



**MINUTES OF THE JOINT MEETING
OF THE GOVERNANCE COMMITTEE
March 12, 2024**

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Minutes of the joint meeting of the New York Power Authority and Canal Corporation's Governance Committee held via videoconference at approximately 8:30 a.m.

Members of the Governance Committee present were:

Bethaida González - Chair
John Koelmel
Cecily Morris
Lewis M. Warren, Jr.
Dennis Trainor

Also in attendance were:

Laurie Wheelock	Board Member
Michael Cusick	Board Member
Justin E. Driscoll	President and Chief Executive Officer
Philip Toia	President. NYPA Development
Lori Alesio	Executive Vice President and General Counsel – Legal Affairs
Adam Barsky	Executive Vice President and Chief Financial Officer
Jospeh Kessler	Executive Vice President and Chief Operating Officer
Daniella Piper	Executive Vice President and Chief of Innovation Officer
Alexis Harley	Senior Vice President and Risk Resiliency Officer
Yves Noel	Senior Vice President – Chief Strategy Officer
Robert Piascik	Senior Vice President – Chief Information & Technology Officer
Charles Imohiosen	Senior Vice President – Communications & External Affairs
Karina Saslow	Senior Vice President – Human Resources
Nancy Harvey	Chief Diversity, Equity and Inclusion Officer
Karen Delince	Vice Present and Corporate Secretary
Carley Hume	Chief of Staff and Vice President of Policy
Kaela Mainsah	Vice President – Environmental Justice
Ronald Carroll	Vice President Development Data Management
Christopher Vitale	Director Projects, Business Services
Lorna Johnson	Senior Associate Corporate Secretary
Sheila Quatrocci	Senior Associate Corporate Secretary
Michele Stockwell	Senior Assistant Corporate Secretary

Chair Bethaida González presided over the meeting. Corporate Secretary Delince kept the Minutes.

Introduction

Chair Bethaida González welcomed committee members and the Authority's senior staff to the meeting. She said that the meeting has been duly noticed as required by New York State's Open Meetings Law and called the meeting to order pursuant to Section B(4) of the Governance Committee Charter.

1. Adoption of the March 12, 2024 Proposed Meeting Agenda

On motion made by member John Koelmel and seconded by member Lewis Warren, Jr., the agenda for the meeting was adopted.

2. Motion to Conduct an Executive Session

"I move that the NYPA and Canal Boards conduct an executive session to discuss the financial and credit history of a particular corporation, pursuant to §105 of the Public Officers Law."

On a motion made by member Lewis Warren, Jr., and seconded by member Dennis Trainor, the members conducted an Executive Session.

3. Motion to Resume Meeting in Open Session

"I move to resume the meeting in Open Session."

On a motion made by member Dennis Trainor and seconded by member Cecily Morris, the meeting resumed in open session. Chair Bethaida González said that no votes were taken during the Executive Session.

4. Discussion Agenda:

a. Office of Civil Rights and Inclusion-Environmental Justice – Strategic Supply Management Update

Ms. Nancy Harvey, Chief Diversity, Equity and Inclusion Officer provided highlights of the report to the members. She said that diversity, equity and inclusion ("DEI") is one of the foundational pillars of the Authority's VISION2030 Strategy and is about creating an inclusive environment and culture for the organization.

Ms. Harvey continued that NYPA is the largest state public power organization in the nation and has always set an example in the energy industry, and the state, with its commitment to producing clean, renewable energy and creating jobs across New York. In 2020, the Authority was challenged to double its efforts to build a talented and diverse workforce and a culture that is welcoming and inclusive. To that end, the DEI Working Group was created mainly to support leaders to rapidly respond to a changing social environment. A Ten-Point Plan was developed, and a working group made up of a cross-section of NYPA's Business Unit leaders including Strategic Supply Management, Environmental Justice, and Customer Solutions was formed to gather

diverse input, ideas and opinions from various perspectives. With the support of the members of the Board and the President and Chief Executive Officer, the team have been working towards activating and delivering on the commitments. She said that this report is on DEI's progress and accomplishments against the Ten-Point Plan to maximize the human potential of everyone in the workplace in addition to DEI's intention to continue to improve the experience, involve the culture of inclusion for all employees and to externally work with NYPA's customers and partners. She ended that NYPA's Diversity, Equity and Inclusion Ten-Point Plan, internal facing and external facing, maximizes the human potential of everyone in the workplace.

Ms. Harvey then invited Ms. Kaela Mainsah, Vice President of Environmental Justice, to provide a report on Environmental Justice and Mr. Eric Alemany on Supplier Diversity.

Environmental Justice

Investing in Environmental Justice

Ms. Mainstah said that Environmental Justice ("EJ") is tasked with implementing the external facing component of the Ten-Point Plan as it relates to racial justice to promote understanding of historically disadvantaged communities and to broaden the existing STEM partnerships and programs to ensure that the Authority is bringing more value to communities. She said that the presentation will focus on the accomplishments, lessons learned, challenges experienced, and opportunities for improvement.

As it relates to fostering an understanding of the communities being served, the team was tasked with creating an enterprise-wide service program. To date, the team has engaged the NYPA and Canals employees, partnering with a variety of community-based organizations, to deliver projects that the stakeholders deemed essential. Over the last few years, the events have evolved from traditional community beautification projects to opportunities to reflect NYPA's values as it relates to sustainability and environmental stewardship.

The EJ Volunteer Corps is also leveraging expertise for the communities partnering with Cyber Security, Crisis Management, and NYPA Drone Pilots.

Cyber Security – The Cyber Security team worked with the Utica Central School District, advising on curriculum, classroom equipment, and design for a Cyber Security program at the High School.

Crisis Management – NYPA Operations team provided support as it relates to community energy preparedness.

NYPA Drone Pilots – NYPA pilots shared in a 19-week STEM career pathways program as it relates to the aviation industry.

The team will continue to leverage NYPA's resources to enhance strategic community partnerships.

P-TECH Program

The P-TECH Program creates a pathway to Clean Energy Jobs. To date, NYPA has awarded 30 P-TECH scholarships; by May, the number will increase to 50 scholarships with a total investment of \$500,000. The first cohort of scholars will graduate in 2025.

Through the P-TECH program, NYPA implemented its first paid internship program for High School students from historically underserved communities, supporting students from 9th grade to completion, to earn a free, energy-related associate degree.

The P-TECH partnerships between High Schools and Community Colleges are geographically disbursed. To date, the Authority has engaged more than 700 students in the year-long career

academy with NYPA employees serving as P-TECH mentors. In addition, NYPA has hired 83 students as Summer Interns.

P-TECH Outcomes:

Industry Certifications

As part of NYPA's internship program, students receive industry certifications. As of 2023, Interns have earned a total of 43 industry certifications.

Skills Mapping

The Skills Mapping process defines entry-level positions working with High Schools and Community Colleges to determine the specific sequence of curriculum modules that will lead to acquiring necessary entry-level skills. This process is reviewed periodically to ensure that students graduate with the most up-to-date and in-demand skills. This has resulted in a new, entry-level Cyber Security Analyst position at NYPA.

