



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

**May 25, 2023**

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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 at the New York Power Authority’s White Plains office at approximately 8:32 a.m.

**Members of the Board present were:**

Tracy McKibben, Acting Chair  
Michael A.L. Balboni  
Dennis T. Trainor  
Bethaida González

John R. Koelmel, Chairman - Excused

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Justin Driscoll	Acting President and Chief Executive Officer
Philip Toia	President – NYPA Development
Lori Alesio	Interim Executive Vice President and General Counsel
Adam Barsky	Executive Vice President and Chief Financial Officer
Joseph Kessler	Executive Vice President and Chief Operating Officer
Daniella Piper	Regional Manager & SVP Site Administration Niagara
Yves Noel	Senior Vice President and Chief Strategy Officer
Robert Piascik	Senior Vice President – Chief Information & Technology Officer
Patricia Lombardi	Senior Vice President- Project Delivery
Angela Gonzalez	Senior Vice President -Internal Audit
Karen Delince	Vice President and Corporate Secretary
Joseph Gryzlo	Vice President and Chief Ethics & Compliance Officer
John Canale	Vice President – Strategic Supply Management
Joseph Leary	Vice President – Community &Government Relations
Eric Meyers	Vice President – Chief Information Security Officer
Lisa Wansley	Vice President – Environmental Justice
Angelyn Chandler	Vice President – Planning
Gerish Behal	Vice President Project & Business Development
Maribel Cruz	Vice President Economic Dev & Key Account Management
Eric Meyers	Vice President Chief Information Security Officer
Karina Saslow	Interim Vice President- Human Resources
Nancy Harvey	Chief Diversity, Equity and Inclusion Officer
Javier Bucobo	Assistant General Counsel
Allison Shea	Assistant General Counsel
James Levine	Assistant General Counsel
Rebecca Hughes	Deputy Executive Director Canals
Victor Costanza	Senior Director – Cyber Security & Deputy CISO
Eric Alemany	Senior Director Supply Relationship Management
Lawrence Mallory	Senior Director Security & Crisis Management
Kaela Mainsah	Director -Environmental Justice
Carley Hume	Chief of Staff – President’s Office
Sundeep Thakur	Controller
Christopher Vitale	Financial Performance & Reporting Manager
Lorna Johnson	Senior Associate Corporate Secretary
Sheila Quatrocci	Senior Associate Corporate Secretary
Michele Stockwell	Assistant Corporate Secretary

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Acting Chair McKibben presided over the meeting. Corporate Secretary Delince kept the Minutes.

## **Introduction**

Acting Chair Tracy McKibben welcomed the Trustees/Directors and NYPA and Canal staff members who were present at the meeting. She 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 May 25, 2023 Proposed Meeting Agenda**

On motion made by Trustee Dennis Trainor and seconded by Trustee Michael Balboni the members adopted the meeting Agenda.

## **Conflicts of Interest**

*Acting Chair McKibben, and members Balboni, Trainor and Gonzalez declared no conflicts of interest based on the list of entities previously provided for their review.*

### **2. DISCUSSION AGENDA:**

#### **a. Strategic Initiatives**

##### **i. Acting President and Chief Executive Officer's Report**

Acting President and Chief Executive Officer Justin E. Driscoll provided highlights of the report to the members. He said that in response to legislation that was passed last year, Governor Hochul announced Fiscal Year 2024 Budget Investments in Energy Affordability, Sustainable Buildings, and Clean Energy. Consequently, the Power Authority will be taking on new responsibilities which are in keeping with its history and legacy of assisting the State, e.g., building of the Niagara Power Project; taking over the operation of one of the Indian Point reactors; and building of the Small Clean Power Plants in 11 months to address a potential shortage of electricity.

The Authority will be assisting the State in accelerating its progress toward achieving its Clean Energy goals, the key pillars of which are Energy Master Plans for 15 of the highest-emitting state-owned facilities, two of which are currently underway at the Empire State Plaza and Stony Brook University; and an extension of the Authority's Market Power Program to 2033.

