

# Railbelt Reliability Council Implementation Committee – Meeting

February 28, 2022

## FINAL Minutes

### 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)	Y	Chugach Electric Association
Frank Perkins (FP)	Y	John Burns (JB)	Y	Golden Valley Electric Association
Dave Thomas (DT)	Y1	Rick Baldwin (RB)	Y	Homer Electric Association
Julie Estey (JE)	Y	Ed Jenkin (EJ)	Y2	Matanuska Electric Association
Lou Florence (LF)	Y	Shayne Coiley (SC)	n	Doyon Utilities
Dave Burlingame (DB)	Y	Rob Montgomery (RM)	Y3	City of Seward
Kirk Warren (KW)	Y	David Lockard (DL)	n	Alaska Energy Authority
Suzanne Settle (SS)	n	Sam Dennis (SD)	Y4	Cook Inlet Regional Inc.
Joel Groves (JG)	Y	Mike Craft (MC)	Y5	Alaska Environmental Power, LLC
Veri di Suvero (VDS)	Y	Alyssa Sappenfield (ASF)	Y	Alaska Public Interest Research Group
Chris Rose (CR)	Y	Greg Stiegel (GS)	Y	Renewable Energy Alaska Project (REAP)
Paul Morrison (PM)	Y	Dustin Madden (DM)	n	Large Consumer
Hank Koegel (HK)	Y	David Newman (DN)	Y6	Unaffiliated seat
<i>Jeff Waller (JWL)</i>	Y	<i>James “Jay” Layne (JL)</i>	Y7	<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: DT left at 3:20 PM.

Y4: SD left at 4:45 PM.

Y7: JL left at 2:55 PM.

Y2: EJ left at 3:53 PM.

Y5: MC left before 5:07 PM.

Y3: RM joined at 2:15 PM

Y6: DN left at 2:15 PM.

IC Consultant	Y/n	Attendance Notes
Tom Lovas, Energy and Resource Economics (TL)	Y	TL joined at 3:30 PM.
Dana Zentz, Fish Bay Consulting (DZ)	n	
David Hilt, Grid Reliability (DH)	Y	DH left at 2:45 PM.
Steve Mahoney, Manley & Brautigam (SM)	Y	
Elena Romerdahl, Perkins Coie (ER)	Y	
Bayunt Ollek, Sapere (BO)	n	
Sebastian Orillac, Sapere (SO)	n	
Rachel Wilson, Synapse (RW)	n	
Lori-Jo Oswald, Wordsworth (LO)	n	
Rena Miller (RMR)	Y	

13 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, 1VDS, 2CR.

EJ observed he must leave at 4PM, proposed to move tariff ahead of BudCom, also that TL will be joining at 330pm. Should just be 15 minutes for this item.

**MOTION TO AMEND** to have TarCom start at 3:30 and BudCom to follow. 1EJ, 2HK.

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

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

### 3) ExCom Update

#### a. 1<sup>st</sup> Organizational Meeting Public Notice Posted

JE provided update. While not yet beholden to bylaws, we will conform to notice per RRC policies for first meeting.

CR asked if the public meeting will be open to the public? JE confirmed it will.

JG clarified current meetings, including this one, are open to the public. Not well attended, though.

FP asked if ANC still has any COVID mandates. JE and BH stated no.

LF advised meeting notice is already on the website, and includes the venue and teleconference provision.

BH advised not sure whether the venue has Zoom capability. Will check with Arden and verify.

VDS advised would be great to have teleconference capacity. BH suspected it is possible but he needs to verify.

#### b. Implications of Application Approval Vote

JE introduced matter. Once we vote and approve the application and it is submitted, would like members to air their expectations for the RCA review docket. JE had assumed we will all support it, but others have different views. Pointed to code of conduct (COC) at 6.2, separation of RRC interest and parent organization interest. So COC seems to allow it as part of that separation. Opened matter for comment and guidance.

