

Railbelt Reliability Council Implementation Committee - Meeting

July 6, 2021

Final Minutes (Approved 7/12/21)

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)	Y	Jeff Warner (JWR)	n	Chugach Electric Association
John Burns (JB)	Y1	Frank Perkins (FP)	Y	Golden Valley Electric Association
Rick Baldwin (RB)	Y	Dave Thomas (DT)	Y	Homer Electric Association
Julie Estey (JE)	Y	Ed Jenkin (EJ)	Y	Matanuska Electric Association
Lou Florence (LF)	Y	Shayne Coiley (SC)	n	Doyon Utilities
Dave Burlingame (DB)	Y2	Rob Montgomery (RM)	n	City of Seward
Kirk Warren (KW)	Y	David Lockard (DL)	Y3	Alaska Energy Authority
Suzanne Settle (SS)	n	Sam Dennis (SD)	Y1	Cook Inlet Regional Inc.
Joel Groves (JG)	Y	Mike Craft (MC)	n	Alaska Environmental Power, LLC
Veri di Suvero (VDS)	Y4	Alyssa Sappenfield (ASF)	n	Alaska Public Interest Research Group
Chris Rose (CR)	Y	Greg Stiegel (GS)	n	Renewable Energy Alaska Project (REAP)
Hank Koegel (HK)	Y	David Newman (DN)	Y	Unaffiliated seat
<i>Jeff Waller (JWL)</i>	Y	<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: SD and JB joined at 1:24 PM.

Y2: DB left at 3:00 PM.

Y3: DL joined at 1:30 PM.

Y4: VDS joined at 1:24 PM, left meeting from 1:30 to 2:24 PM.

Steve Mahoney (SM) present; Tom Lovas (TL) present; Rena Miller (RMR) present.

Rebecca Sexton-Kelly (RSK) and Bayunt Ollek (BO) with Sapere present.

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

2) Approval of Agenda

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

DB advised must leave at 3PM, need to provide updates on StanCom and IRPcom.

MOTION to AMEND to move those updates immediately after consent agenda. 1JE, 2DT.

PASSED as AMENDED with no objections. [10-0-2].

3) Consent Agenda

Chair asked for requests to remove items from consent agenda, none raised.

MOTION to approve modified consent agenda, 1DT, 2BH.

RB and TL flagged typos in minutes, will provide to BO and JG.

PASSED as amended with no objections. [10-0-2].

[VDS, JB, SD joined. 12 of 12 voting members present.]

4) Articles of Incorporation

SD introduced AOI for comments / questions.

FP at introductory paragraph, flagged age of 19 vs 18 in Bylaws, resolve discrepancy. Asked that section 2 be reworded for readability.

JG asked that section 1 be revised at bullet 5 to be specific to 'transmission' per SB 123, and that terminology through bullets be standardized to 'bulk power system'. Flagged typo in section 2, asked for clarification of intent of Article 4 Section 8 (A4,S8), and asked about whether residual assets upon liquidation would go back to LSEs / ratepayers vs. generic non-profit.

CR observed should maintain flexibility with regard to transmission vs general system.

BH agreed with JG, suggested 'bulk electric system' for consistent terminology and restore 'transmission' at bullet 5.

RB explained that dispatch prohibition in A4,S8 was a big deal for HEA, limiting allowable scope of ERO, also not permitted under SB 123.

[DL joined, VDS left at 1:30pm, 11 of 12 members present]

JE asked that list of incorporators include organizations, also director names alphabetized by director's last name. SM advised to omit corporations as it could be ambiguous who the director is.

SD will take comments back to BySub.

MOTION to approve articles of incorporation as revised. 1SD, 2BH.

CR asked for clarification, motion is to approve, not to file, which will be separate motion. SD affirmed that is correct.

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

5) TarCom – Initial Read, Tariff Sections 4-6.

TL walked through section 4.

At 4.8, EJ flagged the question of startup costs and initial cash flow. Whether these would be debt, contributed capital, or other.

JG asked if this would/could/should look backwards to current development costs? EJ said no. BH asked if might relate these funds to times interest earned ratio (TIER) or other mechanisms to develop working capital. TL yes, balancing account would need to be in Tariff. TL suggested consider 4.2, non-recurring charges to include up-front cost to prime RRC accounts for capital to serve the RRC's cash flow needs.

