

**RAILBELT TRANSMISSION ORGANIZATION
BYLAWS**

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RAILBELT TRANSMISSION ORGANIZATION BYLAWS

ARTICLE 1 - STATEMENT OF OBJECTIVES

The Railbelt Transmission Organization (the “RTO”) shall be responsible for developing and filing an open access transmission tariff (the “OATT”). If approved by the Regulatory Commission of Alaska (“Commission” or “RCA”), the RTO shall administer and manage the OATT, which shall include provisions for recovery of transmission costs and related ancillary services, and replace wholesale charges assessed by unit by each utility in the Railbelt with a new mechanism that fairly recovers and equitably allocates the costs of operating the backbone transmission system (“BTS”). The RTO also shall have any other duties or responsibilities assigned to it by the Alaska Legislature.

These Bylaws set forth the procedural rules of the RTO. As provided in the Charter, the RTO is managed and directed by its governing committee (“Governance Committee” or “Committee”).

ARTICLE 2 - AUTHORITY OF THE RAILBELT TRANSMISSION ORGANIZATION

The RTO exists pursuant to Title 44, Chapter 83, Article 5A of the Alaska Statutes, as may be amended, or as otherwise provided by law.

ARTICLE 3 - OFFICES

The RTO shall have no physical office but shall have a mailing address at the headquarters of Alaska Energy Authority (the “Authority”), wherever that may be located.

ARTICLE 4 - MEMBERSHIP AND REPRESENTATIVES

The Committee shall consist of the following members: the Authority, each Railbelt utility, as defined in AS 44.83.720(4), and the Railbelt Reliability Council (“RRC”) as an ex officio nonvoting member. No Committee member shall obtain an additional vote through merger with, acquisition of, or assignment from another Committee member.

Each Committee member shall designate one representative and one alternative representative to serve on the Committee. The initial representatives for each member are set forth in Section 5 of the Charter. The alternate representative shall serve as the designated representative in the absence of the designated representative. Any Committee member may change its designated representative or alternate representative on the Committee or any subcommittee at any time and shall promptly provide written notice of such change, including the name, address, email address, and telephone number of its new representative and/or alternate representative to the Secretary. The Secretary shall maintain current rosters of Committee and subcommittee representative contact information and promptly advise all members of changes to the relevant roster.

ARTICLE 5 - COMMITTEE MEETINGS

5.1 Annual Meeting. The annual meeting of the Committee shall be the first regular meeting of the Fiscal Year (July 1 through June 30), for the purpose of electing officers and transacting such other business as may come before the Committee.

5.2 Regular Meetings. Regular meetings shall be held at least quarterly, with the specific date and time to be determined by the Committee.

5.3 Special Meetings. Special meetings of the Committee may be called by the Chair or by three members of the Committee at any time by so advising the Secretary of the Committee. Business at a special meeting of the Committee shall be limited to the purpose stated in the notice of such special meeting.

5.4 Notice of Meetings. Public notice shall be given by the Secretary for Committee and subcommittee meetings consistent with AS 44.62.310. Notice of meetings shall be given:

5.4.1 By delivering notice by email to all Committee or subcommittee member representatives and alternative representatives, as applicable;

5.4.2 At least five (5) calendar days before the date of the meeting provided, however, that in an emergency, written notice shall be given, as is reasonable, before the time specified for that special meeting; and

5.4.3 By publishing a notice on the State of Alaska's online public notice system.

5.5 Waiver of Notice. Whenever any notice is required to be given to any person or persons, a waiver of the notice in writing, signed by the person or persons entitled to such notice, whether before or after the time stated in the notice, shall be deemed equivalent to the giving of such notice.

5.6 Place of Meetings. The Chair of the Committee may designate any place as the place of meeting for any annual, regular, or special meeting of the Committee.

5.7 Teleconferencing. Attendance and participation by any or all representatives of the Committee members at any meeting of the Committee may be by teleconference. Materials that are to be considered at a Committee meeting that is held by teleconference shall be made available at the teleconference locations or electronically if practicable. Participation by such means shall constitute presence at a meeting.