CR understood the reasoning, but the notion is disturbing that a director could offer consent in this process but work against the RRC before the RCA.

JE concurred, but there it is.

VDS expressed concern mostly on RRC's end. Don't want to incentivize this group to vote no on the application if that offers standing to intervene before the RCA. Maybe avoid a vote on the whole package? This matter could torpedo the application itself if not careful with this.

DB commented Seward (SES) has been pretty open that one certain bylaws provision is a deal-killer for us. If that bylaws provision passes, SES will vote against the bylaws and petition to intervene before the RCA. *[SES' issue is whether directors are free to participate on Working Groups. SES' position is that any prohibition will keep SES from participating on WGs due to limited personnel resources].*

PM requested clarification of Duty of Care (DOC) Rule 10. If you vote to approve the application you shouldn't come before the RCA. See it as applying either way.

JE requested clarification. PM restated it. BO pulled up DOC. JE clarified the DOC will no longer apply, we will have adopted RRC bylaws and Code of Conduct, and that will apply at that time.

JWL commented, even if look at DOC, members are free to comment, just clarify that they are not representing IC. Not advocating that anyone undermine the application, but if there was a hearing, and someone is put under oath, they will have to answer honestly. DOC #10 leaves it open. Understand where JE is coming from, but it is going to happen. RAPA supports the application, but may still comment on things.

BH agreed with JWL. We will be bound to bylaws etc., but there is a process that extends beyond the RRC and that will go on.

DB pointed out, in the case of a violation penalty, the party can appeal to the RCA. Don't see the difference.

HK commented that he is not concerned about it. If the RRC falls apart, let it happen before the RCA. Would hate to see all this work go to waste, but if it is going to happen, let it happen.

VDS observed they don't want to preclude anyone from going to the RCA, also don't want to let this issue prevent anything going forward. But never done an ERO certification and there are many unknown unknowns. Not all parties have the resources to intervene and fully play before the RCA. They are concerned about that as well.

SD raised different topic. Once the RRC is stood up, then member alternates will fade to the background. SD, on bylaws, and JWR, on CMEP, are the only two alternate-led items. Will probably have faded to background by then anyway so probably not a big deal. He just wanted to highlight it.

#### 4) **Final RRC Bylaws**

SD introduced a preface issue regarding the stakeholder classifications table before making motion to approve the bylaws. RMR identified issues with the director stakeholder classifications, and presented refinements to better align with safe harbor regulations. RMR summarized changes, concluded there is no functional impact to stakeholder classifications or seats.

JWL commented that the small / large consumer revision looks fine, but questioned SES as a producer? SES only has ancient backup generation. If JWL had a big backup generator, does that make him a producer as well?

LF raised a point of order, asked what we are doing and if there was a motion?

JE clarified, SD set stage that when we vote, this table will be included. So, this is discussion. SD concurred.

BH clarified, SES has new generation, still diesel-fired though. And when the line is down they do self-generate and may even back feed into CEA to feed Cooper Landing or Hope depending on where the break is.

JG asked about the municipality (muni)/coop distinction which was the basis for the existing stakeholder classification. Don't want to collapse the whole board structure. Not clear the new proposal keeps SES distinct from Coops as generation / distribution / transmission is not very clear as some folks think SES has all three, others claim it does not and is just a distribution LSE. Urged caution on this.

RMR advised under 080, coop/muni distinction is not in there. For providers it is all about profit.

DB commented that SES does not want to be pulled into coops, concerned about that. Concurred SES does have generation. But perhaps SES doesn't qualify as generator-owner because our plant doesn't run enough to qualify? DB will defer to RB, if it saves the IC from a rabbit hole.

RB stated this is not clear he hasn't scrutinized this. Is this delineation necessary for our application? Thought our narrative would speak to how we meet safe harbor, and this seems unnecessary to the bylaws. Maybe excise this from the bylaws for approval today and move on?