## **NYPA Renewables**

The renewable legislation in the budget includes four key pillars, one of which is the build-out of renewable generation, and the Authority is requested to assist in meeting the goal of 100% renewables by 2040. The legislation also calls for a conferral process with NYSERDA, DPS, ORES, the private sector, and other stakeholders to inform the development of a strategic plan which is due in January 2025.

Secondly, NYPA proposed the development of a REACH Program which is renewable projects designed to provide bill credits to disadvantaged communities through revenues generated from the projects. The law requires the Authority to commence a proceeding before the Public Service

Commission to develop the framework, guardrails, and governance around this program. Further information on this program will be provided to the members in the future.

### **NYPA Peakers**

NYPA built 11 Peaker units in New York City to solve a potential energy shortage. Many of the plants are in disadvantaged communities that have been burdened by energy infrastructure over the years resulting in high asthma rates. The legislation calls for NYPA to phase out electricity production from the Peakers by 2030. To that end, NYPA has issued an RFP for battery storage solutions and will be working closely with NYISO and Con Edison to achieve this goal. NYPA is optimistic that it can close some of the plants before 2030 based on the plan to have DC cables in New York City providing baseload generation, offshore wind, and breakthroughs and development in battery storage technology and energy efficiency.

### **NYPA Funding for Workforce Training**

The legislation authorizes NYPA to make available up to \$25 million annually for labor retraining. NYPA will be sunsetting its Residential Discount program, an approximate \$25 million contribution per year, by the end of the year, and repurposing those funds to a labor retraining pool of funds. The legislation also calls for NYPA to collaborate with the State Department of Labor in establishing the parameters for that program for employment in the renewable energy field.

Acting President Driscoll ended that NYPA is pleased with of the vote of confidence that the Legislature and the Governor has given to the Authority to step in at this critical time in the State's energy transition.

#### **b. Chief Operating Officer's Report**

Mr. Joseph Kessler, Executive Vice President and Chief Operations Officer, provided highlights of the report to the members.

#### **Expanded Authority – Renewables Siting**

1. Operations is exploring opportunities to expand capacity, particularly in areas of its expertise and the Authority's resources.
2. Operations plans to leverage projects, such as decarbonization and renewables, and support the work on NYSERDA's Build-Ready Program to accelerate regional opportunities.
3. Operations will continue its site assessments and evaluate priorities to support the Authority's expanded authority and VISION2030 Strategic Initiatives.

He added that, for the future, working with NYPA Development, Operations will plan resources for implementation as well as operation and maintenance.

#### **Integrated Resource Management**

Integrated Resource Management will be data driven. NYPA is a participant in the Hydropower Research Institute, aggregating existing data from a number of hydropower facilities across the world, from Scandinavia to North America, into a centralized function for analysis of resource needs. It also develops repeatable workflow processes and heuristics to assist in the initial resource demand development.

**Industry and Internal Collaboration:**

NYPA is listed among the Subject Matter Experts for industry and internal collaboration which includes:

**Research & Development** – Electric Power Research Institute (EPRI); and Center for Energy Advancement through Technological Innovation (CEATI), the resource for hydropower; and Maximo Utility Working Group (MUWG), a software used for work management.

**Data Sharing** – Hydropower Research Institute (HRI)

**User Group** – Maximo Utility Working Group (MUWG)

**Industry Knowledge** – Institute of Asset Management (IAM)

**Industry Collaboration** – American Public Power Association; and Large Public Power Council

NYPA actively participates with these groups to ensure that it is working with state-of-the-art technologies.

**CANAL CORPORATION**

Mr. David Mellen, Regional Manager, Senior Vice President – Canal Corporation provided an update on Canal Corporation’s (“Canals”) operations to the members.