5.8 Minutes of Meetings. Written minutes shall be kept for all annual, regular and special meetings of the Committee. Minutes of the meeting shall be provided to each member representative following each meeting. The official copy of the minutes shall be approved by the Committee and signed by the Chair and the Secretary.

5.9 Quorum. At all meetings of the Committee, the presence of the representatives of any four voting members shall constitute a quorum for the transaction of business.

5.10 Manner of Acting

5.10.1 Committee actions may be taken by any reasonable voting method, provided that any Committee member representative may request a roll call vote. All actions taken via teleconferencing shall be by roll call vote.

5.10.2 A voting representative who is present at a meeting of the Committee at which action on a Committee matter is taken shall be presumed to have assented to such action unless the representative's dissent or abstention is both indicated at the time of the vote and recorded in the official minutes.

5.10.3 Except for those matters that expressly require an alternative voting procedure, action supported by an affirmative vote of four or more voting representatives taken during a Committee meeting at any time when a quorum is present shall be an act of the RTO and binding on all Committee members.

5.10.4 The following matters shall require the affirmative vote of at least five voting member representatives:

- (a) Adoption of RTO Bylaws and subsequent amendments thereto.
- (b) Removal of an officer.

5.10.5 In the following matters, the unanimous concurrence of all voting Committee member representatives shall be necessary for an action to be taken.

- (a) Adoption and amendment of procedures for dispute resolution.

5.10.6 For the avoidance of doubt, affirmative action by the RTO approving the submission of any filing or application with the RCA does not prevent a Committee member from taking a position before the RCA that is contrary to the RTO's position on the matter addressed in that filing or application; provided, however, that each Committee member agrees to endeavor in good faith to provide reasonable advance notice of issues it intends to raise with the RCA related to the BTS, the OATT, or that would otherwise impact, directly or indirectly, the RTO. For purposes of this section, reasonable advance notice means notice provided:

- (a) to all Committee members through a statement at a regular or special Committee meeting expressly indicating that member's intent to file with

the RCA (which filing shall not occur less than two (2) business days after that meeting); or

(b) pursuant to Section 9.3.

Any member wishing to pursue an issue before the RCA is responsible for carrying its burden of proof and any costs to do so.

5.10.7 In the event that the number of voting members on the Committee is five rather than six, then the minimum number of votes under Section 5.10.3 shall be three and the minimum number of votes under Section 5.10.4 shall be four. These sections of the Bylaws shall be amended by the Committee in the event that the number of voting members on the Committee is other than five or six in total.

5.11 Conduct of Meetings. The most current version of Robert's Rules of Order, Newly Revised shall govern the conduct of Committee meetings except where in conflict with the Bylaws.

5.12 Open Meetings. The Committee recognizes that Alaska public policy favors transparency and public access to information. The Committee desires to conduct its business in public according to the following policies:

5.12.1 All formal Committee meetings shall be open to the public except as otherwise provided in these Bylaws.

5.12.2 Executive Session. If any subjects to be discussed at a meeting are subjects that may potentially be discussed in an executive session, the meeting shall be first convened as a regular or special meeting and the question of holding an executive session to discuss matters that come within the exceptions contained in Section 5.12.3 in this Article shall be determined by a majority vote of the Committee. The motion to convene in executive session must clearly and with specificity describe the subject of the proposed executive session without defeating the purpose of addressing the subject in private. No subjects may be considered at the executive session unless auxiliary to the main question. Formal action may not be taken during an executive session, except to give direction to an attorney or negotiator regarding the handling of a specific legal matter or pending negotiation.

5.12.3 The following excepted subjects may be discussed in an executive session:

(a) Matters the immediate knowledge of which would clearly have an adverse effect upon the finances of the RTO;

(b) Subjects that tend to prejudice the reputation and character of any person; provided, however, the person may request a public discussion;

- (c) Matters which by law, municipal charter or ordinance are required to be confidential;
- (d) Matters discussed with an attorney for the Committee or a member of the Committee, the immediate knowledge of which could have an adverse effect on the legal position of the Committee or Authority;
- (e) Matters involving consideration of government records that by law are not subject to public disclosure.

