

**RESOLUTION 2022-01**

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ALASKA GASLINE DEVELOPMENT CORPORATION ADOPTING THE BOARD OF DIRECTORS SUB-COMMITTEE CHARTERS**

WHEREAS, the Alaska Gasline Development Corporation (“AGDC”) Board of Directors, in conjunction with AGDC staff and management has reviewed the proposed Board of Directors Sub-Committee Charters, which identify the roles, responsibilities and reporting actions of each committee, and has recommended that the Board of Directors Sub-Committee Charters be submitted to the full Board for approval.

**NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE ALASKA GASLINE DEVELOPMENT CORPORATION THAT:**

1. The Board adopts and approves the following five Sub-Committee Charters as presented to the Board on this day, June 16, 2022:

- 1) Executive Committee Charter
- 2) Governance Committee Charter
- 3) Commercial Committee Charter
- 4) Technical Committee Charter
- 5) Communications Committee Charter

2. The AGDC Board of Directors Chair is herewith authorized and directed to implement the AGDC Board of Directors Sub-Committee Charters.

3. This Resolution shall take effect immediately.


**PASSED AND ADOPTED THIS 16th DAY OF June, 2022.**

**BOARD OF DIRECTORS OF THE ALASKA  
GASLINE DEVELOPMENT CORPORATION**

By: 

Chair, Warren Christian



	AGDC Executive Committee Charter	1070-BBB-CHT-00018
		Revision No. 0
	CONFIDENTIAL	June 16, 2022
		Page 1

## EXECUTIVE COMMITTEE

The Alaska Gasline Development Corporation (AGDC) Board of Directors on April 19, 2016, and incorporated here by reference, establishes the Executive Committee, pursuant to 2<sup>nd</sup> Level, Section 2 (e) of the Amended and Restated Bylaws, consisting of no more than three (3) Board members. The Chair of the Board of Directors shall appoint members from the Board of Directors and shall identify the member of the committee to serve as chair of the committee. The AGDC President shall serve as staff to the Committee.

The Committee shall meet as necessary and appropriate at the call of the Chair or the AGDC President and may report a summary of the discussion to full board at a scheduled board meeting.

As established in 2<sup>nd</sup> Level, 2(e)(v), the primary purpose of AGDC Board Committees is to gather information from staff and to report on that information to the full Board of Directors. The Executive Committee has no power to take any actions, other than those delegated to committee by the full Board of Directors via a Board Resolution.

### **Committee Charter:**

The Executive Committee oversees the high level workings of the corporation. The Executive Committee provides review and oversight of activities of the 8 Star Alaska, LLC subsidiary.

### **Responsibilities:**

The Executive Committee is responsible for:


1. Providing organizational direction for the AGDC President and the full Board;
2. Prioritizing issues for the Board to address and assisting the AGDC President and board members in the creation of board meeting agendas;
3. Acting as a liaison between the AGDC President and the Board; serving as an advisor to the AGDC President, providing consultation, support, and guidance on an informal basis as requested from time to time. And further:
  - o Recruits, nominates, and hires the AGDC President, after approval of the nominee from the Board.
  - o The Board may delegate development of the compensation package to the Executive Committee.
  - o On an annual basis, discuss the AGDC President's performance following review of completed annual evaluations.
4. Active participation in strategic planning and advising the Board on pertinent business matters;
5. Monitoring and evaluating progress toward the company's strategic goals and initiatives and making periodic and timely presentations to the full board;

	AGDC Executive Committee Charter	1070-BBB-CHT-00018
		Revision No. 0
	CONFIDENTIAL	June 16, 2022
		Page 2

6. Providing organizational oversight through the implementation of board policies and ensuring that the board is establishing and maintaining good governance practices;
7. Oversight of ad hoc committees that work on policy development, ensuring they complete their objectives;
8. Forming and sunseting committees and task forces as necessary;
9. Managing high-level workplace issues of a serious nature, with the executive committee reviewing matters first, and deciding which issues require moving up to the board level;
10. Leading communication between the Board, committees, and corporation staff; and
11. Leading board development and mentoring.

The Executive Committee shall not have the power to:

1. Amend the Amended and Restated Bylaws;
2. Appoint or remove Directors, or the AGDC President;
3. Approve a dissolution or merger or the sale of substantially all of the Corporation's assets;
4. Adopt the budget; or
5. Take any action that is contrary to, or a substantial departure from, the direction of the Board, or which represents major change in the affairs, business, or policy of the Corporation.

	AGDC Technical Committee Charter	1070-BBB-CHT-00019
		Revision No. 0
	CONFIDENTIAL	June 16, 2022
		Page 1

## TECHNICAL COMMITTEE

The Alaska Gasline Development Corporation (AGDC) Board of Directors on April 19, 2016, and incorporated here by reference, establishes the Technical Committee, pursuant to 2<sup>nd</sup> Level, Section 2 (e) of the Amended and Restated Bylaws, consisting of no more than three (3) Board members. The Chair of the Board of Directors shall appoint members from the Board of Directors and shall identify the member of the committee to serve as chair of the committee. The AGDC President shall serve as staff to the Committee.