**Winter Work Summary:**

**Annual Pump-Out Program**

The canals were shut down in the fall of 2022; however, many activities, such as the Pump-Out Program, continued during the off-season. There are 57 locks on the canal system and every winter Canals de-water or pump-out eight (8) of the locks which includes E34 in Lockport, E32 in Pittsburg, and E4 and E5 in Waterford.

The de-watering of the 8 locks across the system allows Canals access to the various features of the lock such as the walls, floor, valves and pits, and an intensive maintenance and repair effort is conducted over a five- to six-month period. The other locks across the system are worked on throughout the winter; however, the work on those locks is generally lighter with one to three personnel at each of those locks throughout the winter doing legwork.

The pump-out projects utilize between 15 - 20 personnel at each project for the winter; there are 8 projects per year, which represents approximately 15% of all the locks on the system worked on at that time. Five (5) of the eight projects will continue into the fall. On average, each lock is de-watered every eight or ten years; some pump-outs have a two-year scope-of-work.

In general, repair work as a result of the pump-out is becoming more challenging as they are finding significant deterioration in the interior of the locks after they are watered down, which repairs extends to a two-year project. However, over the past six months, the pump-out projects went well.

**Emergent Work**

Canals continues to see a rise in emergent work across the system which aging infrastructure is almost 200 years. Since the late summer of 2022, approximately 15 unexpected, unplanned, and un-budgeted projects such as seepage and mechanical failures, had to be addressed and have been completed.

## **Safety Program**

The Safety Program at Canals continues to progress. Training provided to employees has increased approximately 50% within the last year. Canals provides a standardized curriculum, and an increasing library of health and safety materials is made available to all employees. The program is successful, and Canals continues to improve on its safety program.

## **2023**

### **Navigation Season**

- The canal was opened on May 19, for its 199<sup>th</sup> navigation season.
- The hours of operation have been reduced at some locations. Historically, the locks have been opened for 12 or 15 hours per day. However, they are currently open 10 hours per day due to labor shortage due to difficulties in finding seasonal workers. They are short by approximately 90 employees and presently covering this shortage with overtime. Canals Human Resources are leaning in on educational opportunity centers, BOCES, and colleges to reduce this shortage.

The reduced hours have been communicated to the public through the Notice to Mariners System.

- The canals have been operating at lower water levels. This year, the water levels at the 16- and 17-mile pools surrounding Rochester will be approximately one foot lower than normal because of seepage in embankments. Canals monitors approximately 300 seeps daily with approximately "Bank Walkers" who are assigned to monitor the seeps and report any findings. So far, the pattern of seepage remains the same as last year.

### **Infrastructure Needs:**

#### **Planned Inspections**

- More than 700 inspections by Licensed Professional Engineers are planned for the year.

#### **Capital Program Highlights**

The capital budget for 2023 is \$52 million. More than 130 projects are planned for the year, which includes the Glenn Falls Feeder project which is currently ongoing.

Canals has started the budget planning for 2024 with more than 200 projects under consideration at a value of more than \$150 million.

In closing, Mr. Mellen said that Canals IT in collaboration with NYPA IT connected Canals' work locations across the state. By the Fall, it is expected that the eight (8) section offices will be connected to the organization as well. This is a tremendous improvement to the culture of the organization as the staff will no longer be isolated.

## **NYPA DEVELOPMENT**

### **2023 Milestone**

Ms. Rosaria Obazee, Senior Program Director - Project Management, provided an update on the Smart Path and Smart Path Connect projects.

### **Smart Path Project**

The Smart Path project includes the rebuilding of approximately 78 circuit-miles of the Moses to Adirondack transmission lines which construction commenced in 2020. Construction of the final segment is complete, and the line returned to service on May 24th, on schedule and on budget.

Restoration and closeout work will continue throughout the rest of the year. These new lines, which are now NYPA's newest assets, were prior to the Smart Path project, NYPA's oldest assets. They were originally built in the 1940s and were acquired by NYPA in the 1950s.