P-TECH Hires

NYPA's goal is to hire 100 interns per year.

P-TECH – Barriers to Participation

- Eligibility Requirements – Students need to be 18 years old with 12 College Credits.
- Strain on Internal Capacity – NYPA space and employees.

Opportunity

NYPA has engaged SUNY, CUNY, EJ community leaders and its business customers and suppliers to forge new and alternative pathways to increase equity and job opportunities for EJ communities.

Scholarship Barriers:

Challenge

NYPA'S contractual requirements are not aligned with national scholarship models. Scholarships are administered by community-based organizations which are paid an administrative fee to select candidates from their constituents based on NYPA's eligibility criteria.

Improvement

NYPA plans to:

- expand administrative partners and explore alternative methods for engaging scholarship organizations.
- Revisit the Administrative Partner fees; and
- Look at new models that combine college scholarship with apprenticeship programs into the trade industries.

Ms. Mainsah ended that the Environmental Justice program began with a series of community listening sessions from which the team learned that there was a need for students and communities to participate in the just transition to a Clean Energy Economy. To that end, they conducted energy industry exposure programs to many students and adults. Through these programs, the Authority is able to fulfill its goals and commitments and will continue measuring outcomes and accelerating hiring to fill the new "green collar" jobs.

Supplier Diversity

Mr. Eric Alemany, Senior Director of Supplier Relationship Management, provided an update on Supplier Diversity. He said that as part of the Authority's VISION2030 Strategy, Supplier Diversity developed and launched three diverse business developmental programs geared to support businesses at different maturity levels, namely, the Supplier Mentor Protege program, Surety Bond Training program, and the Small and Local Business Capacity Building program.

Supplier Diversity also promoted industry awareness in doing business with NYPA and Canals through supplier outreach events, workshops, informational sessions, webinars, and external publications. For example, the Industry Day event, targeting Information Technology ("IT"), held on December 23, 2023, in White Plains, with more than 200 attendees sharing global IT trends, upcoming IT projects and one-on-one networking sessions.

Supplier Diversity have also increased its spend year after year through direct and subcontracts with Minority and Women-Owned businesses (M/WBEs), Service-Disabled Veteran-Owned Businesses, and small and local businesses, providing opportunities for businesses within New York State.

2023 Accomplishments

2023 marked the 40th year of Supplier Diversity at the New York Power Authority and Canals. During the 40 years, more than \$1.8 billion was spent with M/WBEs, SDVOBs, and small businesses, statewide. To mark this milestone, the Authority decided to expand its supplier diversity efforts. To that end, Supplier Diversity events were increased from 24 (2022) to 40, reaching communities from Niagara to Long Island.

The team also worked with 134 CEOs who invested in their businesses by participating and graduating from NYPA's Business Readiness programs.

At the September 2023 Board meeting in Brockport, three graduates from the programs provided a report to the members on how the programs helped them and their businesses.

In 2023, several of the program participants competed for direct procurements as well as subcontracting opportunities.

NYPA and Canals have exceeded their New York State M/WBEs and SDVOB goals. NYPA achieved 23.2 percent of eligible M/WBE spend from a goal of 23 percent. NYPA also achieved 11 percent of its eligible spend from a goal of 6 percent. This resulted in more than \$136 million spend with MWBEs and SDVOBs, an increase of \$20 million compared to 2022.

Investing in Small and Diverse Businesses

Supplier Diversity is currently working on identifying procurement opportunities to increase New York State's Fiscal Year 2024 Supplier Diversity Utilization Plan.

- Supplier Diversity teams are engaging Project Managers to understand procurement opportunities across New York State and how they can engage M/WBEs, SDVOBs, and small businesses in those areas for business opportunities.
- Supplier Diversity is also continuing to engage other businesses to inform them about project opportunities. For example, on April 2, the team will be in Syracuse to meet with businesses to provide insight on projects in Northern and Central New York.
- The team is also in the process of planning for the annual Supplier Diversity Expo, which will be held on May 9th in White Plains.
- A cohort of suppliers are currently participating in the business readiness programs.

The team will continue its efforts to attract and enroll new businesses to get them ready for the projects planned for 2024 and beyond. This in order to make sure that they are aware of upcoming projects and have all the tools necessary to compete and provide value for New York State.

b. Artificial Intelligence (AI) Update

Mr. Ronald Carroll, Vice President of Product Development Data Management provided an overview of the use of Artificial Intelligence (“AI”) in the industry and NYPA’s plans to develop its AI strategy. He said that NYPA has been leveraging AI for a number of years; however, because of the rapid advancement in IA capabilities and potential risks, NYPA has increased its efforts on AI.

Types of Artificial Intelligence

Artificial Intelligence is defined as the capability of a computer to perform tasks that would typically require human intelligence such as understanding natural language, recognizing patterns, learning from experiences, making decisions, or solving problems. There are many different types of AI. NYPA currently uses machine learning and predictive models to predict the optimal time that it should maintain its assets. NYPA plans to use the concept of “Human-in-the-loop” to create content and validate and act on the AI outputs.

Public Generative AI (ChatGPT/Gemini) / NYPA Generative AI (Azure Open AI/Vertex AI)

Public Generative AI allows for limited control over data since it is available to the public. The private version, which NYPA plans to use, is managed with security as is done with its other applications whereby the models use NYPA or Canals’ specific documents to generate responses. NYPA can control who has access to applications and data and modify the prompts to have responses specific to the organization.

External Engagement

As it relates to external engagement, NYPA has been partnering with the state’s technology leaders to understand what other companies are doing with AI and using that knowledge to steer the organization and validate the direction it is taking in this regard.

The Authority is working with external partners, learning what the industry is doing and how NYPA can apply this knowledge and validate the direction it is taking in this regard. NYPA is also partnering with other technology leaders to gain hands-on experience with the technology and has been able to create an application to modify prompts.

NYPA is also working with the state to formulate the state’s AI policy as revealed by Governor Hochul in the State of the State address in January. The team shared information related to what the Authority is doing to leverage the technology in the AI space with members of the Governor’s staff.

NYPA AI Strategy

- A Working Group was formed to develop a program to implement AI at NYPA.
- Four AI Workstreams were formed to focus on governance and risk management.

Workstream members will work on:

1. creating a generative AI policy and developing procedures to support those policies.
2. transformation and organization, particularly as it relates to change management. For example, how to roll out AI applications and ensure staff that IA will be used to augment their jobs.
3. the use-case framework; and

4. AI platforms and technologies to test the technologies and how the Authority can leverage those technologies to support the use-cases.

To date, approximately 70 employees across the Business Units are working on the Workstreams developing the plans for AI adoption.

AI Use Case Demos:

- **NYPA’s “ChatGPT”**

- NYPA’s version of “ChatGPT” is like the public version of ChatGPT but it is built within NYPA’s secure domain with all of its security capabilities.
- NYPA is developing a GenAI Policy and Communication Plan which it will roll-out to the organization late 2024.

- **Canals Design Documents**

- The plan is to digitize Canals’ design images and develop an application for easy search of documents that have historically been in the state archives. This is one way to connect the past with the present and the future.

