

CHARTER AGREEMENT FOR THE RAILBELT TRANSMISSION ORGANIZATION

This Charter Agreement, dated as of December 16, 2024 (the “Charter”), is entered into by and among the ALASKA ENERGY AUTHORITY (“AEA”), CHUGACH ELECTRIC ASSOCIATION, INC. (“Chugach”), GOLDEN VALLEY ELECTRIC ASSOCIATION, INC. (“GVEA”), the CITY OF SEWARD d/b/a SEWARD ELECTRIC SYSTEM (“Seward”), the ALASKA ELECTRIC AND ENERGY COOPERATIVE, INC., a subsidiary of HOMER ELECTRIC ASSOCIATION, INC. (“AEEC”), and MATANUSKA ELECTRIC ASSOCIATION, INC. (“MEA”) in order to form a Railbelt transmission organization as required by Section 26 of 2024 House Bill 307.

WITNESSETH:

AEA recites, agrees, represents and covenants as follows:

- 1) AEA is a public corporation of the State of Alaska duly created organized and existing pursuant to AS 44.83;
- 2) It is authorized and has taken all steps necessary pursuant to the Constitution and laws of the State of Alaska and the regulations and bylaws of the AEA to enter into this Charter and to comply fully with the terms hereof;
- 3) It desires to fulfill its legislatively established duty of serving as a member of the governance structure for the Railbelt transmission organization; and
- 4) To the best of its knowledge, its execution and performance of this Charter will not conflict with, violate or constitute an event of default under any other resolution, contract, agreement, bond, note, mortgage, or other obligation of AEA or with respect to any order, ruling, or decree of any court or regulatory agency to which AEA is subject at the time AEA executes this Charter.

Chugach, GVEA, AEEC and MEA each recite, agree, represent and covenant as follows:

- 1) It is a duly organized and constituted electric cooperative under the laws of the State of Alaska;
- 2) It is authorized and has taken all steps necessary pursuant to its articles of incorporation and bylaws and applicable laws and regulations to enter into this Charter and to comply fully with the terms hereof;
- 3) It performs the functions of a Railbelt utility and desires to fulfill its legislatively established duty of serving as a member of the governance structure for the Railbelt transmission organization; and
- 4) To the best of its knowledge, its execution and performance of this Charter will not conflict with violate or constitute an event of default under any other resolution, contract, agreement, bond, note, mortgage, or other obligation of the entity or with respect to any order, ruling, or decree of any court or regulatory agency to which the entity is subject at the time the entity executes this Charter.

Seward recites, agrees, represents and covenants as follows:

- 1) It is a duly organized and constituted home rule municipal corporation under the Constitution and laws of the State of Alaska;
- 2) It is authorized and has taken all steps necessary pursuant to the Constitution and laws of the State of Alaska and other applicable laws and regulations and pursuant to its charter and ordinances to enter into this Charter and to comply fully with the terms hereof;
- 3) It performs the functions of a Railbelt utility and desires to fulfill its legislatively established duty of serving as a member of the governance structure for the Railbelt transmission organization; and
- 4) To the best of its knowledge, its execution and performance of this Charter will not conflict with violate or constitute an event of default under any other charter, ordinance, resolution, contract, agreement, bond, note, mortgage, or other obligation of its or with respect to any order, ruling, or decree of any court or regulatory agency to which it is subject at the time it executes this Charter.

NOW, THEREFORE, the parties agree as follows:

Section 1. Definitions. For the purposes of this Charter, the following definitions apply:

- a) "commission" or "RCA" means the Regulatory Commission of Alaska;
- b) "OATT" or "open access transmission tariff" means the tariff to be filed by the RTO or, if not filed by July 1, 2025, to be established by the RCA to achieve the purposes of AS 44.83.700 – 44.83.720;
- c) "Railbelt" has the meaning given in AS 44.83.720;
- d) "Railbelt utility" has the meaning given in AS 44.83.720;
- e) "transmission organization" or "RTO" means the Railbelt Transmission Organization .

Section 2. Creation & Name of the RTO.

- a) The Alaska Legislature created the transmission organization in Article 5A of Title 44, chapter 83 of the Alaska Statutes and named it the "Railbelt Transmission Organization."
- b) For administrative purposes only, the RTO is a division of AEA. AEA will provide administrative services of like or similar character to those AEA provides to the Bradley Lake Project Management Committee.
- c) Notwithstanding AS 42.05.711(b) and AS 44.83.090(b), the RTO is subject to the jurisdiction of the RCA for the purposes of AS 44.83.700 - 44.83.720.