Ms. Obazee ended that this is a tremendous accomplishment for NYPA and acknowledged the project team, suppliers, and regulators, who worked collaboratively to complete the project.

### **Smart Path Connect Project**

Smart Path Connect is ramping-up with design, procurement, and construction activities. Along with NYPA's co-partner, National Grid, this project will review approximately 100 miles of 230 kV and 345 kV transmission lines, construct 3 new substations, and expand and/or upgrade its existing substations.

Construction has commenced with many parallel transmission lines, and substation construction activities are ongoing, including segment one of the new transmission line from the existing Willis Substation to the new Haverstock Substation.

### **Marcy 3500 kV Expansion and Civil at Haverstock, the new release and Adirondack Substations**

While there will continue to be many challenges and risks on projects of this magnitude and pace, NYPA and National Grid will continue to work collaboratively to ensure completion of these projects, on budget and on time in 2025.

Ms. Ana Stachowiak, Sr. Program Director - Projects Development provided a report on the Central East Energy Connect and Clean Path NY projects.

### **Central East Energy Connect Project**

The Prince town substation was energized in April. The associated transmission lines were also energized. Construction continues on the remainder of the transmission lines associated with that project, including the access roads, foundations, structure installation, as well as the new conductors to support those lines.

The full project energization of the project is on schedule to be completed at the end of this year.

Restoration will continue into next year as well as project closeout, another project adding to NYPA's transmission asset base.

### **Clean Path NY Project**

The Article 7 submission for the Clean Path New York project was submitted in October 2022. The Authority is hopeful that the application will be deemed complete by the PSC shortly. In addition, the system reliability impact study was recently approved by the NYISO.

The other major permit associated with that project is the Army Corps of Engineers permit. Work on that permit is ongoing and the staff is planning to submit that permit by the end of this month.

NYPA's collaborator on the Clean Path NY project is Forward Power which is continuing with the procurement of the major equipment associated with the project, as well as the design and engineering of the full project. The project is planned to be placed in service in 2027.



All these projects directly support NYPA's VISION2030 Strategic Initiative of growing the investment of its transmission asset base, increasing the reliability and resilience of New York's transmission backbone, which NYPA owns, and maintaining NYPA's role as the state's leading transmission owner and developer.

### **Long Island Offshore Wind Export Public Policy Transmission Need Evaluation**

As part of the Public Policy Transmission Need, the NYISO recently issued its draft report for Long Island Offshore Wind Export.

More than 16 projects were submitted in response to NYISO's Public Policy Transmission Need Request for Solicitations. NYISO's Draft Evaluation report of the project ranking lists the NYPA and Transco project, Propel NY, as numbers 1, 2, and 3. The number one designated project is called "Alternate Solution 5" and NYPA is anticipating that this project gets the award. Several meetings have been scheduled up to mid-June at which point NYPA is hopeful that NYISO will make its final recommendation and Alternate Solution 5 be the designated project.

This project includes more than 90 miles of transmission lines, both underground and submarine, and is located in Long Island, New York City, and Westchester. Four new substations will be associated with the project, and about 12 other facilities that will either be interconnecting to, or upgraded by, that incumbent or proposed by the incumbent awardee, to be upgraded as part of the overall project.

In closing, Ms. Stachowiak said that all of these transmission lines and assets will be new assets for NYPA and will support the Authority's VISION2030 Strategic Initiative and the goals of being that leading developer of transmission in the state.

### **c. 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, as recently reported at the Finance Committee meeting, the Authority is on track and on budget with its financial obligations.

He continued that, as previously reported to the members, the Central East Energy Connect and the Smart Path projects were the two projects used for the Separately Financed project financing that was created last year. The Authority plans to go back out to the market to finance the Smart Path Connect project later in the year. As a result of these projects, the Authority expects to receive an upgrade to its rating by the rating agencies.

