



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

**March 29, 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 8:15 a.m.

**Members of the Board present were:**

John R. Koelmel, Chairman  
Eugene L. Nicandri, Vice Chairman  
Tracy McKibben  
Michael A.L. Balboni  
Dennis T. Trainor  
Bethaida Gonzalez  
Anthony J. Picente, Jr. – excused

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Justin Driscoll	Interim 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
Kristine Pizzo	Executive Vice President and Chief Human Resource & Administrative Officer
Sarah Salati	Executive Vice President and Chief Commercial Officer
Daniella Piper	Regional Manager and CTO
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
Keith Hayes	Senior Vice President – Clean Energy Solutions
Andrew Boulais	Vice President and Construction Management
Joseph Gryzlo	Vice President and Chief Ethics & Compliance Officer
Shirley Marine	Vice President Enterprise Shared Services
John Canale	Vice President – Strategic Supply Management
Eric Meyers	Vice President – Chief Information Security Officer
Steve Kalashian	Vice President – HR and Organizational Development
Victor Costanza	Senior Director – Cyber Security & Deputy CISO
Hosseini Hooshyar	Director- Agile Lab
Carley Hume	Chief of Staff – President's Office
Lorna Johnson	Senior Associate Corporate Secretary
Sheila Quatrocci	Associate Corporate Secretary
Michele Stockwell	Project Coordinator, Corporate Secretary

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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 March 29, 2022 Proposed Meeting Agenda**

On motion made by Trustee Balboni and seconded by Trustee McKibben, the members adopted the meeting Agenda.

## **Conflicts of Interest**

*Chairman Koelmel and members Nicandri, McKibben, 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. Interim President and Chief Executive Officer's Report**

Interim President and Chief Executive Officer Justin E. Driscoll said that with more than a full year into the execution of the Authority's VISION2030 Strategy, he wanted to discuss how that vision drives progress and decision-making at the Authority, not just strategically, but on a day-to-day basis. He said the members are often provided examples of how the Authority is executing on its strategy, including how the Next Generation Niagara initiatives are preserving the value of the Authority's hydropower and the Clean Path New York Transmission Project is driving the Authority's goal to be a leader in transmission across the state, a key component of the VISION2030 Strategy.

He continued that the executive presentations from Senior Management will provide information on the VISION2030 Strategy and how it informs the day-to-day, decisions that the organization makes to execute on the Strategy. Joseph Kessler will report on the White Plains Digital Engineering Laboratory; Sarah Salati will report on the Customer Energy Solutions efforts; and Adam Barsky will report on the organization's financial strength and how it underpins everything that the Authority does as an organization. He added that NYPA just received an A-plus grade from the State on its M/WBE execution for fiscal year 2020-2021.

The Authority is, however, not without challenges. Cybersecurity is a key component, particularly given today's cyber environment. He said that the cyber team at NYPA is vigilant, communicating and sharing information, working with its federal partners, and the Authority is as well-positioned as any organization could be in that space.

As it relates to Supply Chain issues, costs are going up, impacting some of the Authority's projects. On a Team and Talent basis, the Authority continues to work hard to compete for talent in this environment.

In the face of these challenges, the Authority looks to the VISION2030 Strategy, as decisions are made in the day-to-day operation of the enterprise, for a thriving resilient New York State powered by clean energy which is the Authority's roadmap and mission.

### February VISION2030 Scorecard

As of the first quarter of 2022, the Authority has met or exceeded the targets of its VISION2030 Scorecard. These metrics provide a glimpse of how the day-to-day focus is driving the organization and realizing the VISION2030 Strategy. For example, Commercial Availability is at 97.7 year-to-date versus the 95 percent target, and Greenhouse Gas Saved is above the target which was driven by a substantial project completed ahead of schedule for the Department of Corrections, and also a Streetlight Project in the Village of Homer which were completed ahead of schedule.

### AGILE Laboratory Partnership

The Advanced Grid Innovation Laboratory for Energy (AGILE), a key component of the Authority's Digitization Strategy, is a state-of-the-art collection of technologies, devices, and systems to support various studies on planning and operation of the power Grid. In 2017, the members authorized \$40 million for this initiative. To date, \$7 million has been expended toward the project. It has taken approximately three years to load the grid modeling into the Lab, which allows for the solving of grid-related challenges.

As the Authority moves forward toward realizing Governor Hochul's clean energy vision, the increased complexity of the grid and huge increases in renewable energy coming online will require more granular studies of what happens to the grid as these resources are added. The Authority is working with NYSERDA and the Department of Energy examining how offshore wind will impact the grid and modeling that impact through the Lab. The Authority is now able to model the grid from 765kV down to 37.5kV in the Agile Lab.

Recently, the Authority used the Dragos Platform to simulate an attack on the grid without having to take the system offline or have any operational outages to stimulate that activity through the Lab. The Dragos attack simulation was performed around the Authority's Niagara Next Generation OT Operations; this simulation will also be performed at the St. Lawrence and Blenheim-Gilboa Power Projects. The Authority plans to share the outcomes with its industry partners.

In closing, Interim President Justin E. Driscoll said that he is excited in terms of executing the Authority's Strategic Vision and thanked the Trustees for their leadership and guidance.

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

Mr. Joseph Kessler, Executive Vice President and Chief Operating Officer, said that, to date, the Operations department is meeting its targets, including the traditional metrics around safety and reliability.

In terms of the overall VISION2030 Strategy, at the quarterly staff meetings with Operations staff they discussed how the goals align with preserving the value of hydropower and expanding transmission as it relates to the Foundational Pillars around DEI, ESG, Digitalization and Resilience. To that end, Operations is working on organizational changes, aligning staff to achieving those goals. For example, they recently joined Production Cost & Analysis, System Planning and Energy Economics, which generally correlated with each other, as one group and received positive feedback for this realignment. To that end, the group will work collectively on projects that have economic impacts or that impacts NYPA's system. Other areas of Operations that will effect some changes include Project Delivery to build capacity in the organization and diverse ways of delivering projects for the VISION2030 Strategy.

