

| | |
|--|---------------------------|
| RAILBELT RELIABILITY COUNCIL – CHARTER | CHARTER NO.: CH-03 |
| TITLE: INFRASTRUCTURE COMMITTEE CHARTER | REVISION NO.: 0 |
| EFFECTIVE DATE: 9/12/22 | PAGE 1 OF 2 |

INFRASTRUCTURE COMMITTEE CHARTER

Table of Contents

| | | |
|-----|----------------------------|---|
| 1.0 | Purpose | 1 |
| 2.0 | Definitions | 1 |
| 3.0 | Committee Membership..... | 1 |
| 4.0 | Delegation | 1 |
| 5.0 | Key Responsibilities..... | 2 |
| 6.0 | Meetings | 2 |
| 7.0 | Quorum & Voting | 2 |
| 8.0 | Committee Dissolution..... | 2 |

1.0 PURPOSE

The Railbelt Reliability Council (RRC) Infrastructure Board Committee (Committee) will assist the RRC Board of Directors (Board) in fulfilling its responsibilities regarding matters that relate to the RRC’s public interface and infrastructure needs.

2.0 DEFINITIONS

| Term | Definition |
|-------|------------------------------|
| Board | RRC Board of Directors |
| CEO | Chief Executive Officer |
| RRC | Railbelt Reliability Council |

3.0 COMMITTEE MEMBERSHIP

The Committee shall be composed of at least five (5) members, including the immediate past chair of the Committee. In accordance with the RRC Bylaws, the Committee members and chair shall be appointed by the Board chair and approved by the Board at the regular meeting following each annual meeting.

4.0 DELEGATION

The Committee may, by unanimous consent, delegate all or a portion of its authority to act upon specific matters to the Committee chair or to a subcommittee consisting of one (1) or more members of the Committee as it deems appropriate, unless prohibited by applicable law or regulation. Any such subcommittee shall update the full Committee at the next Committee meeting.

| | |
|--|---------------------------|
| RAILBELT RELIABILITY COUNCIL – CHARTER | CHARTER NO.: CH-03 |
| TITLE: INFRASTRUCTURE COMMITTEE CHARTER | REVISION NO.: 0 |
| EFFECTIVE DATE: 9/12/22 | PAGE 2 OF 2 |

5.0 KEY RESPONSIBILITIES

The Committee is to assist the Board with the following duties:

- Develop RRC Public Interface
- IT Infrastructure
- Office Infrastructure
- Committee Operating Procedures and Best Practices
- Financial Infrastructure

More specifically, the Committee will perform the designated activities detailed in Attachment #1 – *InfraCom Key Responsibilities*. The Committee may modify, add, or delete items from the table upon an affirmative vote of the Committee or upon direction of the Board.

6.0 MEETINGS

The Committee will meet at least monthly and may hold additional meetings as needed. Meetings may occur in conjunction with regular Board meetings or as determined by the Committee members, using the same meeting procedures established for the Board and in RRC rules. Ad Hoc, Special, or Emergency Meetings may be called in accordance with ER-6.

The Committee may request that any directors, officers, or employees of the RRC, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide pertinent information.

The Committee shall appoint a person, who need not be a Committee member, to act as a secretary and record the Committee proceedings. Those records will be retained in accordance with RRC rules and posted in our document management system. The agenda for each Committee meeting will be prepared and circulated to each Committee member by the secretary prior to each meeting. As soon as practicable following each of its meetings, the Committee shall deliver a report on the meeting to the RRC Executive Committee, including a summary of actions taken by the Committee at the meeting.

7.0 QUORUM & VOTING

A majority of the Committee members shall constitute a quorum. Participation in a meeting held by telephone or video conference shall constitute the presence of the Committee member at the meeting. The Committee will aspire to consensus decision making. Any action or decision of the Committee requires a vote of a majority of the Committee members then in attendance at any Committee meeting, provided a quorum is present.

8.0 COMMITTEE DISSOLUTION

Once the responsibilities of the InfraCom have been completed, the Committee will recommend the dissolution of InfraCom to the Board via ExCom.

| | |
|--|---------------------------|
| RAILBELT RELIABILITY COUNCIL – CHARTER | CHARTER NO.: CH-03 |
| TITLE: INFRASTRUCTURE COMMITTEE CHARTER - ATTACHMENT #1 | REVISION NO.: 0 |
| EFFECTIVE DATE: 9/12/22 | PAGE 1 OF 2 |

ATTACHMENT #1: INFRASTRUCTURE COMMITTEE KEY RESPONSIBILITIES

This table lists the items that will be completed, overseen, or delegated by the Committee. The Committee may modify, add, or delete items from the table upon an affirmative vote of the Committee or upon direction of the Board. Items indicated as “Infra” in the *Lead* column will be initiated by the Infrastructure Committee and those items indicated as “CEO” will be initiated by the CEO with guidance from the Infrastructure Committee. However, items indicated as “CEO” may be initiated by the Infrastructure Committee if required for organizational continuity. Other leads can be identified as needed.

| Item | General Purposes | Lead | Specific Purposes |
|------|------------------------------|--|--|
| (i) | Develop RRC Public Interface | Infra Infra Infra | <ol style="list-style-type: none"> 1. Public notice systems 2. Website <ol style="list-style-type: none"> a. Who We Are <ol style="list-style-type: none"> i. High level public facing RRC informational materials ii. Consumer stakeholder constituency outreach materials b. What We Do c. Public Notices d. Contact RRC e. Procurement Advertisements f. Job Openings g. Other 3. ListServ |
| (ii) | IT Infrastructure | Infra Infra Infra CEO CEO CEO CEO CEO Infra CEO CEO CEO | <ol style="list-style-type: none"> 1. IT development/implementation plan 2. Platform Selection 3. Internal Document Management System 4. External Document Management System Including System for handling confidential information – file transfer portal and secure storage 5. Servers/network 6. Document Backup and Retention Strategy 7. Computers, internet, basic software packages 8. RRC email 9. Virtual meeting platform 10. Phone System 11. Engineering/modeling software 12. Other subscription services as needed |

| | |
|--|---------------------------|
| RAILBELT RELIABILITY COUNCIL – CHARTER | CHARTER No.: CH-03 |
| TITLE: INFRASTRUCTURE COMMITTEE CHARTER - ATTACHMENT #1 | REVISION No.: 0 |
| EFFECTIVE DATE: 9/12/22 | PAGE 2 OF 2 |

| Item | General Purposes | Lead | Specific Purposes |
|---|---|-------------------|--|
| (iii) | Office Infrastructure | CEO CEO CEO | 1. Office space – location, layout, rent, utilities, etc 2. Office furniture 3. Phones, monitors, other office items |
| (iv) | Committee Operating Procedures and Best Practices | Infra | 1. New Committees a. Meeting summaries / minutes b. Charter development c. Chair selection d. Task delegation |
| The following items are Identified as “Infrastructure” in <i>Startup Timeline</i> but will be implemented by others. | | | |
| | Financial Infrastructure | FACOM | 1. Bank accounts 2. Accounting tools and documentation 3. Purchasing System 4. Payroll software/tools |
| | Establish insurance policies | ExCom / CEO | 1. Directors and Officers 2. General liability 3. Workers compensation |