5. Consent Agenda:

On motion made by member Dennis Trainor and seconded by member Lewis Warren, Jr., the Consent Agenda was unanimously adopted.

a. New York Power Authority and Canal Corporation Ethics and Compliance Program Report

ETHICS and COMPLIANCE

SUMMARY

The Office of Ethics and Compliance (“ECO”) advises the NYPA and Canal Corporation (“Canals”) trustees, directors, officers and employees on the legal, regulatory and NYPA Code of Conduct ethics and compliance standards affecting their employees and operations. It coordinates the investigation of allegations and concerns involving NYPA’s and Canals assets and employees. ECO staff members participate on various committees and working groups related to enterprise compliance, resilience, risk management, internal controls and best business practices. This report highlights significant developments in the ethics and compliance program for the period October 10, 2023, to March 12, 2024.

BACKGROUND

The principal substantive issues arising under the NYS ethics laws, NYPA’s Code of Conduct and the Canals Code of Ethics investigated or researched involved requests to engage in outside activities and employment, conflict of interest reviews, financial disclosure analyses, post-employment guidance and assessments of unwarranted privileges.

As NYPA's VISION2030 Strategic Plan evolves, the ECO continues to provide guidance in support of emerging strategic initiatives across NYPA and Canals. Reaffirming and embedding the guiding principles of the NYS Public Officers Law and NYPA/Canals' Codes of Conduct from the outset of a project or initiative sets a foundational expectation of ethical conduct and transparency. NYPA's commitment to these principles ensures a resilient organization and protects NYPA and Canals' most valuable resource--its employees, from violations of law and policy.

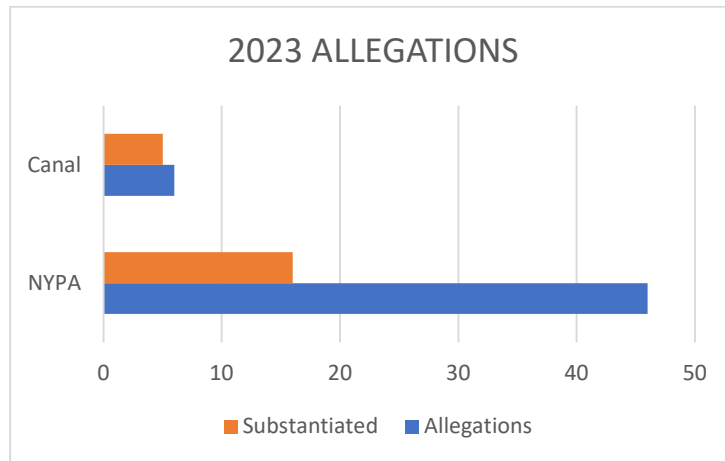
Internal consulting advisory guidance is being requested by business groups on an increased basis and has become a significant portion of the ECO portfolio.

DISCUSSION

The ECO responded to 711 unique ethics issues in 2023.

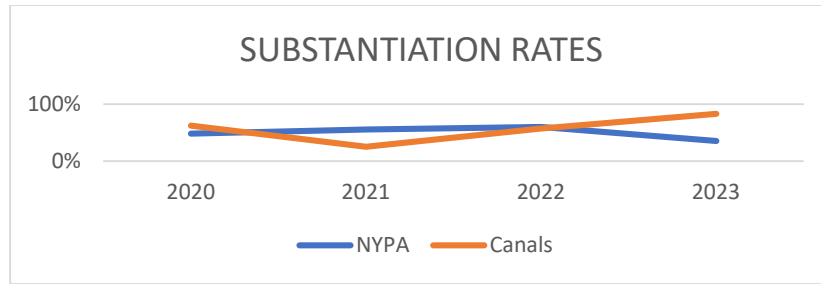
The charts below represent three consolidated workstreams; "Case Work", "Advisory Services" and "Approvals/Guidance". "Case Work" includes allegations of misconduct and retaliation concerns unrelated to protected class claims, which are investigated by the Office of Civil Rights & Inclusion. "Advisory Services" captures inquiries for which we interpret the Public Officers Law and regulations of the New York State Commission on Ethics and Lobbying in Government (COELIG) and provide advice and counsel. The last graph, "Approvals/Guidance" reflects those inquiries where we provide approvals/denials and ethics guidelines for specific individual and corporate requests for internal opinions.

Caseload Management



Notable Observations-Case Work:

NYPA allegations and concerns have been rising steadily over the last 4 years from a total of 23 in calendar year 2020 to 46 in 2023, including a 24% increase over the 35 concerns reported in 2022. Substantiation rates for NYPA cases over the course of four years average 49.5% and at the Canals, 56.75%. Notably, NYPA's substantiation rate dropped to 35% in 2023, while Canals increased to 83%. We believe those rates correlate to the quality of reports submitted to the Employee Concernsline referenced below in greater detail.

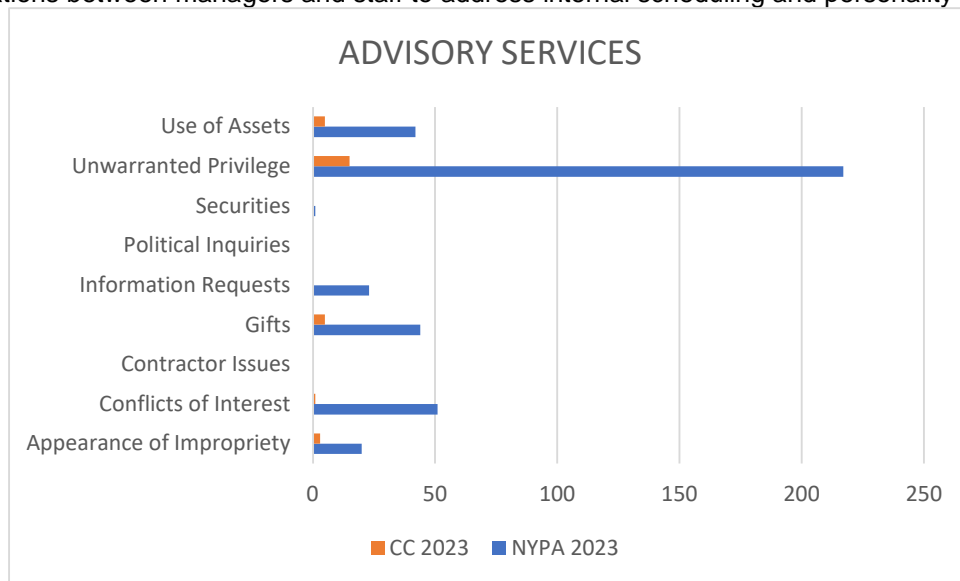


Substantiated allegations in 2023 included several falsifications of document reviews which resulted in two employment terminations. These reviews involved an employee signing a paid volunteer time request as their approving supervisor without the latter’s knowledge where additional unrelated performance issues contributed to the disciplinary action and another where an employee initialed an edited work order on behalf of another employee without their knowledge, implying that the second reviewer agreed to the work order changes. This resulted in a loss of trust between management and the bargaining unit, resulting in the termination of a long-term employee.