With regards to Decarbonization, Resilience and Diversity of fuels and of energy sources Operations is diligent in ensuring that the Authority is resilient in delivery to its customers.

As it relates to Hydrogen, the Authority is part of a proposal with NYSERDA and ESD for federal funding for Hydrogen projects in the Hub. NYPA recognizes that the conventional technologies it has are

scaling up to meet its goals and will continue in its efforts in discovering other solutions for hydrogen in the future.

### **Digital Engineering Lab**

In line with the VISION2030 Strategy, NYPA's Digital Engineering Lab on the 12<sup>th</sup> Floor in the White Plains Office combines multiple Engineering Labs and expertise from various groups into one collaborative space. It also provides for enhanced testing, greater performance, and troubleshooting.

### **NYS Department of Environmental Conservation (DEC) – Field Office**

NYPA recently completed a new, approximately 3,400 sq. ft. facility located in Louisville, New York, which replaces the previously leased space for the New York State DEC. DEC personnel moved into the new space earlier this year. The wildlife team at that facility manages the Wilson Hill Refuge, which is adjacent to the building, along with the migratory bird management of that area. The Wilson Hill Refuge is on Authority property that is part of the STL/FDR Power Project boundary line. The site also has access to public boat launching. This community project was executed through the Design-Build Delivery model with construction completed in late 2021.

Vice Chair Nicandri added that this project not only helps the DEC, but it enables the Authority to fulfill its obligations under its license to maintain and foster the area enclosed in the project boundaries.

### **c. Chief Commercial Officer's Report**

Ms. Sarah Salati, Executive Vice President and Chief Commercial Officer, said that when she joined NYPA, the Authority was very focused on the customer and introduced the Customer Satisfaction metrics to hear from the customers, in an unbiased way, how the Authority was doing. Product development was also introduced to ensure that the Authority was taking the insights from its customers and delivering services that the customers needed and wanted.

She continued that when VISION2030 was issued, Commercial Operations developed two key strategies, Behind-the-Meter and Commercial Electricity Supply which took into account uncontrollable variables in the market and developed high, medium and low scenarios for the growth of the group's specific business lines. This is revisited on an annual basis because what was an assumption in terms of achievable targets one year, may change in the next. Therefore, the group must be very focused on the dynamics of the market. As Chief Commercial Officer, she is focused on ensuring that the group develop and execute commercial strategies to meet the Authority's VISION2030 Strategy which is to remain competitive in the wholesale energy markets in the contracting and bidding of the Authority's assets, and in other Energy Services products in order to also remain a leader in the state as well as in the nation. To that end, the Commercial Operations team is specifically focused on three initiatives within the VISION2030 Strategy.

First, Preserving and Enhancing Hydropower to ensure that the Authority remains competitive from a cost-structure standpoint, both direct and indirect, in the market, with ongoing long-term contracts; that the Authority is also being recognized for the value of its hydro attributes, relative to the fact that NYPA represents 60 percent of the renewable baseline, to get to an emission-free grid in 2040; and that the Authority continues to advance the commercial structuring and incorporate the new renewable assets that are coming into the market as well as maintain the customer contracts, because the value in the market is migrating to the customer, and who owns the customer contract, which the Authority has to retain.

The second area of focus is responsibly transitioning off fossil fuels by 2035. Commercial Operations continues to bid and contract the Authority's In-City assets to reliably provide for the capacity to ensure that the lights stay on while still continuing to support analysis to identify ways to incorporate



renewables, storage and other technologies, as well as hydrogen, to evolve the Authority's assets and to support the decarbonization of the fossil fuel units.

Third, decarbonizing the customer in the state and evolving the Authority's products and services to be able to ensure that it is providing its customers with the adequate knowledge and expertise so that they can cost-effectively reach the sustainability outcomes that the Authority is looking to achieve.

### **Electricity Supply**

The Authority had a strong start to the year, January, in particular, with more than \$40 million above target, which was predominantly due to the colder weather. Also, with regard to the management of the generating assets in the city, about a quarter of the outcome was the result of the Authority's owning firm transportation rights across the gas pipelines, enabling the Authority to get the spread between delivery in Pennsylvania and selling in New York.

The Authority is consistently optimizing its bidding, ensuring that it takes advantage of the real-time market and is anticipating results ongoing above the target through the end of the year. The Authority is not subject to the same constraints in terms of energy supply that other parts of the world are and will continue to monitor the prices in the market.

### **Economic development**

The Authority had one of the highest allocations for economic development in 2021. On the Agenda today, the members, will be requested to approve allocations eliciting 2,100 jobs, over \$620 million in capital investments, over 1,000 green jobs, and over 240 DEI jobs. This includes new metrics as part of the overall methodology to support the creation of green jobs as part of the CLCPA, as well as recognizing MWBE/SDVOB and companies that are operating and providing jobs in disadvantaged communities.

### **Customer Business Lines – 2022 Targets**

#### Clean Energy Solutions

Commercial Operations is focused on continuing to provide EBIDA-positive margins from all its customer business lines which comes from an ongoing strong portfolio year-over-year in its energy efficiency and DER advisory services.

#### eMobility

Commercial Operations is learning from experience in the first full year of implementation of 60 DCFC Charging Ports in 2021 to a target of 80 Charging Ports to be implemented this year. Contracts signed with customers went from \$55 million in 2021 to \$9 million this year. This is due to contracts signed last year with the MTA and other larger transit authorities.

### **Clean Energy Solutions: Energy Efficiency & Resiliency**

The Authority's Energy Efficiency program has been ongoing since the 1990s with more than \$3.5 billion of energy efficiency projects implemented. Fundamentally, this has bottom-line energy savings for the Authority's customers, and also is reducing the number of renewable energy that it has to build on the supply side to help in its goal for an emissions-free grid by 2040 in the most cost-effective way possible.

#### Executive Order 88

NYPA was asked by the Governor to administer and manage the program under Executive Order 88. The Authority was tasked to work with all of the state agencies in order to reduce their energy usage intensity, that is energy usage over square footage. At the end of 2020, more than 20% of this goal was achieved.

