

**MINUTES OF THE ORGANIZATIONAL MEETING  
OF THE BOARD OF DIRECTORS OF  
RAILBELT RELIABILITY COUNCIL**

Pursuant to waiver endorsed at the close of these minutes and Notice provided on the 1<sup>st</sup> day of March, 2022, the organizational meeting of the Board of Directors of the Railbelt Reliability Council, an Alaska Non-Profit Corporation, formed under the Alaska Nonprofit Corporation Act, and as represented by the initial directors (hereinafter the “Corporation”) was held in Anchorage Alaska, on the 14<sup>th</sup> day of March, 2022, in person and via electronic means.

**The meeting was called to order at 3:30 PM. These proceedings are being recorded.**

**Director Roll Call:**

	Present
Brian Hickey (BH)	X
Frank Perkins (FP)	X
David B. Thomas (DT)	X
Julie Estey (JE)	X
Lou Florence (LF)	X
David Burlingame (DB)	X
Kirk Warren (KW)	
Suzanne Settle (SS)	X
Joel Groves (JG)	X
Veri di Suvero (VDS)	X
Chris Rose (CR)	X
Paul Morrison (PM)	X
Hank Koegel (WHK)	

**12 of the voting members of the Board of Directors of the Corporation were present in person, by electronic means or executed consent. QUORUM WAS ESTABLISHED.**

Visitors in Attendance:

Jeff Warner	Jeff Waller
Rick Baldwin	Steve Mahoney
Ed Jenkin	Bryan Carey
Sam Dennis	Bayunt Ollek
Mike Craft	Sebastian Orillac
Alyssa Sappenfield	Elena Romerdahl
Greg Stiegel	Rena Miller
David Newman	

## 1. Chair of Meeting

**WHEREAS**, Incorporators have requested Outside Counsel chair the Organizational meeting:

**MOTION made by Director Hickey and Seconded by Director di Suvero that outside counsel for the Corporation shall chair this organizational meeting.**

Discussion was opened on the resolution, there was no discussion.

**MOTION APPROVED.** There being no objections the resolution was unanimously approved.

## 2. Approval of Agenda

**RRC Agenda  
Meeting #1, BOD Kickoff meeting  
March 14, 2022 3:30-5:00pm**

1. Selection of Meeting Chair
2. Approval of Agenda\*
3. Approval of Meeting Minutes\*
4. Public Comment
5. New Business
  - a. Adopt Articles of Incorporation and RRC Bylaws\*
  - b. Affirmation and election of Directors\*
  - c. Ratify RRC IC actions, deeds and transactions\*
  - d. Election of Officers\*
  - e. Adopt necessary rules, policies, charters and procedures\*
  - f. Financial practices during transition\*
  - g. Application and associated deliverables for ERO\*
6. Chair Comments
7. Board Member Comments
8. Establish Continuation Date of Board Meeting
9. Adjourn

\* Possible action item – please review materials / come prepared for a vote

**WHEREAS**, Incorporators have called this Special Organizational Meeting of the Board of Directors:

**MOTION made by Director Hickey and Seconded by Director di Suvero that the Agenda be accepted.**

Discussion was opened on the resolution, there was no discussion.

**MOTION APPROVED.** There being no objections the resolution was unanimously approved.

### **3. Minutes**

This being the first and Organizational Meeting of the Board of Directors of the Railbelt Reliability Council there are no minutes of prior meetings.

### **4. Public Comments**

For purposes of this meeting comments from any member of the public will be limited to 2 minutes where such persons shall first identify themselves and then provide their comments. Comments should be limited to agenda items and comments must not be disruptive, threatening nor may commentators act in a discourteous or uncivil manner.

Should any person not wish to present their comments orally those comments may be provided in writing sent to the Railbelt Reliability Council at 1127 W 7th Ave, Anchorage Alaska, 99501 and a copy will be provided to the Board.

**THERE WERE NO PUBLIC COMMENTS.**

### **5. New Business**

#### **a. Affirmation of Directors of the Corporation.**

**WHEREAS**, for various reasons, persons listed as Directors in the Articles of Incorporation have voluntarily resigned their seat and their empty seats must be filled.

**MOTION made by Director Rose and Seconded by Director Groves the following resolutions shall be adopted:**

**RESOLVED**, that the resignation of Kirk Warren, now holding Director's Seat G, from the Board of Directors, is accepted.

Discussion was opened on the resolution, there was no discussion.