The ECO partnered closely with the Office of Civil Rights and Inclusion and Employee Relations on various substantiated cases resulting in employment terminations, including an undisclosed and unauthorized personal business outside employment of a people manager. This investigation and employee termination resulted in a significant increase in personal business ownership and other secondary employment disclosures from that facility.

Canals 2023 substantiated allegation rate was 83%. Five of six concerns were substantiated, while the sixth remains open. Of note, a Canals’ employee disclosed that he was offered \$5,000 to allow the passage of a private leisure vessel on the Canal system after the navigation season concluded in October 2023. The employee declined this overture.

Recent anonymous Concernsline reports presented from a particular site inflated the number of allegations in 2023. The department experienced two employee terminations in 2023 and a lengthy recruitment process to replace both a manager and an individual contributor, leaving them short-staffed for several months. While both positions have been filled, the Concernsline has continued to be used to air grievances related to work schedules and management oversight which would normally be handled at the site level. The ECO will continue to monitor use of the Concernsline reports from this site and may work with site management and Human Resources to emphasize the importance of open communications between managers and staff to address internal scheduling and personality conflicts.

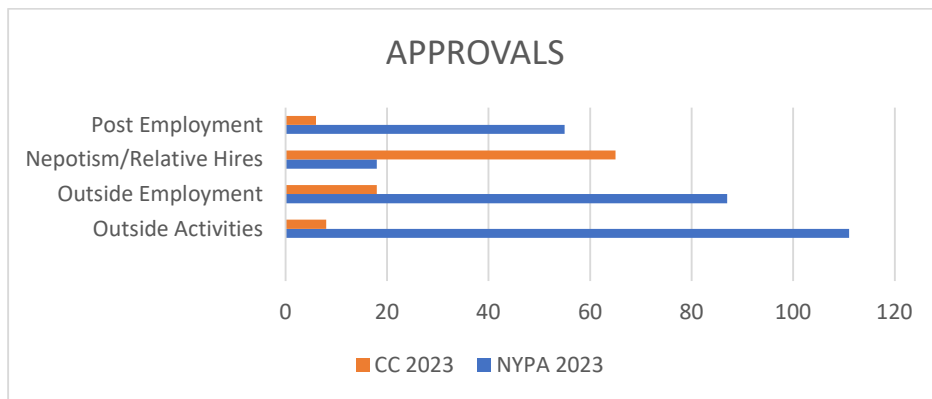


Notable Observations-Advisory Services:

The Advisory Services catalogue of inquiries includes unwarranted privileges, broadly defined as any attempt to use one’s official state position to garner unwarranted privileges or exemptions for oneself or others. The ECO responded to 31 general unwarranted privilege requests, 15 letters of support for grants and projects, 6 NYPA logo use requests, vetted 9 external conference related presentations, including those co-presented with NYPA business stakeholders and 23 requests for business references from NYPA vendors.

Conflict of Interest reviews included the donation of a drone to a school BOCES program; a review of a vendor under Department of Justice investigation and whether to continue the relationship with this vendor; an Internal Audit employee disclosed that his father is a Vice President for NYPA vendor AECOM in their construction business, but has not been involved with NYPA projects to-date; and requests to review non-disclosure agreements with several State and federal agencies. The ECO vetted 23 Strategic Supply Management Conflict of Interest forms submitted by employees and consultants participating in bid evaluation reviews related to publicly advertised procurement opportunities and internal mini bids amongst vendors with long-term contracts to provide goods and services to NYPA and Canals.

There were 47 requests for use of NYPA or Canals’ assets, including use of state vehicles to facilitate attendance at an event honoring a NYPA employee; a request for anonymized data related to EV charging stations for inclusion in a study conducted by Cornell, MIT and Wisconsin Universities; a request to allow a “GoFundMe” post for a recently deceased NYPA employee for a brief period of time and use of NYPA facilities to host various functions by the public and NYPA business stakeholders.



Notable Observations-Approvals/Guidance:

The ECO approved 59 uncompensated personal outside activities, 37 professional outside activities, which included NYPA/Canals assigned roles on various industry boards and 23 paid volunteer day requests. These roles include uncompensated positions on various school boards, parent teacher associations, local planning and zoning boards, NYPA assignments to EPRI and APPA boards and various professional licensing organizations like the Society of Professional Engineers.

Compensated outside employment reviews consisted of personal businesses offering rental properties, engineering, accounting, bookkeeping and landscaping services, adjunct professor roles at several colleges and universities and several requests made by designated policy-makers which required the external review and approval of COELIG. All internal approvals submitted to COELIG on behalf of NYPA/Canals policy-makers have been approved by COELIG.

In Q4 2023, through our collaborations with our partners in Employee Relations, Labor Relations and the Office of Civil Rights and Inclusion (OCRI), the ECO learned that several employees with approved outside employment were experiencing job performance related issues. The ECO outside

employment/activities approval process includes supervisory approval as a prerequisite for employees to engage in their external activities. Noting the uptick in performance issues, the ECO implemented an additional process to include Employee Relations, Labor Relations and OCRI review to verify that employees requesting to engage in outside activities are in good standing and are achieving a minimum of 'Meets Expectations' in their annual performance reviews.

eGRC Case Management System

The ECO continues to enhance the utilization of the Archer eGRC tool to maintain its case management system, recorded concerns, outcomes and approvals. Reporting capabilities should further mature as the tool is used and provide more granular reports to management.

There is currently an evaluation underway to determine whether a move to Software as a Service (SaaS) in a cloud environment is appropriate for NYPA and its use of the Archer eGRC tool.

Enterprise Initiatives--Committees and Working Groups

The ECO is increasingly requested to participate in various enterprise and departmental committees and program development working groups. Being engaged during the formulation, strategy, development and implementation of projects and initiatives allows the ECO to offer advice and guidance to ensure that ethical awareness, transparency and compliance with standards are foundational objectives as NYPA/Canals evolve in pursuit of VISION2030 goals and underlying Foundational Pillars. ECO staff are currently serving on the following internal committees, cross-functional teams, work groups or initiatives:

- Compliance Work Group—sponsored by the ECO
- Internal Business Controls Committee
- Open Data Committee
- Investigative Trends Committee
- Enterprise Risk & Resilience Committee
- Insider Threat/Fraud Risk Assessment Working Group
- SECURE & Resilience Committee (Cyber/Physical Security)
- Sustainability Advisory Council (ESG)
- Integrated Reporting Working Group
- NERC Reliability Standards Audit Working Group
- NERC Reliability Standards Potential Non-Compliance Investigation Team
- CIP Change Control Board
- Operations Dam Safety Committee
- eGRC Working and Project Development

New York State Commission on Ethics and Lobbying in Government (COELIG)

COELIG is responsible for interpreting and ensuring compliance with the State's ethics and lobbying laws (NYS Public Officers Law) and regulations and oversees the Financial Disclosure Program and ethics training for all New York State employees. The ECO continues to maintain collaborative working relationships with COELIG staff, including those in the Investigations, Law Department, Financial Disclosure and Training units.