5.12.4 Section 5.12 and its accompanying subsections shall not apply to:

- (a) Meetings at which a quorum is not present, and therefore no business may be officially conducted;
- (b) Informal discussions, by telephone, in person or otherwise, among members of the Committee, at which votes are not taken and official business is not conducted;
- (c) Meetings and discussions, formal or informal, of Committee members in which all participants indicate they are acting individually as representatives of the Parties and not as the assembled Committee, and at which no Committee business is conducted nor votes are taken;
- (d) Subcommittee meetings;
- (e) The Committee performing a quasi-judicial function when holding a meeting solely to make a decision in accordance with Article 9 (Dispute Resolution).

ARTICLE 6 - SUBCOMMITTEES

6.1 Designation of Subcommittees. The Committee may appoint standing or ad hoc subcommittees from time to time, subject to such conditions as may be prescribed by the Committee. The designation of any such subcommittee shall not relieve the Committee or any member of the Committee of any responsibility imposed by law.

6.2 Powers of Subcommittees. Subcommittees shall have the authority to advise and make recommendations to the Committee and have no authority to establish policies or make decisions for the Committee. The Committee shall formalize subcommittees by adopting a resolution that details the scope of the subcommittee. Subcommittees may only act upon matters within the scope authorized by the Committee.

6.3 Subcommittee Membership. Member representatives may appoint a subcommittee primary representative and a subcommittee alternate representative for each subcommittee.

6.4 Term of Subcommittee. Each member of a subcommittee shall continue as such until their successor is appointed, unless the subcommittee is dissolved sooner, or such member resigns or is removed from such subcommittee.

ARTICLE 7 - OFFICERS

7.1 Number. The Committee shall initially consist of three officers: a Chair, a Vice Chair, and a Secretary/Treasurer. The Committee may elect such other officers and agents as it shall deem necessary, who shall exercise such powers and perform such duties as shall be determined from time to time by the Committee. No Committee member shall simultaneously hold more than one officer position.

7.2 Election and Term of Office. The procedures for the election of officers as well as term durations are as designated in Attachment I, attached hereto.

7.3 Removal. Any officer elected by the Committee may be removed under the procedures set forth in Section 5.10.4.

7.4 Vacancies. In the event any vacancy occurs in any elected office of the Committee, the remaining members of the Committee shall elect a successor to the office at the next regular meeting of the Committee and in accordance with Attachment I.

7.5 Chair. The Chair shall preside at all meetings of the Committee and shall perform such other duties and have such other powers as the Committee may prescribe.

7.6 Vice Chair. The Vice Chair shall act under the direction of the Chair, and in the absence or disability of the Chair or if the office of the Chair is vacant, shall perform the duties of the Chair, and from time to time shall perform such other duties and have such other powers as the Chair or Committee may prescribe.

7.7 Secretary/Treasurer. The following duties are assigned to the Secretary/Treasurer:

7.7.1 Secretary Duties. The Secretary shall act under the direction of the Chair with respect to secretarial duties. Subject to the direction of the Chair or the Committee, the Secretary shall attend all meetings of the Committee and keep a record of the proceedings. In the Secretary's absence, the Chair shall designate another member of the Committee to keep a record of the proceedings. The Secretary shall perform like duties for subcommittees when requested. The Secretary shall give or cause to be given notice of all meetings of the Committee and subcommittees in accordance with law and these Bylaws and shall perform such other duties described in the Bylaws or as may be prescribed by the Chair or the Committee.

7.7.2 Treasurer Duties. The Treasurer shall act under the direction of the Committee with respect to Treasurer duties. Subject to the direction of the Committee, the Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the RTO and shall immediately

deposit all monies and other valuable effects received in the name and to the credit of the RTO in such depositories as may be designated by the Committee. The Treasurer shall disburse the funds of the RTO as may be ordered by the Committee, taking proper vouchers for such disbursements, and shall render to the Chair and the Committee at its regular meetings or when the Committee so requires, an account of all of the Treasurer's transactions as Treasurer and of the financial condition of the RTO.

