

BY-LAWS OF THE
ECONOMIC DEVELOPMENT POWER ALLOCATION BOARD

October 23, 1987

ARTICLE I

Office

Section 1. Principal Office. The principal office of the Economic Development Power Allocation Board (hereinafter referred to as the "Board") shall be located at 30 South Pearl Street, 10th Floor, Albany, New York 12207.

Section 2. Books and Records. All books and records of the Board shall be kept at its principal office.

ARTICLE II

Member

Section 1. Number, Term and Appointment. The number, term and appointment of Members shall be governed by Article 6 of the Economic Development Law, Chapter 32, Laws of New York of 1987.

Section 2. Appointment of Chairman. The Chairman of the Board shall be designated by the Governor from among the Members.

Section 3. Powers and Duties. The powers and duties of the Board shall be as set forth in Article 7 of the Economic Development Law.

ARTICLE III

Meetings of the Board

Section 1. Place of Meetings. Meetings of the Board shall be held at the principal office of the Board or at such other place as the Board may from time to time designate.

Section 2. Regular Meetings. Regular meetings of the Board shall be held monthly, bimonthly or quarterly as the Board shall determine, and shall be held on the first Wednesday of

the month in which a regular meeting is scheduled, or such other day as the Board may from time to time designate.

Section 3. Special Meetings. Special meetings of the Board may be called by the Chairman or upon the request of any two Members. The Secretary shall give notice of the time, place and purpose or purposes of each special meeting by mailing the same at least three days before the meeting or in person by telephoning or telegraphing the same at least two days before the meeting to each Member. The notice required to be given under this section may be waived by the Member to whom such notice is required to be given.

Section 4. Quorum. At all Board meetings, the presence of three Members shall be necessary to constitute a quorum and shall be sufficient for the transaction of business. An act shall be the act of the Board if at a meeting of the Board at which a quorum is present, three Members vote in the affirmative for taking the action in question, provided, however, that in those instances in which unanimous approval of the Board is required by Article 6 of the Economic Development Law, such approval shall not be deemed given unless at a meeting of the Board all Members of the Board are present and all members vote in the affirmative to take such action.

Any one or more members of the board may participate in a meeting of the board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time and allowing any members of the public present at such meeting to hear such conversation. Participation by a board member by such means shall constitute presence in person at a meeting.

ARTICLE IV

Duties

Section 1. Chairman. The Chairman shall preside at all meetings of the Board. In carrying out the policies as determined by the Board, the Chairman shall have the general supervision and control of the affairs of the Board. The Chairman shall designate a Secretary of the Board and shall obtain such legal, technical and administrative services as he may deem necessary or desirable in order to administer the affairs of the Board. The Chairman may delegate to one or more of the other Members the Chairman's powers and functions in the general supervision, administration and control of the business of the Board.

Section 2. Secretary. The Secretary shall attend all meetings of the Board and act as secretary thereof and record all votes and shall keep a record of the proceedings of the Board in a Minute Book to be kept for that purpose. The Secretary shall cause notice to be given of all meetings of the Board. The Secretary shall attest to the signatures of the Members and have the authority to cause copies to be made of all minutes, resolutions, records and documents of the Board and to deliver certificates to the effect that such copies are true and accurate and that all persons dealing with the Board may rely on same. The Secretary shall possess such powers and perform such other duties as customarily pertain to the office or may be from time to time

assigned by the Chairman or prescribed by the Board, subject, however, at all times to the supervision and control of the Chairman and the Board and subject further to any limitations which the Chairman or the Board may from time to time prescribe.

ARTICLE V

Execution of Instruments

The Board may authorize any Member or person to execute and deliver any instrument in the name of and on behalf of the Board, and such power to execute and deliver may be general or specific; and unless so authorized, no person or member shall have any power or authority to bind the Board by any contract or engagement.

ARTICLE VI

Amendment

The Board shall have the power to amend, alter or repeal any provision or provisions of these By-laws at any regular or special meeting.