Financial Disclosure

2023 Financial Disclosure Statements (“FDS”) will be due at COELIG by May 15, 2024.

NYPA submitted its annual mandatory FDS COELIG report in advance of the February 29, 2024, deadline. NYPA reported 889 participating filers, including more than 280 designated policy-makers. More than 300 NYPA employees have valid filing exemptions from participation in the FDS program. Canals reported 30 filers, 20 designated policy-makers and one employee with a valid filing exemption.

Training and Outreach

The Ethics Commission Reform Act of 2022 also enhanced the ethics training requirement previously established for Financial Disclosure Program participants. The standard requires all state employees to participate in live, instructor-led training on a two-year cycle. During 2023, 96.6% of NYPA employees and 82% of Canals employees participated in live, instructor-led training, either through TEAMs-based events or during several live training events at NYPA facilities.

Members of all external commissions and boards affiliated with NYPA and Canals received live training in 2023 and are anticipated to take computer-based training in 2024.

One hundred thirty-seven (137) continuing professional education unit (CPEU) certificates were issued to employees attending NYPA sponsored ethics training to fulfill the ethics requirements associated with maintaining Professional Engineering licenses.

NYPA will be required to enter into a Memorandum of Understanding (“MOU”) with COELIG to allow for electronic transfer of training data from NYPA’s Learning Management System (LMS) to the system of record housing training statistics for COELIG which is expected to be fully functional in June 2024.

Lobbying Activities

The ECO assumed responsibility for the reporting of Lobbying activities for NYPA and Canals in late 2023. After review of applicable statutes and regulations, it was determined that NYPA and Canals employees were eligible for a reporting exemption for state employees who may engage in lobbying activities as part of their official government duties. As a result, NYPA de-registered as a Lobbying entity in New York in January 2024.

Compliance Reporting

The ECO collaborates with the Controller’s Office and multiple stakeholders to ensure the accurate and timely preparation and submission of reports required by the NYS Public Authorities Law. This effort includes coordination of mandatory NYPA and Canals website postings and entries into the Public Authorities Reporting Information System. NYPA and Canals are on track to achieve all required filings, postings and submission. These reports comprise a comprehensive view into NYPA and Canals finances, governance, organizational structure, operations and strategy. These and other mandatory reporting and training requirements are captured in NYPA’s electronic Compliance Repository. It is anticipated that they will be entered into the Governance, Risk and Compliance tool and mapped to identified internal controls and organizational risks.

The ECO coordinated four enterprise Compliance Work Group meetings during 2023, and one has been held during the first quarter of 2024. Each meeting includes a presentation by a NYPA or Canals department on key initiatives affecting the enterprises with a focus on compliance-related considerations. A roundtable discussion is also conducted to promote information exchanges with the goal of embedding a culture of compliance throughout the organizations.

Annual FERC Standards of Conduct training was developed and presented to applicable employees during the first quarter of 2024. The ECO is monitoring the training's completion rate and conducting outreach to ensure all employees complete the training.

The ECO launched and presented to applicable employees FERC Anti-Manipulation Rule training during the fourth quarter of 2023. All assigned employees have completed the 2023 training. The ECO provides this training every other year.

TECHNICAL COMPLIANCE

RELIABILITY STANDARDS COMPLIANCE (RSC)

BACKGROUND

Background information related to the origin of the North American Electric Reliability Corporation (NERC) mandatory standards for reliability and NYPA's obligations to demonstrate compliance with the standards has been presented in previous reports to the Governance Committee.

DISCUSSION

NERC Reliability Standards Compliance Enforcement Actions

During the reporting period, there were six (6) new potential noncompliance concerns (PNC) of the NERC Reliability Standards reported to the Northeast Power Coordinating Council (NPCC).

1. CIP-004-7 - Cyber Security - Personnel & Training, Requirement 4.2, was potentially noncompliant when the quarterly reviews covering the 3rd and 4th quarters of 2022 did not detect a mismatch between AIMS and the Site PACS system for an individual. Two (2) CIP-004-7 PNCs were combined and submitted to NPCC in October 2023.
2. FAC-008-5 – Facility Ratings, Requirement R6. NYPA's methodology used to establish the Ratings of its Transmission equipment should be clarified to more rigorously address relays as FAC-008 elements.
3. CIP-006-6 — Cyber Security — Physical Security of BES Cyber Systems, Requirement R1 and R2. The Standard requires continuous escort of all persons who do not have authorized unescorted physical access within a Physical Security Perimeter (PSP). The potential noncompliance(s) occurred when an unauthorized employee was left in a PSP unattended without escort. Three (3) CIP-006-6 PNCs were submitted to NPCC in December 2023 and January 2024.

These potential noncompliance concerns were determined to be of minimal impact to the Bulk Electric System (BES). As such, RSC reported this to NPCC under the self-logging process and confirmed by NPCC.

Investigations of Potential Noncompliance

During the reporting period, RSC reviewed five (5) investigations of potential noncompliance of the NERC Reliability Standards. Two (2) investigations resulted in a determination of potential noncompliance and will be submitted to NPCC, pending final development of mitigating activities. One (1) investigation did not result in a noncompliance of NERC Standards. The remaining two (2) investigations are under review and pending a final determination.

This internal process is viewed by the regulator as evidence that NYPA has a strong internal compliance program and is able to self-identify and correct instances of non-compliance.

Risk-Based Evidence Management Program

RSC implements a Risk-Based Evidence Management Program for identifying areas of risk and appropriate frequency for evaluation of controls and compliance evidence updates for the NERC Reliability Standards applicable to NYPA. This process ensures that NYPA's compliance program aligns with NERC's risk-based Compliance Monitoring and Enforcement Program and the NPCC guided self-certification process. In 2023, RSC reviewed and updated the evidence for nine (9) NERC Reliability Standards that are applicable to NYPA's NERC registrations and there were no findings of noncompliance. In 2024, RSC is scheduled to review and update the evidence for twelve (12) NERC Reliability Standards that are applicable to NYPA's NERC registrations.

RSC Spot Checks

During the reporting period, RSC completed (3) three Spot Checks of NERC Reliability Standards. A Spot Check is a comprehensive assessment of a selected NERC Reliability Standard across the entire organization. In such assessments, Reliability Standards and Compliance Assessment Team (RSCAT) conducts a thorough assessment of the compliance evidence and adherence to governance documents applicable to the selected NERC Reliability Standard and/or NPCC Directory. Such assessments may result in very specific recommendations for enhancement of the NYPA Internal Control Program.

1. CIP-007-6 Systems Security Management, R2 (Patch Management), specifically for in-scope cyber assets that are part of protection systems; was completed in January 2024.
2. CIP-003-8 Security Management Controls, R2, Attachment 1, Sections 3 (Electronic Access Controls) and 5 (Transient Cyber Asset and Removable Media Malicious Code Risk Mitigation), focused on SENY sites; was completed in December 2023.
3. PRC-004-6 - Protection System Mis-operation Identification and Correction Requirements R1 and R5. The Spot Check team collected and reviewed evidence provided by PCE group and assessed compliance with timelines for the applicable Reliability Standards; was completed in October 2023.

Self-Certification of Compliance

NYPA as a NPCC Full Member Functional Entity, in February 2024, submitted a Self-Certification of Compliance with NPCC Regional Reliability Directory #11 Disturbance Monitoring Equipment Criteria R1, R3 and R6. RSC determined that NYPA complies with NPCC Directory #11 for the self-certification period.