### **Captive Insurance**

The first organizational meeting of the Captive Insurance Subsidiary of NYPA will be held today, and the final Captive Insurance license is expected to be issued by the NYS Department of Financial Services in June.

### **Captive Inception**

With the Legislative approval is the ability to obtain, at no cost to NYPA, up to \$500 million of terrorist insurance which would cover Bioterrorism, Chemical, Radiological and Cyber Terrorism up to \$500 million. In addition, property deductible reimbursement in the amount of \$5 million per occurrence will be covered.

### **Commercial Insurable Risks**

Commercial Insurable Risks include General Liability; Cyber; Workers' Compensation, Environmental, D&O, Auto Liability, Aviation; Hydro Flow Risks and others, will also be covered.

### **Owner-Controlled Insurance Program**

NYPA plans to restart its Owner-Controlled Insurance Program (“OCIP”) program, which will allow the Authority to receive cheaper insurance on its large construction projects from what contractors would charge the Authority for them to get insurance.

The other advantage is based on the work around M/WBE contractors and what they have listed as a major barrier to doing business with NYPA, the onerous insurance requirements that they find difficult to meet. The OCIP insurance program will remove that barrier and widen the net for M/WBEs to be able to participate in some of NYPA's largescale projects.

### **Hydro Flow Insurance**

Hydro flow insurance would ensure against potential loss if the Authority had a year where, unexpectedly, hydro flows dropped significantly beyond expectations.

## **2022 Integrated Financial Report**

Mr. Barsky said that NYPA issued its first Integrated Financial Report which incorporates its financial results with its strategy, sustainability and ESG goals and tracks its overall business plans and strategy, over time. NYPA is the first public power company to issue an integrated report. He said that the document provides for transparency and accountability around the Authority's plans and with its rating agencies and investors, another benefit of the Integrated Report.

Mr. Barsky then invited Ms. Kerry-Jane King, Senior Director of Sustainability, to provide highlights of the report to the members.

Ms. King said that, applying the integrative reporting framework and combining the Authority's Sustainability and Annual reports provides a more comprehensive view of its performance for stakeholders and ensures that the Authority provides the most relevant information. She continued that leading ESG standards were applied to ensure that the data provided was consistent and comparable and is in line with integrated reporting principles. The report also demonstrated alignment between the Authority's ESG Strategy and VISION2030 Business Strategy, which is essential to driving ESG performance, the primary objective of an integrated report.

### **NYPA's ESG Strategy**

NYPA's strategy is built around 15 ESG issues that were identified on the 2020 Materiality Assessment as having a greatest potential impact to the business and being of most importance to the Authority's stakeholders. The material issues were addressed in the report to show alignment between NYPA's work in its VISION2030 Strategy, what were identified as priority issues, and to show how those priority issues were being addressed.

The report describes the progress in achieving NYPA's VISION2030 goals and is built around three main themes, namely, enabling the just transition to a low carbon economy; increasing resilience through customer community partnerships; and cultivating success as a team.

#### **1. Enabling the Just Transition to a Decarbonized New York State**

- Modernization of hydropower
- Decarbonization of the fossil fuel assets
- Expansion of NYPA's transmission system; and
- NYPA's programs to support the state's lead-by-example sustainability goals – Executive Order 22.

#### **2. Empowering a Resilient New York State through Partnerships**

- Partnerships with customers and communities, focusing on the range of energy services programs NYPA provides; NYPA's Economic Development programs and procurement practices; and
- Reimagine the Canals through NYPA's efforts to engage and support our communities.

### 3. **Cultivating Success as a Team**

- Programs around Health and Safety; Diversity, Equity and Inclusion; and Professional Development.

