

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

Pursuant to Notice provided on the 1st 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 called back into order and held in Anchorage Alaska, on the 15th day of March, 2022, in person and via electronic means.

This meeting was called back to order at 9:00 AM. These proceedings are being recorded.

Director Roll Call:

	Present	Alternates	Present
Brian Hickey (BH)	X	Jeff Warner (JWR)	X
Frank Perkins (FP)	X	John Burns (JB)	
David B. Thomas (DT)	X	Keriann Baker (KB)	
Julie Estey (JE)	X	Ed Jenkin (EJ)	X
Lou Florence (LF)	X	Shayne Coiley (SC)	
David Burlingame (DB)	X	Rob Montgomery (RM)	
Bryan Carey (BC)	X	David Lockard (DL)	
Suzanne Settle (SS)	X	Sam Dennis (SD)	X
Joel Groves (JG)	X	Mike Craft (MC)	X
Veri di Suvero (VDS)	X	Alyssa Sappenfield (ASF)	X
Chris Rose (CR)	X	Greg Stiegel (GS)	X
Paul Morrison (PM)	X	Dustin Madden (DM)	
Hank Koegel (WHK)		David Newman (DN)	X
Jeff Waller (JWL)	X	James “Jay” Layne (JL)	
Bob Pickett (BP)		Antony Scott (AS)	

13 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.

Public Attendees:

1. Rick Baldwin (RB)
2. Steve Mahoney (SM)
3. Bayunt Ollek (BO)
4. Sebastian Orillac (SO)
5. Elena Romerdahl (ER)
6. Rena Miller (RMR)

Agenda Items 1-3, 4, and 5a through 5f were covered during the prior session of this meeting.

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.

5g. New Business, Application and Associated Deliverables for the ERO

5gi. Review of Application Packet.

WHEREAS, for various reasons the Board of Directors wish to amend the bylaws via the amended supermajority laws.

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

RESOLVED, that in the Public Participation Rule section 5.0 Type 1 Public Participation Qualifications be amended to read as:

1. Be at least 18 years of age; and
2. Have an interest in the RRC development.

Discussion was opened on the resolution.

Ex-Officio Director Waller offered his perspective on differentiation between utility interests and the interests of a customer of a utility. Alternate Craft suggested an amendment, but it failed due to no second and his inability as alternate to propose motions. Director di Suvero stated that from their interpretation, this amendment conforms to regs. Elena Romerdahl expressed support for the motion language, agreed that it conforms well to the regs.

An objection was raised.

MOTION APPROVED by roll call vote 11 Aye – 2 Nay.

[A supermajority is required to approve changes to this rule per bylaws at Section 2.3.6.3(q).]

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

RESOLVED, that in the Public Meetings Policy section 5.0 be amended to “All Board, Board Committee and Committee meetings are public, although the entirety of the meeting may not be. Meetings will be held in person and/or by electronic means (e.g., teleconference, conference call). All meetings will be recorded electronically, including all Committee meeting executive sessions, and those recordings made public pursuant the Confidential Documents and Access Policy and Documents Retention Policy. Recordings of the Board will comply with the RRC Board Executive Session Policy, other RRC policies, and RRC Rules on file with the RCA.” New language is underlined.

Discussion was opened on the resolution.
Directors expressed general dissatisfaction with recording executive session. Issues with privacy and potential discovery in litigation.

MOTION made by Director Carey and Seconded by Director Perkins the following resolutions shall be adopted:

RESOLVED, to remove words “executive sessions”.

An objection was raised.

MOTION TO AMEND FAILED by show of hands.

Discussion returned to the main motion to amend the Public Meetings Policy at 5.0.

An objection was raised.

MOTION APPROVED by roll call vote 9 Aye – 3 Nay – 1 Abstain.

MOTION made by Director Perkins and Seconded by Director Florence the following resolutions shall be adopted:

RESOLVED TO AMEND motion to remove all underlined words and insert “excluding board executive sessions”. Amended text would read: “All Board, Board Committee and Committee meetings are public, although the entirety of the meeting may not be. Meetings will be held in person and/or by electronic means (e.g., teleconference, conference call). All meetings will be recorded electronically, excluding Board executive sessions.”

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

An objection was raised.

MOTION APPROVED by roll call vote 11 Aye – 2 Nay.

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

RESOLVED, to amend motion by deleting “Board”. Amended text would read as: “All Board, Board Committee and Committee meetings are public, although the entirety of the meeting may not be. Meetings will be held in person and/or by electronic means (e.g., teleconference, conference call). All meetings will be recorded electronically, excluding executive sessions.”

Discussion was opened on the resolution.

Directors expressed concern that the original intent of the language may be lost.

Director di Suvero observed that with this amendment there is no option to record an executive session even if the board wished it. Director Burlingame reaffirmed his support for this amendment.

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

RESOLVED, to amend the amendment by replacing “excluding executive sessions” with “excluding board and board committees” Amended text would read as: “All Board, Board Committee and Committee meetings are public, although the entirety of the meeting may not be. Meetings will be held in person and/or by electronic means (e.g., teleconference, conference call). All meetings will be recorded electronically, excluding Board and Board committee executive sessions.”

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

An objection was raised.

MOTION FAILED by roll call vote 7 Aye – 6 Nay.

Discussion returned to the Hickey/Burlingame amendment, there was no further discussion.

An objection was raised.

MOTION FAILED by show of hands.

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

RESOLVED, that in the Public Meetings Policy section 5.0 be amended to: “All Board, Board Committee and Committee meetings are public, although the entirety of the meeting may not be. Meetings will be held in person and/or by electronic means (e.g., teleconference, conference call). All portions of meetings open to the public will be recorded electronically.”

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

An objection was raised.