JWL advised utility margin typically comes from TIER (based on debt, RRC has none) or rate base rate of return (RRC has none), or margin based on expenses, which is subject to expense padding manipulation. Suggest consider contextualizing capital requirement within this framework.

LF asked whether RRC may be able to raise working capital through debt. RB suggested could treat the RRC as a private equity firm, initial subscribers (LSEs) would prime it, and somehow get the capital returned over time. Suggest let finance folks figure it out.

CR questions on 4.2 and 4.3. Nothing on membership in articles or Bylaws, not sure why need to reserve it in Tariff. REAP should never have to pay dues, so concerned to just see the placeholder. Prefer to not have it. TL responded when someone enters into the organization, usually new entity needs to 'catch up' with existing members to true equity stake with participation.

JG concurred with CR, suggested LSE customers are ultimate beneficiaries of ERO, and should pay for its costs through the LSEs. Suggest insert language to 4.2 and/or 4.3 to formalize this.

JWL pointed out IPPs could be viewed as benefiting also, but added that one could also argue IPPs' benefits flow on to the ratepayers as well.

RMR pointed out SB 123 language specifically mentions LSEs in this context.

EJ introduced Tariff Section 5.0, Reliability Standards. Flagged structural incongruity with new regulations. Structure may change yet, more work required.

TL continued with section 5.

5.2 FP commented should refer to a policy or procedure outside of Tariff. Typically, different reliability standards have different development requirements, one size does not fit all.

5.4 FP suggested to add sentence on when compliance becomes effective. Will vary per standard. EJ responded, there will be an implementation schedule with the standards.

DB responded for StanCom. Its draft standards development process is based on NERC and is globally applicable to the standards. There are different details for different standards. StanCom's view is that the process does need to be in the Tariff. There could be other views. TL concurred his view is the standards development process is required to be in tariff, will verify the citation for this.

TL continued through sections 5.7 – 5.13. Flagged waivers and appeals sections.

JE asked for clarification of 'reserved'. TL clarified intent is 'reserved' identifies content not being submitted with the application tariff or at any future time certain. Missing Application content is denoted with "TBD".

TL jumped to sheet 34, schedule of standards. Explained unique pagination format for standards so they are isolated from changing pagination in rest of Tariff. Formatting / maintenance issue.

JG requested an update on the status of sections sent back to TarCom last week.

EJ generally, responding to the remanded sections will take a while, most of the issues are in the body of the Tariff so front-end changes will follow behind the main body work. So these sections are not immediately coming back to IC.

6) DB gave StanCom and IRPcom updates

StanCom. DB StanCom is moving along, meeting weekly. No actions up for next week.

IRPcom. 1st meeting with Synapse last week. They did a great job, well prepared. Understand scope, deliverables, schedule. Continuing with Thursday meetings. No next-week agenda items expected.

[VDS rejoined at 2:24 PM, 12 of 12 voting members present.]

7) PubSub Materials

VDS led discussion, three items up for discussion.

(1) Public Participation

VDS flagged that the scope of public participation has been changed due to changes in final regs, draft policy needs to adapt. Open question is which committees are mandated to include the public, vs. which we want to invite the public into? Includes TAC workgroups, but defer that discussion to elsewhere.

FP scope of change may require major rework to existing draft, not sure my comments merit review. HK concurred with FP. JE suggested comments go to VDS for consideration.

RMR advised Lori Jo Oswald (LO) is working to update precious to help guide regs reference. BH pointed to pages 72 to 98 of final regs as guidance for public participation in development of a plan. BH will send reference to VDS.

JWL asked for further clarification of issues raised by VDS. Regs say we can't prohibit public participation. Will we have public advisory committee (PAC)? We don't have to, but if we do we can't prohibit participation. Other question is will we allow public members to participate on other committees other than TAC?

SD mentioned that the TAC workflow document touched on this. Qualified public members would have full seats on workgroups, with a WG for each TAC deliverable. Draft document considered a 2nd level of participation, allowed to comment to WGs in an expanded manner, and a 3rd level of participation open to the public without restriction and limited to a typical public comment format.

