



**MINUTES OF THE JOINT MEETING
OF THE
POWER AUTHORITY OF THE STATE OF NEW YORK AND
NEW YORK STATE CANAL CORPORATION**

July 26, 2022

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Minutes of the Joint Meeting of the New York Power Authority's Trustees and Canal Corporation's Board of Directors held via video conference at approximately 8:35 a.m.

Members of the Board present were:

- John R. Koelmel, Chairman
Eugene L. Nicandri, Vice Chairman
Anthony Picente, Jr.
Tracy McKibben
Michael A.L. Balboni
Dennis T. Trainor

Bethaida Gonzalez - Excused

Table with 2 columns: Name and Title. Includes Justin Driscoll (Interim President and Chief Executive Officer), Philip Toia (President - NYPA Development), and others.

Chairman Koelmel presided over the meeting. Corporate Secretary Delince kept the Minutes.

Introduction

Chairman Koelmel welcomed the Trustees/Directors and NYPA and Canal staff members who were present at the meeting. He said that the meeting had been duly noticed as required by the Open Meetings Law and called the meeting to order pursuant to the Authority's Bylaws, Article III, Section 3.

1. Adoption of the July 26, 2022 Proposed Meeting Agenda

On motion made by Vice Chair Nicandri and seconded by Trustee Picente, the members adopted the meeting Agenda, as amended.

Conflicts of Interest

Chairman Koelmel, Vice Chair Nicandri and members Picente, Mckibben, Balboni, and Trainor declared no conflicts of interest based on the list of entities previously provided for their review.

2. Appointment of President and Chief Executive Officer

Chairman Koelmel said that last October, Gil Quiniones resigned as President and Chief Executive Officer of the Authority and Justin Driscoll has been leading the company in an interim capacity with support from the leadership team. During that time, the members, working with the Governor's Office, coordinated a national search process to identify the next President and Chief Executive Officer. Last week, the Governor announced that Justin Driscoll has been appointed as the next President and Chief Executive Officer of the New York Power Authority and Canal Corporation.

He continued that Justin has distinguished himself during his more than eight-year tenure with the Authority, hence the confidence the members have in him to help them navigate during this interim period. Nevertheless, he has stepped up, and stood even taller, progressively, over the last nine months and further solidified that he is not only the right candidate, but the best candidate, to move NYPA to that next level and ensure that the Authority execute the Governor's vision and the high expectations of the members and staff, as a collective organization. He ended that the members are thrilled with the progress the company has made during this interim period, are excited about the future of the organization and looks forward to enabling and sharing in the success that Justin and the team will provide in the years to come.

In response, Justin said that he first wanted to thank Governor Hochul for recommending his appointment to the Board, and the confidence that she has shown in him to lead the Power Authority at this critical time. He said he is honored to be recommended to the Board as the next leader of the Power Authority, thanked the Board of Trustees for their support over the last nine months and during his eight-year tenure as General Counsel, and said he looked forward to working with them in the future to continue the progress made over the years. He also thanked his colleagues on the Executive Management Committee and all NYPA and Canals employees for their support over the last nine months, and he looks forward to leading the organization in the future. He ended that he is honored to be the next leader of the Power Authority, subject to Senate confirmation.

Trustee Balboni said that transitions are always hard, because of the uncertainty. However, Justin was not picked merely because he was there in place, it was an exhaustive search led by him, which included more than 200 different candidates. The leadership that Justin demonstrated during this period of transition evidenced his seriousness about the mission of this Authority. Justin has been

recommended by the Governor, based upon all the different searches that he led, a great sign of leadership.

Vice Chair Nicandri said that he wanted to congratulate the Board of Trustees and the Executive Committee for the Succession Planning initiative that resulted in Justin getting appointed to this position. Chairman Koelmel added that this appointment speaks volumes about the depth and breadth of the talent in the organization. He is hopeful that this will be motivation for the rest of the organization to continue to elevate their performance and to be assured that the members will support them to enable the collective success of the organization, staff, and the leadership team as well.

Chairman Koelmel thanked Justin for his tremendous leadership throughout the transition, adding that he did an excellent job which further displayed to all the members, the Governor, and her team, that he is ready to take on this challenge.

On motion made by Chair John Koelmel and seconded by Vice Chair Eugene Nicandri, the following resolution was unanimously adopted.

RESOLVED, That pursuant to Section 1004 of the Public Authorities Law and Article IV of the Authority's and the Canal Corporation By-Laws, Justin E. Driscoll is hereby appointed to serve as President and Chief Executive Officer of the New York Power Authority and the Canal Corporation, subject to confirmation by the New York State Senate.

3. Board Resolution – Eugene L. Nicandri

Chairman Koelmel provided the following remarks:

“This is the final time that the members will have the benefit of the Judge's presence around the Board table which we all enjoyed during our respective tenures since his service has outlived all of our time here. That someone as the Judge reach this stage of life, in and of itself is a notable accomplishment, but, far more relevant is what the Judge has brought to this Board and the organization; the lives he has touched, and all he has done to make us better, individually, and more importantly, collectively.

“When he gave us notice that he was pondering stepping down, we did our best to keep him on the Board, but earlier this month he advised me and the members that it was time for him and Lois and the family to move forward. It's certainly a difficult time for us to let go; but, nonetheless, one where we respect and appreciate his service and the decision and the opportunity to enjoy life without NYPA.

“We spent some time last night as a group acknowledging and recognizing his many contributions, but we do want to spend a little bit of time today on the record to enable all of us to offer our thoughts and ideas. The Judge is 'one of one,' and I think all of us certainly agree with that. He sets the pace and the tone; he's been the example for all of us to emulate in terms of doing it right, doing it well, and making a real impact on why we're here, why we're public servants, and the opportunity that we have to make a real difference.

“So, Judge, big shoes to fill that we won't even try to fill. Your contributions have been too significant for us to capture perfectly; but know that we will be forever grateful for the value and the contributions you have made. We are so much better for your time with us, and, for that, we can't thank you enough.”

Chairman Koelmel then introduced a Video Tribute to the Judge for his contributions to NYPA.

[video tribute]

Chairman Koelmel then read the following letter from Governor Kathy Hochul:

“Dear Judge Nicandri,

I want to express my thanks for your 14 years of dedicated service and contributions to the New York Power Authority and New York State Canal Corporation Board of Trustees; especially throughout your time of leadership as Vice Chair. Your distinguished tenure reflects your respect for NYPA's historic mission and vast knowledge of our state's power system and changing technologies. With a strong sense of environmental conscientiousness, you have served a critical role in directing New York's decarbonization efforts and shaping its strategy for combating climate change.

We are grateful for your advocacy of NYPA's efforts to connect communities across our state, to clean energy and other sources of renewable energy, in order to transition New York away from fossil fuels for a more resilient and reliable grid.

As one of this region's most admired leaders, you have worked tirelessly to ensure a bright future for the North Country, its natural resources and environmental stewardship.

Thanks to your committed efforts, the state-of-the-art Eugene L. Nicandri Nature Center, Robert Moses State Park in Messina, has become a popular destination for residents and tourists and proudly bears your name. And, realizing one of the board's most important goals, you led the integration of the New York State Corporation into New York State Canal Corporation into NYPA's operations.

At the same time, you helped launch the Reimagine the Canals program to promote tourism, recreation, and environmental protection along the canal system.

I extend my congratulations for all that you achieved and offer my best wishes to you and your family for happiness in the many years ahead.”

Sincerely,

/s/

Kathy Hochul
Governor”

Chairman Koelmel then invited, and members McKibben, Balboni, Picente, Trainor and Interim President Justin Driscoll provided congratulatory remarks to Judge Nicandri.

Judge Nicandri responded with the following statement:

“I spent 20 years on the Bench handling many difficult cases and I do not recall a single time when I had to resort to a tissue to dab my eyes; but this is different. The Board and the management team has set goals for VISION2030 and have a lot of outstanding projects in the pipeline. I think what makes me proudest is being a part of positioning the Authority to be ready to move forward to achieve the VISION2030 goals and that only comes about because of the dedication of the workforce at the Power Authority. The employees have a work culture that is second-to-none as far as I have been aware in my extensive life -- you are outstanding. I told the Executive Committee last night, using an athletic metaphor for what you do and who you are, that “you are good”, “you've got game” and “you can play.” So, going

forward, you are well-positioned for the future Mr. Chairman, Tracy, Michael, Anthony, Dennis, Justin. It's been a pleasure working with you and the Executive Committee and all of the employees -- you honor me by your presence and thank you."

On motion made and seconded, the following resolution was unanimously approved by the Board.

"WHEREAS, we wish to express our gratitude to the much-loved Judge Eugene L. Nicandri, the vice chairman of the New York Power Authority and the New York State Canal Corporation board of trustees, for his 14 years of dedicated, committed and inspirational leadership, and,

"WHEREAS, Judge Nicandri has been at the center of key NYPA decision-making, playing a significant role in modernizing and upgrading the state's electricity infrastructure, protecting, and creating jobs through allocations of lower-cost electricity to businesses and other enterprises, and bringing about investments in energy efficiency and clean energy technologies; and,

"WHEREAS, because of his embrace of NYPA's historic mission, his profound sense of public service and his extensive understanding of New York State's power system and changing technologies, Judge Nicandri contributed significantly to New York State's nation-leading decarbonization efforts; and,

"WHEREAS, Judge Nicandri has been an important voice in addressing the global challenge of climate change, guiding NYPA's efforts to connect communities across the state to clean energy and other sources of renewable energy, and transition New York away from fossil fuels through a more resilient and reliable grid; and,

"WHEREAS, Judge Nicandri has helped NYPA to launch the most ambitious transformation of New York's transmission system in more than 40 years, which will help the state achieve 70 percent renewable energy generation by 2030, a zero-emission electricity sector by 2040 and economy-wide carbon neutrality; and,

"WHEREAS, Judge Nicandri has worked tirelessly to ensure a bright future for the North Country, its natural resources and environmental stewardship, and has been one of his community's most well-respected leaders; and,

"WHEREAS, the state-of-the-art Eugene L. Nicandri Nature Center at Robert Moses State Park in Massena, most fittingly enshrined in his name, will be a vital community resource for many years to come; and,

"WHEREAS, Judge Nicandri helped lead the integration of the New York State Canal Corporation into NYPA's operations while launching the Reimagine the Canals program to realize the canals' potential for tourism, recreation and environmental protection; and,

“WHEREAS, Judge Nicandri’s legal work contributed to the establishment of the Massena Electric Department in 1981 and he served with great distinction as president of the New York State County Judges Association from 1999 to 2000, and,

“WHEREAS, before becoming a county judge, he was a partner in the Massena law firm of Lavigne & Nicandri from 1966 to 1985 and served at various times as the attorney for the towns of Massena, Brasher, Louisville and Lawrence and the Village of Massena. He also served as the attorney for Massena Memorial Hospital and has been a lifelong New York Yankees fan.

