

**Railbelt Reliability Council Implementation Committee - Meeting
December 20, 2021
Draft Minutes**

1) Roll-call

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

Primary		Alternate		Organization
Brian Hickey (BH)	Y1	Jeff Warner (JWR)	Y	Chugach Electric Association
Frank Perkins (FP)	Y	John Burns (JB)	n	Golden Valley Electric Association
Rick Baldwin (RB)	Y	Dave Thomas (DT)	Y	Homer Electric Association
Julie Estey (JE)	n	Ed Jenkin (EJ)	Y3	Matanuska Electric Association
Lou Florence (LF)	n	Shayne Coiley (SC)	Y	Doyon Utilities
Dave Burlingame (DB)	Y	Rob Montgomery (RM)	Y4	City of Seward
Kirk Warren (KW)	Y	David Lockard (DL)	Y	Alaska Energy Authority
Suzanne Settle (SS)	n	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	Alyssa Sappenfield (ASF)	n	Alaska Public Interest Research Group
Chris Rose (CR)	Y2	Greg Stiegel (GS)	n	Renewable Energy Alaska Project (REAP)
Paul Morrison (PM)	Y	Dustin Madden (DM)	Y	Large Consumer
Hank Koegel (HK)	Y	David Newman (DN)	Y	Unaffiliated seat
<i>Jeff Waller (JWL)</i>	Y	<i>James "Jay" Layne (JL)</i>	Y	<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: BH joined at 1:20 PM

Y2: CR joined at 1:22 PM

Y3: EJ joined at 1:23 PM

Y4: RB internet failed at 2:48 PM

Steve Mahoney (SM) not present; Tom Lovas (TL) present; Rena Miller (RMR) present; Elena Romerdahl (ER) not present. Bayunt Ollek (BO) and Sebastian Orillac (SO) with Sapere present.

11 of 13 voting members are initially present, one ex-officio member is initially present.

2) Approval of IC Agenda

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

PASSED as amended with no objections. [11-0-2].

3) Consent Agenda

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

MOTION to approve consent agenda, 1FP, 2PM.

PASSED with no objections. [11-0-2].

4) ExCom

a) RCA Update

JG provided update. RCA approved final regulations at 12/15 RCA meeting last week. RCA authorized notice to Railbelt LSEs that they are subject to the ERO requirements of SB 123. Written notice will start 90-day application clock. Application will be due sometime in late March.

FP thanked RMR for the comparison document reviewing the draft and final regulations. His general thoughts were that the draft looked rather beaten up, RMR take? RMR replied, lots of edits, mostly grammatical, just a few substantive changes. Changes to the IRP section warrant closer review. Others should review their respective sections. The definition of 'rules' could be important, have flagged this for ER review.

b) Workplan Status Update

JG provided update. ExCom and Sapere are dusting off workplan to kick IC back into high gear come January. Workflow will depend on outcome of AppCom's process later in today's agenda. Goal is to have Sapere lead a dive into Workplan at 1/10 meeting. BO added will engage w/ comm chairs to update workplan. Sapere will also take a firmer role in driving schedule as there is no latitude for slip anymore.

[BH joined the meeting at 1:20 PM, 11 of 13 voting members present.]

SD suggested block out more weekly time to get through things. Sapere to circulate doodle poll to block out. Maybe slide into a comm slot, tentatively IRP or Bysub?

c) Adopt 12/15 regulations.

JG explained intent to revise IC's motion to follow the draft regulations and entertained motion.

[CR joined the meeting at 1:22 PM, 12 of 13 voting members present.]

[EJ joined meeting at 1:23PM, 13 of 13 voting members present].

EJ asked about definitions reconciliation. JG clarified that will be covered at agenda item 4d.

MOTION to prepare the RRC IC ERO application based on the regulations passed by the RCA on December 15, 2021, superseding motion #5 passed on July 12, 2021. 1HK, 2BH.

PASSED with no objections [13-0-0].

d) IC Regulation Questions List

JG provided update. Zoom meeting with ER and comm chairs is scheduled for this Wednesday from 12 to 1. Goal is to give ER clear guidance on her work to prepare the IC for the 1/10 RCA workshop on ERO regulations. Additionally to finalize list of questions IC will be posing and how we will present those. Examples are ER representing the IC, IC members representing themselves, etc. Committee chairs should review draft questions, in today's packet, and be prepared to revise/finalize that list as needed (IC approval on 1/3).