The Authority met the goals for committed as well as implemented projects as part of that program. The Authority undertook audits at the different facilities, presented the options to the customers, and then worked in collaboration with them on the projects they chose to pursue, going forward. The results included both implemented and committed projects because for some of the larger sites there is usually a three-year implementation period between scoping and implementation and final commercial operation date. The Authority will continue with its efforts to meet the CLCPA goals.

#### Build Smart NY 2025

Build Smart NY 2025 includes additional goals for energy reduction and consumption. Of the Authority's energy efficiency portfolio, more than 50% of it is working towards supporting agencies in reducing energy consumption.

### **e-mobility: EVolve NY and Customer Charging Infrastructure**

#### 2022 Focus

EVolve New York was launched with the goal for NYPA to be a true market animator and leader in a space where it would step in where the private sector was not yet ready to because of the economics of implementing public-facing fast chargers. NYPA is supporting and addressing range anxiety, enabling drivers that come into New York state to drive north to south or east to west without being afraid of not being able to charge their vehicles. To this end, NYPA attempted to identify locations based on a number of criteria, but primarily to address range anxiety and ensuring that adequate charging stations were available across all of the major corridors.

Ms. Salati reported on the comments from the recent OSC Audit and said that the Authority agrees that there is a lot more to be done with regard to this initiative based on the fact that 40% of the greenhouse gas emissions from New York State comes from the transport industry; therefore, the Authority will continue to work on the reduction with the EVolve initiative and with its customers to support the transition to electrification of medium and light-duty vehicles, and the work that it is doing with both transit agencies and the local schools with their bus system, the Authority's point of focus. The Authority is also working very closely with other agencies and authorities to identify ways to accelerate, on a very holistic basis, other work that it is doing in the electrification of the transport industry.

### **New York Energy Manager, DER Advisory and Grid Flexibility**

Distributed Energy Resource (DER) advisory service is in a scaling mode going from about 10-20 MW of DERs solar and storage to approximately 300 MW. The next area of focus is aggregating assets, evolving the Authority's products and services, integrating solar storage or behind-the-meter and ensuring that customers may receive revenues from the market as distribution and NYISO wholesale markets evolve bringing in advanced dynamic demand-side management.

The other area of focus is around building on success of all advisory services and recognizing that the Authority is an energy expert and is meant to be shepherding its customers, who may not be as sophisticated, or where their core competency is not in energy, and ensuring that the Authority is helping them make the adequate trade-off decisions in the evolution of an integrated offering.

### **Community and Customer Impacts**

The Authority is focused on community and customer impacts and recently received an A-plus rating on its M/WBE program from the state. Commercial Operations is looking at developing metrics around the amount of investment that it is undertaking in disadvantaged communities and continuing to support the DEI metrics that it has incorporated into its hydropower allocation program.

The effects of the COVID-19 pandemic continues and NYPA remains a critical partner with Health and Hospital Corporations in supporting emergency services with ongoing projects to ensure that they have

ongoing energy operations with the use of innovative technologies such as refrigerants that have less impact on greenhouse gases, as well as breaking regeneration systems in elevators to reduce the demand on energy.

Ms. Salati ended that the Commercial Operations team continues to look at driving commercial strategies to support and preserve the Authority's hydropower, to transition off the Authority's fossil fuels reliably and ultimately to decarbonize its customers and the state, and thanked the Board for recognizing the value of the customers and how important it is for the Authority to remain competitive in providing both energy supply and other products and services.

Mr. Yves Noel added that in terms of VISION2030 and hydropower in the future, a critical base for the future of renewables and the Authority's ability to decarbonize, a strategic priority was set up with four tactics focused on preserving the value of hydropower, ensuring that the Authority's assets are maintained, and that the Authority is looking at the future and how it is going to maintain these assets. Second, there is a market-sensing function that is currently being undertaken by the Strategy team, learning what is happening in the environment and adapting and adding outcomes to the discussion on the VISION2030 Strategy. In addition, every month the team holds discussions with the tactics leads on what they are doing and how they are performing against the Strategy. He ended that the members will be provided with more details in this regard at a later date.

#### **d. Chief Financial Officer's Report**

Mr. Adam Barsky, Executive Vice President and Chief Financial Officer, said that as previously reported, for the first two months of the year the Authority operated ahead of the budget target. Energy prices, and the cold temperatures in the months of January and February, contributed to some of these results. However, in terms of the budget forecast, looking at the different prices going forward, it is expected that this will revert towards the budget. Capacity prices elevated for the rest of the state and yet was underperforming for the budget forecast for downstate but will normalize over the course of the year. However, the Authority is expected to perform ahead of the budget between now and the end of the year.

Margins – Generation - revenues ahead of Budget Plan

Margins – Transmission - revenues ahead of Budget Plan

Margins – Non-Utility - revenues slightly below Budget Plan

#### **VISION2030 – Bond Sale**

Mr. Barsky provided an update on the bond sale supporting the Authority's VISION2030 Strategy. He said that one of the Authority's key priorities is to become a leader in transmission and its ability to accomplish this goal, because it is very capital intensive, in a way that does not hurt the Authority's credit rating and impact its ability to perform its other projects. To that end, the Authority created a brand-new credit, the Green Transmission Bond Revenue Credit, which has been highly rated, an AA category. The Authority has started a very aggressive marketing strategy with potential investors for this bond sale, for example, the team was in Boston meeting with some of the largest Mutual Fund firms; attending the J.P. Morgan Investor Conference; an Internet Virtual Roadshow; and advertising to retail investors. In addition, he will continue to monitor the market throughout the week in order to lock in a price, unless there is a major event or disruption in the market.

The two projects that will be financed are the Central-East Energy Connect and the Smart Path Projects. Other future projects are also being projected. The members will be apprised of the progress throughout the week.