CR remarked the substantive issue here is whether this would change the number of stakeholder groups. Procedurally, this goes to LF's question, we should vote on this as an amendment and not try some other process.

EJ concurred with CR, this goes to balance, under safe harbor clause regarding provider / consumer. Unsure if they are the same thing. Other element is what interest you represent. For example VDS and PM are both consumers, but they represent different interests.

SD advised he's heard enough that we need to hold back on this. Will follow RB, stick with existing bylaws and explain how this conforms in the narrative. If RCA balks will deal with it then. Thanked all for discussion.

**MOTION** to approve bylaws in 2/28 packet as the official version of the bylaws for the RRC 1SD, 2CR.

BH asked SD to clarify language about election processes in the bylaws.

SD responded that in governance charter it speaks to these things in more detail. This may be old language in the section BH referenced.

BH concurred, advised he is flagging for IC to understand.

SM chimed in and explained language. If CEA was a member of AIPPA, and was the only AIPPA member present in an AIPPA meeting to approve their directors, then that would not be OK as CEA would effectively be appointing two directors, CEA's and AIPPA's.

DB objected to the process, approving the whole bylaws document is inappropriate, he has multiple items he wants to review.

JE clarified we're in a process. Open to amendments, including from DB.

**MOTION TO AMEND** bylaws at 2.1.2.3(j) [page 8]: delete "...of not more than 15 entities..." 1DB, 2BH.

BH commented the size was inserted for expediency, not for any other agenda, to both sections J and K.

SM concurred that this was a managerial decision to keep the groups to a manageable size.

BH commented that if you were the 16<sup>th</sup> entity it may not seem fair and could protest to RCA.

LF suggested clarifying language. JG and DB restated the motion for clarity.

VDS asked if K (large consumer) was included, as it also has the '15' language.

DB clarified that is a separate issue. But agreed also an issue.

*[RM joined meeting at 2:15 PM, 13 of 13 voting directors present.]*

*[DN left meeting at 2:15 PM, 13 of 13 voting directors present.]*

CR called the question. JE clarified process; CR withdrew his call.

CR objected.

**AMENDMENT FAILS** by roll call vote [9-3-1] with DU, CIRI, and REAP voting against and AKPIRG abstaining.

*[JG stated at the vote tally that as bylaws are a foundational document, the IC's higher supermajority voting threshold of 10 votes applies. EJ later questioned this, sparking discussion on the matter with JG, SM, JE, RB, DB, BH, SD, KW contributing. JE ruled as Chair that the supermajority vote threshold applies to bylaws amendments, but not to procedural motions around them, such as tabling a matter.]*

**MOTION TO AMEND** bylaws at 2.2.2 [page 13], after 2<sup>nd</sup> sentence add: "All executive sessions shall be recorded as a matter of course and designated according to the RRC Confidentiality Policy."

1ASF, 2CR.

FP asked whether other entities record executive sessions (ES)?

HK liked the idea but emphasized that any recording can be used against you.

RB raised a cybersecurity concern. Nothing on a server is ever 100% secure. Concerned that putting this in bylaws is not a good idea.

BH concurred with RB. This is a policy matter. CEA does not record ES as it allows for a more open discussion. Recordings constrain dialog. Good idea, but not for bylaws.

LF objected to amendment. ES recording will stifle dialog and hamper the RRC.

VDS stated that AKPIRG supports this. Discussed this at PubSub. Policy could exclude PII matters, reference to a policy preserves flexibility. This does not raise unique cybersecurity concerns. As the same risk applies to all the other documents being stored. Understand hesitancy and boldness of this, but PubSub favors this and the concerns are valid and would be addressed.

CR requested a clarification from VDS – there could be exceptions to this – would the policy allow those exceptions to be developed if this was in the bylaws?

VDS confirmed yes it would. Concept is this would be in public documents policy. It was in there for a long time. But those policies have been TA'd, and this issue was punted to bylaws with a pointer to a different policy. This amendment is to insert that pointer.