“NOW, THEREFORE BE IT RESOLVED, That the Trustees of the Power Authority and Canal Corporation of the State of New York offer their sincere congratulations to Judge Eugene L Nicandri and send along their deepest gratitude to him for his extensive accomplishments; and extend their best wishes to him; his wife, Lois, their three sons and four grandchildren and wish him happiness in the years ahead.

July 26, 2022”

4. Motion of Conduct an Executive Session – TABLED

5. Motion to Resume Meeting in Open Session -- TABLED

6. CONSENT AGENDA:

On motion made by Member Michael Balboni and seconded by Member Dennis Trainor, the Consent Agenda, and the following resolutions as recommended by the Interim President and Chief Executive officer, were unanimously adopted:

a. Commercial Operations

i. Municipal and Rural Electric Cooperative Industrial Economic Development Program – Allocation to the Jamestown Board of Public Utilities

RESOLVED, That the Trustees hereby approve the allocation of 1,550 kW of hydropower to the Jamestown Board of Public Utilities under the Municipal and Rural Electric Cooperative Industrial Economic Development Program as set forth in the report of the Interim President and Chief Executive Officer; and be it further

RESOLVED, That the Senior Vice President of Clean Energy Solutions or his designee be, and hereby is, authorized to execute any and all documents necessary or desirable to effectuate this allocation, subject to the approval of the form thereof by the Interim Executive Vice President and General Counsel; and be it further

RESOLVED, That the Chairman, the Vice Chairman, the Interim President and Chief Executive Officer, the Chief Operating Officer and all other officers of the Authority are, and each of them hereby is, authorized on behalf of the Authority 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 Interim Executive Vice President and General Counsel.

ii. Preservation Power Allocations

RESOLVED, That an allocation of 84,000 kilowatts of Preservation Power (“PP”) be awarded to Air Products and Chemicals, Inc. (“Air Products”) for a term of 10 years for use at the company’s Massena, New York facility as detailed in the report of the Interim President and Chief Executive Officer, be and hereby is approved, subject to rates previously approved by the Trustees; and be it further

RESOLVED, That an allocation of 10,000 kilowatts of PP be awarded to Air Products for a term of 3 years for use at the company’s Massena, New York facility as detailed in the report, be and hereby is approved, subject to rates previously approved by the Trustees; and be it further

RESOLVED, That the Trustees hereby authorize a public hearing pursuant to Public Authorities Law (“PAL”) §1009 on the terms of the proposed form of the direct sale contract with Air Products and Chemicals, Inc. for the sale of the PP allocation (the “Contract”); and be it further

RESOLVED, That the Corporate Secretary be, and hereby is, authorized to transmit a copy of the proposed Contract to the Governor, the Speaker of the Assembly, the Minority Leader of the Assembly, the Chairman of the Assembly Ways and Means Committee, the Temporary President of the Senate, the Minority Leader of the Senate and the Chairman of the Senate Finance Committee pursuant to PAL §1009; and be it further

RESOLVED, That the Chairman, the Vice Chair, the Interim President and Chief Executive Officer, the Chief Operating Officer and all other officers of the Authority are, and each of them hereby is, authorized on behalf of the Authority 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 Interim Executive Vice President and General Counsel.

iii. Extension of the Industrial Incentive Award to Pratt Paper (NY), Inc. and Economic Development Plan

RESOLVED, That the Authority hereby approves an extension to the term of the Industrial Incentive Award previously awarded to Pratt Paper (NY), Inc. to May 31, 2023, as described in the report of the President and Chief Executive Officer, contingent upon EDPAB’s approval of the requested extension of the Plan; and be it further

RESOLVED, That the Chairman, the Vice Chair, the Interim President and Chief Executive Officer, the Chief Operating Officer and all other officers of the Authority are, and each of them hereby is, authorized on behalf of the Authority 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.

iv. Replacement Power Allocation

RESOLVED, That an allocation of 22,000 kilowatts of Replacement Power (“RP”) be awarded to Linde Inc. for a term of 10 years for use at the company’s Niagara Falls, New York facility as detailed in the report of the Interim President and Chief Executive Officer, be and hereby is approved, subject to rates previously approved by the Trustees; and be it further

RESOLVED, That an allocation of 5,110 kilowatts of RP be awarded to Niacet Corporation for a term of 10 years for use at the company’s Niagara Falls, New York facility as detailed in the foregoing report, be and hereby is approved, subject to rates previously approved by the Trustees; and be it further

RESOLVED, That the Chairman, the Vice Chair, the Interim President and Chief Executive Officer, the Chief Operating Officer and all other officers of the Authority are, and each of them hereby is, authorized on behalf of the Authority 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 Interim Executive Vice President and General Counsel.

v. Recharge New York Power – New, Extended and Modified Allocations

RESOLVED, That the Trustees hereby accept the recommendations of the Economic Development Power Allocation Board (“EDPAB”) and approve the extension of each of the existing 22 Recharge New York (“RNY”) Power allocations previously awarded in the manner described in the report of the Interim President and Chief Executive Officer for a term of 7 years, to commence on (1) the expiration of the term of the allocation, or (2) in the Authority’s discretion, commencing on a date to be agreed upon by the Authority and the customer for a term not to exceed 7 years (collectively, the “Extended Term”), subject to the following conditions:

- (a) the sale of the allocations as extended hereunder shall be made pursuant to the contract form approved by the Board on March 26, 2019, and Authority Service Tariff RNY-1; and
- (b) in order to receive an extension of its allocation, the customer agrees to provide the supplemental commitments for jobs, capital investment and power utilization that are the same or determined by the Authority to be substantially similar to the recommendations (subject to adjustments described above) for the Extended Term, through the incorporation of such supplemental commitments in the final contract that is executed by the parties, and RNY Power customers who do not have an ongoing project/expansion capital investment commitment shall meet a minimum capital investment commitment which may be satisfied through capital expenditures made over a five-year period; and be it further

RESOLVED, That the Trustees hereby accept the recommendation of the EDPAB and approve the modifications/adjustments to the RNY Power allocations and/or related supplemental commitments described in the report for the reasons indicated in the report; and be it further

RESOLVED, That the Trustees hereby accept the recommendation of the EDPAB and approve the new RNY Power allocations for retention purposes for the reasons indicated in the report; and be it further

RESOLVED, That the Trustees hereby accept the recommendation of the EDPAB and approve the new RNY Power allocations for expansion purposes for the reasons indicated in the report; and be it further

RESOLVED, That the Trustees hereby accept the recommendation of the EDPAB and approve the new RNY Power allocations for retention and/or expansion purposes to the small businesses and/or not-for-profit applicants for the reasons indicated in the report; and be it further

RESOLVED, That the Chief Commercial Officer – Commercial Operations, or such official's designee, hereby is authorized on behalf of the Authority to provide for final terms and conditions that will be applicable to the foregoing allocations and/or projects, including without limitation progress milestones and provisions for the expiration of any allocation in the event that such milestones are not met; and be it further

RESOLVED, That the Chairman, the Vice Chairman, the Interim President and Chief Executive Officer, the Chief Operating Officer and all other officers of the Authority are, and each of them hereby is, authorized on behalf of the Authority 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 Interim Executive Vice President and General Counsel.

vi. High Load Factor Power Allocation

RESOLVED, That an allocation of 16,000 kilowatts ("kW") of High Load Factor ("HLF") Power be awarded to Air Products and Chemicals, Inc. for a term of 10 years as detailed in the foregoing report of the Interim President and Chief Executive Officer, be and hereby is approved, subject to Service Tariff No. HLF-1 previously approved by the Trustees; and be it further

RESOLVED, That the contract for the sale of HLF Power to Air Products and Chemicals, Inc., along with Service Tariff No. HLF-1, is hereby approved; and be it further

RESOLVED, That the Chairman, the Vice Chair, the Interim President and Chief Executive Officer, the Chief Operating Officer and all other officers of the Authority are, and each of them hereby is, authorized on behalf of the Authority 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 Interim Executive Vice President and General Counsel.

b. Procurement (Services) Contracts

i. Procurement (Services) and Other Contracts – Business Units and Facilities – Awards, Extensions, and/or Additional Funding

RESOLVED, That pursuant to the Guidelines for Procurement Contracts adopted by the Authority and Canal Corporation, the award and funding of the multiyear procurement services contracts referenced hereto, are hereby approved for the period of time indicated, in the amounts and for the purposes listed therein, as set forth in the report of the Interim President and Chief Executive Officer; and be it further

RESOLVED, That pursuant to the Guidelines for Procurement Contracts adopted by the Authority and Canal Corporation, the contracts referenced hereto, are hereby approved and extended for the period of time indicated, in the amounts and for the purposes listed therein, as set forth in the report of the Interim President and Chief Executive Officer; and be it further

