

CYBER AND PHYSICAL SECURITY COMMITTEE CHARTER

A. PURPOSE

The Cyber and Physical Security Committee (“Committee”) oversees and monitors physical and cyber security management processes. The responsibilities of the Committee are to: advise the Board of Trustees (“Board”) and other Board committees on physical and cyber security matters and keep the Board and committees informed of current best security practices; engage with the New York Power Authority’s (“Authority”) management on alignment of security strategy and business objectives, company policies, organizational security initiatives, and review of compliance with physical security and information technology laws and regulations; recommend actions to promote sound planning by the Authority to protect its physical assets, cyber systems and information; and perform other responsibilities as the Board may assign to it.

B. MEMBERSHIP AND ORGANIZATION

(1) Committee Composition

The Committee shall be comprised of at least three independent members of the Board, who possess the necessary skills to understand the duties and functions of the Committee and be familiar with physical or cyber security. Committee members and the Committee Chair will be selected by a vote of the Board.

Committee members are prohibited from being an employee of the Authority or an immediate family member of an employee of the Authority. In addition, Committee members shall not engage in any private business transactions with the Authority or receive compensation from any private entity that has material business relationships with the Authority, or be an immediate family member of an individual that engages in private business transactions with the Authority or receives compensation from an entity that has material business relationships with the Authority.

(2) Term

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

(3) Removal

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

(4) Meetings and Quorum

The quorum of the Committee is a majority of the number of regular Committee members selected by the Board of Trustees.

A majority vote of all Committee members present is required to take action on a matter.

The Committee shall hold regularly scheduled meetings as it determines necessary to carry out its responsibilities. A Committee member may call a special meeting of the Committee individually, or upon the request of the Authority's Chair, President and Chief Executive Officer ("CEO"), Executive Vice President and Chief Operating Officer ("COO"), Executive Vice President and General Counsel ("GC"), Chief Information Officer ("CIO"), Cyber Information Security Officer ("CISO") or Chief Risk Officer ("CRO"). The notice of meeting need not state the purpose for which the meeting has been called. In order to transact business, a quorum must be present. The Committee may meet independently with the Authority's CEO, COO, GC, CIO, CISO or CRO on matters or issues and items within the Committee's purview as it deems necessary. These meetings may be held as part of a regular or special meeting at the Committee's discretion.

An agenda will be prepared and distributed to each Committee member prior to each meeting and minutes of each meeting will be prepared in accordance with the New York Open Meetings Law. Minutes of the meeting should include, at a minimum:

- a. Date; location; time meeting was called to order and adjourned; and if other Board committee (e.g., Finance Committee) is meeting simultaneously.
- b. Title and name of attendees; public comments period; title and name of public speakers.
- c. Approval of the official proceedings of the previous month's Committee meeting.
- d. Follow-up items including communications to the Committee of the current status of selected open issues, concerns, or matters previously brought to the Committee's attention or requested by the Committee.
- e. Status of security activities, as appropriate; representatives of the Authority's management will discuss with the Committee security strategy, significant security issues, the status of security initiatives, and the actions taken by agency management to ensure compliance with legal and regulatory mandates related to physical and cyber security.
- f. Copies of handouts or materials presented to the Committee.

- g. Notwithstanding the foregoing, information identified by NYPA to be non-public due to its sensitivity shall not be including in the meeting minutes; a notation for non-public security information may be recorded in the minutes.

Any meeting of the Committee may be conducted by video conferencing. To the extent permitted by law, the Committee may hold meetings or portions of meetings in executive session.

C. FUNCTIONS AND POWERS

(1) General Powers and Governance Practices

The Committee shall seek to: (1) ensure the effectiveness of management's monitoring of the Authority's security posture and programs, the Authority's compliance with its security policies and legal and regulatory mandates, and implementation of physical and cyber security controls; and (2) promote best security practices by Authority's Board members, officers and employees. To accomplish these objectives the Committee shall:

- a. Review the Authority's Cyber Security Policy and Physical Security Program Policy and require the Corporate Secretary to coordinate revisions to such policies for consideration and approval by the Board.
- b. Provide oversight and guidance to the Authority's Chief Information Security Officer and Director Physical Infrastructure Security relating to the programs and policies of the Authority designed to address physical and cyber security.
- c. Advise the Board on current best security practices and trends.
- d. Report to the Board on matters relating to the Authority's security posture and compliance with security and policies and legal and regulatory mandates, and make such recommendations to the Board as the Committee deems appropriate.

(2) Reports

The Chief Information Security Officer and the Director Physical Infrastructure Security shall report to the Committee at all regularly scheduled meetings.

The Committee shall have the authority to require Technical Compliance and Information Technology staff to prepare additional reports and to produce documents for Committee review.