SD expressed no strong feeling about this. He did prefer this be in policy rather than in bylaws. For consistency prefer that approach.

SM offered, from strictly legal perspective, there is nothing you record or collect that is not discoverable. This policy would stifle discussion by prudent directors.

EJ objected.

**AMENDMENT FAILS** by roll call vote [3-10-0] with AKPIRG, Independent, and ANTHC voting in favor.

**MOTION TO AMEND** bylaws at 2.1.2.11, directors' fees [page 11]: Change "...a fee may be allowed... to "...a fee shall be allowed..." 1CR, 2VDS.

**AMENDED** with no objections [13-0-0].

JWR raised a point of order. He has DH on standby for the CMEP discussion, should DH stay on? We are over time on bylaws with no end in sight.

JE acknowledged issue, invited guidance.

**MOTION to TABLE** and send further amendments out to IC ahead of time. 1VDS, 2JG.

SD advised will be on road Wednesday, might be able to attend by phone. SS will probably not be available.

JWR advised he and DH are both available Wednesday.

LF raised point of order, need to vote on the motion, it is not debatable, and objected.

**FAILED** by roll call vote [6-6-1] with CEA, DU, GVEA, HEA, Independent, and REAP voting against and CIRI abstaining.

*[Meeting continued with bylaws. DH left meeting at 2:45 PM, 13 of 13 voting directors present].*

**MOTION TO AMEND** bylaws at 3.1.2.3, TAC [page 24]: change “chaired” to “supervised”. 1JWR, 2CR.

CR requested that the pace slow down to allow members to keep up.

**AMENDED** with no objections [13-0-0].

**MOTION TO AMEND** bylaws at 2.1.2.3, director seat allocation [p7]: 5<sup>th</sup> sentence, add “seats A-F” before “...ceases to exist...”. 1PM, 2VDS.

BH requested clarification. Which seats do you want this to apply to? Didn’t conform to your discussion. Asked to restate motion. PM confirmed A-F, didn’t think would ever apply to G.

EJ added trade organizations (seats H and I) can also fold. Suggested amendment apply more broadly instead of calling out specific consumer classes.

*[JL left at 2:55pm, 13 of 13 voting members present.]*

SD advised this came up in BySub, there’s language in the governance committee charter to address this. For example, if a director can still represent the class, they could survive the entity’s extinction.

JWL suggested caution. There is a bill now to change AEA into the ‘Alaska Energy and Broadband Authority’. If it is passed what happens here?

RB remarked the reason this is here is to make sure the director always represents a certain class of entities. Need some way to remove a director who no longer meets that intent.

CR remarked that he is confused over how appointing entities are selected.

*[JE transferred chair to JG]*

SD commented, it is hard to see how this applies to three consumer seats, as the “appointing entity” there is a group that exists only during the appointment process and then is disbanded.

EJ opined so what if change language to point to “group” in the Seat K, L, M processes instead of “appointing entity”?

HK if it is unclear, perhaps need amendment in writing to fix it. If we don’t understand it need to fix it now as those that come after will probably be confused by this.

BH requested the motion be restated. JG restated it.

CR asked why not extend it from A-F out to include I?

PM asked for clarification. Is CR suggesting it extend from G through I? CR replied yes then added that J-K-L is issue here. PM would entertain a motion.

**MOTION to AMEND the AMENDMENT** to replace “A-F” with “A-I” 1CR, 2RB.

BH asked per CR’s earlier complaint, what page are we on? CR clarified page 7.

RB agreed, HK’s comment is persuasive. On the fly fixes are challenging.

CR understood RB’s point. Suggested everything except for J, K, L. Would that fix it?

RB supported PM’s amendment. Intent is someone can continue to carry out duties.

CR suggest don’t fix on fly. Agree with RB and HK.

**MOTION to TABLE** 1RB, 2BH.

No objection. Motion Tabled.