**MOTION APPROVED.** There being no objections the resolution was unanimously approved.

**WHEREAS as there are now 12 seated directors**, the Articles of Incorporation allow for and the Incorporators and Section 2.1.2.1 of the Bylaws require an odd number of Directors be elected:

**MOTION made by Director Rose and Seconded by Director di Suvero the following resolutions shall be adopted:**

**RESOLVED**, Mr. Bryan Carey has agreed to accept the responsibility of becoming a Director holding director's Seat G.

Discussion was opened on the resolution, there was no discussion.

**MOTION APPROVED.** There being no objections the resolution was unanimously approved.

**WHEREAS** the Articles of Incorporation provide that the 13 voting Directors shall have explicit terms and the Bylaws require alternating 3-year terms, and as example the director's class of 2022 will have their terms expire at the 2023 Annual Meeting.

**MOTION made by Director Thomas and Seconded by Director Hickey the following resolutions shall be adopted:**

**RESOLVED**, pursuant to earlier agreement, that the members of the Board of Directors as listed hereafter shall remain through the terms provided and until further appointment as called for in accord with the Bylaws section 2.1.2.4.

1. Brian Hickey, thru 2023.
2. Frank Perkins, thru 2024.
3. David B. Thomas, thru 2022.
4. Julie Estey, thru 2022.
5. Lou Florence, thru 2024.
6. David Burlingame, thru 2023.
7. Bryan Carey thru 2023.
8. Suzanne Settle, thru 2023.
9. Joel Groves, thru 2024.
10. Veri di Suvero, thru 2023.
11. Chris Rose, thru 2024.
12. William Koegel, thru 2022.
13. Paul Morrison, thru 2022.

Discussion was opened on the resolution, there was no discussion.

**MOTION APPROVED.** There being no objections the resolution was unanimously approved.

**b. Adopt Articles of Incorporation and RRC Bylaws**

**WHEREAS**, the Directors first noted that the Articles of Incorporation were filed with the Department of Commerce and Economic Development in Juneau and were Certificated

under Alaska Entity #10189044 on the 10<sup>th</sup> day of February, 2022. A copy of the Articles of Incorporation are attached as presented to the Board of Directors (“RRC Board”):

**MOTION made by Director Hickey and Seconded by Director Groves the following resolutions shall be adopted:**

**RESOLVED**, that the Articles of Incorporation (attached) be and the same hereby are accepted and approved as filed by Incorporators and shall be made part of the minutes of this meeting,

Discussion was opened on the resolution, there was no discussion.

**MOTION APPROVED.** There being no objections the resolution was unanimously approved.

**MOTION made by Director Hickey and Seconded by Director Groves the following resolutions shall be adopted:**

**RESOLVED AS AMENDED**, the Directors were presented a proposed form of Bylaws (attached) for the regulation and management of the affairs of the Corporation and the same hereby are accepted and approved and that such Bylaws made part of the minutes of this meeting, and Supermajority provisions are amended to require 10 votes to amend Bylaws until the application is filed with the RCA.

Discussion was opened on the resolution.

CR raised an objection. He suggested amendment to Bylaws to 2.1.2.3 Director Seat allocation, line L. He added “harmful greenhouse gas emissions and/or other environmental concerns regarding the Railbelt electric system.” His rationale is that REAP cares about all environmental impacts and future holders of his seat may have other impacts they wish to consider not just greenhouse gas emissions.

**MOTION made by Director Rose and Seconded by Director di Suvero the following resolutions shall be adopted:**

**RESOLVED**, that the Directors were presented an edited form of Bylaws in section 2.1.2.3 part L that the language be amended to “harmful greenhouse gas emissions and/or other environmental concerns regarding the Railbelt electric system.”

**MOTION made by Director Estey and Seconded by Director Hickey that following resolution shall be adopted.**

**RESOLVED**, that motion introduced by Director Rose be tabled.

An objection was raised.

**MOTION TABLED** by roll call vote 10 Aye – 3 Nay.

**MOTION made by Director di Suvero that following resolution shall be adopted.**

**RESOLVED**, to table approval of Bylaws to a further date.

**MOTION FAILED** due to lack of a second.

Discussion returned to the main resolution to approve bylaws with temporary voting threshold for bylaws changes.

JE asked what voting threshold it would take to amend Bylaws after this.

SM confirmed it would be a simple majority vote. The intention of the vote is to suspend supermajority.

SD asked why we are suspending the Bylaws.

SM reiterated that there are other activities following this meeting that require the Bylaws be changed. SM added that only the supermajority vote would be suspended to allow changes to be made when the RCA requests them.

EJ asked if suspension could happen at later date. SM confirmed that it could.

BH asked for clarification on what supermajority would take effect.

SM replied that he can accept any motions from the organization on what they want to move forward. Current motion is to approve Bylaws. Straw poll made to ask if people would not suspend Bylaws.