### **Value Creation Framework**

The Integrated Reporting value creation model was applied to communicate how NYPA manages its resources to create value. It shows how business activities transform capital to create products and services and achieve broader societal outcomes, the foundation of an Integrated Report. It encompasses five categories of resources which outcomes include:

1. Manufactured – extended life of generation assets, and a more reliable and resilient grid.
2. Intellectual – technologies to improve performance.
3. Human – Diverse workforce and Employee health and Safety
4. Social – Economic development; NYPA's relationships with its stakeholders.
5. Natural – Contribution to climate change and air pollution.

### **Greenhouse Gas Emissions**

The Authority expanded its greenhouse gas accounting in the Integrated Report. For many years, the Authority reported on Direct Emissions which were primarily from its fossil assets; Indirect Emissions which are purchased electricity consumed, and transmission line losses; and upstream and downstream emissions to better measure the impacts across the value chain.

The Authority can also track progress of its decarbonization efforts and identify opportunities for further carbon reduction.

As part of the focus on greenhouse gas accounting, working with Commercial Operations, the Authority will better understand the impacts of the range of energy services, and therefore be able to support customers in tracking their decarbonization goals.

### **ESG Performance**

The Integrated Report will provide more context for ESG issues. Stakeholders are looking for a clear indication that NYPA understands ESG risk opportunities and is taking steps to address them. They expect a more complete account of NYPA's ESG performance than in a typical Annual Report.

### **Climate Risks and Opportunities, Health and Safety, and Employee Diversity**

The Integrated Report provides insight into key climate-related risks, opportunities, and dependencies for NYPA. It also reported on NYPA and Canals DART rates and the proactive measures taken to manage Health and Safety performance.

As it relates to DEI initiatives, Information was provided on local workforce capacity so that stakeholders could understand some of the challenges the Authority is facing with DEI and the steps it is taking with this initiative.

Ms. King concluded that Integrated Reporting is a remarkable way for the Authority to describe its progress because it captures more fully the benefits of the Authority's work and communicates shared values to its stakeholders. It also promotes integrated thinking and increases collaboration across departments and disciplines and improves ESG performance.

**d. Finance Committee Report**

i. Finance Committee Recommendations for Approval:

Finance Committee Chair, Tracy McKibben, reported that the Finance Committee (the "Committee") met on May 15, 2023, adopted minutes, received two (2) staff reports and considered and recommended the following resolutions which are now before the Trustees/Directors for adoption.

On motion made by member Dennis Trainor and seconded by member Michael Balboni, the following resolutions, as recommended by the Acting President and Chief Executive officer, were unanimously adopted.

**Finance & Risk Committee Recommendations for Approval:**

**1. Canal Corporation Share of NYSDOT Project for Erie Canal Lift Bridge Rehabilitations on State Route 19 in Brockport, NY and on State Route 98 in Albion, NY**

RESOLVED, That the Executive Vice President & Chief Operating Officer be, and hereby is, authorized on behalf of the Authority to expend capital funds to reimburse NYSDOT for the rehabilitation of the Erie Canal Lift Bridges on State Route 19 in the Village of Brockport and on State Route 98 in the Village of Albion, for a two-year term and in the estimated amount of \$27,281,342.44 as described in the report, and subject to approval of the Interim Executive Vice President and General Counsel; and be it further

RESOLVED, That the Chair, the Vice Chair, the Acting President and Chief Executive Officer, and all other officers, 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 Interim Executive Vice President and General Counsel.

**2. Collective Bargaining Agreement between the Authority and Local 1-2 of the Utility Workers Union of America, AFL-CIO**

RESOLVED, That the Executive Vice President and Chief Operating Officer be, and hereby is, authorized on behalf of the Authority to execute a Collective Bargaining Agreement with Local 1-2 of the Utility Workers Union of America covering specified operating and maintenance employees of the Authority's facilities with changes to that Agreement as described in the report, and subject to approval of the Interim Executive Vice President and General Counsel; and be it further

RESOLVED, That the Chair, the Vice Chair, the Acting President and Chief Executive Officer, and all other officers, 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 Interim Executive Vice President and General Counsel.