*[JE resumed chair from JG.]*

**MOTION TO AMEND** bylaws at 3.1.2.3, TAC 4<sup>th</sup> paragraph [page 25]: Change “...pay a fee to the...” to “pay a fee to a” 1CR, 2PM.

DB stated that he would like to discuss budget impacts of this change. RRC budget is increasing dramatically from original estimates. These bylaw amendments, when they have budget impacts, need to be accompanied by fiscal notes so we understand that. Not conformable with SES

CR advised he doesn’t think his amendment has any budget impact.

DB don’t disagree, but not voting that we should pay them, regardless of “a” or “the”.

**AMENDED** with no objections [13-0-0].

**MOTION TO AMEND** bylaws at 3.1.2.3, TAC [page 25]: Replace 3<sup>rd</sup> paragraph to read “Directors may serve on a TAC working group. A director serving on a WG shall do so as a QR for that director’s seat”. 1JWR, 2FP.

JWR commented his concern is that a director could pose undue influence on the WG. As I see it TAC manager will have to deal with Board regardless, at the outset or at the end. Makes sense that the director would weigh in at the beginning of the process and not at the end. Important at the WG level that all interests be articulated at the WG level. Anything that moved up to the Board through the TAC needs to be vetted fully and early. If a director has a dissent, it may come back down to a WG anyway, so proactive engagement is simply more efficient.

CR opposed this. Understand the need for it but disagree with the amendment. All directors have opportunity to have SMEs AND QRs in the WG representing their view. If a specific person from an



organization is so critical, the organization should reserve that person to be a QR and appoint a different person to be director.

HK stated that contrary to what's going on here at the IC, directors should not be in WGs. Undue influence is too possible.

*[TL joined meeting at 3:30 PM, 13 of 13 voting directors present.]*

FP agreed with the amendment, this language was put in here to prevent undue pressure. The Code of Conduct should address that.

DB replied that, as stated previously, this is something SES is opposed to. SES has one person qualified to participate. This is not something required by AS or AAC. SES has never been party to the standards, was not involved in their development, but will be beholden to them, with the ratepayer costs that entails. Standards will also apply to islands. The notion that the islanded LSE such as SES will be subject to this is a deal breaker. Tried to fix it by carving out IRP vs standards but didn't have any supporters. SES will protest this to the RCA.

SD emphasized this is compromise language that does allow directors to serve with board approval.

LF commented to oppose the proposed amendment. Disagreed that it is satisfactory to have director on WGs, but unique circumstances may call for an allowance for it. LF supported existing language in the bylaws.

BH advised this matter did not have unanimous support at BySub.

VDS commented to oppose the amendment, the compromise language works.

DB opined the reason for the TAC is to prevent undue influence. TAC + restricted stakeholder representation is not something I would have supported. If this was to be here, needed to come in at the outset. Not saying SES representative is a technical expert. They are the only person at SES who understands their system and their interests. Will understand impacts of a standard on their system, financially. How can you have fairly evaluated costs and benefits of standards on SES without understanding the standards.

RM commented to support DB comments. Provisions puts SES in a difficult financial position.

JE asked RM whether the compromise language addresses his concerns.

DB responded, in language there is alignment between REs and non-REs but the compromising language does not address his concerns. RM concurred.

JWR asked how does an allowed director sidestep the undue influence concern?

VDS agreed with DB it is a shame this came up so late. We all came into this process with lots of assumptions. They don't read ill-intent to the timing though. We will be able to hire a QR, could be

a director, and an SME. Prefer that QR or SME not be a director because of the ethical and undue influence considerations which are a big deal. There needs to be a high standard to overrule that ethical bar and allow the director on a WG. SES does present a unique perspective. So does AKPIRG. AKPIRG would make the investment to hire and train someone to do this. This is a long-term investment that is or may be justified.

BH commented to speak to his reasoning. Point of this organization is to bring all stakeholders together to build the best product possible. Anything that limits that goes against that principle. Understand the board / employee concern, but this is a very atypical organization. The firewall usually is there to protect the entity's financial and ethical integrity. The collaborative concerns supersede here.