## VISION2030 – Resilience Issues

Mr. Barsky provided an update on VISION2030 Resilience. He said that the risk assessment for low probability and high impact-type events is ongoing and the plans to mitigate those events will be provided to the members at a later date.

In addition, a key component of the risk strategy from a financial insurance standpoint is the Authority's efforts to get authorization from the State to create NYPA's own Captive Insurance company. This will allow the Authority to purchase insurance for things that it cannot get insurance for now. The Authority would immediately be available to the federal terrorism backstop facility, which is over several billion dollars of support and backstop the Authority would not be otherwise able to access. As it relates catastrophic events such as related to hydropower, the Authority would be able to protect against a huge, unexpected drop in hydro flow, and other major events that could happen to NYPA that it would not be able to access the reinsurance market, the Lloyd's market oversees. This program has been successful for other authorities around the state such as the MTA and Port Authority.

Mr. Barsky thanked Interim President Justin Driscoll for his leadership with the Chamber, expressing how important this was to NYPA and explaining a complicated topic to laymen, and also the team of Vincent Esposito, Joseph Leary and the Legislative staff. The Authority's Bill has passed both the Assembly and the Senate; the Governor is expected to sign this Bill.

### **i. Erie Canal Harbor Development Corporate Payment Acceleration**

*Mr. Adam Barsky, Executive Vice President and Chief Financial Officer, provided highlights of staff's recommendation to the members.*

*On motion made by member Tracy McKibben and seconded by member Michael Balboni, the following resolution, as recommended by the Interim President and Chief Executive Officer was unanimously adopted.*

RESOLVED, That the Authority hereby authorizes a modification of the Authority's payment schedule under the Niagara Relicensing Settlement Agreement to an equivalent (in present-value terms) accelerated lump-sum payment of \$27,098,818 to the Erie Canal Harbor Development Corporation for the purpose of facilitating additional financial support for the Canalside Development Project on the terms and conditions and for the purposes 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.

**e. Finance & Risk Committee Report**

Chair Tracy McKibben provided the following report:

“The Finance and Risk Committee met on March 18, 2022, adopted the minutes of the January 12, 2022 meeting, received one (1) staff report, and considered and recommended the following resolutions which are now before the Trustees/Directors for adoption.”

i. Finance & Risk Committee Recommendations for Approval:

***On motion made by member Michael Balboni and seconded by member Dennis Trainor, the following resolutions, as recommended by the Interim President and Chief Executive officer, were unanimously adopted. Member Eugene Nicandri agreed, with reservations expressed at the March 18 Finance & Risk Committee meeting as it relates to item #9 – Contributions of Funds to the State Treasury.***

**1. Amendment and Restatement of the 2020 Revolving Credit and Note Purchase Agreement**

RESOLVED, that the Finance and Risk Committee recommends that the Trustees approve the Amended and Restated 2022 Revolving Credit Agreement and Amended and Restated 2022 Note Purchase Agreement and as discussed in the Report of the Interim President and Chief Executive Officer; with such amendments, supplements, changes, insertions and omissions thereto as may be approved by the Chairman or the Interim President and Chief Executive Officer, which amendments, supplements, insertions and omissions shall be deemed to be part of such resolution as approved and adopted hereby; and be it further

RESOLVED, that the Finance and Risk Committee recommends that the Trustees affirm that the Chairman, the Vice Chairman, the Interim President and Chief Executive Officer, the Chief Operating Officer, the Interim Executive Vice President and General Counsel, the Executive Vice President and Chief Financial Officer, the Corporate Secretary, the Treasurer and all other officers of the Authority be authorized and directed, for and in the name and on behalf of the Authority, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements and other documents that they, or any of them, may deem necessary or advisable to effectuate the foregoing resolution, subject to approval as to the form thereof by the Interim Executive Vice President and General Counsel.

**2. Release of Funds in Support of the New York State Canal Corporation**

RESOLVED, That the Finance and Risk Committee hereby recommends that the Trustees authorize the release of an additional up to \$21.3 million in funding to the Canal Corporation to support operations of the Canal Corporation in calendar year 2022, as discussed in the Report of the Interim President and Chief Executive Officer; and be it further

RESOLVED, That the Finance and Risk Committee recommends that the Trustees affirm the amounts presently set aside as reserves in the Operating Fund are adequate for the purposes specified in Section 503.2 of the Authority’s Bond Resolution, that the amount of up to \$21.3 million in funding as described in the Report of the Interim President and Chief Executive Officer is not needed for any of the purposes specified in Section 503(1)(a)-(c) of the Authority’s General Resolution Authorizing Revenue

Obligations, as amended and supplemented, and that the release of such amount is feasible and advisable; and be it further

RESOLVED, That Finance and Risk Committee recommends that the Trustees affirm that as a condition to making the payments specified in the Report of the Interim President and Chief Executive Officer, on the day of such payments, the Executive Vice President and Chief Financial Officer shall certify that such monies are not then needed for any of the purposes specified in Section 503(1)(a)-(c) of the Authority's General Resolution Authorizing Revenue Obligations, as amended and supplemented; and be it further

RESOLVED, That the Finance and Risk Committee recommends that the Trustees affirm that the Chairman, the Vice Chairman, the Interim President and Chief Executive Officer, the Chief Operating Officer, the Interim Executive Vice President and General Counsel, the Executive Vice President and Chief Financial Officer, the Corporate Secretary, the Treasurer and all other officers of the Authority be, and each of them hereby is, authorized and directed, for and in the name and on behalf of the Authority, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements and other documents that they, or any of them, may deem necessary or advisable to effectuate the foregoing resolution, subject to approval as to the form thereof by the Interim Executive Vice President and General Counsel.

### **3. High Voltage Circuit Breakers – On-Call Contract Awards**

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 two, ten-year equipment contracts to Hitachi Energy USA, Inc. of Raleigh, North Carolina, and Siemens Energy Inc. of Orlando, Florida in the aggregate amount of \$50,000,000, 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.

#### **Contractors**

#### **Contract Approval**

Hitachi Energy USA, Inc.  
Raleigh, NC

\$50,000,000

Siemens Energy, Inc.  
Orlando, FL

RFP # S21-0772LH

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.