VDS agreed, JWL points helpful. To further clarify, IC discussion over PAC hasn't happened yet. PubSub needs clarification on whether or not the public have the ability to participate on additional committees and working groups, both standing and ad-hoc? Need to touch base with TarCom, StanCom, IRPcom to gauge level of public input in each of their processes.

FP does RCA have PAC? If no, then we should not either. If we go down the road of public participation, lots of questions about confidentiality especially with regard to CIP standard #11. Lots of background check requirements and other concerns for all of this. BH concurred, regs give leeway to limit direct public participation to work products, should encourage comment and other input outside of committee structure.

VDS clarified confidentiality is separate issue. Qualifications is something PubSub has discussed. RCA does give us authority to filter public to prevent slowing down the process and focus on positive contributions. Question is which committees this process would apply to.

DB a bit confused. PubSub is not establishing the process for public participation. StanCom and IRPcom develop the processes. Then ask PubSub for qualifications / processes for comments, etc. Comments fail to understand the proper context of these draft documents. PubSub's work does

exactly what IRPcom needs. It defines qualifications, onboarding processes, etc. Question is how and can we limit number of participants. No qualifications for comments during or after process. StanCom and IRPcom both need this.

BH advised his perspective is how do you filter out redundancy or uninterested / unqualified persons from being on committee. Public comment is totally unrestrained as it should be. There is a 'may' in 5(e), so we have latitude to duly filter through application of qualifications etc. DB concurred. EJ concurred, need ability to manage participation to emphasize diversity of voices. We need process to consider how to weigh a petition to join a committee. What are the criteria/process that will ensure value is added?

Chair directed further comments to PubSub. VDS thanked all for feedback, very constructive. Look forward to LO's new Precious.

(2) Confidentiality classes.

VDS reviewed confidentiality definitions/processes draft.

JG asked where personnel records belong, if in one of presented categories or its own, if one of the existing, then perhaps mention it.

HK on highly confidential, access is limited to designated employees only, not all employees.

JWL responded on personal identifiable info, broadly, falls under "confidential" through the reference to RCA regulatory language. Could call it out separately if desired.

FP advised consider adopting phrase, "need to know basis." Asked whether ERO will have same standard for making info public as a government agency such as RCA? JWL generally no, but for some materials, yes.

EJ confirmed, confidential reference to RCA includes utility privileged info associated to specific member load data. JWL added to look at ~040, which lists default confidential items and includes reference to ~045, confidential due to good faith basis. Example, maybe Alaska Native Tribal Health Consortium has a certain load profile, but doesn't want someone to know what it is. So protections for individual load data do exist.

Chair directed further comments to VDS.

[DB left meeting at 3:00 PM, 11 of 12 members present.]

8) Large Consumer Seat Nominations

JE led discussion. Overview of nominees, process as distributed. JG pointed out that 'x' next to POGO mine nomination was a mistake, they are eligible per IC's prior definitions.

HK suggested include contact info in announcement as parts of the announcement and scope are a bit unclear. JE concurred.

FP suggested responses to such questions be in writing to prevent complaints of biased responses.

RB advised that in Bylaws development, BySub tried to remove candidate selection from the political arena of the IC / RRC board by having the stakeholder group pick their own representative. This interim process puts the large consumer seat back into that arena. Not opposed to this process

for filling that seat on an interim basis, but recommended putting a statement in the record that this process is not meant to set a precedent. JE concurred and no dissenting views were expressed.

MOTION to approve list, process, and announcement for filling large consumer board seat on interim basis 1BH, 2RB.

MOTION to AMEND to include contact info in the notice and to provide forum for applicant questions / answers. 1HK, 2BH.

AMENDED with no objections. [11-0-1]

RB asked to clarify the 'question' amendment, HK did.

JG clarified the nominee list is still open until the RCA ListServe notice expires on Wednesday 7/21 (or two weeks after it goes out on RCA ListServe).

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

9) Technical Consultant Contractor Request

JG provided update – still working on addressing IC comments from 6/28, opt to leave on table until next meeting. Current direction is to:

- Retain independent character of support, but pull IC into selection process.
- Emphasize standards, also include other subcommittee deliverables.
- Do not include formal peer review under this request. Agree this is an important / desirable function, but form as a separate request.