EJ asked SD to explain how the 4<sup>th</sup> paragraph interfaces with this discussion.

SD clarified, any director can attend, and engage as a member of the public. Just not fully participate as a WG member.

EJ observed, so a director can be member of the public, so public comment? SD referenced that according to public participation in a development policy, yes.

EJ continued, already directors are there and commenting, so this seems pretty nuanced. These are non-voting groups.

DB opined there is good discussion here. But everyone's mind is made up. Question he has for ER, if a director is excluded from a committee (such as a WG), how does a director file a dissent? That is a regulatory requirement?

ER responded. There is a requirement that a director may have a QR.

DB clarified, there is a requirement that a director be allowed to file a dissent.

ER stated she will have to look at language. DB offered reg cite, observed he would hate to be handed a legal opinion at the RCA instead of now.

SD clarified, director is allowed at the WG, but is not allowed to participate or articulate as part of committee. DB requested need a legal opinion. Running a utility is not easy. Understanding and implanting standards is not something you can outsource.

ER added she will review and advise.

JE asked if DB is moving to table.

**MOTION TO TABLE** until a legal opinion is available 1DB. 2VDS.

PM objected.

**TABLED** by roll call vote. [9-4-0]. AEP, AEA, AKPIRG, CEA, SEWAD, GVEA, HEA, MEA, Independent voted yes. ANTHC, CIRI, DU, REAP voted nay.

**MOTION TO AMEND** bylaws at 2.1.2.1 [p6]: change ...directors shall never be less than “3” to “9”. 1PM, 2CR.

FP asked whether 3 is for emergency meetings? If not that, then why 3?

SD stated that 3 was an early number, deferred to SM. SM advised 3 is not a magic number, just director choice. 3 is minimum under state law.

HK commented this has nothing to do with voting. This is just a minimum bumper. Also observed should read “fewer”, not “less”.

PM replied that if we had 3, we couldn’t operate the bylaws.

SM clarified all this means is that the RRC understands state law. It has no other functional impact.

PM argued that if you had less than 9 directors, you couldn’t function under the bylaws.

HK replied if you were under 9, we would have to redo all requirements in bylaws anyway.

EJ said he thought we established percentages governed voting thresholds, not numbers. JG interjected, that is IC not RRC.

VDS observed we are incorporating with just three board members. So may introduce more problems.

SM clarified, only three incorporators, but full board is mentioned in articles.

RB confirmed SM, state law requires 3, every non-profit he’s ever done has stated three here. It speaks to state law.

PM and HK objected.

**AMENDMENT FAILS** [1-12-0] with ANTHC voting in favor.

**MOTION TO AMEND** bylaws at article 12, definitions, [page 35]: to change the definition of supermajority voting threshold from nine to ten directors. 1CR, 2PM.

JE asked SD to speak to it. SD observed it has been 9 for ever. Came out of May mediation, before 13<sup>th</sup> seat was added.

*[EJ left meeting at 3:53 PM, 13 of 13 voting members present.]*

**MOTION TO AMEND THE AMENDMENT** to 75% 1PM, no second, motion fails to proceed.

JG clarified the May mediation that landed on 9 for the supermajority did include 13 directors. It did not form or fill the 13<sup>th</sup> seat on the IC, but introduced and agreed to a 13-seat board for the RRC.

RB concurred with JG. FP concurred with RB.

FP objected.

**AMENDMENT FAILS** by roll call vote [1-10-2]. With AEP and AEA abstaining and REAP voting in favor.

**MOTION TO AMEND** bylaws at 2.2.4.3(f) [page 14] to read: “develop, approve, and file with the RCA all IRP work products and an IRP in accordance with applicable law”. 1DB, 2CR.

CR agreed with DB that all votes that lead into the IRP should be supermajority. Suggested language may not hit the mark. Suggested “Approve all IRP decisions and file a final IRP with the RCA in accordance with applicable law.”