Recommendation Tracking Tool

RSC's internal awareness tools are utilized to advise NYPA staff of prior enforcement issues and mitigation activities. Any lessons learned, root cause analyses, and/or recommendations are given to the compliance evidence managers aimed to improving the effectiveness of the compliance program. Recommendations can be internal improvements or external mitigation activities associated with audit recommendations or a potential noncompliance self-log/self-report.

During the reporting period, recommendations from the conclusion of risk-based evidence review process, Spot Checks and mitigating activities for recent PNCs have been incorporated in RSC's Compliance Tracking Tool and issued to SMEs. These recommendations address several process improvement topics. Major items resolved by RSC and SME teams during reporting period include:

- a) Review of process being followed during revocation and quarterly review, completion of site validations.

- b) Update to the AMM - Section n5.1.7 - All asset records that require a regulatory PM should be created at least 30 days prior to the in-service date but no later than the in-service date.
- c) Evaluated the options to address the incorrect ratings reporting by ConEd for NYPA line Q35M.
- d) Alarms were created on the Most Urgent List - System Operators for situational awareness.
- e) Adjusted NYISO ratings on the Willis transformers.
- f) BG Site Security edited the SOP for Badge Issues.
- g) Training to effectively arm and disarm the STL Gen Rejection RAS.
- h) Implementation of 13 NIA Moses Pseudo PSS status points which will indicate the current on/off state of PSS for each of the RM units.
- i) The corrective action plan for ECC monitoring of EGC circulation mode has been completed.

NERC Reliability Standards Training Development

RSC has developed a set of training materials focused on BES Regulatory Compliance. The materials provide an overview of the regulatory structure pertaining to the NERC Reliability Standards, how NYPA personnel can help ensure compliance, and the importance of reporting compliance concerns in a timely manner. Technical Training is in the process of developing a training course based on the materials that RSC has provided. Personnel in organizations that are subject to at least one (1) NERC requirement will complete the training.

NERC Operations and Planning (O&P) Standards

Due to our expanding transmission portfolio and NYPA's desire to participate in public/private transmission development projects to meet NYPSC goals in coming years, RSC has coordinated a cross functional group that looks at the detailed aspects of Transmission Operator (TOP) functional responsibilities and compliance obligations.

- a) RSC is revising and developing governance, internal controls and conducting assessments to prepare for TOP registration. There have been vast improvements to NYPA's Operating Manuals and System Operating Guides.
- b) Training materials are being developed for ECC Real-time operational responsibilities. Over thirty-six (36) new ECC Operating Guidelines are under development to further build the detailed "How to" training material.
- c) RSC is collaborating with the Regional Projects to develop a more holistic Operator Training Program related to NERC Reliability and Compliance.
- d) NATF Peer Assistance reviewed NYPA's normal/emergency TOP manual and provided beneficial comments to improve processes.
- e) Ongoing improvements to expand the purview of the EMS Advance tools, operational analysis and associated models. Finalizing new EMS system configuration to ensure cyber security and NERC CIP Requirements are met by new vendor (OSI). Target go live is June 2025.
- f) Meetings have been held with NPCC and NYISO to gain responsibility clarification and additional program insights.

RSC is working with SMEs to determine what internal controls are currently in place for TOP compliance. Discussions with NPCC to formalize TOP capability review plans and schedule on site self-certification is targeted for 2nd quarter 2025.

FAC-008 Facility Walkdown internal control – RSC worked with the Facility Ratings group and site personnel to develop work plans to initiate the validation of facility ratings in the field with the NYPA G&T ratings book, planning models and EMS network models. Verifications have been completed at Marcy, B-G, and Flynn. Next steps are to conduct a multi-year field verification / confirmation for each component of each BES Element and comparing how it is connected in the field to how it is shown in the documents.

Facility Ratings and Equipment Database (FRED) – RSC is developing an in-house application to support compliance with NERC Reliability Standard FAC-008 Facility Ratings. FRED is planned to be an improvement over our current Facility Ratings process to automate much of the work, including the generation of the feeder tabulation, while adding new controls to facilitate compliance with the Standard.

NERC Critical Infrastructure Protection (CIP) Standards

The reporting of CIP related PNC issues has recently increased, and RSC is coordinating with Senior Management and Physical Security to discuss people, process and technology improvement items and how human performance aspects related to PNCs need to be handled with Human Resources and Labor Relations.

RSC coordinated with Cyber Security and Operations Technology to comment on CIP standards that do not specifically address virtualization. Due to the increasing use of virtualization in industrial control system environments, questions around treatment of virtualization within the CIP Standards are due for consideration. The Version 5 Transition Advisory Group (V5 TAG) transferred issues to the Version 5 standard drafting team (SDT) that were identified during the industry transition to implementation of the Version 5 CIP Standards. The latest set of changes address Virtualization and Cloud Computing. The new set of standards will impact existing terminology and associated NYPA CIP governance. Associated CIP-004 and CIP-011 standard changes have already been approved by industry, NERC and FERC with enforcement date of January 2024.

In Order No. 866, FERC stated that “maintaining the availability of communication networks and data should include provisions for incident recovery and continuity of operations in a responsible entity's compliance plan.” FERC recognized that the redundancy of communication links cannot always be guaranteed, and acknowledged there should be plans for both recovery of compromised communication links and use of backup communication capability. The proposed scope of this project would entail modifications to CIP-012 that would require protections regarding the availability of communication links and data communicated between the bulk electric system Control Centers.

NYPA - NATF PEER Review 2023 - 6-Month Areas for Improvement (AFI) Follow-up

In July 2023, NYPA hosted representatives of the North American Transmission Forum (NATF) to conduct peer reviews on selected area of focus with the goal of elevating the programs towards excellence. The onsite peer review was scheduled at CEC for the following domains:

- a) System Protection
- b) Operations Tools
- c) Risk, Controls and Compliance
- d) Operator Training
- e) Cyber Security
- f) Physical Security

In February, NYPA hosted a six (6) month follow-up call with NATF to discuss the progress NYPA has made on the Areas for Improvement (AFIs) and Recommendations since the review.

NERC Alerts

NERC disseminates information that it deems critical to ensuring the reliability of the bulk power system via “alerts” designed to provide concise, actionable information to the electric industry. During the reporting period, there were no NERC alerts sent to industry.

FERC/NERC & Industry Discussions

During this reporting period NYPA participated in NERC and industry discussions on new/revised regulation:

- a) FERC approved NERC’s workplan for Inverter Based Resource (IBR) only GO registration, which would include IBRs that (1) have an aggregate nameplate capacity of less than or equal to 75 MVA and greater than or equal to 20 MVA interconnected at a voltage greater than or equal to 100 kV and (2) have aggregate nameplate capacity of greater than or equal to 20 MVA interconnected at a voltage less than 100 kV.
- b) The NERC Reliability and Security Technical Committee (RSTC) approved the Technical Reference Report: EV Modeling and Parameterization report at the December 2023 meeting.
- c) BES Operations in the Cloud - White paper published by Security Integration and Technology Enablement Subcommittee (SITES), on BES Operations in the Cloud. The white paper explores use cases for cloud technology within the energy sector and analyzes barriers to adoption including security and compliance challenges.
- d) NERC issued a Section 800 Request for Grid Security data request on Remote Access interested in Third parties like ConEd and Vendors. The response was due on January 12, 2024, and RSC collaborated with OT to respond to the request.