JG solicited additional comment or feedback on proposal and direction. None offered.

BH missed first read of the request last week, will catch up w/ JG off line.

10) BySub – Bylaws Language Review and Approval

SD led discussion on Bylaws tentative approval (TA).

2.2.1.4.4 emergency meetings. TA'd with no changes.

2.2.1.4.5 Deadlock Resolution.

BH asked why AAA, not sure want them. Will do some research on alternatives. FP offered CCA and CPR as some other options.

CR strongly agree we need a clear process for arbitration, also consider defining baseball arbitration. Draft doesn't define how we pick a mediator. SD clarified, if go with AAA, their process includes mediator selection.

JG suggested to add mention of timeliness or urgency to board as a criteria for establishing a deadline to resolve matter that enter into this clause. SD proposed language.

Section remanded to BySub to address comments.

2.2.1.10 Emergency meeting clause, TA'd with no changes.

2.2.3.1 committee composition

VDS new regs and more specificity to committees, do they need to be reflected here?

JG at 1st sentence change "...all committees and committee chairs..." to "...all committee members and committee chairs...".

SD revised language, will flag to reconcile with Precious when it is issued. Section remanded to BySub to address comments.

2.2.3.2 Committee Rules, TA'd with no changes.

2.2.3.3.1 Executive Committee, TA'd with no changes.

2.2.3.3.2.1 Finance and Audit Committee (FAC).

JE flagged headings of ~1 and ~2 as confusing. Section remanded to BySub to rephrase.

2.2.3.3.5 Corporate Governance Committee (CGC).

CR observed this committee has a lot of duties, suggested raise the minimum number of board members from 3 of 5 to 4 of 5. Not sure it will be easy to find two non-board members for CGC. SM noted the language says "at least", so those are minimums. Also committee only has power to bring Board recommendations, so no issue with director / non-director balance.

VDS asked if there should be a public participation process for CGC? SD observed will need financial expertise on FAC, maybe same situation here, but less expertise-oriented. FAC might be a CPA, here maybe an attorney. Board needs to go find expertise when needed. VDS asked whether this person is a committee member or employee / consultant? SM opined a committee member. VDS so public comm member implies a public process to find them. SD concurred. On FAC, envisioned the CPA would be a paid consultant.

LF offered a related comment. Unusually big load for a committee. Good idea to add 4th Board member. Support another person, but not public participation as per advisory committees. These are standing comms to support RRC operations, should not have public members petitioning to join.

JG 3rd to last bullet, what does it mean? SM explained, SD offered clarifying language.

JE 2nd bullet, code of conduct will be existing, not to be established by CGC. SD yes, will fix that. Section remanded to Bysub for revision per comments received.

2.2.3.4 ad hoc special committees, TA'd with no changes.

2.2.4, last paragraph, TA'd with no changes.

10) Brief Committee Updates

TarCom: EJ nothing additional to report.

IRPCom/StanCom: DB provided update earlier in meeting.

BySub: SD nothing additional to report.

BudCom: JG provided update. Working through ERO cost allocation methodology, BudCom plans to bring recommendation for energy-based cost allocation to IC next week 7/12. Working through org chart, tentatively plan to have before IC in two weeks, on 7/19. Will tackle budget and policies thereafter. Advised working to transfer management of IC expense review process from JG / BudCom to Sapere.

JE asked whether BudCom is also doing job descriptions? JG no, but we could. Will check the regulations to see what is required.

ExCom: JE gave update. Working through large consumer seat process, also board term cycling. Trying to streamline massive meeting packet, plan to start shunting notes straight to Sharepoint to reduce bulk, also omit attachments from proposed minutes. No RCA order yet notifying railbelt LSEs they are subject to SB 123 requirements, appears there is no RCA plan for that. Asked whether IC should check in with Chair Pickett for clarification or advocate for a course of action.

JE proposed to task RMR to informally check in with RCA Chair Pickett on notice plan this week.

CR stated he would prefer to have regs finalized before the notice goes out.