Section 3. Disclosure of the Purposes of the RTO.

The Alaska Legislature created the RTO and identified its purpose with the passage of AS 44.83.700-720.

Section 4. Governance Structure of the RTO.

- a) To assist in administering the OATT, the Legislature provided for the RTO's governance structure in AS 44.83.700(c).
- b) To facilitate the development and management of the OATT, the Legislature also directed AEA and the Railbelt utilities, on or before January 1, 2025, to "form" the RTO modeled after the governance structure of the Bradley Lake Hydroelectric Project, as outlined in the Bradley Lake Power Sales Agreement, including the creation, duties, and methods of the Bradley Lake Project Management Committee, with any adjustments the parties to the agreement determine are necessary. This Charter satisfies the formation requirement.

Section 5. Formation of the RTO Governance Committee.

- a) The RTO shall be governed by its Governance Committee, which shall be known as the Committee and shall be responsible for the management and operation of the RTO consistent with applicable law and this Charter. Consistent with AS 44.83.700(c), the Committee members are the parties to this Charter.
- b) The following individuals and any alternates each may designate will serve on the Committee as the initial representatives for their respective Committee member:

Travis R. Million
President & CEO
Golden Valley Electric Association, Inc.
758 Illinois Street
Fairbanks, AK 99701
trmillion@gvea.com

Arthur Miller
Chief Executive Officer
Chugach Electric Association, Inc.
5601 Electron Drive
Anchorage, AK 99518
Arthur_Miller@chugachelectric.com

Anthony Izzo
Chief Executive Officer
Matanuska Electric Association, Inc.
163 E. Industrial Way
Palmer, AK 99645
Tony.Izzo@mea.coop

Bradley P. Janorschke
Chief Executive Officer
Alaska Electric & Energy Cooperative, Inc.
3977 Lake Street
Homer, AK 99603
BJanorschke@homerelectric.com

Curtis Thayer
Executive Director
Alaska Energy Authority
813 W. Northern Lights Blvd.
Anchorage, AK 99503
cthayer@akenergyauthority.org

Brian Hickey
General Manager
City of Seward
410 Adams Street
Seward, AK 99664
bhickey@cityofseward.net

Joel Groves (Ex Officio, Non-Voting Member)
President
Railbelt Reliability Council
P.O. Box 91359
Anchorage, AK 99509
joel@polarconsult.net

- c) Subject to this Charter, the parties empower the Committee to adopt the RTO's bylaws and any policies and/or procedures necessary for proper governance and operation of the RTO.
- d) Adoption of bylaws. The Committee shall adopt bylaws governing the conduct of the Committee's affairs. Such bylaws shall address, among other matters, procedures for the periodic selection of Committee officers, the conduct of Committee meetings, dispute resolution, modification of the bylaws and, to the extent not otherwise specified in this Charter, the applicable voting requirements for approval of matters to be decided by the Committee.

Section 6. Counterparts.

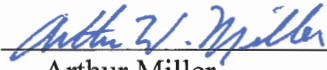
This Charter may be executed in several counterparts, each of which shall be an original, but all of which shall constitute one and the same instrument.

IN WITNESS WHEREOF the parties have caused this Charter Agreement to be executed the day and year first above written.

GOLDEN VALLEY ELECTRIC
ASSOCIATION, INC.

CHUGACH ELECTRIC ASSOCIATION, INC.

By: 
Travis R. Million
President & CEO


By: 
Arthur Miller
Chief Executive Officer

Date: December 16, 2024

Date: December 16, 2024

MATANUSKA ELECTRIC
ASSOCIATION, INC.

ALASKA ELECTRIC & ENERGY
COOPERATIVE, INC.

By: 
Anthony Izzo
Chief Executive Officer

By: 
Bradley P. Janorschke
Chief Executive Officer


Date: December 16, 2024

Date: December 16, 2024

ALASKA ENERGY AUTHORITY

CITY OF SEWARD d/b/a SEWARD ELECTRIC
SYSTEM

By: 
Curtis Thayer
Executive Director

By: 
Brian Hickey
General Manager

Date: December 16, 2024

Date: December 16, 2024