The Committee shall meet as necessary and appropriate at the call of the Chair of the Committee or the AGDC President and may report a summary of the discussion as appropriate to the Executive Committee or full board at a scheduled board meeting.

As established in 2<sup>nd</sup> Level, 2(e)(v), the primary purpose of AGDC Board Committees is to gather information from staff and to report on that information to the full Board of Directors. The Technical Committee has no power to take any actions, other than those delegated to committee by the full Board of Directors via a Board Resolution.

### **Committee Charter:**

The Technical Committee is responsible for providing review and oversight of project design, engineering, and program development. The Technical Committee monitors the scope, schedule, and budget of projects; environmental, regulatory, right-of-way and constructions issues; and project related procurement and contracting practices.

### **Responsibilities:**

The Technical Committee is responsible for:

1. Meeting at regularly scheduled meetings or special meetings called by the Board Chair;
2. Providing oversight and recommendations regarding the technical and regulatory activities of the Corporation;
3. Reviewing and/or recommending technical and regulatory policies, processes and procedures to submit for approval to the Board of Directors as needed;
4. Reviewing technical and regulatory efforts and progress against the current AGDC Strategic Plan; and
5. Presenting updates on Technical Committee related issues or activities at regularly scheduled Board meetings as required.

The Technical Committee shall not have the power to:

1. Amend the Amended and Restated Bylaws;
2. Appoint or remove Directors, or the AGDC President;

	AGDC Technical Committee Charter	1070-BBB-CHT-00019
		Revision No. 0
	CONFIDENTIAL	June 16, 2022
		Page 2

3. Approve a dissolution or merger or the sale of substantially all of the Corporation's assets;
4. Adopt the budget; or
5. Take any action that is contrary to, or a substantial departure from, the direction of the Board, or which represents major change in the affairs, business, or policy of the Corporation.

	AGDC Commercial Committee Charter	1070-BBB-CHT-00016
		Revision No. 0
	CONFIDENTIAL	June 16, 2022
		Page 1

## COMMERCIAL COMMITTEE CHARTER

The Alaska Gasline Development Corporation (AGDC) Board of Directors on April 19, 2016, and incorporated here by reference, establishes the Commercial Committee, pursuant to 2<sup>nd</sup> Level, Section 2 (e) of the Amended and Restated Bylaws, consisting of no more than three (3) Board members. The Chair of the Board of Directors shall appoint members from the Board of Directors and shall identify the member of the committee to serve as chair of the committee. The AGDC President shall serve as staff to the Committee.

The Committee shall meet as necessary and appropriate at the call of the Chair of the Committee or the AGDC President and may report a summary of the discussion as appropriate to the Executive Committee or full board at a scheduled board meeting.

As established in 2<sup>nd</sup> Level, 2(e)(v), the primary purpose of AGDC Board Committees is to gather information from staff and to report on that information to the full Board of Directors. The Commercial Committee has no power to take any actions, other than those delegated to committee by the full Board of Directors via a Board Resolution.

### **Committee Charter:**

The Commercial Committee provides review and oversight of corporate business development, commercial operations, venture partnerships, gas marketing, and activities of the Gas Aggregator subsidiary. The Commercial Committee monitors and reviews negotiations, agreements, and contracts to which the Corporation is a party.

### **Responsibilities:**

The Commercial Committee is responsible for:

1. Meeting at regularly scheduled meetings or special meetings called by the Board Chair;
2. Providing oversight of the commercial activities of the Corporation;
3. Reviewing and/or recommending commercial policies, processes and procedures to submit for approval to the Board of Directors as needed;
4. Reviewing Commercial efforts and progress against the current AGDC Strategic Plan; and
5. Presenting updates on Commercial Committee related issues or activities at regularly scheduled Board meetings as required.


The Commercial Committee shall not have the power to:

1. Amend the Amended and Restated Bylaws;
2. Appoint or remove Directors, or the AGDC President;
3. Approve a dissolution or merger or the sale of substantially all of the Corporation's assets;
4. Adopt the budget; or

	AGDC Commercial Committee Charter	1070-BBB-CHT-00016
		Revision No. 0
	CONFIDENTIAL	June 16, 2022
		Page 2

5. Take any action that is contrary to, or a substantial departure from, the direction of the Board, or which represents major change in the affairs, business, or policy of the Corporation.



	AGDC Governance Committee Charter	1070-BBB-CHT-00017
		Revision No. 0
	CONFIDENTIAL	June 16, 2022
		Page 1

## GOVERNANCE COMMITTEE

The Alaska Gasline Development Corporation (AGDC) Board of Directors on April 19, 2016, and incorporated here by reference, establishes the Governance Committee, pursuant to 2<sup>nd</sup> Level, Section 2(e) of the Amended and Restated Bylaws, consisting of no more than three (3) Board members. The Chair of the Board of Directors shall appoint members from the Board of Directors and shall identify the member of the committee to serve as chair of the committee. The AGDC President shall serve as staff to the Committee.