JWL advised we consider what are we gaining by asking RCA when they will issue the notice. The more time we have, maybe the better? On the other hand, deadlines are powerful too. Unclear what the motivation for the question is.

JE goal is to gain certainty, also an opportunity to advocate for a direction.

JE summarized discussion. Consensus is IC will not take action, emphasized that does not stop individuals from doing things independently of IC. JE stated she will not inquire directly due to her role as IC chair.

BH may be opportunity for RMR to chat with Chair Pickett to see what she can discern. Formal letter would apply pressure, do it informally.

AppCom: JE provided update. Finalizing regulations spreadsheet to reflect subcom inputs and final regs. Reconciling conflicts between subcom work scopes.

PubSub: VDS have our direction, will do the work. Join us on Wednesday!

11) Updates / Member Comments

None.

12) July 12 Meeting Agenda

The July 12th IC meeting agenda will include:

- Draft Bylaws approval
- Draft Tariff sections
- Incorporation Path Forward
- PubSub Policies
- Board Term cycles
- Cost allocation methodology
- TAC Workgroup Process

13) Adjourn

MOTION to adjourn 1JG, 2BH.

ADJOURNED at 4:01 PM.

DEFINITION OF ABBREVIATIONS AND ACRONYMS

All committee members and consultants are identified by their initials, as defined at 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.
AAA:	American Arbitration Association
AOI:	articles of incorporation
AppCom:	ERO application subcommittee
BudCom:	budget subcommittee
BySub:	bylaws subcommittee
CEA:	Chugach Electric Association, Inc.
CEO:	chief executive officer
CIP:	critical infrastructure protection
CGC:	corporate governance committee
CME:	compliance / monitoring / enforcement (of reliability standards)
CPA:	certified public accountant
CPCN:	certificate of public convenience and necessity
DaveCom:	See IRPcom
DOL:	Department of Law
DU:	Doyon Utilities
ERO:	Electric Reliability Organization
ExCom:	executive committee
FAC:	finance and audit committee
IC:	Implementation Committee
IPP:	independent power producer
IRP:	integrated resource plan
IRPcom:	IRP process subcommittee
LSE:	load-serving entity
MEA:	Matanuska Electric Association, Inc.
NDA:	non-disclosure agreement
NTE:	not to exceed
PAC:	public affairs committee
PM:	project management
PMP:	project management professional
Precious:	(1) A spreadsheet listing clauses in the implementing regulations for SB 123's ERO provisions, identifying associated ERO application deliverables, and assigning deliverable preparation responsibility to IC subcommittees. (2) A fancy gold ring.
RAPA:	Regulatory Affairs and Public Advocacy
RCA:	Regulatory Commission of Alaska
RRC:	Railbelt Reliability Council
SB:	Senate bill
SOW:	scope of work
StanCom:	standards subcommittee
TA:	tentatively approve, tentative approval
TAC:	technical advisory committee
TarCom:	tariff subcommittee
TIER:	times interest earned ratio
WG:	working group

ATTACHMENTS:

1. Articles of Incorporation (as revised).
2. Nominee list (as amended), nomination and selection process, and announcement (as amended) for filling RRC large consumer board seat on interim basis.

ATTACHMENT 1/2 (6 PAGES)

ARTICLES OF INCORPORATION

OF

Railbelt Reliability Council

The undersigned natural persons of the age of 19 years or more, acting as the incorporators of a corporation under the provisions of the Alaska Nonprofit Corporation Act (Alaska Statutes 10.20) (the "Act"), hereby signs and verifies the following Articles of Incorporation for such corporation.

**ARTICLE I
NAME**

The name of the corporation shall be **Railbelt Reliability Council** (hereinafter referred to as the "**Corporation**").

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSES AND POWERS**

Section 1. Purposes. The purposes for which the corporation is organized are to promote social welfare within the meaning of section 501(c)(4) of the Internal Revenue Code. The corporation's main purpose is to provide reliability benefits to consumers of electricity in the Railbelt including but not limited to:

- Creating, adopting, administering, maintaining, and enforcing reliability standards and promoting reliable operation of the Railbelt interconnected bulk power system.
- Performing regional planning and developing and filing Railbelt integrated resource plans with the Regulatory Commission of Alaska or successor agency.
- Establishing open access nondiscriminatory interconnection standards and processes for all users of the Railbelt interconnected bulk electric system.
- Collecting and maintaining system data relating to reliability and adequacy of the bulk electric system.
- Developing standards for transmission system cost recovery.
- Conducting studies and promoting matters related to the efficient and reliable operations of the bulk electric system.