RESOLVED, That the Chairman, the Vice Chairman, the Interim President and Chief Executive Officer, the Chief Operating Officer and all other officers of the Authority and Canal Corporation are, 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 Interim General Counsel.

ii. Seaway Private Equity Corporation – Grant Agreement Amendment

RESOLVED, That an amendment to the Amended and Restated Grant Agreement with the Seaway Private Equity Corporation (“SPEC”) to distribute the remaining amount of \$239,220.22 to SPEC to use for the purpose of investments in firms in St. Lawrence County pursuant to the terms of the Amended and Restated Grant Agreement, be, and hereby is, approved on the terms set forth in the report of the Interim President and Chief Executive Officer; and be it further

RESOLVED, That the Chairman, the Vice Chairman, the Interim President and Chief Executive Officer, the Chief Operating Officer and all other officers of the Authority are, and each of them hereby is, authorized on behalf of the Authority 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 Interim Executive Vice President and General Counsel.

iii. Lease Agreement for Canal Corporation’s Utica Section Facility

RESOLVED, That the Interim President and Chief Executive Officer and the Vice President – Enterprise Shared Services be, and hereby are, authorized to enter into a commercial lease for Canal Corporation’s Utica maintenance operations on substantially the terms set forth herein, subject to approval of documents by the Interim Executive Vice President and General Counsel or her designee; and be it further

RESOLVED, That the Vice President – Enterprise Shared Services, or designee, is hereby authorized to execute any and all other agreements, papers, or instruments on behalf of the Authority that may be deemed necessary or desirable to carry out the foregoing, subject to the approval by the Interim Executive Vice President and General Counsel; and be it further

RESOLVED, That the Chairman, the Vice Chairman, the Interim President and Chief Executive Officer, the Chief Operating Officer and all other officers of the Authority are, and each of them hereby is, authorized on behalf of the Authority to do any and all things and 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 Interim Executive Vice President and General Counsel.

c. Governance Matters

i. Appointment of Vice Chair – NYPA/Canal Boards

RESOLVED, That pursuant to Article IV of the By-Laws of the Authority and the Canal Corporation, Tracy McKibben is hereby appointed as Vice Chair of the Authority and Canal Corporation, effective immediately.

ii. Appointment of Audit Committee Chair

RESOLVED, That pursuant to Article IV of the By-Laws of the Authority and the Canal Corporation, Dennis Trainor is hereby appointed as Chair of the Audit Committee, effective immediately.

iii. Appointment of Governance Committee Chair

RESOLVED, That pursuant to Article IV of the By-Laws of the Authority and the Canal Corporation, Bethaida Gonzalez is hereby appointed as Chair of the Governance Committee, effective immediately.

iv. Approval of the New York Power Authority/Canal Corporation Policy on Videoconference Participation in Public Meetings

RESOLVED, That the Authority Trustees and Canal Corporation Board of Directors adopt the following Policy on Videoconference Participation in Public Meetings:

Policy on Videoconference Participation in Public Meetings

PURPOSE AND SCOPE

- a. The people's right to witness and observe the governmental decision-making process in action is basic to our society. Access to public portions of meetings of public bodies must be protected and maintained.
- b. This policy is drafted pursuant to Chapter 56 of the Laws of 2022 relating to the New York State budget for the 2022-2023 state fiscal year amending the Open Meetings Law to make permanent (until July 1, 2024), the expanded use of videoconferencing by public bodies to conduct open meetings, under extraordinary circumstances, regardless of declaration of emergency.

APPLICABILITY

This policy provides direction for conducting videoconferencing of public meetings of the New York Power Authority ("Authority") Board of Trustees ("Trustees"), the New York State Canal Corporation ("Corporation") Board of Directors ("Board of Directors"), its Committees and Advisory Boards, including the Economic Development Power Allocation Board ("EDPAB"), the Western New York Power Proceeds Allocation Board ("WNYPPAB") and the Northern New York Power Proceeds Allocation Board ("NNYPPAB").

INITIALISMS (ACRONYMS) AND DEFINITIONS

N/A

RESPONSIBILITY

Responsibility and oversight of this policy resides with the VP & Corporate Secretary.

POLICY IMPLEMENTATION

Videoconference Participation

- a. All the members of the Authority/Canal Corporation Boards, the Committees and Advisory Boards shall be physically present for public meetings at a location(s) that allows physical attendance by the public unless prevented from doing so due to extraordinary circumstances.

Extraordinary circumstances include, but are not limited to the following: disability, illness, caregiving responsibilities, traveling out-of-state, conflicting commitments, significant or unexpected factors or events which precludes the member's physical attendance at such meeting.

- b. Members may participate by videoconference from a location that is not open to the public only if there is a quorum of members at physical locations open to the public.
- c. Members who are unable to participate at a location that permits public attendance, shall notify the Corporate Secretary and Chair of the relevant entity, request permission to participate remotely from a private location, and provide the reason why this is necessary. The request shall be made in writing and no later than one week prior to the scheduled meeting. In the event of that the extraordinary circumstance occurs within one week of the scheduled meeting date, the members should send the notification and request as soon as practicable.
- d. The Chair shall have the discretion to permit a member to participate remotely from a private location that does not permit public access once a quorum is available at the public location(s).
- e. The member(s) participating from a location that does not permit public access may not count towards the quorum but may participate and vote at the meeting.

Recording and Broadcasting of Meetings

- a. Each open meeting conducted by videoconference shall be recorded and such recordings posted or linked on the public website within five business days following the meeting.
- b. The recordings shall remain available on the public website for a minimum of five years thereafter.
- c. Such recordings shall be transcribed upon request.
- d. Open meetings shall be, to the extent practicable, broadcast live to the public.
- e. Operation of equipment to photograph, record or broadcast a meeting is permitted unless it is obtrusive, disruptive, or interferes with the deliberative

process or the right of persons in attendance to observe or listen to the proceedings.

- f. Use of equipment necessary to photograph, record or broadcast is permitted without notice to or express permission from the public body or those in attendance at the meeting.

Public Notice

The public notice for the meeting must inform the public that videoconferencing will be used and identify the public physical location(s) where the members will be participating.

Minutes

The minutes of all open meetings conducted by videoconference shall note which, if any, members participated remotely.

State Disaster

The in-person participation requirements in the Open Meetings Law shall not apply during a state disaster emergency declared by the governor pursuant to section twenty-eight of the executive law, if the Authority/Corporation determines that the circumstances necessitating the emergency declaration would affect or impair the ability of the public body to hold an in-person meeting.

VIOLATIONS

Violations of this Policy and related policies and procedures by employees may result in disciplinary action up to and including termination. Violations of this Policy by contractors and other authorized third parties may result in the revocation of such party's access to NYPA's premises and/or electronic access to its systems, and the termination of such party's contract for services. In addition, where the conduct engaged in is illegal, violators may be subject to prosecution under applicable federal, state, or local laws.

REFERENCES

N/A

8 POLICY REVIEW AND REVISION

This document will be reviewed and updated as business needs require. However, a mandatory review will be required on the anniversary date of the approved document. Rescinding of documents is referenced in BS-IBC-01-005

Revision cycle: Every Other Year

9 ATTACHMENTS

N/A

AND BE IT FURTHER RESOLVED, That the Chairman, the Vice Chairman, the Interim President and Chief Executive Officer, the Chief Operating Officer and all other officers of the Authority are, and each of them hereby is, authorized on behalf of the Authority 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 Interim Executive Vice President and General Counsel.

v. **Approval of the Minutes**

1. **Minutes of the Annual Joint Meeting of the New York Power Authority's Trustees and Canal Corporation's Board of Directors held on May 24, 2022**

On motion made and seconded the Minutes of the Joint Meeting of the New York Power Authority's Board of Trustees and Canal Corporation's Board of Directors held on May 24, 2022, were unanimously adopted.

7. DISCUSSION AGENDA:

a. **Strategic Initiatives**

i. **Interim President and Chief Executive Officer's Report**

Interim President and Chief Executive Officer Justin E. Driscoll provided highlights of his report to the members.

Smart Path Transmission Project – North Country

The Authority recently announced that the Smart Path Project, a 78-mile upgrade of the transmission line between Massena and St. Lawrence County and Croghan in Lewis County, has reached two-thirds completion, and Governor Hochul issued a press release highlighting that milestone. He said, to quote Judge Nicandri, "the Smart Path Project is a prime example of the important work taking place in the North Country that will strengthen NYPA's transmission system for the benefit of all New Yorkers. I commend all the workers who have kept this project on track through the challenges of the pandemic and am extremely proud of NYPA's leadership for the development of this line and its continued stewardship of the state's transmission system."

ConnectALL Project

The ConnectALL pilot project is the largest investment in New York's 21st century digital infrastructure. This project was officially launched with an event in the Village of Sherburne, which is a municipal customer of the Power Authority. NYPA is working with Sherburne Electric, a Muni customer to use NYPA's existing transmission system cable, its communication backbone fiber cable, to serve the role as the middle mile in getting broadband to rural areas that have very limited access to internet and broadband. To this end, NYPA is assisting the Village and the municipality in the design engineering build-out of the fiber network that would ultimately connect its communication backbone to 1,800 homes in that area.

"On the Canals" Excursions

The Canal season is in full swing and NYPA is excited to highlight that in this new season it is continuing the free, "*On the Canals*" Excursions for the third year. The excursions include kayaking, cycling, cruising, painting, birding, and accessible activities such as adaptive paddling and biking. The Authority is anticipating approximately 10,000 users participating, which is up from 4,000 last year and 2,800 in 2020 during the pandemic, when the Authority devised to get people out on the canals.

Solar Project – Westchester County

In the mid-Hudson region, NYPA is partnering with the City of White Plains and DSD Renewables for a 9-site, 6.8 MW Community Solar project which will triple the amount of solar in Westchester and move the Authority closer to its initiative for a decarbonized New York.