QUALITY ASSURANCE

QA is performing most of the required factory inspections and vendor surveys in the US, Canada, and western Europe. We continue to use a 3rd party inspector in China.

QA is continuing to support major procurements for New Niagara, Smart Path Connect, STAMP, T-LEM projects and other major purchases for all NYPA generating and transmission facilities.

CODE COMPLIANCE

Annual Safety Inspections – 4th Quarter 2023 results for NYPA reached 91% and Canals reached 90% with a 4th Quarter target of 90%. Scheduling of inspections for the 2024 calendar year has begun.

The Annual OSHA Crane Inspection program for 2023 at all NYPA sites is complete and scheduling of inspections for 2024 has begun. We continue supporting the creation of the OSHA Crane Inspection program for Canals.

b. Procurement and Related Reports for New York Power Authority and Canal Corporation (January – December 2023)

On motion made and seconded, the following resolution, as recommended by the Governance Committee, was unanimously adopted.

RESOLVED, That pursuant to Section 2879 of the Public Authorities Law and the Procurement and Related Reports for New York Power Authority and Canal Corporation, as amended, be, and hereby are, approved; and be it further

Procurement and Related Reports
NYPA Procurement Contracts Summary
Disposal of Personal Property
Supplier Diversity Program (SDP)
Inventory Statistics
Fossil Fuels Activity
Corporate Finance Activity
Transfer of Interest in Personal Property to Canal Corporation

Canal Corporation Procurement Contracts Summary
Canal Corporation Disposal of Personal Property

RESOLVED, That the Procurement and Related Reports, and hereby are, reviewed and approved; and be it further

RESOLVED, That the Chair, the President and Chief Executive Officer, and all other officers of the Authority be, and each of them hereby is, authorized on behalf of the Authority and Canal Corporation to do any and all things, take any and all actions and execute and deliver any and all agreements, certificates and other documents to effectuate the foregoing resolution, subject to the approval of the form thereof by the Executive Vice President and General Counsel.

c. Annual Report of Procurement Contracts, and Annual Review of Open Procurement Service Contracts

On motion made and seconded, the following resolution, as recommended by the Governance Committee, was unanimously adopted.

RESOLVED, That pursuant to Section 2879 of the Public Authorities Law and the Authority's and Canal's Procurement Guidelines, the Annual Report of Procurement Contracts, and the Guidelines for the use, awarding, monitoring, and reporting of Procurement Contracts, as amended, be, and hereby are, approved; and be it further

RESOLVED, That the open service contracts exceeding one year be, and hereby are, reviewed and approved; and be it further

RESOLVED, That the Chair, the President and Chief Executive Officer, and all other officers of the Authority be, and each of them hereby is, authorized on behalf of the Authority and Canal Corporation to do any and all things, take any and all actions and execute and deliver any and all agreements, certificates and other documents to effectuate the foregoing resolution, subject to the approval of the form thereof by the Executive Vice President and General Counsel.

d. Annual Review and Approval of Guidelines and Procedures for the Disposal and Acquisition of Real Property, and Annual Reports for the Disposal and Acquisition of Real Property

On motion made and seconded, the following resolution, as recommended by the Governance Committee, was unanimously adopted.

RESOLVED, That the Governance Committee recommends approval of the Authority's 2024 Real Property Disposal Guidelines, 2024 Real Property Acquisition Guidelines, 2023 Annual Report of the Disposal of Real Property in excess of \$15,000, 2023 Annual Report of the Acquisition of Real Property in excess of \$15,000 and 2023 Report of Acquisition and Disposal of Real Property to the Trustees and Board of Directors as required by Section C.5 of the Governance Committee Charter; and be it further

RESOLVED, that the Governance Committee recommends approval of the Canal Corporation's 2024 Canal Real Property Disposal Guidelines, 2024 Canal Real Property Acquisition Guidelines, 2023 Annual Report of the Disposal of Canal Real Property in excess of \$15,000, 2023 Annual Report of the Acquisition of Canal Real

Property in excess of \$15,000 and 2023 Report of Acquisition and Disposal of Real Property to the Trustees and Board of Directors as required by Section C.5 of the Governance Committee Charter; and be it further

RESOLVED, That the Chair, the President and Chief Executive Officer, and all other officers of the Authority be, and each of them hereby is, authorized on behalf of the Authority and Canal Corporation to do any and all things, take any and all actions and execute and deliver any and all agreements, certificates and other documents to effectuate the foregoing resolution, subject to the approval of the form thereof by the Executive Vice President and General Counsel.

e. Annual Review and Approval of Certain Policies for New York Power Authority and Canal Corporation

On motion made and seconded, the following resolution, as recommended by the Governance Committee, was unanimously adopted.

RESOLVED, That the Governance Committee recommends that the New York Power Authority's Board of Trustees and the Canal Corporation's Board of Directors adopt the below listed policies pursuant to Section 2824 of the Public Authorities Law, Section 2 of Article II of the Authority's and the Canal Corporation's By-laws and Section (C)(1) of the Authority's and Canal Corporation Charters:

NYPA Policy Name	Policy Number	Revision Date
Reimbursement of Employee Meal Costs	CAP 1-5	4/6/2023
Reasonable Accommodation in Public Programs and Services for People with Disabilities	CP 1-4	6/13/2022
Anti-Retaliation Policy (Whistleblower)	CP 1-7	9/25/2021
NYPA's Workplace Violence Policy	CP 1-8	8/1/2022
Reasonable Accommodation of Disabilities, Pregnancies and Domestic Violence for Employees	CP 1-11	7/15/2022
Reasonable Accommodation of Religious Observances or Practices Policy for Applicants and Employees	CP 1-12	9/25/2023
Equal Employment Opportunity Anti Harassment Anti Discrimination Policy	CP 1-14	7/18/2022
Gender-Based Violence and the Workplace Policy	CP 1-16	12/30/2022
Nursing-Related Rights of Employees and Members of the Public	CP 1-18	1/3/2024
Travel Policy	CP 2-1	03/21/2022
Motor Vehicle & Equipment Policy	CP 2-8	10/26/2017
Defense & Indemnification	CP 6-3	11/21/2022
Ethics and Compliance Program	CP 6-9	5/17/2022
Recruitment and Job Posting	EP 1.2	2/4/2023
Severance Policy	EP 1.7	2/24/2023
Transfer or Re-Employment in Public Service	EP 1.9	7/13/2022
Employee Background Investigations	EP 1.10	10/28/2022
Foreign National Sponsorship Policy	EP 1.13	12/21/2023