This corporation is not organized for profit, and no part of the net earnings of this corporation shall inure to the benefit of any member of the Board of Directors or any other individual except that this corporation may make payments of reasonable compensation for services rendered. The corporation shall not participate or intervene in any political

ATTACHMENT 1/2 (6 PAGES)

campaign on behalf of, or in opposition to, any candidate for public office to an extent that would disqualify it from tax exemption under section 501(c)(4) of the Internal Revenue Code. The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

Notwithstanding any provision of these Articles of Incorporation, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

Section 2. Powers. In furtherance of the foregoing purposes and subject to such limitations and conditions as are prescribed by law or in the Corporation's Articles of Incorporation or Bylaws, the Corporation may receive property by dues, grants, fees, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, and engage in any lawful activity that may be necessary, useful or desirable for pursuing its purposes.

Section 3. General. In general, and subject to such limitations and conditions as are or may be prescribed by law or in the Corporation's Articles of Incorporation or Bylaws, the Corporation shall have all powers that now or hereafter are conferred by law upon a corporation organized for the purposes set forth above or are necessary or incidental to the powers so conferred or are conducive to the attainment of the Corporation's purposes.

**ARTICLE IV
LIMITATIONS**

Section 1. Activities Consistent with Limitations of Section 501(c)(4). Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities which are prohibited for (a) a corporation exempt from federal income taxes under Section 501(c)(4) of the Internal Revenue Code or a successor provision thereof or (b) to have and exercise powers not permitted under the Alaska Non-Profit Corporation Act, AS 10.20.011, as now in force or as may hereafter be amended.

Section 2. Political Activity. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 3. No Inurement to Private Persons. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director, officer or other private person, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Section 4. No Loans. No loans shall be made by the corporation to any of its directors or officers.

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Section 5. No Self-dealing. The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Code or a successor provision thereof.

Section 6. Minimal Infrastructure. The Corporation shall minimize the infrastructure and expense necessary for its own operation.

Section 7. No Operations. The Corporation, as an independent entity, will not own or operate any generation and transmission assets. Nor will the Corporation provide electric service directly to consumers.

Section 8. Mandate of Utility Participation. The Corporation shall not mandate any utility's participation in a joint dispatch agreement.

**ARTICLE V
MEMBERS**

The Corporation shall have no members.

**ARTICLE VI
DIRECTORS AND INCORPORATORS**

The incorporators shall be the initial directors listed below and the management of the Corporation shall be vested in a Board of Directors. The powers and duties, number, qualifications, terms of office, manner of election, criteria for removal, time and place of meetings and powers and duties of the directors shall be prescribed in the Bylaws of the Corporation. The number of directors shall not be less than three (3). The names and addresses of the incorporators and persons who are to serve as the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Corporate Address</u>
Rick Baldwin	3977 Lake Street, Homer, AK 99603
David Burlingame	410 Adams Street City Hall Building, Seward, AK 99664
John Burns	758 Illinois Street, Fairbanks, AK 99701
Julie Estey	163 E. Industrial Way, Palmer, AK 99645
Lou Florence	714 Fourth Avenue, Suite 100, Fairbanks, AK 99701
Joel Groves	3411 Airport Way, Fairbanks, AK 99709
Brian Hickey	5601 Electron Drive, Anchorage, AK 99518
William Koegel	234 East 15th Avenue, Apartment 505, Anchorage, AK 99501.