**4. Substation Transformers and Shunt Reactors- On-Call Contract Awards**

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 two, ten-year equipment contracts to Hitachi Energy USA, Inc. of Cary, North Carolina, and Royal SMIT Transformers BV of Nijmegen, Netherlands in the aggregate amount of \$110,000,000, 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.

**Contractors**

**Contract Approval**

Hitachi Energy USA, Inc.  
Cary, NC

\$110,000,000

Royal SMIT Transformers BV.  
Nijmegen, Netherlands

RFP # Q21-7227AP

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.

**5. St. Lawrence Power Project- Robert Moses Power Dam Autotransformer Replacement – Capital Expenditure Authorization Request**

RESOLVED, That the Finance and Risk Committee recommends that the Trustees, pursuant to the Authority's Capital Planning and Budgeting Procedures, approve capital expenditures in the amount of \$13,044,000 for the Replacement of the Robert Moses Power Dam Autotransformer 1 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, which may include proceeds of debt issuances, to finance the costs of this project.

**Capital**

**Expenditure  
Authorization**

Replacement of St. Lawrence RMPD  
Autotransformer 1

\$13,044,000

AND BE IT FURTHER 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 two, ten-year equipment contracts to Hitachi Energy USA, Inc. of Cary, North Carolina, and Royal SMIT Transformers BV of Nijmegen, Netherlands in the aggregate amount of \$110,000,000, 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.

**Contractors**

**Contract Approval**

Hitachi Energy USA, Inc.  
Cary, NC

\$110,000,000

Royal SMIT Transformers BV  
Nijmegen, Netherlands

RFP # Q21-7227AP

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.

**6. Architecture and Engineering Design Contracts – Contract Awards**

RESOLVED, That the Finance and Risk Committee recommends that the Trustees authorize the Interim President and Chief Executive Officer, the Chief Operating Officer, and officers designated by the Interim President and Chief Executive Officer to execute agreements and other documents between the Authority, and the following firms:

- BKSK Architects LLP "BKSK", New York, NY
- Cooper Robertson; New York, NY
- Fisher Associates, P.E., L.S., L.A., D.P.C. "Fisher Associates", Rochester, NY
- Interboro Partners LLC "Interboro", Brooklyn, NY (WBE)
- OSD Outside LLC "OSD", Brooklyn, NY
- Office for Visual Interaction, Inc. "OVI", New York, NY (WBE)
- SBP Engineering PC "SBP", New York, NY
- Starr Whitehouse Landscape Architects and Planners "Starr Whitehouse", New York, NY
- SHoP Architects LLP "SHoP", New York, NY
- Studio V Design & Planning "Studio V", New York, NY (MBE/WBE)
- Wallace Roberts & Todd, LLC "WRT", Philadelphia, PA
- Claire Weisz Architects (dba WXY Architecture + Urban Design) "WXY", New York, NY (WBE)

Such agreements having such terms and conditions as the executing officer may approve, subject to the approval of the form thereof by the Interim Executive Vice President and General Counsel, to facilitate the performance of Design Services in



support of the Reimagine the Canals Program in alignment with the Authority's VISION2030 Strategy; 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.

**7. Disconnect Switches – On-Call Contract – Request for Waiver to Article 22 “STEEL COMPONENTS”**

RESOLVED, That the Finance and Risk Committee recommends that the Trustees approve 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 manual and motor-operated disconnect switches, 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.

**Contractor**

GE Grid Solutions, LLC  
Atlanta, GA

RFP # Q21-7238JM

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.

**8. Overhead Conductor and Overhead Ground Wire – On-Call 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 ten-year equipment contract to Midal Cables, Ltd. of Askar, Bahrain in the amount of \$20,000,000, 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.

**Contractor**

Midal Cables, Ltd.  
Askar, Bahrain

**Contract Approval**

\$20,000,000

RFP # Q22-7272AP

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.

**9. Contribution of Funds to the State Treasury**

RESOLVED, That the Finance and Risk Committee recommends that the Trustees hereby authorize the release of funds from the Operating Fund to the State's general fund in the amount of \$17.5 million as authorized by Section 17 of Part JJJ of Chapter 59 of the Laws of 2021 as discussed in the Report of the Interim President and Chief Executive Officer; and be it further

RESOLVED, That the \$17.5 million to the State's general fund described in the report is not needed for any of the purposes specified in Section 503(1)(a)-(c) of the Authority's General Resolution Authorizing Revenue Obligations, as amended and supplemented and that such release is deemed feasible and advisable; and be it further

RESOLVED, That as a condition to making the payments specified in the report, on the day of such payments, the Executive Vice President and Chief Financial Officer shall certify that such monies are not then needed for any of the purposes specified in Section 503(1)(a)-(c) of the Authority's General Resolution Authorizing Revenue Obligations, as amended and supplemented; and be it further

RESOLVED, That the Chairman, the Vice Chairman, the Interim President and Chief Executive Officer, the Chief Operating Officer, the Interim Executive Vice President and General Counsel, the Executive Vice President and Chief Financial Officer, the Corporate Secretary, the Treasurer and all other officers of the Authority be, and each of them hereby is, authorized and directed, for and in the name and on behalf of the Authority, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements and other documents that they, or any of them, may deem necessary or advisable to effectuate the foregoing resolution, subject to approval as to the form thereof by the Interim Executive Vice President and General Counsel.

**f. Audit Committee Report**

Chair Eugene Nicandri provided the following report:

"The Audit Committee met on Friday, March 18, 2022, and adopted the minutes of the December 8, 2021 Audit Committee meeting. The committee received a report from staff on, and approved and adopted, the New York Power Authority and Canal Corporation's 2022 Environmental Health and Safety Compliance Plan. The Committee also received a report on the

Authority's Year-End 2021 Consolidated Financial Report and recommended the following resolution which is now before the Trustees/Directors for adoption."

