

STRATEGIC PLANNING AND ENERGY POLICY COMMITTEE CHARTER

A. PURPOSE

The purpose of the of the Strategic Planning and Energy Policy Committee is to review the Authority's mission and develop, at least annually, a strategic vision for the Authority, with emphasis on its energy policy, its future goals, projects and overall direction; and perform such other responsibilities as the Trustees shall assign to it.

B. MEMBERSHIP AND ORGANIZATION

(1) Committee Composition

The Committee shall be comprised of not less than three nor more than five members of the Board of Trustees. All members shall possess the necessary skills to understand the duties and functions of the Committee. Committee members and the Committee Chair shall be selected by a vote of the Board of Trustees.

(2) Term

Committee members shall serve for a period of five years subject to their term of office under the Public Authorities Law § 1003. Committee members may be reelected to serve for additional five year terms subject to their term of office. A Committee member may resign his or her position on the Committee while continuing to serve as a Trustee. In the event of a vacancy on the Committee due to death, resignation or otherwise, a successor will be selected to serve for the unexpired term.

(3) Removal

A Committee member may be removed if he or she is removed as a Trustee for cause, subject to Public Authorities Law § 2827, or is no longer eligible to serve as a Committee member.

(4) Meetings and Quorum

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities. A Committee member may call a special meeting of the Committee individually, or upon the request of the Authority's President and Chief Executive Officer, Chief Operating Officer, Executive Vice President and General Counsel, Executive Vice-President and Chief Financial Officer, Senior Vice President – Corporate Planning and Finance, or Treasurer.

An agenda shall be prepared and distributed to each Committee member prior to each such meeting and minutes shall be prepared in accordance with the New York Open Meetings

Law. A majority of the total Committee composition established pursuant to section B(1) of this Charter shall constitute a quorum for the purposes of conducting the business of the Committee and receiving reports.

Any meeting of the Committee may be conducted by video conferencing.

To the extent permitted by law, the Committee may hold meetings or portions of meetings in executive session.

C. FUNCTIONS AND POWERS

The specific responsibilities of the Strategic Planning and Energy Policy Committee shall include:

- Providing guidance and serving as a resource to the Board of Trustees and management in the development of the Authority's energy policy and its long-term objectives, direction and strategic plans.
- Assisting management in identifying potential concerns and critical strategic issues facing the Authority and analyzing alternative strategic options.
- Reviewing, at least annually, the Authority's mission statement, five-year strategic plan and overall direction.
- Making recommendations, at least annually, to the full board related to the Authority's mission, vision, strategic initiatives, major programs and services.
- Understanding the industry and keeping up-to-date on market trends and advances in technology.

The Committee may call upon the resources of the Authority to assist the Committee in the discharge of its responsibilities.