DB commented he has a list of IRP-related questions, will send to IRPcom for comment prior to 12/22.

EJ advised he cannot make the 12/22 meeting, but TL will attend.

RMR clarified that JE's first task to ER was to review the definitions (UOO, RE, etc).

VDS echoed RMR's comment. Also advised of a typo of the word 'but' on packet page 34.

SD asked whether there was a risk that we may pose questions that the RCA will be slow to respond to, producing lingering uncertainty in what we need to do for the application.

JG agreed and thanked SD for the point, as it raises broader strategy considerations that should be aligned prior to the 1/10 workshop. We can expect some commissioners and some staff to attend. They may provide non-binding opinions in real time, and RCA might follow up with formal clarification at some point later. JG added IC should think about certain angles such as how many questions should be posed, if IC were to offer answers how to diplomatically present those, and the implications of asking questions where IC may not like the answers. It is possible the better course is to present our application and let underlying questions be addressed in the application review phase instead. Another consideration is the scope we give ER to represent IC, and what / how IC members may engage at the workshop with their own questions.

FP agreed with SD that fewer questions may be best and we should triage our questions carefully.

RB commented that IC should presume the RCA will have done its job to write laws/regs that are clear enough to implement, read, and follow. IC should agree on what it means and eliminate our questions. If we can't, then consider seeking RCA clarification. RB and EJ advocated that we follow ER's guidance.

DB agreed w/ EJ and RB. Urged all to read final regulations as RCA made changes to user/owner/operator section that clear up the IC's questions in DB's opinion. But that IC should still send questions to ER, and if she has no opinion to send the questions on to the RCA.

VDS asked if the regulation changes will inform what we will be doing on 10th? JG clarified it will be discussed on Wednesday and finalized on 1/3.

VDS suggested that if there is anything new IC wants to ask RCA it should be drafted this week.

CR asked to confirm that the IC will have time on 1/3 to review strategy with ER to get this ironed out.

BO requested that chairs have a representative present if they can't make the 12/22 meeting.

5) Conference Committee Outcomes

a) Bylaws Revisions

SD provided update and read three proposed revisions to draft bylaws as in meeting packet.

MOTION to tentatively approve three changes to bylaws on board balance and stakeholder representation as presented in 12/20 IC meeting packet. 1SD, 2CR.

VDS commented they would vote no on this as they prefers a final vote and to bind this with the IC member resources acquisition process.

MOTION to AMEND to include approval of additional resources component. 1SD, 2CR.

EJ advised vote on amendment first.

AMENDMENT PASSED with no objections [13-0-0].

SD reviewed the member resources process. Concept was to have Sapere run these contracts, transferred to BO for details. BO said Sapere can take this role on, with a 20% markup. ExCom requested Sapere consider 15%. BO has queried management but has not received a response. SD advised with a \$50,000 NTE on this, the management difference (15% vs 20%) is \$2,500. Suggested we not get fixated on minutia and just proceed.

DT commented to clarify that he did not recall ExCom asking for Sapere to reconsider the 20%. But acknowledged the discussion that 15% is a more typical ceiling for this type of contract.

DB noted that he has an issue with an IC member having a question on a topic and not engaging with the appropriate IC committee prior to seeking outside help.

SD clarified step 3 does include committee consultation. DB thanked SD for that clarification, asked why questions should go through Sapere?

VDS provided an example (stress test) of the proposed methodology. They generated a list of questions, they are being addressed through IC channels now. Any unresolved questions would enter this process.

DB thanked VDS for clarification, added that makes sense.

EJ noted that within VDS' effort, Sapere contacted consultants and chairs both.

JG suggested may resolve issue by changing step #3 to include the subcommittee chair?

JWR asked what documents are being reviewed in this process? JWR used example of CMEP, was done a few weeks ago but now back under development, and there has been a series of questions on the document that takes JWR's time to respond to. JWR recapped saying that questioning draft documents could be a waste of time. SD responded safety net is this consultation process, it would halt poor use of resources on preliminary work products. SD observed this is also a good reason to pull the subcommittee chair into step #3.