***On motion made by member Bethaida Gonzalez and seconded by member Tracy McKibben, the following resolution, as recommended by the Interim President and Chief Executive officer, was unanimously adopted.***

**i. 2021 Financial Reports Pursuant to Section 2800 of the Public Authorities Law and Regulations of the Office of the State Comptroller**

WHEREAS, pursuant to Section 2800(1) of the Public Authorities Law, the Authority is required to annually submit to the Governor, the Chairman and Ranking Minority Member of the Senate Finance Committee, the Chairman and Ranking Minority Member of the Assembly Ways and Means Committee, the State Comptroller and the Authorities Budget Office, within 90 days after the end of its fiscal year, a complete and detailed report or reports setting forth information regarding, among other things, certain financial information; and

WHEREAS, pursuant to Section 2800(3), financial information submitted under Section 2800 shall be approved by the Authority's Board of Trustees and shall be certified in writing by the Chief Executive Officer and the Chief Financial Officer of the Authority that based on the officer's knowledge the information provided therein (a) is accurate, correct and does not contain any untrue statement of material fact; (b) does not omit any material fact which, if omitted, would cause the financial statements to be misleading in light of the circumstances under which such statements are made and (c) fairly presents in all material respects the financial condition and results of operations of the Authority as of, and for, the periods presented in the financial statements; and

WHEREAS, on the date hereof, the Interim Chief Executive Officer and Chief Financial Officer have so certified as to the financial information contained within the reports for the fiscal year ending December 31, 2021;

NOW THEREFORE BE IT RESOLVED, That pursuant to Section 2800 of the Public Authorities Law, the financial reports are adopted and the Corporate Secretary be, and hereby is, authorized to submit to the Governor, the Chairman and Ranking Minority Member of the Senate Finance Committee, the Chairman and Ranking Minority Member of the Assembly Ways and Means Committee, the State Comptroller, and the Authorities Budget Office the financial report for the year ending 2021 in accordance with the report of the Interim President and Chief Executive Officer; and be it further

RESOLVED, That pursuant to 2 NYCRR Part 203, the report of actual vs. budgeted results for the year 2021 is approved in accordance with the report of the Interim President and Chief Executive Officer; and the Corporate Secretary is authorized to post the report on the Authority's website; and be it further

RESOLVED, That the Chairman, the Vice Chairman, the Interim President and Chief Executive Officer, the Executive Vice President and Chief Financial 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.

**g. Governance Committee Report**

Chair Dennis Trainor provided the following report:

“The Governance Committee met this morning, March 29, 2022, adopted minutes, received three (3) staff reports and adopted the following resolutions which are now before the Trustees for adoption.”

i. Governance Committee Recommendations for Approval

***On motion made by member Michael Balboni and seconded by member Tracy McKibben, the following resolutions, as recommended by the Interim President and Chief Executive officer, were unanimously adopted.***

**1. Procurement and Related Reports for New York Power Authority and Canal Corporation**

RESOLVED, that the Procurement and Related Reports for New York Power Authority and Canal Corporation as described and discussed during the Governance Committee meeting held on March 29, 2022, is approved; 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 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. Annual Report of Procurement Contracts, Guidelines for Procurement Contracts and Annual Review of Open Procurement Service Contracts**

RESOLVED, That the Annual Report of Procurement Contracts, Guidelines for Procurement Contracts and Annual Review of Open Procurement Service Contracts as described and discussed during the Governance Committee meeting held on March 29, 2022, is approved; 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 and Canal's 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. Annual Review and Approval of Guidelines for the Disposal of Personal Property and Expenditure Authorization Procedures for New York Power Authority and Canal Corporation**

RESOLVED, That pursuant to Section 2879 of the Public Authorities Law, the Authority's and Canal Corporation's Guidelines for the Disposal of Personal Property, and the Authority's and Canal Corporation's Expenditure Authorization Procedures, as amended, be, and hereby are, approved; and be it further

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

RESOLVED, That the 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 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.

**4. Annual Review and Approval of Guidelines and Procedures for the Disposal of Real Property, Acquisition of Real Property, Annual Reports for the Disposal and Acquisition of Real Property, and Expenditure Authorization Procedures**

RESOLVED, That the Annual Review and Approval of Guidelines for the Disposal of Personal Property and Expenditure Authorization Procedures for New York Power Authority and Canal Corporation as described and discussed during the Governance Committee meeting held on March 29, 2022, is approved; 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 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.

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

RESOLVED, that pursuant to Section 2824 of the Public Authorities Law and Section 2 of Article II of the Authority's and Canal Corporation's By-laws the below-listed policies of the Authority and Canal Corporation are hereby approved.

<b>NYPA Policy Name</b>	<b>Policy Number</b>	<b>Revision Date</b>
Anti-Retaliation Policy (Whistleblower)	CP 1-7	09/25/2021
Canal Drug & Alcohol Testing Policy & Unfit for Duty Testing Procedure	CGP-2021-007	11/08/2021
Code of Conduct		
Contingent Worker Engagement Policy	CP 4-6	06/19/2021
Education Assistance Program	EP 3.6	10/20/2021
EEO Complaint Procedure		09/20/2021
Family and Medical Leave Act FMLA	EP 3.3	10/20/2021

Management Confidential Employee Handbook	CCP-2021-001	04/02021
Management Employee Categories and Eligibility for Benefits	EP 3.1	10/20/2021
No Smoking Policy	EP 4.7	08/03/2021
OTETA Drug Alcohol Testing Accident Reporting	CGP-2021-001	03/10/2021
Reasonable Accommodation in Programs and Services for People with Disabilities	CP 1-4	05/06/2021
Separation from Service	EP 1.6	11/10/2021
Social Media Policy	CP 11-2	10/27/2021
Travel Procedure	Trvl-Pro-01	11/04/2021
USCG Drug Alcohol Testing Marine Casualty Reporting Procedure.	CGP-2021-002	03/10/2021

AND BE IT FURTHER RESOLVED, that the Interim President and Chief Executive Officer is authorized to modify the foregoing policies, as necessary, except in the event that any powers, duties or obligations of the Trustees and Board of Directors would be affected by such modification; and be it further

RESOLVED, That the 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 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.