**MOTION TO AMEND THE AMENDMENT** to read “Approve all IRP decisions and file a final IRP with the RCA in accordance with applicable law.” 1CR, 2BH.

KW asked what an “IRP decision” is?

DB agreed, suggested “...all IRP interim recommendations from the TAC and file a final IRP...”

RB agreed with KW, “all IRP decisions” is not something everyone understands so that is a problem. Would be nice to know what those steps are, and which trigger the supermajority.

JG asked DB if his term ‘interim recommendations’ is consistent with the IRP process document?

DB replied would have to go pick them out. There are probably 30 to 50 decisions. Lots of decisions at TAC that require TAC decisions. Those that come up from TAC to Board are what we want to count here.

BH proposed alternative language. “Approve all IRP decisions that come from the TAC, materially affect the outcome of the IRP, and file a final IRP with the RCA in accordance with applicable law.”

CR referred to BH suggestions, not sure we need BH language. Board will delineate this with their work order. Leave it to the TAC recommendation process. Everything the TAC brings to the board on the IRP is what we need.

SD stated that we know what the intent is, suggest we stay high above this issue and vote on intent and work out language later.

LF concurred with SD, lots of perfect language in the bylaws, effort to make it more perfect is a poor use of our time. We haven’t fundamentally changed anything here. Original language was good enough.

PM observed JG [DB] hit it with “interim recommendations”.

JE interjected that we need to move on this.

RB, LF objected.

**AMENDMENT FAILS** by roll call vote [8-5-0] with AEA, ANTHC, CIRI, DU, and HEA voting against.

*[amended amendment language and subsequent permutations were never approved. Apparent understanding of IC is this vote was on the original amended language and discussed permutations].*

**MOTION TO AMEND** bylaws at 2.2.4.3 [page 14] to add a new item, q or otherwise: “approve penalties in accordance with applicable law to supermajority items under 2.2.4.3”. 1JWR, 2VDS.

JE asked if it needs “in accordance with applicable law”. JWR declined an opinion, but observed it is a term used throughout this section.

RB viewed enforcement as covering both penalties and Find/fix/track (FFT) actions, so this amendment is not needed. HK agreed with RB.

JG asked JWR for his opinion on RB/HK comments.

JWR responded yes there is a distinction, as a proposed penalty requires public input and that the RRC decision be sent up to RCA. FFT orders and settlements are all enforcement-type issues. This section already broke out transmission cost allocation as distinct from other standards, so following that structure.

DB agreed with JWR, these are different actions.

**AMENDED** with no objections [13-0-0].

**MOTION TO AMEND** bylaws at 2.2.4.3(l) [page 14] to read: “establish or amend policies, procedures, and TAC charters” 1PM, 2VDS.

FP advised not called TAC charter.

JG concurred, not a charter as we want to deemphasize ‘committee-ness’ of the TAC. Proper name for document is unclear, best we have right now is TAC process.

HK asked if this should this be a separate line to keep TAC away from committees?

JWR asked if TAC is a rule.

JE directed to JG or RMR. RMR responded, parts of the TAC process are rules, the whole thing likely is not. RMR suggested the best process may be to leave a blank where the final name of the TAC process will be.

PM commented that he would be amenable to RMR’s suggestion.

**MOTION TO AMEND** bylaws at 2.2.4.3 [page 14] to add a new bullet: “Amend repeal or alter in any way the TAC process – new line 1PM, 2VDS.

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

**MOTION TO AMEND** bylaws at 3.1.2.3, TAC [page 25] to strike 3<sup>rd</sup> paragraph: “Each voting director ... budgeted allocation.” Until such time as a budget analysis of this provision is completed. 1DB, 2BH.

CR observed this was a fundamental issue, and who is to say what the budget impacts may be. Our decisions may have profound costs on future capital cost outlays that are impossible to define up front. CR also flagged director amendment in the queue that impacts this provision.