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Chris Rose	308 G Street, Suite #225, Anchorage, AK 99501
Suzanne Settle	725 E. Fireweed Lane, Suite 800, Anchorage, AK 99503
Veri di Suvero	308 G Street, Ste 202, Anchorage, AK 99501
Kirk Warren	813 Northern Lights Blvd, Anchorage, AK 99503

**ARTICLE VII
DIRECTOR LIABILITY LIMITATIONS**

No director of the Corporation shall be personally liable to the Corporation for monetary damages for conduct as a director, unless such conduct involves (a) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law by the director, (b) a breach of a director's duty of loyalty to the corporation or (c) any transaction from which the director derives an improper personal benefit. If the Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be deemed eliminated or limited to the full extent permitted by the Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

**ARTICLE VIII
INDEMNIFICATION**

Section 1. Authority to Indemnify. The Corporation shall have the power and duty to indemnify, including advancing expenses to, any director, officer, employee or agent of the Corporation made or threatened to be made a party to any suit or legal proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or arising out of his or her activities undertaken on behalf of the Corporation, except that such indemnity shall not apply on account of

- (a) Acts or omissions of such person finally adjudged to be not in good faith or intentional misconduct or a knowing violation of law;
- (b) With respect to directors, conduct of the director finally adjudged to be in breach of a director's duty of loyalty to the corporation; or
- (c) Any transaction with respect to which it was finally adjudged that such person derived an improper personal benefit.

This indemnity shall continue after a person has ceased to be a director, officer, employee or agent of the Corporation and may inure to the benefit of the heirs, executors, and administrators of such a person.

ATTACHMENT 1/2 (6 PAGES)

Section 2. Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of disinterested directors or otherwise.

**ARTICLE IX
BYLAWS**

Bylaws of the Corporation shall be adopted by the Board of Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles of Incorporation. The authority to make, alter, amend or repeal bylaws is vested in the Board of Directors and may be exercised at any regular or special meeting of the Board of Directors by the affirmative vote of a Supermajority of the directors then in office as defined in the Bylaws, notwithstanding if the Corporation's Articles of Incorporation, Bylaws or applicable law permits a lesser number of directors to establish a quorum at a Board of Directors meeting.

**ARTICLE X
AMENDMENT**

These Articles of Incorporation may be amended by the affirmative vote of a Supermajority of the directors then in office as defined in the Bylaws, notwithstanding if these Articles, the Bylaws of the Corporation or applicable law permits a lesser number of directors to establish a quorum at a Board meeting.

**ARTICLE XI
MAILING AND PHYSICAL ADDRESS OF REGISTERED OFFICE AND AGENT**

The mailing and physical address of the initial registered agent and office of the Corporation shall be **1127 W 7th Ave, Anchorage AK. 99501**. The name of the initial registered agent of the Corporation shall be **MB Services Inc.**

**ARTICLE XII
DISSOLUTION**

No member, director or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs. Upon the winding up or dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed to an organization or organizations in the State of Alaska recognized as exempt under Section 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1986, or a successor provision thereof, and used exclusively to accomplish the exempt purposes for which this Corporation is organized. Any such assets not disposed of shall be disposed of by the Courts of the State of Alaska in which the principal place of

ATTACHMENT 1/2 (6 PAGES)

business of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporators have signed these Articles of Incorporation this ____, day of _____, 2021,

ATTACHMENT 2/2 (3 PAGES)

IMPLEMENTATION COMMITTEE OF THE
RAILBELT RELIABILITY COUNCIL

DRAFT NOMINEES TO SERVE ON RRC BOARD
IN LARGE CONSUMER SEAT ON INTERIM BASIS

Tentative Eligibility	Nominee	Sector	Nominated by
X	Eilson AFB	Military	DU
X	Clear AFB	Military	DU
X	JBER	Military	DU
X	Ft. Wainwright	Military	DU
X	Ft. Greely (Incl Missile Defense Area)	Military	DU
	Pogo Mine	Industrial	DU
	Fort Knox Mine	Industrial	DU, GVEA
	Alaska Providence Medical Center	Health	DU, CIRI
	Fairbanks Memorial Hospital	Health	DU
X	Anchorage School District	Education	DU, CEA (JWR)
X	Mat-Su School District	Education	DU
X	Fairbanks NSB School District	Education	DU
X	Kenai Peninsula School District	Education	DU
	Hilcorp Alaska	Industrial	CEA (JWR)
	Providence St Joseph's Health	Health	CEA (JWR)
X	Alaska Railroad	Industrial	CEA (JWR)
	Southcentral Foundation	Health	CEA (JWR)
X	Alaska Native Health Consortium	Health	CEA (JWR), CIRI
X	UAA	Education	CEA (JWR), CIRI
	Alyeska Resort Operations Limited Partnership	Hospitality	CEA (JWR), CIRI
X	Municipality of Anchorage	Govt	CEA (JWR)
	Building Owners and Managers Association (BOMA)	Commercial	CIRI
	Marathon Petroleum Corporation	Industrial	HEA
	Usibelli	Industrial	MEA