**3. Legal Services – Request for Increase in Aggregate Funding**

RESOLVED, That the Finance Committee recommends that the New York Power Authority Trustees approve the \$12 million additional aggregate funding of the twenty-eight contracts for Legal Services under Q19-6856SS as recommended in the report of the Acting President and Chief Executive Officer; and be it further

RESOLVED, That the Chair, the Vice Chair, the Acting President and Chief Executive Officer, and all other officers, 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 Interim Executive Vice President and General Counsel.

**3. 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 Acting President and Chief Executive officer, were unanimously adopted:

**a. Commercial Operations**

**i. Village of Lake Placid – Increase in Retail Rates – Notice of Adoption**

RESOLVED, That the proposed rates for electric service for the Village of Lake Placid, as requested by the Village Board, be approved, to take effect with the first full billing period following this date, as recommended in the report of the Acting President and Chief Executive Officer; and be it further

RESOLVED, That the Corporate Secretary of the Authority be, and hereby is, authorized to file a Notice of Adoption with the Secretary of State for publication in the *New York State Register* and to file any other notice required by statute or regulation; and be it further

RESOLVED, That the Chairman, the Vice Chair, the Acting President and Chief Executive 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. Replacement Power Allocations**

RESOLVED, That an allocation of 16,000 kilowatts of Replacement Power (“RP”) be awarded to EnerPlate LLC for a term of 10 years for use at the company’s Niagara Falls, New York (Town of Wheatfield) facility as detailed in the report of the Acting President and Chief Executive Officer (“Report”), be and hereby is approved, subject to rates previously approved by the Trustees; and be it further

RESOLVED, That an allocation of 50,000 kilowatts of RP be awarded to Plug Power Inc. for a term of 10 years for use at the company’s Alabama, 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 EnerPlate LLC for the sale of the RP 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 Chair, the Vice Chair, the Acting President and Chief Executive Officer, and all other officers, 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 Interim Executive Vice President and General Counsel

**iii. High Load Factor Power Allocation**

RESOLVED, That an allocation of 62,000 kilowatts (“kW”) of High Load Factor (“HLF”) Power be awarded to Plug Power Inc. (“Plug”) for a term of 10 years as detailed in the report of the Acting President and Chief Executive Officer (“Report”), 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 Plug, along with Service Tariff No. HLF-1, is hereby approved; and be it further

RESOLVED, That the Chair, the Vice Chair, the Acting President and Chief Executive Officer, and all other officers, 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.

**iv. Preservation Power Allocation**

RESOLVED, That an allocation of 320 kilowatts of Preservation Power (“PP”) be awarded to CWT Farms International, Inc. (“CWT”) for a term of 10 years for use at the company’s Watertown, New York facility as detailed in the report of the Acting President and Chief Executive Officer (“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 CWT 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 Chair, the Vice Chair, the Acting President and Chief Executive Officer, and all other officers of the Authority 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 Interim Executive Vice President and General Counsel.

**v. Transfer of Recharge New York Power Allocations**

RESOLVED, That the transfer of a 46 kilowatt (“kW”) Recharge New York (“RNY”) Power allocation, awarded to Carolina Eastern – Crocker, LLC, for use at its facility located at 7591 Selden Road, LeRoy, New York to Howlett Farms Feed, LLC for use at the same facilities, as described in the report of the Acting President and Chief Executive Officer (“Report”) be, and hereby is, approved subject to (i) such terms and conditions as are set forth in the foregoing Report, and (ii) such terms and conditions as are required by the New York Power Authority (“Authority”) in contract documents prepared by the Authority in order to effectuate the transfers; and be it further