SS asked for straw poll. DT raised point of order that straw polls are not allowed under Robert's Rules. SM clarified that in discussion you can call one if its only reason is for discussion.

VDS raised point of order on why Bylaws can't be tabled until a voting procedure was decided going forward then bring back Bylaws off table to approve. SM clarified VDS can offer amendment to that effect and can vote on that. SD asked why re-install rules instead of using Bylaws rules.

BH argued that group talked earlier today on how we used IC threshold to get application out. To be consistent we should use IC rules to finish application.

LF is concerned that we've put Bylaws in a state where it can be amended by simple majority. LF wished to modify Bylaws so we use IC supermajority rules instead of using simple majority to change Bylaws.

DB agreed with LF but thought we should use the 9-vote rule rather than IC supermajority. JWL asked if there was answer for straw poll. SS reiterated her straw poll. DT appealed to the chair for a point of order. SM clarified we are OK under Robert's Rules to have a straw poll. SM reiterated straw poll.

DB asked if we're only suspending the voting section to allow RCA to make changes more easily. Why not use HK idea to push them out all the way to certification? SM stated the question might be that people disapprove of the Bylaws in 6 months' time.

CR question was if we suspend voting section is it suspend to simple majority or to a motion to continue with IC rules. SM responded that without an additional motion it goes to simple majority.

**MOTION made by Director Rose and Seconded by Director di Suvero the following resolutions shall be adopted:**

**RESOLVED AS AMENDED**, to amend approval of the Bylaws subject to suspension of 9-vote supermajority clause and be replaced with IC voting rules (75% voting threshold). Any future amendment to Bylaws would require 75% of RRC board members until suspension is lifted. The suspension would be lifted ~~April 1<sup>st</sup>~~, upon the filing of the application with the RCA on March 25<sup>th</sup>.

Discussion was opened on the resolution.

Director Rose spoke to his motion, he wanted to resolve what voting threshold will be used between now and when the application is submitted. He wanted 10 votes to amend Bylaws between now and March 28<sup>th</sup>.

Directors Perkins, Rose, Morrison, and Groves commented on duration of this provision vs. application timing.

Director Thomas spoke in favor of the motion, intent to avoid period in which Bylaws could be amended by simple majority.

Director Florence asked what goes into application packet. JE responded that it would be Bylaws sent in as notated.

**MOTION made by Director Groves and Seconded by Director di Suvero the preceding resolution shall be amended:**

**RESOLVED**, to amend previous motion by changing date of suspension to day application is filed (March 25<sup>th</sup>).

**MOTION AMENDED.** There being no objections the resolution was unanimously approved and the motion was amended.

Discussion returned to the main resolution amendment, to suspend bylaws amendment provisions and require a 75% threshold (10-votes) to amend bylaws expiring March 25<sup>th</sup>.

Director Burlingame objected.

**MOTION APPROVED** by roll call vote 12 Aye – 1 Nay. Director Burlingame requested his objection and Nay vote be recorded in the minutes.

**MOTION made by Director Morrison and Seconded by Director Hickey the following resolutions shall be adopted:**

**RESOLVED**, that there be no seal of the Corporation and that the signature of the President, Secretary or Chair of the Board of Directors of the Corporation and/or his designate as appointed from time to time in accordance with the Bylaws of the Corporation shall be sufficient proof of Corporation action for all parties; and

Discussion was opened on the resolution, there was no discussion.

**MOTION APPROVED.** There being no objections the resolution was unanimously approved.

**MOTION made by Director Groves and Seconded by Director Rose the following resolutions shall be adopted:**

**FURTHER RESOLVED**, that as a Corporation established under the Alaska Nonprofit Corporation Act there are no certificates to represent the shares of this Corporation which the Directors shall understand are owned in the public trust.

Discussion was opened on the resolution, there was no discussion.

**MOTION APPROVED.** There being no objections the resolution was unanimously approved.

**c. Ratification of Prior Acts**

**WHEREAS**, the Incorporators have worked with the Railbelt Reliability Council Implementation Committee extensively in formation and development of purposes and strategies of the Corporation, **and** the Corporation has sought out and engaged the services of legal counsel at Manley & Brautigam PC to ensure that the Articles comply with the requirements of Alaska Statutes and Internal Revenue Code Sections 170, 509 and 501(c)(3), **and** incorporators have engaged MB Services Inc to act as the Corporation's initial registered agent, **and** the Railbelt Reliability Council Implementation Committee, in cooperation with the Incorporators have developed drafts of Bylaws, rules, documents, policies, and procedures in conformity with the authority granted in the Articles of Incorporation intended for use by the Corporation in conformity with AS 42.05.