DB questioned contacting chair and consultant. Routing things through the chair would retain control over the consultant. SD queried whether including the chair at step 3 solve it? DB replied he thought it would.

VDS expressed support for the change. It is efficient and eliminates a bottleneck.

JWR asked to clarify these queries would come from the \$50k pot of money and not the contractor's main budget? SD confirmed yes it would.

MOTION to AMEND external resources to change steps #3, #4 to read "... member, committee chair, and expert resources..." 1SD, 2EJ.

AMENDMENT PASSED with no objections [13-0-0].

MOTION to AMEND to change from "tentatively approve" to "approve". 1VDS, 2DB.

CR observed the implication is that Sapere executes this quickly. Do we need to make that explicit?

FP commented that the source document [bylaws] are only TA'd so how can we do final approval of a clause within a TA'd document?

EJ saw same quandary as FP. Raised the lack of uniformity in what IC thinks TA means. In MEA labor negotiations TA means something very specific.

JG agreed, IC doesn't have clarity on TA. Unfortunate.

FP observed the bylaws are close to completion, suggested we approve the full bylaws.

VDS commented this is relevant to AppCom now. There's a whole process on this topic being developed.

FP reiterated original comment.

CR commented that final approve of a portion of the bylaws is reasonable to lock in this element. That was understanding of ConCom in advancing this.

JWL commented that when dealing with things that are not defined, common practice is to defer to the vernacular meaning. Quick internet search yields "tentative approvals are not definite or certain but made as a first step". We never defined TA for IC, so this is the vernacular. A different specific meaning within contract negotiations are valid, in that context.

HK concurred TA is what JWL just said. Added there is also a good faith requirement here. If one is to bust a TA'd tenet, they need a good reason to do so.

BH commented that he brought up TA early in the IC process and did reference the labor agreement context. So that context was set at the very beginning.

EJ commented that, while he doesn't stand by it, also relevant is the definition of regressive bargaining from internet. Essentially, a party can't walk back from a proposal unless the retraction is linked to other matters.

VDS acknowledged the consternation here but would like to agree that this is solidly definitive. Can withdraw motion.

FP commented that he is ok with TA on this. RB offered to make a motion clarifying the intent of TA here.

AMENDMENT WITHDRAWN 1VDS, 2DB.

MOTION that it is the intent of the body that the provisions adopted by this motion constitute agreement in principal for all future purposes. 1RB, 2HK.

PASSED with no objections. [13-0-0].

JG returned to the main motion.

PASSED AS AMENDED with no objections. [13-0-0].

6) Introduce Application Deliverable Process

RMR introduced application deliverable process on behalf of AppCom.

BH continued that this is a draft form. Comments are needed back by Monday next week. Hoping for IC approval on 1/3.

JWL commented the process seems reasonable and offered two comments. RCA is holding workshop on 1/10. Regs adopted in past, never seen a retroactive workshop before. Are we also looking to get maximum distance so we can request meaningful input at the workshop? RCA is giving us opportunity to create a good application. BH clarified this is a longer-term process to get to the final application.

DB process is OK for committees that developed their own workproduct. However, IRP workproduct was vetted by a consultant. DB wants to avoid a technical writers' battle, it rehashes effort.

CR thanked RMR and committee and commented that it's a good process. CR said he has two comments/questions. Meeting on 12/22, without reviewing those questions, a key one is which parts of application impact each other. What decisions bind other decisions? Hard question, but important. Need to consider ID nexus between deliverables and try to avoid cyclic revisions. RMR provide simplified version of Precious. RMR is working on updating the Precious to reflect final regs. Can simplify Precious if needed. In Jan will work on application outline to start fleshing that out. JWL responded, once DOL is done, Lt Gov process is more ministerial to receive and publish the final regs. So JWL doesn't expect changes but ask an expert.

JG concurred with DB concerns over IC editing professional work products. Also, what is process for simple docs to opt out of, for example, legal review.

RMR changed step 5 to 'as needed' to avoid ER as needed.

JWR commented that the RMR / LJO review is painful delay but necessary.

BH agreed with step 5 changes, that the default is to skip a legal review.

