

**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 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 via Zoom, on the 21st day of March, 2022.

This meeting was called back to order at 1:15PM. These proceedings are being recorded.

Director Roll Call:

	Present	<u>Alternates</u>	Present
Brian Hickey (BH)	X	Jeff Warner (JWR)	
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)	
Veri di Suvero (VDS)	X	Alyssa Sappenfield (ASF)	
Chris Rose (CR)	X	Greg Stiegel (GS)	X
Paul Morrison (PM)	X	Dustin Madden (DM)	
Hank Koegel (WHK)	X	David Newman (DN)	X
Jeff Waller (JWL)	X	James “Jay” Layne (JL)	X
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.

Visitors in Attendance:

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

Agenda Items 1-3, 4, and 5a through 5f were covered during previous sessions of this meeting.

Director Estey acted as Chair for the duration of this session.

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. Summary of Changes

WHEREAS, Rena Miller walked through major changes to the application documents as directed in the March 14/15 workshop. Directors were given the opportunity to request additional revisions or decline others.

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

RESOLVED, to edit section II part c) of the Motion: For Approval of Initial Tariff and Surcharge by deleting sentence *“The increased connectivity among electric utilities that will result from implementation of the tariff will service the public interest by reducing negative impacts to life, health, safety, and the economy due to better reliability”* and replace with *“The Tariff will serve the public interest by allowing the ERO to perform it's duties.”*

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 Florence the following resolutions shall be adopted:

RESOLVED, to edit section II of the Notice of Filing by striking “and optimized” from the text. Original sentence reads as “Coordinated and optimized through an integrated system-wide resource planning process.”

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 Florence the following resolutions shall be adopted:

RESOLVED, to edit section II of the Notice of Filing to strike all mentions of “volunteer” from text.

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

An objection was raised.

MOTION APPROVED by roll call vote 10 Aye – 3 Nay.

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

RESOLVED, to edit section IV part a) of the Notice of Filing by striking “*Although Directors are not subject to technical qualifications, the technical abilities of individual Board members may be utilized in the development of standards and IRPs, just as the public interest, regulatory, service, and professional expertise and backgrounds of all directors will support the RRC’s work.*”

Discussion was opened on the resolution.
Director di Suvero remarked that this sentence has value.

An objection was raised.

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

[A supermajority was understood to be required to approve this motion per bylaws at Section 2.3.6.3.]

MOTION made by Director Groves that the following resolutions shall be adopted:

RESOLVED, to edit section IV part b) iii of the Notice of Filing by editing last paragraph to: “The RRC believes this robust process will produce technically sound deliverables that are based on, yet independent of, stakeholder and public input, and that capture relevant dissenting statements from all participants.”

MOTION FAILED due to lack of a second.

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

RESOLVED, to edit section 4.3 of the ER-2 CMEP by adding *“...the proposed penalty or sanction monetary penalty will be publicly noticed.”*

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

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

5gii. RRC Budget Review

WHEREAS, the Board of Directors has determined it to be in the best interest of the Corporation to prepare a first-year capital and operating budget for the Corporation and with the assistance from the Treasurer and members of the Implementation Committee of the Railbelt Reliability Council have shared that proposed Budget with the Board (as attached hereto):

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

RESOLVED, to edit all Budgets by adding *“Grand Total Over the initial (INSERT APPROPRIATE NUMBER HERE) Year Completion Timeline”* and *“*Costs are expected to significantly decline after the initial developments”*.

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, to edit exhibit A Initial Budget by adding “Board Facilitated conflict” to lines 33 and 34.

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

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

5giii. Budget Acceptance Resolution

WHEREAS, Steve Mahoney drafted a resolution on accepting the budgets presented in the RRC application document. The directors were presented with the resolution and asked to discuss and/or approve it.

MOTION made by Director Rose and Seconded by Director Settle the following resolutions shall be adopted (as amended):

“WHEREAS, the Board of Directors has determined it to be in the best interest of the Corporation to prepare a capital and operating budget for the Corporation ~~for 2022—202~~—and with the assistance from the Treasurer and members of the Implementation Committee of the Railbelt Reliability Council have shared that proposed Budget with the Board (as attached hereto):

RESOLVED, that the Board of Directors, acting as and in the stead of the RRC Finance and Audit Committee which has yet to be stood up and after thorough analysis and review of the proposed budget, in accordance with the Bylaws and policies of the RRC, does hereby ratify and adopt that budget as the Corporation’s ~~2022~~-Budget until that ~~2022~~-Budget may be subsequently amended in accord with the Bylaws and policies of the Corporation.

The undersigned hereby certifies that he is the duly elected and qualified Secretary and the custodian of the books and records of the Railbelt Reliability Council, a corporation duly formed pursuant to the laws of the state of Alaska, and that the foregoing is a true record of a resolution duly adopted at a meeting of the Board of Directors and that said meeting was held in accordance with state law and the Bylaws of the above-named Corporation on March __, 2022, and that said resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as Secretary this day March __, 2022.

By: Joel Groves
Secretary Railbelt Reliability Council”

Discussion was opened on the resolution.
Brief discussion on if references to the year should be removed.

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

RESOLVED TO AMEND, motion by removing references to 2022, except in reference to the date signed. And add test for first year capital and operating budget.

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

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

Discussion returned to the main motion by Directors Rose/Settle. there was no further discussion.

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

5giv. TAC Review and Approval

The Chair had Rena Miller go over the major revisions and discuss changes.

6. Announcements from the Chair

There were no announcements from the Chair.

7. Board Member Comments

Directo di Suvero stated there is a conceptual disagreement in the TAC in section 5.1.1, and asked directors to not reopen the language and keep to the currently approved language.

8. Next RRC Board of Directors Meeting

The Board discussed reconvening tomorrow (Tuesday, March 22nd) at 2:00 PM to continue this meeting.

9. Adjourn

MOTION by Director Hickey and Seconded by Director 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 22nd day of March 2022 at 2:00 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 22, 2022.

Attested this day of March 21, 2022

By: Joel Groves, Board Secretary