Salary Administration	EP 2.1	9/23/2022
Management Non-Exempt and Facility- Based Exempt Overtime	EP 2.4	6/29/2022
Management Exempt Emergency Crisis Response Compensation	EP 2.5	3/17/2022
Management Employee Categories and Eligibility for Benefits	EP 3.1	6/30/2022
Family and Medical Leave Act (FMLA)	EP 3.3	10/20/2021
Employee Assistance Program	EP 3.5	3/17/2022
Tuition Reimbursement	EP 3.6	02/2024

Canal Policy Name	Policy Number	Revision Date
2023 Navigation Season Stipend for Eligible Management – Confidential Employee	ASB-2023-003	5/24/2023
2024 MC Productivity Program (PEP)	ASB-2023-006	10/17/2023
Flexible Spending Program Open Enrollment for 2024	ASB-2023-008	10/6/2023
Counseling Employees	ASB-2023-009	10/17/2023
Duty Officer Pay	ASB-2023-010	10/18/2023
Option Transfer Bulletin MC for MC	ASB-2023-017	11/30/2023
Health Insurance Opt Out Program 2024	ASB-2023-018	11/30/2023
Personal Leave-Additional Vacation Credits-40 Day Vacation Leave Limit for 2024	ASB-2023-019	12/1/2023
Driver License Requirements and Verification Procedure	ASB-2023-020	12/4/2023
Equal Employment Opportunity	CGP-2023-001	2/15/2023
Succession Planning	CGP-2023-002	12/15/2023
Positive Workplace Policy	CGP-2022-003	2/15/2023
Reasonable Accommodation in Public Programs and Services for People with Disabilities	CADM-POL-004	9/5/2023
Reasonable Accommodation of Religious Observances or Practices	CADM-POL-005	9/5/2023
Reasonable Accommodation of Disabilities Pregnancies and Domestic Violence	CADM-POL-006	9/5/2023
Nursing Related Rights Policy	CADM-POL-007	10/17/2023
MC Handbook	CCP-2021-001	10/2022
Attendance Rules	CCP-2022-001	10/7/2022
Assignment and Use of Canal Corporation Vehicles	CADM-POL-001	6/2/2022
Gender Based Violence in the Workplace	CGP-2022-004	12/7/2022

AND BE IT FURTHER RESOLVED, That the Governance Committee recommends that the Authority’s Trustees and the Canal Corporation’s Board of Directors authorize the President and Chief Executive Officer to modify the foregoing policies, as necessary, except in the event that any powers, duties or obligations of the Trustees and Board of Directors would be affected by such modification; and be it further

RESOLVED, That the Chair, the President and Chief Executive Officer, and all other officers of the Authority be, and each of them hereby is, authorized on behalf of the Authority and Canal Corporation to do any and all things, take any and all actions and execute and deliver any and all agreements, certificates and other

documents to effectuate the foregoing resolution, subject to the approval of the form thereof by the Executive Vice President and General Counsel.

f. New York Power Authority and Canal Corporation 2023 Annual Board Evaluation Pursuant to Sections 2800 and 2824 of the Public Authorities Law and Guidance of the Authorities Budget Office

On motion made and seconded, the following resolution, as recommended by the Governance Committee, was unanimously adopted.

RESOLVED, Pursuant to Sections 2800(1)(a)(15) and 2800(2)(a)(15) and Section 2824(7) of the Public Authorities Law and Guidance of the Authorities Budget Office, the Authority and Canal Board is required to annually submit a summary of the Board Evaluation to the Governor, the Chairman and Ranking Minority Member of the Senate Finance Committee, the Chairman and Ranking Minority Member of the Assembly Ways and Means Committee, the State Comptroller and the Authorities Budget Office, within 90 days after the end of its fiscal year; and be it further

RESOLVED, the Governance Committee recommends the adoption of the 2023 Annual Board Evaluation Summary to the Authority's Board of Trustees and the Canal Corporation's Board of Directors as required by Section C (2) of the Governance Committee Charter; and be it further

RESOLVED, That pursuant to Sections 2800(1)(a)(15) and 2800(2)(a)(15) and Section 2824(7) of the Public Authorities Law and Guidance of the Authorities Budget Office, the 2023 Annual Board Evaluation Summary is hereby adopted and the Corporate Secretary is hereby authorized to submit to the Governor, the Chairman and Ranking Minority Member of the Senate Finance Committee, the Chairman and Ranking Minority Member of the Assembly Ways and Means Committee, the State Comptroller, and the Authorities Budget the adopted 2023 summary; and be it further

RESOLVED, That the Chair, the President and Chief Executive Officer, and all other officers of the Authority be, and each of them hereby is, authorized on behalf of the Authority and Canal Corporation to do any and all things, take any and all actions and execute and deliver any and all agreements, certificates and other documents to effectuate the foregoing resolution, subject to the approval of the form thereof by the Executive Vice President and General Counsel.

g. Annual Review and Approval of Guidelines for the Investment of Funds and 2023 Annual Report on Investment of Authority Funds

On motion made and seconded, the following resolution, as recommended by the Governance Committee, was unanimously adopted.

RESOLVED, That the Governance Committee recommends that the Trustees adopt the Annual Report on Investments of the Authority Funds and adopt the amended Guidelines for the Investment of Funds to support the continued growth of and strengthen the fiduciary controls over the internal investment portfolio, and approve the operating and debt service reserve levels (\$175 million and \$90 million, respectively) as discussed in the report of the President and Chief Executive Officer; and be it further

RESOLVED, That the Chair, the President and Chief Executive Officer, and all other officers of the Authority be, and each of them hereby is, authorized on behalf of the

Authority and Canal Corporation to do any and all things, take any and all actions and execute and deliver any and all agreements, certificates and other documents to effectuate the foregoing resolution, subject to the approval of the form thereof by the Executive Vice President and General Counsel.

h. Annual Report on New York Power Authority's 2024 Mission Statement and Strategic Plan

On motion made and seconded, the following resolution, as recommended by the Governance Committee, was unanimously adopted.

RESOLVED, That the Governance Committee recommends that the Authority's Trustees approve the 2024 Mission Statement and Strategic Plan at their March 12, 2024 meeting, as discussed in the report of the President and Chief Executive Officer; and be it further

RESOLVED, That the Chair, the President and Chief Executive Officer, and all other officers of the Authority be, and each of them hereby is, authorized on behalf of the Authority and Canal Corporation to do any and all things, take any and all actions and execute and deliver any and all agreements, certificates and other documents to effectuate the foregoing resolution, subject to the approval of the form thereof by the Executive Vice President and General Counsel.

i. Approval of the Minutes of the Joint Meeting of the New York Power Authority and Canal Corporation Governance Committee held on October 17, 2023

On motion made and seconded the Minutes of the joint meeting held on March 16, 2023 were unanimously adopted.

j. Approval of the Minutes of the Joint Special Meeting of the New York Power Authority and Canal Corporation Governance Committee held on February 6, 2024

On motion made and seconded the Minutes of the joint meeting held on March 16, 2023 were unanimously adopted.

6. Next Meeting

Chair Bethaida González stated that the next regular meeting of the Governance Committee is scheduled for Wednesday, May 21, 2024.

Closing

On a motion made by member Dennis Trainor and seconded by member Cecily Morris, the meeting was adjourned at approximately 11:38 a.m.

Karen Delince

Karen Delince
Corporate Secretary