7.8 Indemnification and Insurance. Unless and until it is determined by the Committee that AS 09.50.253 requires the State of Alaska to indemnify and defend the RTO, its Committee members, and their representatives from and against any and all losses or liabilities reasonably incurred in relation to the performance of Committee representative responsibilities or actions, the RTO shall purchase and maintain Directors and Officers insurance that protects the RTO and its Committee member representatives. Directors and Officers insurance costs shall be recovered through the OATT; prior to implementation of the OATT, these costs shall be borne by the voting Committee members under an agreed-upon cost-share arrangement.

The RTO shall indemnify and hold harmless its member representatives, to the fullest extent permitted by applicable law, against all claims and liabilities, any and all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by such person in connection with any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than a proceeding filed by the RTO), arising out of their role as a member representative of the RTO or based on any authorized action of any such person as a Committee member or as an officer of the Committee within the scope of the Committee member's office. The RTO's obligation to indemnify applies only if the member representative acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the RTO. The RTO's obligation to indemnify does not apply if the member representative's acts or omissions were not in good faith or involved intentional misconduct or a knowing violation of law. The RTO's obligation to indemnify does not apply to transactions from which a member representative derives an improper personal benefit. In the case of a criminal proceeding, the member representative must have had no reasonable cause to believe their conduct was unlawful. RTO indemnification is limited to the RTO and its assets; RTO indemnification is not backed by the Authority or the State of Alaska. For the purposes of this provision, "Committee member" means a Committee member, a member representative, an alternate member representative, subcommittee representative or alternate representative, an authorized agent of the RTO, or any authorized employee of the RTO. Any indemnification costs shall be recovered through the OATT; prior to implementation of the OATT, these costs shall be borne by the Railbelt utilities under an agreed-upon cost-share arrangement.

ARTICLE 8 - ANNUAL BUDGET

8.1 The Committee shall consider and adopt the annual budget for the RTO no later than 90 days before the beginning of the Fiscal Year as well as any proposed changes

to the budget that may arise after adoption. The annual budget shall comply with the process set forth in the OATT and shall include the RTO's administrative costs.

8.2 Administrative costs shall be recovered through the OATT; prior to implementation of the OATT, these costs shall be borne by the voting Committee members under agreed-upon cost-share arrangements.

8.3 The Authority shall pursue any receipt authority needed on behalf of the RTO from the State of Alaska.

8.4 The Committee shall decide if and when an audit shall be performed and if so the content and extent of said audit. Any audit shall be performed by an independent third party.

ARTICLE 9 - RTO, BTS, OR OATT-RELATED DISPUTES

9.1 Procedural Rules. The Committee shall perform its decision-making responsibilities consistent with Title 44, Chapter 83, Article 5A of the Alaska Statutes and these Bylaws.

9.2 Authority. In the event the authority of the Committee to act is at issue, the Committee shall first make a finding as to its authority. If the Committee determines that it has the authority to consider the matter, it shall decide the issue on its merits. If the Committee determines that it does not have the authority to consider the matter, the matter shall be submitted, as appropriate, to either the RCA or an appropriate court in Alaska.

9.3 Notice of Disputes to be Provided Before Filing with the RCA. Each Committee member agrees to endeavor in good faith to provide reasonable advance notice of issues it intends to raise with the RCA related to the BTS, the OATT, or that would otherwise impact, directly or indirectly, the RTO. For purposes of this section, reasonable advance notice must be provided (a) in writing to every other Committee member at least two (2) business days prior to any filing with the RCA or (b) in accordance with Section 5.10.6(a). Any member wishing to pursue an issue before the RCA is responsible for carrying its burden of proof and any costs to do so.

9.4 Costs. The costs incurred by the RTO in connection with this Article shall be recovered through the OATT; prior to implementation of the OATT, these costs shall be borne by the voting Committee members under an agreed-upon cost-share arrangement.