Energy Efficiency Program – New York City

NYPA announced approximately \$230 million in energy efficiency programs at CUNY campuses. These programs will span nearly 30 different projects at 13 locations across New York City. For example, the SUNY Bronx Community College project in the University Heights section of the Bronx where NYPA is in the final phases of a utility improvement project that includes installation of new, centralized chiller plants. Approximately three miles of pipes and nine miles of conduit were installed throughout the campus, which will generate \$5 million in annual energy efficiency and maintenance savings. This \$168 million project began in 2011 and will reduce greenhouse gas emissions by more than 5,600 metric tons, the equivalent of removing more than 1200 cars from the road.

NYPA Future Leaders Scholarship Awards

The NYPA Future Leaders Scholarship Awards are \$10,000 scholarships given to 10 High School seniors interested in pursuing energy-related undergraduate studies to prepare and support a workforce that reflects the diverse communities that NYPA serves. Some of the scholarship recipients are in the meeting today, and the members will hear their views on the program after the staffs' reports to the Board.

Interim President Driscoll concluded his report that the Authority would continue its work on these projects, driving its agenda forward as the organization continues to lead in the Governor's Clean Energy goals.

1. VISION2030 Update

Mr. Yves Noel, Senior Vice President and Chief Strategy Officer, provided an update on NYPA's VISION2030 Strategic Initiative. He said that NYPA is fully committed to its mission and is diligently executing its VISION2030 Strategic Plan. The Executive Management Committee meets monthly to share insights, discuss progress, and maintain accountability.

He continued that NYPA has five (5) Strategic Priorities to advance its mission, namely, Preserving the Value of Hydropower; Decarbonizing Natural Gas Plants; Developing Transmission statewide; Partnering with customers to address their specific challenges; and Reimagine the Canals to advance the needs of the communities along the canal infrastructure. This mid-year update is a summary of the progress in achieving those goals.

Preserve the Value of Hydropower

The Authority continues to manage and protect the hydropower assets.

1. Next Generation Niagara Program

- The Authority met its hydro generation target of 11.47 TWh.
- The \$1.1 billion Next Generation Niagara Program is the upgrading of critical elements of NYPA's hydropower assets.
- The upgrade of the Robert Moses main Control Room is part of NYPA's largest major hydropower program; completion expected Q4, 2022.
- The Authority was able to maintain its Net Operating Income target.

2. Decarbonization

The decarbonation goal is contingent upon meeting the reliability needs of the grid. The use of green hydrogen is a frontrunner in filling the technology gap between the Authority's aspirations and current deployed capability.

NYPA provided one of the first efforts to demonstrate how green hydrogen can be used in power generation at the Brentwood Power Station. The NYPA Brentwood facility Green Hydrogen pilot has been completed.

The Authority achieved its GHG Emissions Intensity target.

3. Building Transmission in NYS to Unbottle Renewables

NYPA completed Segment 2 and partially completed Segment 3 of the Smart Path transmission project, replacing the H-frame wood poles with steel monopoles.

NYPA was able to achieve its target maintaining its Asset Base at \$1.4 billion. The Authority was also able to maintain its pipeline of projects and operational efficiency, keeping intact with its O&M benchmarks.

4. Partnering with Customers

NYPA continues to partner with its customers and the state to meet the CLCPA goals with some of the largest municipal solar PV and energy source system. Despite significant accomplishments, this year, according to Bloomberg New Energy Finance report, solar costs increased by 14 percent which are linked to increases in the cost of material, freight, fuel, and labor. Similarly, customer-sited Storage has faced inflationary pressure.

The team is working diligently to prioritize NYPA's customer contracts to ensure high-impact projects are not deferred by developers.

5. Reimagine the Canals

Regarding the Reimagine the Canal initiative for economic and recreational benefits, the Authority continues to see progress with its priority projects which are underway.

In conclusion, VISION2030 sets NYPA's 2025 and 2030 targets and goals. The planning process ensures that the Authority continues to have the right plan in place. NYPA consistently monitors the energy market and takes a "bottom-up" and "top-down" approach to crafting the specific activities to be accomplished next year.

In the next report to the Board, the members will be provided any changes to the Strategic Plan and the KPIs to ensure that the Board receives the actionable insight the members need to guide the organization.

b. Chief Operating Officer's Report

Mr. Bradford Van Auken, Senior Vice President – Operations Support Services & Chief Engineer, provided the report on behalf of the Chief Operations Officer.

St. Lawrence Project (STL) Water Ball Replacement Project

The original water ball was built with the original project in the late 1950s and has reached the end of its usable life.

Project Goals and Accomplishments

- The new water ball system will provide potable water and fire protection for the entire power project including the switchyard, power dam, and other major power equipment.
- The new water tank will utilize a glass-lined steel structure to reduce maintenance requirements, typically employed on traditional steel tanks.
- The project also includes the decommissioning of the original oil-fired boiler and the boiler house, which is currently used for ice prevention of the water supply.
- The new system also includes an upgraded water treatment system and new electric service for the water tower.
- The 120-foot concrete tower was completed in October 2021. The tower includes 30 poured-in-place concrete rings at four-foot heights. The total tower height, with the tank, will be approximately 155 feet tall. The tank is made up of approximately 145 glass-lined steel panels. This tank, which is currently under construction, and all supporting systems, will be completed and operational by the end of September.
- Decommissioning, demolition and disposal of the existing water ball and boiler house will be completed by the end of this year.

This project is an excellent example and demonstration of how the Authority's Asset Management System works, as well as how the Project Delivery teams within Support Services are capable of managing and constructing much more than just NYPA's large capital generation transmission infrastructure projects. The Project Delivery team does this through a variety of delivery methods and has a high success rate with these public-facing projects.

Summer Weather Preparedness

With the summer severe weather season approaching, NYPA and Canals continue to take steps to enhance its resiliency and to ensure continuity of its operations.

The 2021 Atlantic hurricane season was reported as the third most active season. 2021 was also the sixth consecutive above-average hurricane season and the third costliest, greater than \$80 billion in damages.

The forecast for 2022 is similar to the 2021 forecast. The majority of the severe weather in New York occurs primarily between May and September.

NYPA and Canals continue to fine-tune their preparedness efforts and focus on continuous improvements. For example, the practice of proactively lifting the canals movable dams last year ahead of a large storm in anticipation of the poor weather helped to mitigate potential flooding along the canal.

NYPA and Canals Operations Crisis Management, Corporate Communications and Energy Resource Management conducted pre-severe weather season briefings and reviewed all of the plans and preparedness efforts. They also continue to work very closely with the New York State Division of Homeland Security and Emergency Services, as well as all other utility partners within the state, to remain engaged and ready to support mutual-aid requests, if needed, throughout the year.

c. Chief Commercial Officer's Report

Ms. Sarah Salati, Executive Vice President and Chief Commercial Operations Officer, provided highlights of the report to the Board.

Trends Impacting Customer Business Lines:

Energy prices

Energy prices increased which has a financial benefit to NYPA because of its impact on the pricing that the Authority can get for its hydropower in the market. This, however, presents a challenge for the Authority's customers; therefore, the Authority is exploring ways to mitigate those price increases.

Microeconomics

As previously reported, 2025-2030 will be a challenge for the Authority, particularly as it relates to infrastructure investments such as chargers and solar for storage. In addition, Power Purchase Agreement ("PPA") prices has increased year-over-year by 25 percent.

The team is currently working with Strategic Supply Management ("SSM") to identify ways to mitigate these challenges, identifying new delivery models and reducing the scope-of-work. This will be a challenge; however, the Authority is aggressively working on filling the pipeline and the members be updated on the progress in the future.

Mitigating Customer Impacts

The Authority recognizes the impact on customers relative to price increases and recovering from the COVID-19 pandemic. To that end, the Authority has waived the Annual Energy Rate Adjustment clause in their contracts so that it will be stable as of last year; the compliance requirements for the Recharge customers have also been waived. In addition, the Authority is exploring other creative ways to take advantage of the money that it is capturing in the market to share with its customers in the future.

2023-2025 NYPA Merchant Margin Forecast

Due to the increased power prices, the Authority met its Merchant Gross Margin target and is currently accelerating its hedging in the outer years. The Authority is also meeting its minimum required targets three months in advance.

NYPA is taking advantage of the current market in order to provide greater financial visibility in the coming years for the Authority and all the funding it has for its various projects across the state.

Electricity Supply Through June 2022

Merchant Gross Margin Projections

Merchant Gross Margin projections (\$336.8M) were above the target (\$267M), most of which was captured in January and February because of a colder than expected winter. In addition, as a result of the sustained energy prices, the Authority will continue to see this value being above target by the end of the year.

Economic Development

As part of its Economic Customer Development Assistance Program 2.0 ("EDCAP"), the Authority provided temporary power allocations to existing customers for a three-year period in order for them to have the level of price and budget certainty they had as they recover from the COVID-19 pandemic and the inflationary and labor pressures that they are experiencing in their businesses.

Customer Business Lines: June YTD Results

For the period ending June 30, the Authority met the targets for Clean Energy Solutions and NY Energy Manager, DER and Flexibility. The Authority did not meet the target for e-Mobility for June. However, to

date, the Authority has installed 46 charging ports and is therefore on target to deliver all the targets at the end of the year.

Key Project Highlights:

White Plains Solar Ribbon Cutting

The White Plains Solar Project is at nine different sites including the project highlighted by Interim President Driscoll, earlier. That project utilized an old landfill, taking advantage of municipal land that otherwise would not be used. Mayor Roach of the City of White Plains, and the core project team of female engineers and project managers from the City of White Plains and the Power Authority also attended the event.

NYCHA Clean Heat for All

The NYCHA “Clean Heat for All” project was approved by the members for the procurement of various mini heat pumps to be installed in NYCHA’s multi-family buildings. The project’s goal is to reduce technology costs, as well as having a holistic approach to NYCHA in workforce development and supporting the implementation and installation of this product in NYCHA buildings in the future.

