

# ALASKA RAILROAD

## BOARD OF DIRECTORS SPECIAL Board Meeting

Tuesday, January 23, 2024  
Commencing at 8:30 a.m.

### Join Zoom Virtual Conference Room

<https://us02web.zoom.us/j/84741752682?pwd=VkJWQ2FkWiR1d1BMODRxc3VibUNuQT09>

Meeting ID: 847 4175 2682~ Passcode: 303711



### Dial-In by your nearest location to join by audio only

- +1 669 900 6833 US (San Jose)
- +1 719 359 4580 US
- +1 253 205 0468 US
- +1 253 215 8782 US (Tacoma)
- +1 346 248 7799 US (Houston)
- +1 669 444 9171 US
- +1 386 347 5053 US
- +1 507 473 4847 US
- +1 564 217 2000 US
- +1 929 205 6099 US (New York)
- +1 301 715 8592 US (Washington DC)
- +1 305 224 1968 US
- +1 312 626 6799 US (Chicago)
- +1 360 209 5623 US

**ALASKA RAILROAD CORPORATION  
BOARD OF DIRECTORS  
SPECIAL BOARD MEETING AGENDA**

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**Tuesday, January 23, 2024 at 8:30 a.m.**

**I. CALL TO ORDER**

This special meeting has been called for the specific purpose of discussing and, if deemed appropriate, taking action to authorize management staff to obtain financing for previously approved purchases of locomotives and flat cars under AFE Nos. 11190 and 11083. A portion of this meeting may be held in Executive Session, if necessary and deemed appropriate.

**II. ESTABLISH OF QUORUM**

**III. ADOPTION OF AGENDA**

**IV. CONFLICT OF INTEREST DISCLOSURES**

**V. OPPORTUNITY FOR PUBLIC COMMENT (For Agenda Items Only)**

**VI. NEW BUSINESS (a portion may be held in Executive Session)**

1. [Resolution No. 2024-01 – Relating to an Authorization to Finance Previously Approved Purchases of Locomotives and Flat Cars](#)

**VII. OPPORTUNITY FOR PUBLIC COMMENT / STAFF / DIRECTORS  
(For Agenda Items Only)**

**VIII. ADJOURNMENT**

Adopted:

Resolution No. 2024-01

Relating to an Authorization to Finance  
Previously Approved Purchases of  
Locomotives and Flat Cars

WHEREAS, the Alaska Railroad Corporation (ARRC) maintains a fleet of locomotives to supply horsepower needed to support ARRC's freight and passenger business lines and ARRC forecasts volumetric commodity growth in multiple freight business lines that will require horsepower exceeding the current capacity of its locomotive fleet; and

WHEREAS, ARRC's 2024 Capital Budget as approved by the Board of Directors at its November 2023 meeting authorizes the Corporation to expend \$5 million to acquire four additional SD70Mac locomotives, as more particularly set forth in AFE No. 11190; and

WHEREAS, ARRC owns and maintains a fleet of flat cars, some of which are approaching the end of their useful life due to deteriorating mechanical condition and Federal Railroad Administration regulatory limitations; and

WHEREAS, ARRC's 2023 Capital Budget as approved by the Board of Directors at its November 2022 meeting authorizes the Corporation to expend \$4,901,000 to acquire flat cars, as more particularly set forth in AFE No. 11083; and

WHEREAS, ARRC has sought competitive financing terms from several large banks and has obtained a bid for financing up to \$9,900,000 to purchase four used SD70Mac locomotives and approximately thirty rail flat cars on very favorable terms from JPMorgan Chase Bank, N.A.; and

WHEREAS, ARRC is organized as a public corporation under Chapter 40 of Title 42 of the Alaska Statutes; and

WHEREAS, Alaska Statute 42.40.250(26) authorizes ARRC to borrow money for the purposes of the corporation, and Alaska Statute 42.40.250(8) authorizes ARRC to encumber and grant security interests in its property to secure such borrowings.

NOW, THEREFORE, BE IT RESOLVED that the ARRC Board of Directors hereby approves of and authorizes ARRC to obtain a loan in a sum not to exceed \$9,900,000 from JPMorgan Chase Bank, N.A., to finance the purchase of four locomotives and approximately thirty flat cars, the expenditures for which were previously approved under AFE Nos. 11190 and 11083, respectively, and hereby authorizes the President and CEO, or his designee, to negotiate, finalize and execute all documents necessary to obtain said loan on terms no less favorable than those proposed by JPMorgan Chase Bank. ARRC may secure said loan by granting a security interest in the locomotives and flat cars purchased with the loan proceeds.