MOTION APPROVED by roll call vote 11 Aye – 2 Nay.

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

RESOLVED, that in Bylaws 2.1.2.3 Director Seat Allocation Line L would be amended to: “...who advocate in support of the reduction of environmentally harmful greenhouse gas emissions and other environmental concerns regarding the Railbelt electric system.”

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

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

RESOLVED, to amend the previous motion to read: “...who advocate about environmental concerns regarding the Railbelt electric system.”

Discussion was opened on the resolution.

Director Rose stated that greenhouse gas emissions will remain a primary concern for seat L and wanted to keep that example in the text.

An objection was raised.

MOTION FAILED by show of hands.

Discussion returned to the Rose/Settle amendment, there was no further discussion.

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

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

RESOLVED, that in Bylaws 2.1.2.3 Director Seat Allocation Line L would be amended to: “...who advocate in support of the reduction of environmentally harmful greenhouse gas emissions and/or other environmental concerns regarding the Railbelt electric system.”

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

RESOLVED, that in section 2.1.3.1 Attendance Fees, to add “Executive Committee” after the word Board to introduction paragraph and lines 2, 3, and 5.

Discussion was opened on the resolution.

Concerns were raised that this would give too much power to executive committee.

Director Settle argued that the executive committee would be more efficient. Former alternate, latent chair, and token member of the public Rick Baldwin suggested a policy be created in the future to deal with this issue.

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

RESOLVED, to amend previous motion by adding “Pursuant to a Board Policy of general application..” to the front of the introduction paragraph.

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

An objection was raised.

MOTION FAILED by show of hands.

Discussion returned to the Settle/di Suvero resolution, there was no further discussion.

An objection was raised.

MOTION FAILED by show of hands.

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

RESOLVED, to amend Governance Committee Charter under Committee membership. Amended section would read as: "...the Committee shall be balanced and composed of at least five members..."

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

RESOLVED, to edit Governance Committee Charter under Key Responsibilities. Additional responsibility would read as "Oversee RRC Board governance studies."

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 di Suvero and Seconded by Director Thomas the following resolutions shall be adopted:

RESOLVED, to edit Governance Committee Charter under Meetings Section. Added text would read: "Governance Committee meetings will be subject to RRC Public Notice and Public Meetings Rules and the RRC Public Committee & Meeting Attendance Policy."

Discussion was opened on the resolution.

Alternate Sam Dennis stated that it's an unnecessary addition. Current language is adequate.

An objection was raised.

MOTION FAILED by roll call vote 6 Aye – 6 Nay – 1 Abstain.

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

RESOLVED, to edit Discrimination and Harassment Policy section 5.1. To delete the line: "If the subject of the discrimination or harassment is uncomfortable directly addressing the offender."

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 Thomas and Seconded by Director Rose the following resolutions shall be adopted:

RESOLVED, to edit Discrimination and Harassment Policy section 5.1. To replace the word “may” with “shall”. Amended text would read as: “...Who witnesses such action, shall report via...”

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

RESOLVED, to edit Public Comment Policy section 4.2.1 line 3. Amended section would read as: “...home/cell telephone numbers should not be shared with the RRC.”

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

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

5gii. Review of TAC and TAC related Bylaws

WHEREAS, for various reasons the Board of Directors wish to amend the TAC and TAC related language in the Bylaws.

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

RESOLVED, to amend TAC Charter by deleted section 6.3.2.2 and replace with language provided by Alternate Dennis and amended by the RRC Board.

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

RESOLVED, to amend TAC Charter in 6.6.2.2 Line 4 to delete “or the board”.

Discussion was opened on the resolution.

After deliberations it was decided by the Board to form an ad-hoc group comprised of interested parties (Directors Groves, Florence, Rose, Settle, Burlingame, Alternate Dennis) to draft a flow chart of the TAC recommendation process and develop language to replace the current language describing TAC recommendation process.

[Action informally deferred until return of ad-hoc group's deliverable.]

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

RESOLVED, to edit TAC Charter in 3.1.2 the third paragraph be changed to: “Each Voting director will have access to an equitable share of the annual budget related to qualified representatives (QRs) based on the recommendations of the Governance Committee and approved by the Board, to pay a fee to the QR, for attending meetings of TAC working groups. Only one (1) QR meeting fee per meeting shall be paid for each Board Seat. All QRs attending a meeting must be paid the meeting fee, which will be deducted from the director’s share of the QR budget . Meeting fees paid to a QR shall be paid to the QR directly or to their employer , at the director’s discretion.”

Discussion was opened on the resolution.

Debate over how this would impact the ratepayers, directors, and adherence to regulations.

An objection was raised.

MOTION FAILED by roll call vote 5 Aye – 8 Nay.

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

RESOLVED, to edit TAC Charter in 3.1.2 to delete “based on need and on recommendation of the Governance Committee and approved by the board”

Discussion was opened on the resolution.

Director di Suvero argued that this process does not need to be stated in the TAC charter. General agreement to the motion.

An objection was raised.

MOTION PASSED by roll call vote 12 Aye – 1 Nay.

[Chair Julie Estey left meeting and continued online. Rick Baldwin assumed Chair.]

6. Announcements from the Chair

Chair Baldwin announced that the ad-hoc committee would present alternative language for the TAC recommendation process at next continuation of meeting.

7. Board Member Comments

Rena Miller added they would send out substantive changes to the group and distribute revised budgets for review.

8. Next RRC Board of Directors Meeting

No discussion on this topic.

9. Adjourn

MOTION by Director Hickey and Seconded by Director Morrison 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 21st day of March 2022 at 1:15 PM. (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 21, 2022.

Attested this day of March 15, 2022

By: Joel Groves, Board Secretary