VDS asked DB what a budget analysis means in the context of this process?

DB responded. If we’ve agreed that QRs will be paid, I don’t see where we approved that. I don’t have a problem paying folks like AKPIRG to attend. Issue is with paying private companies to have people on working groups. The entities that can’t afford it, that’s fine. Maybe no one else cares, but SES does. VDS thanked DB. Suggested different than a budget analysis. We have no budget analysis plan. Unclear how we move on this. DB clarified, if this costs \$50k, I don’t mind. If it is a \$1M change, then I care. IC decisions are happening in a cost impact vacuum.

JE directed that IC return to orderly discussion.

VDS observed budgeting is pending at BudCom. Until we agree on compensation rates, and until a budget exists, really hard to advance this matter. Process seems circular. Would like to see a clearer amendment on this topic though.

LF raised question on the BySub process. Did this come out with split vote or unanimous?

SM commented it was a consensus matter at BySub.

FP observed RRC process has included lots of people, lots of meetings, big cost. At some point there was a discussion of trying to give out budgets and let folks manage their own matters. Read language, and the budgeting is per the board so they will set it. That seems OK, the board has control.

BH offered his perspective, didn’t like this language but it worked. Logic was to impose sanity to the proliferation of committees that we have ended up with due to overly proscriptive regulations.

JE appreciated where DB is going, but thought we need a more surgical fix.

BH added, for disclosure and to signal his intent, CEA plans to raise this matter at the RCA in the application review. To emphasize problems with the regulations.

JE called for objections, VDS, JG, SD objected.

RB requested motion be restated. JG restated it.

*[SD left meeting at 4:45 PM, 12 of 13 voting members present.]*

**AMENDMENT FAILS** by roll call vote [1-11-1] with CIRI absent and SES voting in favor.

*[Agenda items 5 - CME Program, 6 - IRP, 7 - TAC, and 8 - confidentiality policy, all deferred to future meeting]*

JE checked in on process. Agenda totally blown for today, invited comment on strategy.

VDS was poised to call the question on bylaws, but deferred for continued discussion. Suggested adding an additional meeting this week to keep on working.

JE concurred, acknowledged her thought was to extend the Wednesday meeting. That IC meeting rolls into the BySub meeting slot anyway.

LF suggested we adopt a requirement to submit written amendments ahead of time to speed the process along. JE concurred. Ruled that future amendments be in writing.

BH asked what the deadline for written amendments is? JE deferred to BO. BO advised by 3PM Tuesday for the Wednesday meeting.

DB asked if we could get questions answered and how? Do we submit questions? JE suggested submitting clarification questions and hope that BySub may respond in time.

VDS commented to agree with a more structured process, but suggested before the meeting starts is a more realistic deadline. Sooner is nice, but just in writing is enough.

CR asked to clarify the goal of the Wednesday meeting? Just bylaws, or tackle the rest of today's agenda?

JE there is still a tabled motion that can come back Wednesday and we can call that question.

VDS advised they cannot meet longer Wednesday, urged a Friday or Saturday meeting.

JG advised next week is spring break for Anchorage and Mat-Su schools. He is out from Friday to Monday, on 'vacation-vacation'. Cautioned others may be out as well.

BH asked what a 'vacation-vacation' is. He disclosed he is in Sun Valley right now, but on this meeting. JG indicated one would do well to presume he may not be quite that available, then uttered some irreverent and irrelevant public dis-service announcement about smoking.

JE added that they will be sending out a presentation on OLE, sponsored by HK.

BO offered guidance on next agenda. Knock out some easy stuff. Revisit TAC before JG leaves. Possibly push TAC above bylaws. In order of priority, probably TAC, then CMEP, then IRP, then bylaws.

JE decided to extend the Wednesday meeting to 2 PM, acknowledged that will depend on holding on to quorum.

## 5) MEETING ADJOURNED AT 5:07 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)
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