

**MINUTES OF THE SPECIAL MEETING
OF THE
AUDIT COMMITTEE**

December 19, 2014

Table of Contents

<u>Subject</u>	<u>Page No.</u>	<u>Exhibit</u>
Introduction	2	
1. Approval of Proposed Special Meeting Agenda	2	
2. Motion to Conduct an Executive Session	3	
3. Motion to Resume Meeting in Open Session	4	
4. Next Meeting	5	
Closing	6	

December 19, 2014

Minutes of the special meeting of the New York Power Authority's Audit Committee held, via video conference, at the Authority's Offices at 123 Main Street, White Plains, New York at approximately 10:00 a.m.

The following Members of the Audit Committee were present:

Trustee Eugene L. Nicandri, Chairman
Trustee Terrance Flynn
Trustee Jonathan Foster

Also in attendance were:

Karen Delince	Corporate Secretary
Lorna Johnson	Associate Corporate Secretary
Sheila Baughman	Assistant Corporate Secretary
Peter Prunty	Director – Infrastructure
Gregory Jablonsky	Manager – Network Services – Infrastructure
Glenn Martinez	Senior Network Analyst – Infrastructure

Chairman Eugene L. Nicandri presided over the meeting. Corporate Secretary Delince kept the Minutes.

Introduction

Chairman Nicandri welcomed committee members, Trustees Foster and Flynn, and staff members present to the meeting. He said the meeting had been duly noticed as required by the Open Meetings Law and called the meeting to order pursuant to section B(4) of the Audit Committee Charter.

1. Approval of the Proposed Special Meeting Agenda

Upon motion made and seconded the agenda for the meeting was approved.

2. **Motion to Conduct an Executive Session**

Mr. Chairman, I move that the Authority conduct an executive session pursuant to the Public Officers Law of the State of New York section §105 to discuss matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation.

Upon motion made and seconded, an executive session was held.

3. **Motion to Resume Meeting in Open Session**

Mr. Chairman, I move to resume the meeting in Open Session. Upon motion made and seconded, the meeting resumed in Open Session.

4. **Next Meeting**

Chairman Nicandri said that the next regular meeting of the Audit Committee is to be determined.

December 19, 2014

Closing

On motion made and seconded, the meeting was adjourned by the Chairman at approximately 11:00 a.m.

Karen Delince
Corporate Secretary