

**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 called back into order and held via Zoom, on the 22<sup>nd</sup> day of March, 2022.

**This meeting was called back to order at 2:00 PM. These proceedings are being recorded.**

**Director Roll Call:**

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

**11 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. Bayunt Ollek (BO)
2. Sebastian Orillac (SO)
3. Elena Romerdahl (ER)
4. 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.RRC Continuation of Agenda**

Chair Estey explained current ExCom discussion on future RRC Board meeting cadence and introduced new ExCom member Director Koegel.

No actions were taken during this agenda item.

##### **5gii. Proxy Discussion**

**WHEREAS**, the Directors discussed if proxy voting should be allowed during RRC Board Meetings.

**MOTION made by Director Morrison that the following resolution shall be adopted:**

**RESOLVED**, to revert to RRC voting thresholds for the 3/22 RRC Board Meeting session only.

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

##### **5giii. RRC Budget Review and Approval**

**WHEREAS**, Director Groves introduced and explained his corrections to the Operating and Initial Year Budget.

**MOTION made by Director Groves and Seconded by Director Perkins the following resolution shall be adopted:**

**RESOLVED**, to approve Initial Year Budget as amended since last meeting.

Discussion was opened on the resolution.

Chair Estey asked if another resolution for the budget (See minutes for 3/21 meeting session) would be needed. Director Groves responded it would not. Brief discussion on language in the budget.

**MOTION made by Director Morrison and Seconded by Director Settle the following resolution shall be adopted:**

**RESOLVED TO AMEND** the Initial Year Budget and Operating Budget by revising language in column C lines 22, 23 to type out “registered entities” and “non-registered entities” rather than providing acronym.

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

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

Discussion returned to the main motion by Directors Groves/Perkins, 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 Morrison the following resolution shall be adopted:**

**RESOLVED**, to approve Operating Budget.

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

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

#### **5giv. TAC Review and Approval**

**WHEREAS**, the Chair had Rena Miller review the major revisions to the TAC document and discuss changes.

**MOTION made by Director Burlingame and Seconded by Director Perkins the following resolution shall be adopted:**

**RESOLVED**, to approve the TAC Process except for Section 5.1.1.1.

Discussion was opened on the resolution.

Brief discussion of whether copy edits outside of 5.1.1.1. would be approved as well. The response was affirmative.

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

**RESOLVED**, to table approval of the TAC process except for section 5.1.1.1.

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

An objection was raised.

**MOTION FAILED** by roll call vote 5 Aye – 6 Nay – 2 Absent.

*[A supermajority is required to approve this motion per bylaws at Section 2.3.6.3(m).]*

Discussion returned to the main motion by Directors Burlingame/Perkins, there was no further discussion.

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

**MOTION made by Director Settle and Seconded by Director Hickey the following resolution shall be adopted.**

**RESOLVED**, to approve TAC Process Section 5.1.1.1.

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

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

#### **5gv. RRC Bylaws**

**WHEREAS**, the Chair had Rena Miller review the major Bylaws revisions and discuss changes. If there were no objections all copy edits and changes would be accepted.

No actions or motions were taken during this agenda item. All copy edits and changes were accepted.

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

There were no announcements from the Chair.

## **7. Board Member Comments**

Discussion between Directors on when final vote on the application could be done and what time meeting could be called to order again.

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

The Board discussed reconvening tomorrow (Wednesday, March 23<sup>rd</sup>) at 11:00 AM 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 23<sup>rd</sup> day of March 2022 at 11:00 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 23, 2022.

**Attested this day of March 22, 2022**

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**By: Joel Groves, Board Secretary**