following Utility Entities (or their successors in interest):

- A. Chugach Electric
- B. GVEA
- C. HEA
- D. MEA
- E. City of Seward

F. The director holding seat F ("At Large Utility"), and Alternate, shall be appointed by Doyon Utilities LLC (*Doyon*) *so long as Doyon holds a Certificate of Public Convenience and Necessity to provide electric distribution service within the Alaska Railbelt or until such time as they either lose their Certificate of Public Convenience and Necessity or there are multiple additional public utilities, other than those utilities listed in seats A-E, entities that are directly interconnected to the electric energy transmission network in the Railbelt, who hold a Certificate of Public Convenience and Necessity to provide electric distribution service, have a duty to serve load and/or who provide transmission services at voltages of 69 kilovolts or more* as determined by the Nominating Committee and at which time the board shall elect a director from those entities.

G. The director holding seat G ("State"), and Alternate, shall be appointed by the Alaska Energy Authority ("AEA") or successor agency of the State of Alaska.

H-I. The directors holding seats H and I ("IPP"), and Alternates, shall be appointed by the Alaska Independent Power Producers Association or its successor association.

J. The director holding seat J, and Alternate ("Small Consumer"), shall be appointed by that group of entities representing smaller consumers of power from the Railbelt regional electric system as determined by the Nominating Committee.

K. The director holding seat K, and Alternate (“Large Consumer”), shall be appointed by that group of entities representing larger consumers of power from the Railbelt regional electric system with an average annual load over X and a peak demand over Y (WORK IN PROGRESS) as determined by the Nominating Committee.

L. The director holding seat L (“Environmental”), and Alternate, shall be appointed by that group of exempt organizations as defined under Internal Revenue Code §501(c) representing consumers of power who advocate in support of the reduction of environmentally harmful emissions from the Railbelt regional electric system as determined by the Nominating Committee.

M. The director holding seat M (“Independent” OR “Unaffiliated”), and Alternate, shall be elected by the board from a slate of no more than 5 qualified candidates which candidates shall be independent of any entity associated with the Railbelt regional electrical system provided from the Nominations Committee not later than 30 days prior to the Annual Meeting. ~~Should we specify that seat M is an independent seat and the person should not have any affiliation with the Railbelt electricity system or is that defined elsewhere?~~

N. The nonvoting director seat N shall be appointed by the Regulatory Commission of Alaska from time to time.

O. The nonvoting director seat O shall be appointed by the Attorney General for the State of Alaska from time to time.