The Committee shall meet, as necessary and appropriate, at the call of the Chair of the Committee or the AGDC President and may report a summary of the discussion, as appropriate, to the Executive Committee or full board at a scheduled board meeting.

As established in 2<sup>nd</sup> Level, 2(e)(v), the primary purpose of AGDC Board Committees is to gather information from staff and to report on that information to the full Board of Directors. The Governance Committee has no power to take any actions, other than those delegated to committee by the full Board of Directors via a Board Resolution.


### **Committee Charter:**

The Governance Committee is responsible for providing high level review and oversight of the Corporation's legal, finance, audit, government relations, internal operations, and administration. The Governance Committee establishes and makes recommendations to the Board of Directors on matters pertaining to the organization, function, and operation of the Corporation and of the Board.

### **Responsibilities:**

The Governance Committee is responsible for:

1. Meeting at regularly scheduled meetings or special meetings called by the Board Chair;
2. Ongoing review and recommendations to enhance the quality and future viability of the Board of Directors. May include:
  - o Periodic review of Board and Board Committee roles and responsibilities;
  - o Periodic assessment of Board's performance, effectiveness, and conflicts of interest;
  - o Program of Board information and education;
  - o Orientation of new Board members; and
  - o Leading planning for Board succession, including recruitment and nominations for consideration by the Governor.
3. Annually initiating President's performance evaluation, reviewing completed evaluations, and reporting such review and any findings to Executive Committee for action, as needed;
4. Reviewing the annual budget and submitting to the Board for review and approval;

	AGDC Governance Committee Charter	1070-BBB-CHT-00017
		Revision No. 0
	CONFIDENTIAL	June 16, 2022
		Page 2

5. Reviewing any audits completed and presenting such review with any material concerns to the Board;
6. Reviewing the annual insurance program for appropriate limits and risk mitigation, and presenting such review with any material concerns to the Board;
7. Monitoring and advising on governmental relations; and
8. Presenting Governance Committee related issues or activities at regularly scheduled Board meetings, as required.

The Governance Committee shall not have the power to:

1. Amend the Amended and Restated Bylaws;
2. Appoint or remove Directors, or the AGDC President;
3. Approve a dissolution or merger or the sale of substantially all of the Corporation's assets;
4. Adopt the budget; or
5. Take any action that is contrary to, or a substantial departure from, the direction of the Board, or which represents major change in the affairs, business, or policy of the Corporation.

	AGDC Communications Committee Charter	1070-BBB-CHT-00020
		Revision No. 0
	CONFIDENTIAL	June 16, 2022
		Page 1

## COMMUNICATIONS COMMITTEE

The Alaska Gasline Development Corporation (AGDC) Board of Directors on April 19, 2016, and incorporated here by reference, establishes the Communications Committee, pursuant to 2<sup>nd</sup> Level, Section 2 (e) of the Amended and Restated Bylaws, consisting of no more than three (3) Board members. The Chair of the Board of Directors shall appoint members from the Board of Directors and shall identify the member of the committee to serve as chair of the committee. The AGDC President shall serve as staff to the Committee.

The Committee shall meet as necessary and appropriate at the call of the Chair of the Committee or the AGDC President and may report a summary of the discussion as appropriate to the Executive Committee or full board at a scheduled board meeting.

As established in 2<sup>nd</sup> Level, 2(e)(v), the primary purpose of AGDC Board Committees is to gather information from staff and to report on that information to the full Board of Directors. The Communications Committee has no power to take any actions, other than those delegated to committee by the full Board of Directors via a Board Resolution.

### **Committee Charter:**

The Communications Committee is responsible for providing review and oversight of the Corporation's communications, public relations, media, and external affairs functions. Government relations falls under the Governance Committee. The Communications Committee monitors and reviews the implementation of the Corporation's communications plan.

### **Responsibilities:**

The Commercial Committee is responsible for:

1. Meeting at regularly scheduled meetings or special meetings called by the Board Chair;
2. Providing oversight of the communications activities of the Corporation;
3. Reviewing and/or recommending communications policies, processes and procedures to submit for approval to the Board of Directors as needed;
4. Reviewing and rating communications efforts, progress, and effectiveness; and
5. Presenting updates on Communications Committee related issues or activities at regularly scheduled Board meetings as required.

The Communications Committee shall not have the power to:

1. Amend the Amended and Restated Bylaws;
2. Appoint or remove Directors, or the AGDC President;
3. Approve a dissolution or merger or the sale of substantially all of the Corporation's assets;
4. Adopt the budget; or

	AGDC Communications Committee Charter	1070-BBB-CHT-00020
		Revision No. 0
	CONFIDENTIAL	June 16, 2022
		Page 2

5. Take any action that is contrary to, or a substantial departure from, the direction of the Board, or which represents major change in the affairs, business, or policy of the Corporation.