Power Allocations

NYPA continues to drive economic development across the state, supporting emerging industries such as Air Products, a US-based industrial gas company, and other chemical production facilities. The Authority is also supporting the New York State Regional Clean Energy Hydrogen Hub development, complementing the recent Brentwood pilot project. This allocation will support 90 jobs with the green hydrogen that will be produced and power approximately 1400 buses or 900 long-haul vehicles.

Customer Clean Energy Exchange

The Customer Clean Energy Exchange event supports the education of the Authority’s customers around its products and services and trends in the energy sector. It also enables them to learn from each other and their peers. The last event was held in May and received positive feedback. It is anticipated that, in the future, this event will be reflected in the J.D. Powers Customer Satisfaction Surveys.

Women in Power Summit

Ms. Salati thanked Vice Chair McKibben for providing the keynote remarks at the Women in Power Leadership Summit. The Summit was held at the Edith Macy Center, a Girls Scout Camp. Another speaker from the Suffolk County Girl Scouts of America, was very inspirational. She shared information that statistics show 70% of CEOs and executives of women-owned businesses had been Girl Scouts. She continued that the summit was a very impactful program, supporting women of the future with interactive activities around emotional intelligence, as well as negotiation skills.

Ms. Salati thanked the EMC leadership for supporting these types of events for the Authority’s customers, as well as its employees. She ended that the Commercial Operations team continues to seek to drive innovation and to be a leader in the products and services that the Authority is providing to New York State.

d. Chief Financial Officer’s Report

Mr. Adam Barsky, Executive Vice President and Chief Financial Officer, provided highlights of the report to the Board. He said that at the Finance Committee meeting, the members were presented with five months of data for the actuals and the seven-month forecast. This presentation is the update for the six months forecast.

Year-to-Date Actuals (January - June 2022)

Net Income

Net Income for the period is \$80 million; the target was \$38 million. As previously reported, higher energy prices, positive results from the transmission lines, congestion pricing, in addition to the revenues from the HPD lines which were better than budgeted, contributed to this result.

Increased expenses in the Monetized Funds Support, additional revenues from high energy prices which is allocated to various regions for economic development, is at \$16 million versus the budget of \$7 million.

Through the six months ending June 2022, the mark-to-market on the investment portfolio is negative \$24 million. Further report on this will be provided at the end of the year report.

2022 Year-End Projection

Year-End Projection (January – December 2022)

The full-year forecast is indicating a range with the low case \$70 million, mid-point \$91 million, and high case \$118 million.

At the beginning of the year, revenues were significant due to the colder than expected winter.

The predictions continue to improve, although not at the pace it was during the first six months of the year.

Given all the headwinds, the Authority does benefit from higher revenues. However, on the negative side are headwinds from inflationary pressures, supply chain disruption, and negative mark-to-market on the Authority's investment portfolio.

Other Expenses

Interest and Other expenses are higher due to higher rates.

Pension expenses are based on the performance of the Stock Market through March 31st. The State Comptroller's office will provide clarity on this expense in September.

OPEB Expense

The market's performance affected the OPEB expense; gains and losses are phased in over five years.

Mr. Barsky said that this is a conservative forecast; however, the Authority is confident that it will achieve its budget plan at the end of the year.

Balance Sheet

The Balance Sheet remains strong. To date, Liquidity is very high and exceeds the metrics. The Authority is expected to get an inflow of cash, approximately \$200 million, with the payoff of some of its energy efficiency loans from the state.

Staff is working on publishing the Authority's June 30th financials and members will receive those results, which will be unaudited, in the next month.

Mr. Barsky also reported that all three rating agencies, Fitch, S&P and Moody's recently visited the White Plains office and were provided an update on the Authority's performance from 2021, to date. They were given a tour of the ISOC, and Eric Meyers, Chief Information Security Officer, provided a presentation on the Authority's Cyber Security Program. The agencies also had questions on ESG. As a result of this, ESG outcomes will be integrated in next year's Annual Financial Report.

Mr. Barsky ended that, regarding the Authority's budget for next year, the members will be provided information as the process to update the Financial Plan goes forward.

e. NYPA Development Report

Mr. Philip Toia, President of NYPA Development provided an update on the transmission and business development activities of the Power Authority.

Growing NYPA's Transmission Asset Base:

Central East Energy Connect Project

This project is being developed jointly by the New York Power Authority and LS Power New York. Construction is now underway on segments 3 and 4, which includes the portion of the line that will ultimately be owned by the New York Power Authority.

The project has experienced some delays in construction activities at the Gordon Road Substation, which is an LS Power asset. However, the project is still on track for completion by the end of 2023.

Smart Path Project

This project is the rebuild of NYPA's existing Moses Adirondack lines from Massena, New York, to Croghan, New York. Construction for this project is on track.

The Moses Adirondack two-line project is scheduled to be completed in November. The entire portion of that line will be rebuilt at that time. The remaining segments are on track to be completed in 2023. With approximately 80 percent spend, the Authority is on budget for that project.

Smart Path Connect

This is a North Country project with the lines running along the northern border of New York and connecting with the Smart Path line construction. The phase two segment from the Smart Path project was permitted under the Smart Path Article 7 project; construction has started on this segment of the project.

The Authority is awaiting the Article 7 certificate from the New York State Public Service Commission which is expected to be granted in August. Construction has been delayed; however, procurement activities for the project continues, and the Authority is prepared to start construction once the Article 7 certification has been issued. The in-service date remains the same.

Clean Path New York Project

This 175-mile, high voltage DC line will run from the Catskill region to New York City. NYPA is supporting Forward Power with all of the engineering and Article 7 activities. They are expecting to file for the Article 7 certification between September and October this year. NYPA is also supporting Forward Power in public outreach meetings and open houses along the lines' route, including the portion that is under the NYPA right-of-way.

Engineering design, including field work and soil borings activities, are being conducted and NYPA is supporting Forward Power throughout all of those efforts in anticipation of the filing for the Article 7 certification later this year.

Propel NY Energy

NYPA is still actively engaged in supporting this project. The New York Independent System Operator ("NYISO") is still in the competitive process stage and evaluating all the projects. Six of NYPA's seven proposals are included in the total of 16 projects being evaluated by the NYISO. The team met with the NYISO earlier this month to present the projects as well as answer technical questions on the proposals.

NYPA remains active in supporting those activities as well as answering any questions that come out of that process.

NYPA is expecting the NYISO to make announcements on this project later this year or early 2023, on the award of that project.

NYPA is continually looking for other projects. Working closely with Utility Operations, NYPA is not only looking at these projects, but also looking at studies to integrate additional renewables into New York and at opportunities for the future.

As it relates to energy prices in the market, these projects will be more valuable since they will not only be unbundling renewables upstate, but also relieving congestion on the transmission system; so, by default NYPA is helping to get lower-priced energy to the market, especially downstate with the Clean Path New York project and the Smart Path Connect and Central East Energy Connect project which will unbundle renewable generation in the North Country.

f. Diversity, Equity and Inclusion and Resource Alignment Reports:

i. Diversity, Equity and Inclusion (DEI)

Ms. Nancy Harvey, Chief Diversity, Equity and Inclusion Officer, provided a report on the DEI VISION2030 Foundation Pillar accomplishments for NYPA and Canals and what the team expects to accomplish through the end of the year.

On December 9, 2020, the Board approved the Ten-Point DEI Plan. Since that time, the team has been working to move the projects forward to accomplish the commitments with an organized strategy around the four areas, namely:

1. *Increase Representation/Pipeline*
2. *Build Capabilities* - staff and management being inclusive; management being more equitable and fairer to employees
3. *Equity and Accountability* - to be more equitable and hold ourselves accountable for our commitments
4. *Inclusive Culture* - building an inclusive culture so that the employees feel valued; that they belong and can progress through NYPA in a fair and equitable manner.

Key 2021 and 2022 Accomplishments

In 2021, OCRI and its DEI partners started to work on the foundation of the VISION2030 commitments to achieve its goals and be accountable. To that end, a DEI competency was introduced to the organization to reinforce DEI values and commitment. At the end of the year, the team will be evaluated on how they are doing as managers and as individual contributors. Accomplishments include:

Increase Representation/Pipeline

OCRI continues to conduct enterprise-wide training regarding unconscious bias and its impact on management, employees, business decisions, and its potential to create implicit potential barriers to inclusion as well as mitigating bias in performance, mitigating bias in, or decisions around, management, and decisions related to employees.

Build Capacity

OCRI in collaboration with Talent Development implemented targeted professional development programs for its traditionally underrepresented employees and managers. To that end, the inaugural Pathways Professional Development Program was launched for employees of color who were non-managers. In October 2021, seventeen (17) employees enrolled in this program and graduated in May 2022.

Equity and Accountability

Developmental plans for diverse employees were instituted. The Talent Development group reported that all employees across NYPA have completed a Developmental Plan. This will help the team provide guidance to employees, work with management on identifying gaps and assist with professional development so that employees will be better able to advance to management positions at NYPA.

The organization began tracking previously identified Key Performing Indicators and publishing data. This was done to become more transparent, sharing information, and communicating how the organization is progressing against its commitments to DEI.

Last year, OCRI released information through its first DEI Report, “Better Together, the DEI Journey.” NYPA also released workforce data and information in the first Environmental, Social and Governance (“ESG”) Report.

Inclusive Culture

Human Resources conducted listening sessions and launched an “Engagement Survey” with a focus on DEI.

Employee Resource Group Program

There are six employee-led Employee Resource Groups (“ERGs”) with EMC leaders as executive sponsors. ERGs helped to foster inclusion, especially as the organization continues in a hybrid workplace. The team hosted multiple virtual activities that kept employees connected with each other, celebrating, and acknowledging the diversity of the Authority’s workforce.

