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Railbelt Reliability Council		

VOTING PROCEDURES RULE

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1.0 PURPOSE

This rule covers key voting procedures of the RRC.

2.0 DEFINITIONS

Term	Definition
Board	The RRC Board of Directors
Board Committee	A committee of the RRC Board, as provided in RRC Bylaws Section 2.4 – Board Committees
RCA	Regulatory Commission of Alaska
RRC	Railbelt Reliability Council
RRC Committee	A committee, subcommittee, working group, task force, advisory committee, or other topic-specific group of the RRC, other than a Board Committee, that plays a role in RRC decision making
Supermajority	The affirmative vote of nine (9) or more Voting Directors representing a majority of Board stakeholder classes, necessary to take affirmative action on issues so identified in this rule and in the RRC Bylaws
Voting Director	Directors for Board seats A through M

3.0 PROCEDURES

The RRC voting procedures are as follows:

3.1 For the RRC Board of Directors

3.1.1 Votes

Each Voting Director is entitled to one (1) vote on each matter submitted to a vote of the Board unless otherwise required in the RRC Bylaws. Voting shall be by voice vote, unless any Voting Director

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attending the meeting at which such vote takes place requests such voting to be by roll call, except for the election of officers, which shall be by secret ballot.

3.1.2 Vote of the Majority

At a meeting, the affirmative vote of a majority of the total number of Voting Directors (Majority) shall be the act of the Board, unless the act of a greater number is required by law or by the RRC Bylaws.

3.1.3 Vote of the Supermajority

A Supermajority vote shall be required to:

1. Amend, repeal, or alter in any way the Articles of Incorporation or Bylaws of the RRC;
2. Initiate, approve, and file with the Regulatory Commission of Alaska (RCA) standards for nondiscriminatory open access transmission and interconnection, in accordance with applicable law;
3. Initiate, approve, and file with the RCA standards for transmission system cost recovery, in accordance with applicable law;
4. Initiate, approve, file with the RCA, and modify reliability standards, in accordance with applicable law;
5. Enforce reliability standards, in accordance with applicable law;
6. Approve proposed penalties, in accordance with applicable law;
7. Initiate, approve, and file with the RCA an integrated resource plan or integrated resource plan update in accordance with applicable law;
8. Hire or terminate the chief executive officer (CEO);
9. Merge or consolidate or agree to merge or consolidate the RRC with or into any other legal entity, or convert the RRC into any other legal entity or to act in contravention of the requirement of an entity exempt under Internal Revenue Code § 501(c)(3);
10. Liquidate, dissolve, or reorganize the RRC or adopt any plan to do so;
11. Sell, lease, exchange, transfer, or otherwise dispose of (1) all or substantially all the tangible, intangible, or other assets of the RRC; or (2) any other asset of the RRC except in the ordinary course of business;

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12. Approve or ratify operating budgets of the RRC;
13. Amend, repeal, or alter in any way the Technical Advisory Council Structure and Process (PD-03);
14. Establish or amend policies, procedures, and committee charters;
15. Approve appointment of Board Committee chairs and members;
16. Initiate, approve, file with the RCA, and modify RRC tariff filings;
17. Initiate, approve, file with the RCA, and amend RRC rules;
18. Approve submittal of compliance filings ordered by the RCA;
19. Waive the requirement that at least half of the Technical Advisory Council (TAC) members meet the sufficient independence requirement of the TAC Structure and Process document (PD-03);
20. Waive the requirement that TAC members and their alternates must live within the service territory of an LSE subject to the authority of the RRC; and
21. Waive the sufficient independence finding requirement under Article 3.1.1 for the CEO.

3.1.4 Votes on alleged violations of reliability standards or penalties

When voting on an alleged violation of a reliability standard or associated penalty, a Voting Director appointed or employed by the entity that is the subject of the alleged violation or the penalty shall be deemed to have a conflict of interest and shall recuse themselves.

3.2 For Board Committees

A. Each Board Committee, by a charter approved by the Board, may develop its own rules and procedures (subject to Bylaws Section 2.4.3), which shall apply to that Board Committee.

B. A quorum shall be established before conducting business at a meeting, in which a majority of the whole Board Committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Board Committee.

3.3 For RRC Committees

Voting procedures for RRC Committees will be determined by the Board when establishing an RRC Committee. Working groups established under the Technical Advisory Council will be non-voting

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committees and may take action to advance recommendations as provided in the Technical Advisory Council Structure and Process (PD-03).

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