RESOLVED, That the transfer of the 2,996 kW RNY Power Campus allocation awarded to The Nature’s Bounty Co. for use at its facility located at 60, 90 and 115 Orville Drive, Bohemia, New York, 4320 Veterans Memorial Highway, Holbrook, New York, as well as, 10 and 35 Vitamin Drive, Bayport, New York, to NHS U.S., LLC for use at the same facilities, as described in the report be, and hereby is, approved subject to (i) such terms and conditions as are set forth in the foregoing Report, and (ii) such terms and conditions as are contained in contract documents prepared by the Authority to effectuate the transfer; and be it further

RESOLVED, That the transfer of a 100 kW RNY Power allocation awarded to XLI Manufacturing, for use at its facilities at 55 Vanguard Parkway, Rochester, New York, for use at facilities located at 50 Jetview Drive, Rochester, as described in the Report be, and hereby is, approved subject to (i) such terms and conditions as are set forth in the Report, and (ii) such terms and conditions as are contained in contract documents prepared by the Authority to effectuate the transfer; and be it further

RESOLVED, That the Chair, the Vice Chair, the Acting President and Chief Executive Officer and all other officers of the Authority 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 Interim Executive Vice President and General Counsel.

vi. **Contracts for the Sale of Hydropower - Final Approval and Transmittal to the Governor**

RESOLVED, That the contracts for the sale of 2,550 kilowatts (“kW”) of Expansion Power to Coal Ash Recovery, LLC, 4,900 kW of Replacement Power (“RP”) to Edwards Vacuum LLC, and 500 kW of RP to Sonwil Distribution Center, Inc. (collectively, the “Contracts”), are in the public interest and hereby approved, and in accordance with Public Authorities Law §1009 the Contracts should be submitted to the Governor for her review and to seek her authorization for the Authority to execute the Contracts, and copies of the Contracts along with the record of the public hearing thereon, be forwarded to 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; and be it further

RESOLVED, That the Chair and the Corporate Secretary be authorized and directed to execute such Contracts in the name of and on behalf of the Authority upon the Governor’s approval of the Contracts; and be it further

RESOLVED, That the Vice President – Economic Development & Key Account Management, or her designee, be, and hereby is, authorized, subject to the approval of the form thereof by the Interim Executive Vice President and General Counsel, to negotiate and execute any and all documents necessary or desirable to implement the Contracts as set forth in the report of the Acting President and Chief Executive Officer; and be it further

RESOLVED, That the Chair, the Vice Chair, the Acting President and Chief Executive Officer and all other officers of the Authority 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 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 Acting 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 Acting President and Chief Executive Officer; and be it further

RESOLVED, That the Chairman, the Vice Chairman, the Acting 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 Interim Executive Vice President and General Counsel.

**c. Real Estate**

**i. Clean Path NY Project – Agreements for Payment in Lieu of Taxes**

RESOLVED, That the Acting President and Chief Executive Officer and the Assistant General Counsel – Real Estate be, and hereby are, authorized to execute agreements for payment in lieu of taxes with the County of Delaware, Town of Delhi and Delaware Academy Central School District for the total sum of \$25,000 for properties acquired from The Linda S. Brodeur Revocable Trust located in the Town of Delhi, Delaware County, 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 Assistant General Counsel – Real Estate, 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 Acting 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.

**d. Governance Matters**

**i. Approval of the Minutes:**

**1. Minutes of the Joint Annual Meeting of the New York Power Authority's Trustees and Canal Corporation's Board of Directors held on March 22, 2023**

On motion made and seconded, the Minutes of the Joint Annual Meeting of the New York Power Authority's Trustees and Canal Corporation's Board of Directors held on March 22, 2023 were unanimously adopted.

**4. NEXT MEETING**

The next meeting of the New York Power Authority's Trustees and the Canal Corporation's Board of Directors will be held on July 25, 2023 unless otherwise designated by the Chairman with the concurrence of the Trustees.

**5. CLOSING**

On motion made by member Michael Balboni and seconded by member Dennis Trainor, the meeting was adjourned at approximately 9:54 a.m.

*Karen Delince*

Karen Delince  
Corporate Secretary