In 2022, based on the work undertaken in 2021, the team continued to work with the Office Civil Rights and Inclusion and with its business partners across the different business units to identify, assess, and address individual and organizational barriers to growth, equity, inclusiveness and belonging across the organization.

The organization continues to hold itself accountable and works toward building equity and transparency through Talent Development’s Career Pathing Program and through the Job Architecture program. A pilot group for career pathing framework was developed so that all employees will ultimately understand their jobs descriptions; the job descriptions will be more consistent; and they will understand where the gaps are and how they can advance in their careers. Managers will also understand and identify people who can be hired and developed to fill some of the roles in a consistent manner across the organization.

Working Toward Inclusive Practices (W-TIP) Series

With the assistance of Corporate Communications, this series of weekly releases provide managers tools and practical exercises on how to talk more with employees and manage difficult conversations as well as make and communicate critical employee decisions.

OCRI partnered with and delivered 27 ERG engagements including the Women in Power Summit as reported on earlier, and will continue its efforts to foster learning, understanding and trust, as the team address barriers to inclusion among peers through courageous conversations.

Pathways Program

OCRI in collaboration with Talent Development continues to offer learning development and targeted accelerated management programs, internally and externally. With the Pathways Program, employees are connected to mentors from senior staff and members of EMC over a six-month period towards professional development and advancing their careers at NYPA. This program is currently being reassessed with plans to relaunch at the end of next year.

In closing, Ms. Harvey said that OCRI will continue to review tools that will help the team monitor progress and provide better services to the organization. The team will also continue to engage with the sites to ensure that it is meeting their requirements and expectations. In addition, OCRI will continue to strengthen the ERG program and structure to deliver a product for ERGs and the leaders that facilitates professional development.

SUPPLIER DIVERSITY

Mr. Eric Alemany, Senior Director of Supplier Relationship Management, provided a report on Supplier Diversity as it relates to the Authority and Canal Corporation. He said that, as mentioned earlier, NYPA continues to work with the Strategic Supply Management (“SSM”) department to build strong supplier relationships to drive innovative solutions. As part of its VISION2030 Strategic Initiative, NYPA is committed to double its Supplier Diversity spend over the next five years.

2021 Accomplishments

In 2021, SSM set the foundation to support its initiatives for years to come. A Supplier Diversity Roadmap was also completed highlighting 11 initiatives aimed at capacity building. In addition, SSM achieved its Supplier Diversity goals of 22% for Minority/Women Business Enterprise (“M/WBE”) and 6% for Service Disable Veteran-Owned Businesses (“SDVOB”).

SSM also hosted 12 Supplier Outreach events across the state to educate suppliers on the organization and what it is doing as it relates to supplier diversity. The group launched a Supplier Protégé Program and commenced the first phase of a pilot program, with three Mentor-Protégé teams in Western New York, Central New York, and Southeast New York. SSM also initiated a Surety Bond training to help diverse firms secure bonding and access capital to increase business capacity to support the Authority’s projects.

New businesses continue to seek M/WBE certifications. To this end, the Authority, along with the MTA and Dormitory Authority of the State of New York (“DASNY”), partnered with the state to enhance the certification process regionally, across the state.

Looking ahead, SSM will continue to work on increasing awareness, locally as well as outside of New York State, of the Power Authority and the work that the organization is planning to undertake as part of its VISION2030 Strategic Initiative. This includes developing business preparation programs to build capacity and competencies among diverse-owned businesses and creating opportunities for diverse firms to compete for the work projects that the organization is planning.

2022 Accomplishments

To date, SSM key achievements are as follows:

For fiscal year 2021 and 2022, SSM has reported to the state an investment of more than \$95 million, an increase of 19%, of spend from its base in direct and subcontracted spend in New York State with New York State M/WBEs as well as SDVOBs.

SSM completed its Mentor-Protégé Pilot program. The team will be hosting an event to share lessons learned, best practices achieved and officially move the program to the next phase. The team will be seeking new applications to commence the first cohort.

The Surety Bond Training Program has been initiated with more than 50 diverse firms being educated on improving their finances to bid on larger opportunities.

SSM has started promoting and marketing a Small and Local Business Program in different communities throughout New York state. The team is also working with the state to establish regional presence on the certification process which is important to ensure that the Authority is accelerating the certifications for potential M/WBEs.

In January, SSM hosted its inaugural Supplier Diversity Expo with 20 educational sessions and more than 200 participants.

Looking ahead, the team plans to continue increasing awareness through new educational and outreach events and participate in those events hosted by agencies, authorities, and organizations, such as the New York Urban League, and the Local Initiative Support Corporation. NYPA also plans to build capacity and competencies through the development of Supplier Diversity programs such as the Mentor-Protégé, Surety Bond Training, and Small and Local Business programs.

In addition, the team is developing a Diverse Business Community Assistance program, initially with a focus on Eastside Buffalo. NYPA is already in communication with NAACPs on strategies including the food donation project, Buffalo Health Equity, and the Empire State Development Corporation on these initiatives, after which the team will explore if there may be other communities across the state that can replicate this type of program.

The team continues to track M/WBE spend and compare it with the annual goals for NYPA and Canals to create opportunities for SSM. The team also works with HR on the organizational Mosaic training module to educate and empower employees to be part of the Supplier Diversity group.

Finally, the team continues to update the policies and procedures it has in place to ensure that SSM is relieving any perceived barriers that may be in its contracting process. This coincides with the commitment to grow the local economy, promote innovation, drive competition, and strengthen supplier relationships.

ENVIRONMENTAL JUSTICE PROGRAM

Ms. Lisa Payne Wansley, Vice President of Environmental Justice (“EJ”) provided a report on EJ Accomplishments, particularly as it relates to DEI. She said that the group have been able to meet or exceed all of its metrics for P-TECH, the Environmental Justice Community Volunteer Corps, and the Future Energy Leader Scholarship programs.

2022 Accomplishments

P-TECH Program

EJ increased its P-TECH partnerships from three to seven partner schools, adding schools in Staten Island, Brooklyn, Capital Region, and Niagara Falls. The number of P-TECH paid internships were doubled to 28 students. The internships began on July 6th and will conclude on August 11th.

Prior to formally launching the 2022 P-TECH program, EJ staff recruited and matched 28 NYPA mentors, to offer support and provide guidance to the P-TECH students on a weekly basis throughout their six-week internship. NYPA professionals at Albany; White Plains; Clark Energy Center; Buffalo and

Zeltmann Projects have volunteered to work with students on energy and engineering team projects which serve a business need for NYPA, concluding with a virtual presentation to all NYPA staff and management.

In Western New York, the interns will conduct a Customer Energy Audit of two local NYPA customers, Surmet Ceramics Corporation and Buffalo News Press.

In Central New York, the interns will gather data and map the vegetation along NYPA's transmission lines. Students will ultimately make suggestions on new plants or plant removal if the vegetation poses a threat.

In the Capital Region, the interns will identify locations within the City of Albany to install smart sensors on existing streetlights to measure air quality, noise, vibration, temperatures, and wi-fi availability. The students will have an opportunity to present their findings and suggestions to the Mayor's office in Albany.

The New York City interns will work on an energy audit of the Steinway Piano factory; a cost-benefit analysis to determine the most effective communication systems to use through NYPA's SENY facilities; research and data gathering in a local neighborhood to analyze the feasibility of new community distributed generation projects; and on the development of an internal training program for NYPA employees to learn about cybersecurity best practices.

Other P-TECH accomplishments include the establishment of a Monthly Career Academy which serves all seven schools. With this program NYPA professionals meet monthly with students over the school year to share their personal experiences and assist them with developing work and life skills in a multitude of areas. And, with the support of Information Technology, Cyber Security and Human Resources teams, they completed the development of a Skills Map for use by Port Richmond High School and the College of Staten Island for their cybersecurity program. This exercise ensures that entry-level requirements for jobs are matched and aligned with the current curriculum for the program.

The EJ Community Volunteer Corps sponsored five volunteer opportunities, four events in SENY, Utica, and Western New York, and one in Northern New York are scheduled for next month. By the end of 2022, EJ expects that approximately 100 employees would have participated in one of its days of service event.

EJ has worked with a vast array of community partners across the state. The team introduced a new enhancement to the 2022 Community Volunteer Corps program through a company-wide competition, seeking ideas for an employee choice EJ Community Corps event. Employees from around the state submitted ideas for a local project that could be implemented through the Community Volunteer Corps. A working group will select the winner within the next month and that project will be implemented by the end of this year.

Ms. Wansley continued that on June 13, Interim President Driscoll hosted a celebration of the Future Energy Leaders Scholarship Class of 2022 and introduced the ten recipients to the Board. She said that the students were not only outstanding academically, but they are acutely aware of the direct impacts of climate change on their communities and families. Their essays eloquently expressed the need for innovative solutions to combat climate change and each scholar spoke of their commitment to be a part of the solution. She then invited two students, Jaylen Perkin-Brown, and Mia Williams-Payne to share their personal and academic journeys and how the NYPA scholarship will help them in their career goals.

Ms. Wansley ended that, since there are two classes of scholarship recipients this year, the team plans to organize more outreach events to keep in touch with the students during the holidays.

ii. Resource Alignment

Mr. Stephen Kalashian, Vice President of Human Resources and Organizational Development, provided an update on Workforce Planning and Knowledge Management under the Resource Alignment Pillar of the VISION2030 Foundational Pillar. He said that at the core, Resource Alignment is building a resilient organization by attracting, engaging, and retaining a diversified and talented workforce. He then provided highlights of the key accomplishments.

2021 Key Accomplishments

New DEI competencies were embedded in the talent initiatives across the board. In the past year, the team partnered with Office of Civil Rights and Inclusion in its efforts, including the launch of the Pathways Mentoring Program.

The values to enhance the company's culture and align them with the organization's VISION2030 Strategic Initiative was announced last year.

