

# Railbelt Reliability Council Implementation Committee – Meeting

March 8<sup>th</sup>, 2022

## FINAL Minutes

### 1) Roll-call

The meeting was held via Zoom, was called to order at 7:00 AM, and was chaired by SS.

Primary		Alternate		Organization
Brian Hickey (BH)	Y	Jeff Warner (JWR)	Y	Chugach Electric Association
Frank Perkins (FP)	Y	John Burns (JB)	n	Golden Valley Electric Association
Dave Thomas (DT)	Y	Rick Baldwin (RB)	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)	Y	Rob Montgomery (RM)	n	City of Seward
Bryan Carey (BC)	Y	David Lockard (DL)	n	Alaska Energy Authority
Suzanne Settle (SS)	Y	Sam Dennis (SD)	Y	Cook Inlet Regional Inc.
Joel Groves (JG)	n	Mike Craft (MC)	Y	Alaska Environmental Power, LLC
Veri di Suvero (VDS)	Y	Alyssa Sappenfield (ASF)	n	Alaska Public Interest Research Group
Chris Rose (CR)	Y	Greg Stiegel (GS)	n	Renewable Energy Alaska Project (REAP)
Paul Morrison (PM)	Y	Dustin Madden (DM)	n	Large Consumer
Hank Koegel (HK)	Y	David Newman (DN)	Y	Unaffiliated seat
<i>Jeff Waller (JWL)</i>	Y	<i>James “Jay” Layne (JL)</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

IC Consultant	Y/n	Attendance Notes
Tom Lovas, Energy and Resource Economics (TL)	n	
Dana Zentz, Fish Bay Consulting (DZ)	n	
David Hilt, Grid Reliability (DH)	n	
Steve Mahoney, Manley & Brautigam (SM)	Y	
Elena Romerdahl, Perkins Coie (ER)	n	
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, 2PM.

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

**MOTION** to limit debate to 2 minutes per person and end all debate by 7:25 AM. 1DT, 2 VDS.

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

### 3) Final RRC Bylaws

DB said they would vote yes on bylaws as is. DB added they would vote no on SD’s amendment.

SD brought up tabled language for Directors on TAC Working Groups. SS asked members to read through this document one more time.

SS sought clarification that the language in this amendment would replace the third paragraph in 3.1.2 (Section on TAC). SS read out the current language of the Bylaws.

**MOTION to REMOVE FROM TABLE** motion proposed by SD on 3/7. 1EJ, 2HK.

Tabled motion from 3/7 IC meeting:

***“MOTION to AMEND*** bylaws and add language provided by SD (see below). 1SD, 2BH.

*A director may serve on TAC Working Groups with the approval of a majority vote of the Board of Directors. In voting, the Board shall consider the issue of undue amplification and attenuation, as well as the availability of resources, to adequately represent stakeholder interest. A director approved to serve on the working group will do so as the qualified representative for that director’s seat.*

*If 3 or more Qualified Representatives and/or RRC staff on a WG believe the Director is exercising undue influence, they may petition the Board through the WG Manager anonymously if desired, to have the Director removed from the WG. Upon receiving the petition for removal, a Supermajority vote of the Board is required to retain the Director on the WG.”*

**PASSED** with no objections, motion un-tabled. [13-0-0].

SS asked to have words inserted about a director being uniquely qualified.

**MOTION to AMEND AMENDMENT** add “uniquely qualified” before Director at beginning of first paragraph. Amended text would read “A uniquely qualified director may serve on TAC...” 1EJ, 2VDS.

RB was concerned about smaller utilities effectively participating if they are constrained. This also effects independent groups. He thinks if this is brought to the RCA they could argue that resources aren’t adequately spread out, preventing utilities, like Seward, from actively preparing. RB views this as a vulnerability.

EJ asked DB if he had any issue with the insertion/amendment. DB replied yes.

SS stopped discussion.

FP stated that he is against this amendment, “uniquely qualified” is bland and doesn’t add any information.

HK agreed with FP, “uniquely qualified” does not add any information.

No further comments.

FP objected.

**MOTION to AMEND AMENDMENT FAILED** by roll call vote (5-8-0) with AEP, ANTHC, AKPRIG, CIRI, and REAP voting for.

Original motion by SD on 3/7 is on the floor.

**MOTION to** call the question. 1FP, 2BH.

VDS objected.

**PASSED** by roll call vote [11-2-0] with ANTHC and Independent voting against.

VDS raised a point of clarification. They wonder if SES and Chugach could speak to whether they would plan to intervene in application docket if this language is approved.

DB replied no, BH said he could not answer in one word.

CR objected to motion.

**MOTION to AMEND FAILED** by roll call vote (9-4-0) with AEP, ANTHC, CIRI, and REAP voting against.

Motion by SD on 2/28 to approve bylaws is on the floor.

*[The record does not reflect this motion being formally brought back from the table, but the body acted as such with no objections raised so functionally, it was brought back from the table].*

CR moved to approve bylaws. SD clarified that motion is already in existence and un-tabled.

FP, HK objected.

**MOTION FAILED** by roll call vote [8-5-0] with AEP, AEA, CEA, Seward, and GVEA voting against.

SS opened floor for suggestions on how to proceed.

EJ asked if bylaws are needed for incorporation. SM replied no. EJ stated maybe not necessary, but it would complicate incorporation.

SS requested clarification. EJ stated that once we're incorporated 8-5 would be an approving vote.

JWL explained that once incorporated only a simple majority vote would be needed to pass the bylaws. Even 7-6 would be enough.

SM explained that once incorporated if there are no rules then a majority vote is the only thing that is needed.

SM stated that in the first few minutes of meeting that the articles need to be changed since the directors have changed since they've been filed. SM clarified it would take 2-3 weeks to modify articles, so will keep articles how they are and just replace directors as first order of business.

CR explained that JWL and SM are correct. After incorporation there are no rules if bylaws are not adopted. CR is concerned about gaming the bylaws and passing or amending them with 7 votes.

DT opined that perhaps reconciled language could be motioned as part of the bylaws when the bylaws are presented to the group as a package.

HK stated it is foolish to rush into this issue. He agreed with CR, better to solve this before incorporation.

EJ noted that he does not know how to resolve this bylaw issues if we can't pass the reconciliation language. This was supposed to be the compromise. Where do we go from here?

SS requested motion to adjourn and asked if anyone wanted to discuss the next meeting time.

MC asked if he could change his vote.

EJ stated he cannot change his vote, but he can move for reconsideration if he was on the winning side. MC voted against, which was the winning side, so he can.

**MOTION for RECONSIDERATION 1MC, 2HK.**

*[No debate or voting occurred. A vote was required on the motion for reconsideration, but the body proceeded with reconsideration with no objections raised, so functionally reconsideration was approved.]*

**MOTION PASSED** by roll call vote, [12-1-0] with Seward voting against.

*[this vote approved the bylaws as introduced on 2/28, amended on 2/28, 3/3 morning and afternoon meetings, 3/7, and 3/8.]*

**4) MOTION to ADJOURN 1SD, 2FP**

No objection.

**MEETING ADJOURNED AT 7:37 AM**

**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

Attachments:

- 1) RRC Bylaws