PM stated that he would clarify at AppCom tomorrow that each deliverable should include any waivers for recommended review process. RMR duly noted!

SD stated review flow is satisfying. Detailed an example of a BySub final draft first goes to review with RMR and LJO, next presents comments in committee. Authoring committee is done with it during review process, until revisions come back to committee. But AppCom owns document and runs a presentation to author committee on edits and comments. Finally AppCom and author committee brings it to IC.

PM added during review, initial comments go back to the chair, final review is with whole committee.

[RB left the meeting at 2:48 PM, 13 of 13 voting members present.]

7) Committee Updates

ExCom: JG gave update. Continuing to meet weekly. DT standing in for JE while she is on leave. Tracking Sapere change order to update schedule and budget, expect that to come before IC early January. Nothing else we haven't already discussed today to add. DT nothing to add.

BySub: SD already gave update. Meeting this week. Comments from September review process still in process, up for 12/22 review and scrub. Next up is governance committee charter.

StanCom: JWR gave update. Working on CMEP, meeting this week maybe next week. Still working through LJO changes, also RM comments.

IRPcom: DB gave update. Met a few weeks ago but no one came, may try again. Rachel is preparing a presentation, comm could review, otherwise not.

TarCom: EJ gave update. Draft tariff doc pending resolution of the RE / UOO matter. Once those are done will finalize and bring forward.

PubSub: VDS gave update. Met last Friday rev pub ntc pol, IC eyes at next IC mtg 1/3. Gen Q on confidentiality comm will approve, VDS will interview w/ relv folks.

BudCom: Meeting tomorrow morning to receive final LSE input on COA so that can be finalized. Otherwise continuing to meet at weekly cadence to review IC expenses, still need to dust off our bit of the workplan.

AppCom: BH gave update. Nothing to add. RM nothing to add.

8) Member Comments

JWL commented to emphasize that as content such as the chart of accounts is developed and various feedback adopted from LSEs or others, make sure to be feathering with the 'why' stuff so when RCA raises the 'whys' the answers are already in the narrative or available.

EJ commented on behalf of MEA's absent chair, thanked JG for leading us today.

JG thanked JWL for guidance and EJ for recognition.

9) Tentative Future IC Agenda for 1/3

Tentative agenda items:

App delivery process

Public notice policy (VDS won't be present)

RCA workshop preparation, review and finalize IC questions list.

CR reiterated request to have ER at the 1/3 IC meeting to prepare for 1/10 RCA workshop. Useful?

VDS asked CR to expand on why we need ER at 1/3 meeting. CR clarified not all IC members will be at the 12/22 meeting, the final question list will be made by ExCom, and we will need to develop strategy at 1/3 for questions on 1/10. The idea is to have ER be on tap on 1/3 to answer questions.

PM wouldn't attorney be representing us? JG confirmed that is the expectation and one reason she was hired, so yes unless the IC directs differently.

JG confirmed ExCom would work to have ER in 1/3/21 meeting unless otherwise directed by IC.

10) Adjourn

MOVE to adjourn 1BH, 2EJ.

MEETING ADJOURNED at 3:05 PM

DEFINITION OF ABBREVIATIONS AND ACRONYMS

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)
COA:	chart of accounts
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
PC:	Perkins Coie Law Firm
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
RCC:	regulatory cost charge
RE:	registered entity
RRC:	Railbelt Reliability Council
SB:	Senate bill
SES:	Seward Electric System
SOW:	scope of work
SRF:	simplified rate filing
StanCom:	standards subcommittee
TA:	tentatively approve, tentative approval
TAC:	technical advisory committee
TAQ:	technical advisory quango
TAT:	technical advisory team
TarCom:	tariff subcommittee
TIER:	times interest earned ratio
UOO:	user owner operator

USOA: uniform system of accounts
WG: working group

ATTACHMENTS:

1. Approved bylaws and additional resource process.

ATTACHMENT 1/1 (1 PAGE)

RRC Vision and Mission Statements

Vision: A safe, environmentally responsible, reliable and affordable regional bulk electric system.

Mission: Serve the public interest and provide the greatest long-term value to the Railbelt by working collaboratively and transparently to establish and uphold protocols that sustainably balance safety, reliability, cost and environmental responsibility.

As approved by IC 10/18/21