ARTICLE 10 - OTHER POLICIES

10.1 Numbering of Resolutions. The Committee has established that all resolutions and actions adopted by the Committee shall be assigned a number. The first part of the number shall be the last two digits of the year in which the resolution or action is adopted (e.g., Resolution 24-__). The second part shall be a sequential number reflecting the order which the resolution or action was adopted, beginning with the number "01,"

and increasing by one with the adoption of each subsequent resolution or action. The Secretary of the Committee shall establish and maintain an official journal for recording resolutions and actions of the Committee.

10.2 Definition of Terms. Except as otherwise provided, terms included in these Bylaws shall have the meaning specified in AS 44.83.720.

10.3 Amendment of Bylaws. These Bylaws may be altered, amended, or repealed and new Bylaws adopted by the Committee at any regular or special meeting, subject to the voting requirements set out in Section 5.10.4 of these Bylaws.

**ATTACHMENT I
TO BYLAWS OF
RAILBELT TRANSMISSION ORGANIZATION COMMITTEE**

Rules for Election of Chair, Vice Chair, and Secretary/Treasurer

The procedures embodied in these rules have been adopted by the Railbelt Transmission Organization to facilitate the election of the Chair, Vice Chair, and Secretary/Treasurer as called for under Article 7 of the Bylaws. These procedures may be amended at any time pursuant to Section 5.10.4 of the Bylaws.

1. The Chair, Vice Chair, and Secretary/Treasurer shall be elected by an affirmative vote under Section 5.10.3 of the Bylaws. Each voting member of the Committee shall have one vote in this election.
2. The Chair, Vice Chair, and Secretary/Treasurer shall serve for a term of one year or until their resignation or removal, if earlier.
3. The election shall be supervised by the current Chair. If the Chair is not present or no member of the Committee holds the Chair position, then the duty to supervise the election shall reside with the current Vice Chair and failing that with the current Secretary/Treasurer.
4. The election shall be conducted by secret ballots, which shall be delivered to the supervisor of the election by hand, or other confidential communication in the case of representatives who are not attending the Annual Meeting in person. Voting by proxy is not allowed.
5. The elections of the Chair, Vice Chair, and Secretary/Treasurer shall take place at the beginning of the Annual Meeting. The newly-elected officers' terms of service shall begin upon completion of the elections at the Annual Meeting.
6. Seven days prior to the Annual Meeting the supervisor of the election shall notify the Committee member representatives that nominations for Chair, Vice Chair, and Secretary/Treasurer of the Committee will be open for 72 hours.
7. Voting members of the Committee may nominate any voting Committee member's representative to serve as Chair, Vice Chair, or Secretary/Treasurer. Self-nominations are allowed.
8. Nominations shall be communicated to the supervisor of the election. The supervisor of the election shall contact any nominee who is not self-nominated to confirm the nominee's willingness to serve as Chair, Vice Chair, or Secretary/Treasurer as applicable, if elected.
9. Upon conclusion of the nomination period and confirmation that all nominees are willing to serve, the supervisor of the election shall send the list of nominees to the members of the Committee.
10. At the commencement of the Annual Meeting, each of the nominees shall be given an opportunity to address the Committee if they so desire.

11. In the event that no candidate receives the requisite majority, the candidate receiving the lowest number of votes shall be removed from the ballot and a new vote taken.

12. In the event that there is a tie between two or more candidates receiving the lowest vote, then the supervisor of the election shall conduct a run-off election among those tied candidates in which all of the voting members of the Committee shall have a vote. In the event that none of the tied nominees receives a majority of the votes cast, the nominee receiving the lowest number of votes shall be removed from the ballot and a new vote taken, until one of the nominees receives a majority of the votes cast. When one of the tied nominees receives a majority of the votes cast, then the other tied nominees shall be removed from the ballot for the position and a new vote taken for that position.

13. Step 11, and as necessary Step 12, shall be repeated until one candidate receives the requisite majority of the votes and so is elected Chair, Vice Chair, or Secretary/Treasurer of the Committee.