**6. 2021 NYPA and Canal Corporation Annual Board Evaluation Pursuant to Sections 2800 and 2824 of the Public Authorities Law and Guidance of the Authorities Budget Office**

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

WHEREAS, the Governance Committee recommends the adoption of the 2021 Annual Board Evaluation Summary to the Authority's Board of Trustees and the Canal Corporation's Board of Directors as required by Section C (2) of the Governance Committee Charter;

NOW THEREFORE BE IT RESOLVED, That pursuant to Sections 2800(1)(a)(15) and 2800(2)(a)(15) and Section 2824(7) of the Public Authorities Law and Guidance of the Authorities Budget Office, the 2021 Annual Board Evaluation Summary

is hereby adopted and the Corporate Secretary is hereby authorized to submit to the Governor, the Chairman and Ranking Minority Member of the Senate Finance Committee, the Chairman and Ranking Minority Member of the Assembly Ways and Means Committee, the State Comptroller, and the Authorities Budget the adopted 2021 summary; and be it further

RESOLVED, That the Chairman, the Vice Chairman, the Interim President and Chief Executive Officer, the Chief Operating Officer, the Executive Vice President and Chief Financial 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.

**7. Annual Review and Approval of Guidelines for the Investment of Funds and 2021 Annual Report on Investment of Authority Funds**

RESOLVED, That the Annual Review and Approval of Guidelines for the Investment of Funds and 2021 Annual Report on Investment of Authority Funds as described and discussed during the Governance committee held on March 29, 2022, is approved: 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 and Canal's 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 Dennis Trainor and seconded by Member Tracey McKibben, the Consent Agenda and the following resolutions as recommended by the Interim President and Chief Executive officer, were unanimously adopted:***

**a. Commercial Operations**

**i. 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 14 Recharge New York ("RNY") Power allocations previously awarded to the customers listed in the manner described in the Report of the Interim President and Chief Executive Officer ("Report") 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 those contained in the Report (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, extensions, 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 to the applicants listed in the Report in the amounts indicated therein 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 to the applicants listed in the Report in the amounts indicated therein 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 listed in the Report in the amounts indicated therein 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.



ii. **Replacement Power Allocations**

RESOLVED, That an allocation of 4,210 kilowatts of Replacement Power (“RP”) be awarded to Chocolate Delivery Systems, Inc. for a term of 10 years as detailed in the Report of the Interim 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 410 kilowatts of RP be awarded to RubberForm Recycled Products, LLC for a term of 10 years as detailed in the Report, be and hereby is approved, subject to rates previously approved by the Trustees; and be it further

RESOLVED, That an allocation of 430 kilowatts of RP be awarded to Workspport Ltd. for a term of 10 years 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 Chocolate Delivery Systems, Inc. and Workspport Ltd. for the sale of the RP allocations (the “Contract”), the current forms of which are included in the Report; 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. **Recommencement and Extension of Hydropower Contract with National Grid for the Benefit of Rural and Domestic Consumers and Notice of Public Hearing**

RESOLVED, That a recommencement and extension of a 175 megawatts allocation of firm peaking power for Niagara Mohawk Power Corporation d/b/a National Grid through December 31, 2023 is hereby approved; and be it further

RESOLVED, That the “2022 Agreement to Recommence Service Under the 1990 Service Agreement, As Amended” attached to the Report of the Interim President and Chief Executive Officer (the “2022 Agreement”), is hereby approved; and be it further

RESOLVED, That the Corporate Secretary be, and hereby is, authorized to transmit copies of the proposed 2022 Agreement 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 Public Authorities Law (“PAL”) §1009; and be it further

RESOLVED, That the Corporate Secretary be and hereby is authorized to convene a public hearing on the proposed 2022 Agreement in accordance with the procedures set forth in PAL §1009; and be it further

RESOLVED, That the Senior Vice President – Clean Energy Solutions or his designee be, and hereby is, authorized, subject to 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 final 2022 Agreement on a month-to-month basis, if necessary, pending gubernatorial approval of the 2022 Agreement as set forth in the Report of the Interim President and Chief Executive Officer; 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.

#### **iv. Transfer of RNY Power**

RESOLVED, That the transfer of a 3,476 kilowatt (“kW”) Recharge New York (“RNY”) Power allocation, including the supplemental increase under Authority’s Temporary Power Assistance program, awarded to DB USA Core Corporation, for use at its facility located at 60 Wall Street, New York, New York for use at the company’s new headquarters located at 1 Columbus Avenue, New York, New York, as described in the Report of the Interim 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 Memorandum, 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 10,000 kW RNY Power allocation awarded to Huron Real Estate Associates, LLC for use at its facility located at 1701 North Street, Endicott, New York, to Phoenix Endicott Industrial Investors, 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 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 130 kW RNY Power allocation awarded to Producto Corporation, for use at its facility at 2980 Turner Road, Endicott, New York, to Juniper Ring Acquisitions, LLC for use at the same facility, as described in the foregoing Memorandum 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 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/General Counsel.