Over the past year, the team conducted qualitative surveys with hiring managers and NYPA's new employees to capture their experiences in the hiring process. This was done to ensure that the experiences aligned with the experiences the organization wanted to provide to attract the talent of the future.

The Knowledge Transfer Program for key roles was anchored in social learning programs.

Workforce Planning

Recent Milestones & Upcoming Deliverables

Creating transparent career pathways for employees to drive career development

- The career pathing framework project is ongoing. This project will empower employees to have transparency in their career development. When the project is completed, employees will be able to view positions in their orbit and the skills and competencies needed to move into the direction of their career goals.
- This tool will also solve a challenge for DEI in providing employees transparency into career development and the Authority because it will allow the company to tap into the talent base and encourage employees to consider NYPA and Canals for future opportunities rather than going outside the organization.

Enhance existing people management processes to create a more engaging employee and manager experience

- NYPA has an enhanced Succession Planning process and has embedded new DEI competency into the Performance Management process. Nevertheless, the organization is continuously evaluating managers and employees needs to be successful in the future, in addition to industry trends and how the organization can stay competitive.
- DEI competencies have been incorporated into the Performance Management Process.
- NYPA is also creating a Bias Challenger role into the Recruiting Process to get broader perspectives when making employment decisions.

Activating values to enhance company culture and drive performance to VISION2030

- NYPA has designed and piloted custom programs out of its Culture Workshop called “Words & Action.” This will empower the organization’s leaders with tools to engage employees on their day-to-day work and connecting it to the VISION2030 Strategy so employees can understand how they are impacting VISION2030 and the future of the organization.
- The 2022 Eureka! Innovation Challenge is a competition seeking ideas from employees of NYPA and Canals that can enhance the organization’s programs and initiatives across the enterprise.

Knowledge Management

Recent Milestones & Upcoming Deliverables

Fostering an innovative knowledge-sharing culture and providing employees with tools to capture, share and reuse knowledge assets

The goal of this initiative is to foster an innovative knowledge-sharing culture. Knowledge is captured by how employees work on day-to-day basis.

- The Knowledge Transfer Program is a customized program built to identify Subject Matter Experts (“SME”) and what information is usable and applicable to the entire enterprise.
- The Knowledge Partner Role was created to pair an employee with a SME to get exposure to other leaders and projects across the organization. This development tool and program is used to engage the employees to capture knowledge, while building the organization’s talent base and future leaders. This is linked to the Succession Planning Process.

Systematically collecting and organizing information to allow seamless access through Enterprise Content Management

The team is not only capturing knowledge and how they can move the organization and enhance NYPA's resiliency, but they also work closely with the Communications and Information Technology groups as they transition to the SharePoint Cloud, focusing on organizing content across the entire enterprise, which will enhance its findability across platforms.

The Content Organization and Software tool is fundamental for creating knowledge and culture and capturing information in the organization on a daily basis.

Process Excellence

Ms. Shirley Marine, Vice President of Enterprise Shared Services, provided an update on the Process Excellence.

Implement Industry best practices to drive efficiencies

Strategy for increasing efficiencies:

- Build organizational capability by introducing tools, methodologies, and common language through different levels of certifications.
- Coach employees and work with groups to make sure that processes are optimized end-to-end.
- Drive automation opportunities to effectively speed up workflows. Support for staff using Agile, Lean and Six Sigma methodologies.

2021 accomplishments

Optimize core business processes and instill culture of continuous improvement

- NYPA certified approximately 500 Yellow Belts.
- Trained more than 600 employees providing touch points and opportunities to work with employees on application on these tools in workshops and easy implementation into their day-to-day work.
- completed 10 major complex process improvement projects that resulted in savings and benefits of \$4.7 million and several improvement categories that included revenue generation, capacity and cost savings.
- Implemented a centralized process mapping platform to digitize processes and to allow for connectivity and transparency.
- Implemented several digital solutions to help with acceleration and ease.

Categories and Benefits

The outcomes for the major complex projects resulted several benefit categories, namely, Revenue Generating; Capacity Savings; Cost Avoidance; and Cost Savings, the bulk of which was with Capacity Savings.

2022 Accomplishments

Process Improvement and Work Management Capabilities and Adoption:

Enterprise-wide Process Database

- Enterprise-wide Shared Services database to analyze, prioritize and track process improvement opportunities, as well as identify what the organization should be focused on.
- All activities will feed into a dashboard at the organization level and at the business unit level.

Certification and Application

NYPA is continuing with the Yellow Belt certification, and recently rolled out the Green Belt certification Training to further enhance process improvement understanding.

Expert and Intermediate-level Projects

Staff is working on several new complex projects and have partnered with leaders to ensure that they are focused on the areas that provide the most value.

Risk Framework

Staff will be using a risk framework which compares the risk of failure before and after an improvement has been implemented and helps identify the most important areas for process improvement. For example, the process improvement action reduced a risk priority number of 170 before improvement, down to 40 after improvement.

Scaling Process Improvements through Tools and Automation:

Scaling Improvements through Process Mapping

Staff will continue to build-out the digital maps with over 200 maps year-to-date; several users are adding to it every day. This will allow for the process map to be linked according to a hierarchy and to the function.

Accelerated Process Improvement Delivery

Staff will be able to view gaps and create several charts to capture overall process completeness and effectiveness. To reduce cycle time on all of the projects, staff is using the Kaizen methodology bringing the right team members together to achieve breakthroughs that quickly lead to process improvements. The goal is for employees to do these on their own. This will incrementally add to improvements and move the Process Excellence initiative forward.

g. 2021 Sustainability Report

Ms. Kerry Jane King, Senior Director Sustainability, provided an update on the 2021 Sustainability report to the members. She said that the report describes NYPA's Environmental, Social and Governance ("ESG") progress and highlights key milestones in its effort to address climate change.

The report is build around the 15 material ESG issues that NYPA identified in 2020. It also aligns with the leading ESG standards, namely, the Global Reporting Initiative; the Sustainability Accounting Standards Board Electric Utilities Standard; and the Task Force on Climate-Related Financial Disclosures.

The report is divided into three sections:

1. *Our Planet*

Our Planet describes the expansion of NYPA's transmission and how the organization is bringing clean power to high-load areas; the modernization of the hydro generation assets to ensure a clean base load supply for future generations; strategies NYPA is exploring to decarbonize natural gas plants in Southeast New York; and the assessment of physical climate impacts to increase climate resilience. It also describes other ways that the Authority is reducing its carbon footprint through energy efficiency and electrification of its buildings and vehicle fleet and land management practices that enhance natural carbon storage on its properties.

2. *Our Community*

Our Community provides an overview of the programs that the Authority provides to customers to reduce greenhouse gas emissions with clean technologies such as electrification of bus fleets and distributed solar. It also describes how the Authority is supporting local economies with low-cost power, through its large network of local suppliers, and with community resources such as the New York Energy Zone and the Canals eco-tourism programs.

3. *Our People*

The Authority's efforts to build an inclusive and diverse workforce through its Diversity, Equity and Inclusion initiatives include the Pathways Program and P-TECH internships. *Our People* also describes the Authority's robust Health & Safety and mental well-being programs to support a resilient workforce.

2021 Achievements include:

- 88% of electricity generated from renewable hydropower
- \$207 million invested in transmission expansions
- \$61 million in modernization of the hydro assets
- \$87 million awarded to Minority and Women-Owned business Enterprises (M/WBE)
- 1,000 trees planted with NYPA's customers; this program will be expanded over the years; and
- 2500 employees trained in climate science.

h. Cyber and Physical Security Committee Report

Chair Michael Balboni provided the following report:

The Cyber and Physical Security Committee met today, adopted the minutes of the January 22nd meeting, and received staff reports on NYPA's cyber security posture and 2022 plans, including an update on improvements to the vulnerability management program as well as the Cyber Collective Defense Consortium that NYPA has formed to advance the cyber security capabilities of NYPA's municipal and co-op utility customers around the state.

The committee also received an update on NYPA's readiness efforts to respond to workplace violence and other active-shooter scenarios. In addition, staff reported on plans to upgrade the security elements of NYPA's facilities which is part of the ongoing physical improvements to secure the facilities. He ended that cyber security is in an ever evolving and changing environment and NYPA's team continues to work daily on improving its status in this environment.

i. Audit Committee Report

Chair Nicandri provided the following report:

"The Audit Committee met on Thursday, July 14, 2022, adopted the minutes from the March 18, 2022 Audit Committee meeting, received one (1) staff report and adopted the following two (2) items and approved one (1) request for audit and non-audit advisory services provided by KPMG LLP, which are now before the Trustees for approval:

1. KPMG LLP – Audit Services and Non-Audit Advisory Services Engagements
2. Approval and Adoption of New York Power Authority and Canal Corporation Audit Committee Charter; and
3. Approval and Adoption of New York Power Authority Internal Audit Charter"

On motion made by member Dennis Trainor and seconded by member Anthony Picente, the following resolutions, as recommended by the Interim President and Chief Executive officer, were unanimously adopted.

1. KPMG LLP - Audit Services and Non-Audit Advisory Services Engagements

RESOLVED, That the Audit Committee recommends that the Trustees approve an increase of funds to the personal service contract of KPMG LLP (“KPMG”) in the amount of \$1 million/year for two years for audit services and \$1 million/year for three years for non-audit advisory services for a total contract amount of \$10,200,000; and be it further

RESOLVED, That the Audit Committee authorize the engagement of KPMG to provide audit associated with the Captive Insurance, SFP, audit services related to Lease Accounting and Integrated Reporting and non-audit advisory services associated with process transformation and certain strategic transmission projects such as Clean Path New York and NY Transco- under the existing contract with KPMG for independent accounting services; and be it further

RESOLVED, That the Chairman, the Vice Chair, the Interim President and Chief Executive Officer, the Chief Operating Officer and all other officers of the Authority are, and each of them hereby is, authorized on behalf of the Authority 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 Interim Executive Vice President and General Counsel.