**MOTION made by Director Thomas and Seconded by Director Hickey the following resolutions shall be adopted:**



**RESOLVED**, that all actions taken, and transactions entered into by the Railbelt Reliability Council Implementation Committee, the Corporation's Directors, and the Corporation's Incorporators, and outside counsel be and the same hereby are ratified, confirmed, and adopted as actions, deeds, and transactions of the Corporation.

Discussion was opened on the resolution.

Director di Suvero asked if this means all actions by the IC are now part of the RRC.

Ex-Officio Director Waller clarified yes, that is the ratification of past activity.

**MOTION APPROVED.** There being no objections the resolution was unanimously approved.

**d. Election of Officers.**

**WHEREAS**, in the Bylaws there are specific provisions for the election of Directors that cannot be completed at this time because the Corporation is just organizing, the Corporation does not have a Chief Executive Officer to hold the office of President, that there are also provisions in the Bylaws related to policies and procedures as not yet approved by the Board, and that until the Corporation is Certificated as the State's Electric Reliability Organization ("Certification") there are potential necessary amendments to the policies, procedures, and Bylaws that will be required for Certification and required notice for amendment and changes will not be conducive to the Public's and the Corporation's best interests.

**MOTION made by Director di Suvero and Seconded by Director Settle the following resolutions shall be adopted:**

**RESOLVED**, for this organizational meeting, and until the Corporation is Certified as the State's Electric Reliability Organization, that:

- (i) Bylaw provisions that provide for application of any policy of the Corporation, and
- (ii) Bylaws Article 2, Section 2.3.6.3 only as related to Supermajority requirements for amendments of policy, and procedure, and
- (iii) Bylaws Article 8 regarding amendment of policies, and
- (iv) Bylaws section 2.5.3 because the RRC Governance Committee has not yet been established to provide a slate of candidates for election as officers, and
- (v) as and until a Chief Executive Officer is hired by the Corporation who shall be its President, the Chair may also hold the title of President

the afore mentioned Bylaws provisions are suspended until Certification.

Discussion was opened on the resolution.

Director Groves asked if there is a time limit for suspension. Steve Mahoney answered that it would be upon certification.

**MOTION APPROVED.** There being no objections the resolution was unanimously approved.

**WHEREAS**, the Corporation has not yet elected Officers and Alaska state law requires that the Corporation have officers.

**MOTION made by Director di Suvero and Seconded by Director Groves the following resolutions shall be adopted:**

**RESOLVED**, that the following persons be elected as Officers of the Corporation in the following offices and such officers shall have those duties normally accorded officers in like positions or as later determined by the Board of Directors in job descriptions developed as part of the policies of the Corporation.

Chair	Julie Estey
President	Julie Estey
Secretary (“Board Secretary”)	Joel Groves
Treasurer	Joel Groves
Vice President (“Vice-Chair”)	Suzanne Settle

Discussion was opened on the resolution, there was no discussion.

**MOTION APPROVED.** There being no objections the resolution was unanimously approved.

**e. Necessary Rules, Policies, Charters and Procedures.**

**WHEREAS**, certain rules, policies, charters and procedures must be approved prior to certain necessary Corporate actions, and understanding that additional rules policies, charters and procedures have been drafted but are not yet ripe for approval.

**MOTION made by Director Hickey and Seconded by Director Estey the following resolutions shall be adopted:**

**RESOLVED**, that the following rules, policies, and procedures as attached and hereby listed shall be approved as rules, policies, and procedures of the Corporation:

1. Document Retention Policy, and
2. RRC Whistleblower Policy

Discussion was opened on the resolution.

Director di Suvero asked if these are suspended or accepted. Steve Mahoney explained that it would be accepted but the rules to accept them as part of the Bylaws are currently suspended. Director Estey clarified that ‘application’ here means sending them to the IRS. Steve Mahoney confirmed that is correct.

**MOTION APPROVED.** There being no objections the resolution was unanimously approved.

**WHEREAS**, additional rules policies, charters and procedures are necessary for the Corporation and have been drafted but are not yet ripe for approval.

**MOTION made by Director Hickey and Seconded by Director di Suvero the following resolutions shall be adopted:**

**RESOLVED**, that further discussion of necessary rules, policies, charters and procedures be tabled and in accord with Section 2.3.8 Adjournment of meetings of the Board that this meeting be adjourned after Member Comments to reconvene on March 15, 2022.

Discussion was opened on the resolution, there was no discussion.