IC Member provided Nominees?	
CEA	yes
GVEA	yes
HEA	yes
MEA	yes
DU	yes
SES	no
AEA	no
CIRI	yes
AEP	no
AKPIRG	no
REAP	no
IND	no

X = Tentatively disqualified due to (1) government entity or (2) multiple non-contiguous sites.

ATTACHMENT 2/2 (3 PAGES)

PROCESS TO FILL LARGE CONSUMER SEAT ON RRC BOARD ON INTERIM BASIS

***** 7/5/2021 DRAFT *****

Stage /Step	Schedule
IC approve large consumer nominee solicitation for publication via RCA ListServe	Tue 7/6/2021
Publish Nominee Solicitation on RCA ListServe	Wed 7/7/2021
Distribute call for candidates and contact nominees (14d window)	(two weeks)
Applicant responses, and IC nominations are DUE to ExCom	Wed 7/21/2021
ExCom reviews nominees / applicants for eligibility and interest	(two weeks)
ExCom presents final list of nominees to IC	Thurs 8/5/2021
IC members vote on the candidates. Winner by simple majority / popular vote. If no winner, then run-off vote between top two candidates. If run-off ties, winner is selected by coin toss.	Mon 8/9/2021
Notify successful nominee.	Notify by Fri 8/13/2021
ExCom "on-boarding" of new member.	Week of 8/16/2021
Interim Large Consumer Member Term of Service.	Start on Mon 8/30/2021 Serves for one year term to end of August 2022.

ATTACHMENT 2/2 (3 PAGES)

SEEKING APPLICATIONS FOR RAILBELT GRID ORGANIZATION LARGE CONSUMER SEAT

Railbelt utilities and other stakeholders including the State of Alaska, Independent Power Producers, consumer advocates, and others have joined together to form the Railbelt Reliability Council (RRC). The RRC will provide a forum and structure for stakeholders to work together to implement and enforce reliability and cybersecurity standards, and to conduct periodic region-wide integrated resource planning for transmission and generation and to ensure open access to the electric transmission grid.

The RRC seeks applications from qualified organizations to fill an open seat on the RRC Board to represent Large Commercial stakeholder interests. The RRC is specifically seeking large energy users that are among the top 15 energy or peak demand load users of total energy and/or peak demand from a single site (could be multiple meters but only if on the same campus or on adjacent parcels of real estate), or a representative of an entity that is recognized as a significant industrial user of Railbelt electricity.

The RRC is still in the process of organizing, and expects to hold its first meeting of the Board in the August/September timeframe. The RRC intends to fill the Large Commercial stakeholder seat in advance of its first meeting. The RRC is preparing an application to apply to the Regulatory Commission of Alaska (RCA) to become the Electric Reliability Organization for the Railbelt bulk electric system. The RRC is targeting October 1, 2021 as the date to submit its application.

Organizations interested in applying for this open seat on the RRC Board must submit a letter of interest summarizing your organization's interest and expertise as well as a resume for the person who will represent your organization by 5 PM Wednesday, July 21 to rrc@alaskapower.org.

The selected organization will be responsible for identifying an alternate who may or may not be from the same organization, but must be drawn from and be able to represent the interests of large consumer stakeholders. Board members are not employees of the RRC, but instead will be considered volunteers. Board members may receive modest meeting fees for their service.

The term of service for this interim appointment to the RRC Board large consumer seat is one year, to August 31, 2022. The organization appointed to this seat will be eligible to hold this seat for successive terms in accordance with the eligibility, selection, and appointment provisions of the RRC's Bylaws.

The time commitment for serving on the RRC board is estimated at 5 to 15 hours per week through October 2021, and 5 to 10 hours per week thereafter.

More details about the RRC can be found at www.alaskapower.org/rrc/.