**b. Financial Operations**

**i. Release of Funds in Support of the Western New York Power Proceeds Allocation Act**

RESOLVED, That the Trustees hereby authorize the release of up to \$2.0 million from the Operating Fund to the Western New York Economic Development Fund (“WNYEDF”), to the extent such amount of net earnings is generated for the period from January 1, 2022 through December 31, 2022, as authorized by Chapter 58 of the Laws of 2012 and as discussed in the foregoing memorandum of the Interim President and Chief Executive Officer; and be it further

RESOLVED, That the amount of up to \$2.0 million to be released to the WNYEDF for the purposes authorized by Chapter 58 described in the foregoing resolution is (a) affirmed by the Trustees to be feasible and advisable and (b) not needed for any of the purposes specified in Section 503(1)(a)-(c) of the Authority’s General Resolution Authorizing Revenue Obligations, as amended and supplemented; and be it further

RESOLVED, That as a condition to making the releases specified in the foregoing resolutions, on the day of such payment the Executive Vice President and Chief Financial Officer shall certify that such monies are not then needed for any of the purposes specified in Section 503(1)(a)-(c) of the Authority’s General Resolution Authorizing Revenue Obligations, as amended and supplemented; and be it further

RESOLVED, That the Chairman, the Vice Chairman, the Interim President and Chief Executive Officer, the Chief Operating Officer, the Interim Executive Vice President and General Counsel, the Executive Vice President and Chief Financial Officer, the Corporate Secretary, the Treasurer and all other officers of the Authority be, and each of them hereby is, authorized and directed, for and in the name and on behalf of the Authority, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements and other documents that they, or any of them, may deem necessary or advisable to effectuate the foregoing resolutions, subject to approval as to the form thereof by the Interim Executive Vice President and General Counsel.

**ii. Release of Funds in Support of the Northern New York Power Proceeds Allocation Act**

RESOLVED, That the Trustees hereby authorize the release of up to \$1.0 million from the Operating Fund to the Northern New York Economic Development Fund (“NNYEDF”), to the extent such amount of net earnings is generated for the period from January 1, 2021 through December 31, 2022, as authorized by Chapter 545 of the Laws of 2014 (“Chapter 545”) and as discussed in the Report of the Interim President and Chief Executive Officer; and be it further

RESOLVED, That the amount of up to \$1.0 million to be released to the NNYEDF for the purposes authorized by Chapter 545 described in the foregoing resolution is (a) affirmed by the Trustees to be feasible and advisable and (b) not needed for any of the purposes specified in Section 503(1)(a)-(c) of the Authority's General Resolution Authorizing Revenue Obligations, as amended and supplemented; and be it further

RESOLVED, That as a condition to making the releases specified in the foregoing resolutions, on the day of such payment the Executive Vice President and Chief Financial Officer shall certify that such monies are not then needed for any of the purposes specified in Section 503(1)(a)-(c) of the Authority's General Resolution Authorizing Revenue Obligations, as amended and supplemented; and be it further

RESOLVED, That the Chairman, the Vice Chairman, the Interim President and Chief Executive Officer, the Chief Operating Officer, the Interim Executive Vice President and General Counsel, the Executive Vice President and Chief Financial Officer, the Corporate Secretary, the Treasurer and all other officers of the Authority be, and each of them hereby is, authorized and directed, for and in the name and on behalf of the Authority, to do any and all things and take any and all actions and execute and deliver any and all certificates, agreements and other documents that they, or any of them, may deem necessary or advisable to effectuate the foregoing resolutions, subject to approval as to the form thereof by the Interim Executive Vice President and General Counsel.

**c. 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 set forth in the Report of the Interim President and Chief Executive Officer are hereby approved for the period of time indicated, in the amounts and for the purposes listed therein, as recommended in the Report; and be it further

RESOLVED, That pursuant to the Guidelines for Procurement Contracts adopted by the Authority and Canal Corporation, the contracts listed in the Report of the Interim President and Chief Executive Officer are hereby approved and extended for the period of time indicated, in the amounts and for the purposes listed therein, as recommended in the Report; 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 Interim Executive Vice President General Counsel.

ii. **Procurement (Services) Contract- Estimating Services On-Call Contract**

RESOLVED, That pursuant to the Guidelines for Procurement Contracts adopted by the Authority, the award and funding of the five-year contract to the firms listed below in the aggregate not-to-exceed amount of \$5,000,000, is hereby authorized for estimating services support of the NYPA project portfolio, and as recommended in the Report of the Interim President and Chief Executive Officer;

<u>Contractors</u>	<u>Contract Amount</u>
	<u>\$5,000,000</u>
<ul style="list-style-type: none"><li>• AECOM USA Inc.</li><li>• Burns &amp; McDonnell Consultants, Inc. d/b/a Burns &amp; McDonnell Consultants, P.C.</li><li>• CHA Consulting, Inc.</li><li>• Jingoli Power, LLC</li><li>• Tetra Tech, Inc.</li><li>• Toll International LLC</li><li>• Trophy Point, LLC</li><li>• WSP, Inc. (Parsons Brinckerhoff Inc.)</li></ul>	

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 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. **Real Estate**

i. **Clean Path NY Project – Acquisition of 40 Acres of Real Property, Town of Delhi, County of Delaware**

RESOLVED, That the Interim President and Chief Executive Officer and the Vice President – Enterprise Shared Services be, and hereby are, authorized to acquire, by purchase or eminent domain, a fee interest in approximately 50.92 acres of real property, presently owned by 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 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.

ii. **Smart Path Connect Project – Acquisition of 33 acres of Real Property, Town of Chateaugay, County of Franklin**

RESOLVED, That the Interim President and Chief Executive Officer and the Vice President – Enterprise Shared Services be, and hereby are, authorized to acquire, by purchase or eminent domain, a fee interest in approximately 33 acres of real property, presently owned by Bilow Realty Holdings, LLC, located in the Town of Chateaugay, Franklin 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 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.

e. **Governance Matters**

i. Approval of Minutes:

1. **Minutes of the Joint Meeting of the New York Power Authority's Trustee and Canal corporation's Board of Directors held on March 29, 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 December 7, 2021 were unanimously adopted.

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

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

On motion made by Trustee Trainor and seconded by Trustee McKibben, the members held an Executive Session.

**5. Motion to Resume Open Session**

***Mr. Chairman, I move to resume the meeting in Open Session.” On motion by Trustee Balboni and seconded by Trustee McKibben, the meeting resumed in Open Session.***

Chairman Koelmel said that no votes were taken during the Executive Session.

**6. 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 May 24, 2022 unless otherwise designated by the Chairman with the concurrence of the Trustees.

**Closing**

On motion made by Trustee Balboni and seconded by Trustee McKibben, the meeting was adjourned at approximately 12:20 pm.

*Karen Delince*

Karen Delince  
Corporate Secretary