**MOTION APPROVED.** There being no objections the resolution was unanimously approved.

**f. Financial practices during transition**

**WHEREAS**, certain administrative and financial activities must continue and be provided for (i) registration with the State, and (ii) application for tax exempt status with the IRS, and (iii) establish authority and banking arrangements, and (iv) continue to satisfy the financial responsibilities of the Corporation.

**MOTION made by Director di Suvero and Seconded by Director Rose the following resolutions shall be adopted:**

**RESOLVED**, that the President is directed to investigate and as appropriate file documents with appropriate government agencies to obtain identifying numbers, business license, tax exempt status, and investigate insurance as deemed necessary for the efficient functioning of the Corporation as soon as reasonably possible and bring insurance findings back to the RRC Board.

**RESOLVED**, that the current financing of activities and operations continue unchanged and that after Certification that the President be authorized to open savings, checking and money market accounts with an accredited and insured Bank/Credit Union in the State of Alaska in which funds of the Corporation and separate trust funds may be deposited and that all bank accounts shall be kept there, at the main branch or other branches as may be appropriate, in the corporate name; and,

**RESOLVED**, that the President, Treasurer, and Secretary of this Corporation be, and each of them is, authorized to sign resolution forms prepared by said bank or banks pursuant to and in accordance with said designation as a depository and that said resolution forms be and the same hereby are incorporated in these minutes to the same extent and effect as if such resolution forms were fully set out herein;

**RESOLVED**, that the President, Treasurer, and Secretary shall be authorized to sign drafts, deposits and execute related financial documents for banking and investment institutions as well as act to accept donations, gifts and grants for the financial needs of the Corporation as provided in the Corporation's Bylaws and Financial Policies,

**FURTHER RESOLVED**, that these financial resolutions shall be in full force and effect and binding upon the Corporation until they shall have been repealed and until written notice of such repeal shall have been delivered to the bank or banks.

Discussion was opened on the resolution, there was no discussion.

**MOTION APPROVED.** There being no objections the resolution was unanimously approved.

**g. Application to become the Alaska Electric Reliability Organization**

**WHEREAS**, the Corporation was created to obtain Certification as the Electric Reliability Organization for the State of Alaska which requires application for such Certification with the Regulatory Commission of Alaska and the IC has worked to develop an application but such work was not completed for approval at this time.

**MOTION made by Director Rose and Seconded by Director di Suvero the following resolutions shall be adopted:**

**RESOLVED AS AMENDED**, that the President is directed to investigate and as approved by the Board to file application and related documents with the Regulatory Commission of Alaska for Application to become ~~Alaska's~~ the Railbelt's Electric Reliability Organization but further that action be tabled and in accord with Section 2.3.8 Adjournment of meetings of the Board that this meeting be adjourned after Member Comments to reconvene on March 15, 2022.

Discussion was opened on the resolution.

**MOTION made by Director Hickey and Seconded by Director Groves the following resolutions shall be adopted:**

**RESOLVED**, that the preceding resolution be amended to replace "Alaska's Electric Reliability Organization" with "the Railbelt's Electric Reliability Organization".

Discussion was opened on the resolution, there was no discussion.

**MOTION APPROVED.** There being no objections the resolution was unanimously amended.

Discussion returned to the main resolution as amended, there was no further discussion.

**MOTION APPROVED AS AMENDED.** There being no objections the resolution was unanimously approved.

**MOTION made by Director Hickey and Seconded by Director di Suvero the following resolutions shall be adopted:**

**RESOLVED,** as no other Resolutions are required of the Corporation at this time, the proper officers of this Corporation be and the same hereby are authorized and directed to take all action necessary or appropriate for carrying out the intent and purposes of the foregoing resolutions and the purposes of the Corporation.

Discussion was opened on the resolution, there was no discussion.

**MOTION APPROVED.** There being no objections the resolution was unanimously approved.

## **6. Announcements from the Chair**

Director Estey thanked Directors Groves and Settle for their continued and great efforts.

## **7. Board Member Comments**

Alternate Sam Dennis and Director Rose reminisced about the time it took to reach this moment. Alternate David Newman gave congratulations to everyone.

## **8. Next RRC Board of Directors Meeting**

## **9. Adjourn**

**MOTION made by Director Brian Hickey and Seconded by Director Veri di Suvero** Due to the fact the necessary actions of the board could not be completed at this time, the Board of Directors Organizational meeting will be adjourned until the 15th day of March 2022 at 9:00 am. (The BOD meeting may be adjourned repeatedly until the assessment roll is completed).

**ADJOURNED.** There being no objections the meeting is adjourned to continue March 15, 2022.

**Attested this day of March 14, 2022**

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**By: Joel Groves, Board Secretary**