2. New York Power Authority and Canal Corporation Audit Committee Charter

RESOLVED, That the Authority and Canal Corporation Audit Committee Charter be adopted in the form proposed, and be it further

RESOLVED, That the Audit Committee recommends the adoption of the Authority and Canal Corporation Audit Committee Charter to the Authority’s Trustees and the Canal Board of Directors.

3. New York Power Authority Internal Audit Charter

RESOLVED, That the Authority Internal Audit Charter be adopted in the form proposed; and be it further

RESOLVED, That the Audit Committee recommend the adoption of the Authority’s Internal Audit Charter to the Trustees.

j. Finance & Risk Committee Report

Chair Tracy McKibben provided the following report:

“The Finance and Risk Committee (the “Committee”) met on July 14, 2022. The members adopted the minutes of the April 26th meeting, received three staff reports and considered and recommended the following resolutions which are now before the Board of Trustees (the “Board” or “Trustees”) for adoption.”

i. Finance & Risk Committee Recommendations for Approval:

On motion made by member Dennis Trainor and seconded by member Bethaida Gonzalez, the following resolutions, as recommended by the Interim President and Chief Executive officer, were unanimously adopted.

1. Smart Path Connect Substation Construction – Contract Award

RESOLVED, That the Finance and Risk Committee recommends that the Trustees approve, pursuant to the Guidelines for Procurement Contracts adopted by the Authority and the Authority’s Expenditure Authorization Procedures, the award of a five-year construction contract to Michels Power, Inc., in the not-to-exceed amount of \$104,722,455, as recommended in the report of the Interim President and Chief Executive Officer; and be it further

RESOLVED, That the Authority will use Capital or Operating Funds which may include proceeds of debt issuances, to finance the costs of the projects.

<u>Contractor</u>	<u>Contract Approval</u>
Michels Power Inc. Neenah, WI	<u>\$104,722,455</u>

AND BE IT FURTHER RESOLVED, That the Chairman, the Vice Chair, the Interim President and Chief Executive Officer, the Chief Operating Officer and all other officers of the Authority are, and each of them hereby is, authorized on behalf of the Authority 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 Interim Executive Vice President and General Counsel.

2. Next Generation Niagara Program – Mechanical and Electrical Upgrades Project – Isolated Phase Bus Replacement – Contract Award

RESOLVED, That the Finance and Risk Committee recommends that the Trustees, pursuant to the Guidelines for Procurement Contracts adopted by the Authority and the Authority’s Expenditure Authorization Procedures, approve the award of a fourteen-year, non-personal services contract to RMS Energy in the amount of \$26,726,900.00 for the Isolated Phase Bus Replacement to the thirteen Robert Moses Niagara Power Plant generating units in support of the Next Generation Niagara Program - Mechanical and Electrical Upgrades Project, as recommended in the report of the Interim President and Chief Executive Officer; and be it further

RESOLVED, That the Authority will use Capital Funds to finance the costs of the Next Generation Niagara Project – Mechanical and Electrical Upgrades Project; it is the Authority’s intention to fund such expenditures from the proceeds of a debt issuance.

<u>Contractor</u>	<u>Contract Approval</u>
RMS Energy Randall, MN	<u>\$26,726,900.00</u>

AND BE IT FURTHER RESOLVED, That the Chairman, the Vice Chair, the Interim President and Chief Executive Officer, the Chief Operating Officer and all other officers of the Authority are, and each of them hereby is, authorized on behalf of the Authority 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 Interim Executive Vice President and General Counsel.

3. Next Generation Niagara Program – 630T Crane Replacement – Contract Award and Capital Expenditure Authorization Request

RESOLVED, That the Finance and Risk Committee recommends that, pursuant to the Authority’s Capital Planning and Budgeting Procedures, the Trustees approve capital expenditures in the amount of \$44,836,000, for the Next Generation Niagara Program – 630T Crane Replacement Project in accordance with, and as recommended in the report of the Interim President and Chief Executive Officer; and be it further

RESOLVED, That the Authority will use Capital Funds to finance the costs of the Next Generation Niagara Project – 630T Crane Replacement Project; it is the Authority’s intention to fund such expenditures from the proceeds of a debt issuance.

**Capital Expenditure
Authorization**

Next Generation Niagara 630T Crane Replacement Project	<u>\$44,836,000</u>
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AND BE IT FURTHER RESOLVED, That the Finance and Risk Committee recommends that the Trustees, pursuant to the Guidelines for Procurement Contracts adopted by the Authority and the Authority’s Expenditure Authorization Procedures, approve a five-year equipment contract to REEL COH, Inc. in the amount of \$37,984,957 for the design, fabrication, delivery, and installation of a new 680T gantry crane and demolition of the existing 630T gantry crane in support of the Next Generation Niagara Program – 630T Crane Replacement Project, as recommended in the report of the Interim President and Chief Executive Officer;

<u>Contractor</u>	<u>Contract Approval</u>
REEL COH, Inc. Boisbriand, Québec	<u>\$37,984,957</u>

AND BE IT FURTHER RESOLVED, That the Chairman, the Vice Chair, the Interim President and Chief Executive Officer, the Chief Operating Officer and all other officers of the Authority are, and each of them hereby is, authorized on behalf of the Authority 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 Interim Executive Vice President and General Counsel.

4. Energy Efficiency – Cold Climate Window Heat Pump – Contract Award and Steel Waiver Request

RESOLVED, That the Finance Committee recommends that the Trustees approve, pursuant to the Guidelines for Procurement Contracts adopted by the Authority and the Authority's Expenditure Authorization Procedures, the award of two value contracts in the aggregate amount of \$70 million to Midea America Corp. and Treau, Inc. for a term of seven years.

Contractor

Contract Approval

Midea America Corp.
Parsippany, NJ

\$70,000,000

Treau, Inc.
San Francisco, CA

AND BE IT FURTHER RESOLVED, That the Chairman, the Vice Chair, the Interim President and Chief Executive Officer, the Chief Operating Officer and all other officers of the Authority are, and each of them hereby is, authorized on behalf of the Authority 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 Interim Executive Vice President and General Counsel.

5. Guidelines for Compliance with Public Authorities Law § 2603-a Letting of Certain Contracts Involving Steel Projects

RESOLVED, That Public Authorities Law §2603-a governing the Letting of Certain Contracts Involving Steel Products allows the governing board of the Authority to establish rules and regulations for the effective administration of Public Authorities Law §2603-a; and be it further

RESOLVED, That the proposed Guidelines establish such rules and regulations to effectively administer the requirements of Public Authorities Law §2603-a, including a preference for contracts to utilize steel produced or made in whole or substantial part in the United States, its territories, or possessions; and be it further

RESOLVED, That the Finance and Risk Committee recommends that the Trustees approve such Guidelines; and be it further

RESOLVED, That the Chairman, the Vice Chair, the Interim President and Chief Executive Officer, the Chief Operating Officer and all other officers of the Authority are, and each of them hereby is, authorized on behalf of the Authority 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 Interim Executive Vice President and General Counsel.

6. E-Mobility Technology and Engineering – Transportation Program Consulting Services Award Expansion

RESOLVED, That the Finance Committee recommends that the Trustees approve, pursuant to the Guidelines for Procurement Contracts adopted by the Authority and the Authority’s Expenditure Authorization Procedures, to expand the total contract funding capacity of ten previously awarded value contracts to the firms listed below for consulting services in support of the e-Mobility programs from the previously approved aggregate amount of \$9,500,000 up to \$20 million

<u>Contractors</u>	<u>Expansion Total</u>
	<u>\$20,000,000.00</u>
1. AECOM USA Inc. of Los Angeles, CA	
2. Akimeka LLC of Columbia, MD	
3. Burns McDonnell Consultants Inc. Wallingford, CT	
4. DNV Kema Renewables of Katy, TX	
5. Energy and Environmental Economics, Inc. San Francisco, CA	
6. M.J. Bradley and Associates, LLC, Concord, MA	
7. Navigant Consulting, Inc., New York, NY	
8. Vermont Energy Investment Corporation, Burlington, VT	
9. West Monroe Partners, LLC, Chicago, IL	
10. Western Power Project Advisors, Cerritos, CA	

AND BE IT FURTHER RESOLVED, That the Chairman, the Vice Chair, the Interim President and Chief Executive Officer, the Chief Operating Officer and all other officers of the Authority are, and each of them hereby is, authorized on behalf of the Authority 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 Interim Executive Vice President and General Counsel.

7. Steel Waiver Request – Runner Band Drain Valves

RESOLVED, That the Finance and Risk Committee recommends that the Trustees approve a waiver of the Authority’s Agreement Article 22 “STEEL COMPONENTS” that the purchasing of steel be produced or made in whole or substantial part in the United States or its territories or possessions, in compliance with Public Authorities Law §2603-a for the purchase of four Runner Band Drain Valves, as recommended in the report of the Interim President and Chief Executive Officer; and be it further

RESOLVED, That the Authority will use Capital Funds, which may include proceeds of debt issuances, to finance the costs of the projects; and be it further

RESOLVED, That the Chairman, the Vice Chair, the Interim President and Chief Executive Officer, the Chief Operating Officer and all other officers of the Authority are, and each of them hereby is, authorized on behalf of the Authority 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 Interim Executive Vice President and General Counsel.

8. Next Meeting

The regular joint meeting of the New York Power Authority's Board of Trustees and the Canal Corporation's Board of Directors will be held on September 29, 2022, unless otherwise designated by the Chairman with the concurrence of the Trustees.

Closing

On motion made by Vice Chair Nicandri and seconded by Trustee Picente, the meeting was adjourned at approximately 11:29 a.m.

Karen Delince

Karen Delince
Corporate Secretary