

LONG ISLAND POWER AUTHORITY

MINUTES OF THE 273RD MEETING

HELD ON MARCH 29, 2018

The Long Island Power Authority (the “Authority”) was convened for the two-hundred-and-seventy third time at 11:55 a.m. at LIPA’s Headquarters, Uniondale, NY, pursuant to legal notice given on March 26, 2018, and electronic notice posted on the Authority’s website.

The following Trustees of the Authority were present:

**Thomas McAteer, Acting Chair
Elkan Abramowitz
Drew Biondo
Sheldon Cohen
Matthew Cordaro
Mark Fischl
Peter Gollon**

Representing the Authority were Thomas Falcone, Chief Executive Officer; Joseph Branca, Chief Financial Officer; Jon Mostel, General Counsel; Rick Shansky, Vice President of Operations Oversight; Kenneth Kane, Vice President of Financial Oversight, Bobbi O’Connor, Vice President of Policy, Strategy and Administration & Secretary to the Board of Trustees; James Miskiewicz, Special Counsel for Ethics, Risk and Compliance; Justin Bell, Director of Rates and Regulation; and Sid Nathan, Director of Public Affairs.

Representing PSEG Long Island were Daniel Eichhorn, President and COO; Rick Walden, Vice President of Customer Service; John O’Connell, Vice President of Transmission & Distribution; David Lyons, Vice President of Business Operations; Paul Napoli, Vice President of Power Markets; and Vaughn McKoy, Vice President of Legal.

Acting Chair McAteer welcomed everyone to the 273rd meeting of the Long Island Power Authority Board of Trustees and led the Pledge of Allegiance.

Acting Chair McAteer stated that the first item on the agenda was the Chairman's remarks.

After the Chairman's remarks, Acting Chair McAteer stated that the first item on the agenda was the Consideration of the Consent Agenda Items.

After questions and a discussion by the Trustees, and the opportunity for the public to be heard, upon a motion duly made and seconded, the following resolutions were unanimously adopted by the Trustees based on the memoranda summarized below.

1401. APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN AT THE JANUARY 24, 2018 MEETING OF THE BOARD OF TRUSTEES OF THE LONG ISLAND POWER AUTHORITY

RESOLVED, that the Minutes of the meeting of the Authority held on January 24, 2018 are hereby approved and all actions taken by the Trustees present at such meeting, as set forth in such Minutes, are hereby in all respects ratified and approved as actions of the Authority.

Requested Action

The Board of Trustees of the Long Island Power Authority (the "Authority") is requested to adopt a resolution approving revisions to the Board Policy on Property Disposition.

Board Policy on Property Disposition

Section 2896 of the Public Authorities Law ("PAL") requires the Authority to adopt, and periodically review and approve comprehensive guidelines regarding the use, awarding, monitoring and reporting of contracts for the disposal of Authority property. Such guidelines were last reviewed and approved by the Trustees on March 29, 2017. Based on Staff's review, the proposed Board Policy on Property Disposition is intended to replace the prior guidelines and incorporates the following modification:

- (i) Removes an unnecessary and potentially confusing reference to a \$5,000 threshold set forth in the definition of "Property" as it relates to personal property. In accordance with the PAL, Section C.3 of the Property Disposition guidelines already allow for disposition of personal property up to \$15,000 without, generally, the need for public bidding or auction.**

The Authority is required to annually file with the State and make available on its website a report on all property dispositions, including the value received and method of procurement, which is provided to the Board of Trustees.

Recommendation

Based upon the foregoing, I recommend the approval of the above requested action by adoption of the resolution in the form attached hereto as Exhibit A. Further, Staff has reviewed all other Board governance policies, as applicable, and the Trustee Code of Ethics and Conduct and recommends no change at this time.

1402. APPROVAL OF BOARD POLICY ON PROPERTY DISPOSITION

RESOLVED, that the LIPA Board of Trustees hereby approves and adopts the Board Policy on Property Disposition Guidelines, in the form presented at this meeting to be effective immediately.

Requested Action

The Board of Trustees of the Long Island Power Authority (the “Authority”) is requested to adopt a resolution approving: (i) the Authority’s Annual Investment Report for 2017 in the form attached hereto as Exhibit “B”; and (ii) the 2018 Investment Policy in the form attached hereto as Exhibit “D”.

Annual Investment Report for 2017

Section 2925 of the Public Authorities Law (“PAL”) requires that the Authority annually review and approve an investment report. The Authority’s investments are managed by an investment manager and the investments are primarily short term, highly liquid investments. All investments of Authority funds are governed by the Authority’s Investment Policy. The Authority’s investments for 2017 performed consistent with Staff’s expectations given the nature of the investments.

2018 Investment Policy

The Board is also required by Section 2925(6) of the PAL to annually review and approve the Investment Policy that details the Authority’s operative instructions to officers and staff regarding the investing, monitoring and reporting of funds of the Authority. The Authority’s Investment Policy was last reviewed and approved on May 24, 2017. The proposed revisions to the Investment Policy seek to clarify, simplify and ensure continued compliance with the various contractual and regulatory requirements. The Investment Policy defines the investment objectives, permitted investments, provide parameters and controls, and enumerate the reporting requirements, while also making the Policy easier to use.

Based on staff’s review, which was performed in consultation with the Authority’s investment advisor, bond counsel and disclosure counsel, the proposed Investment Policy is intended to replace the prior policy and incorporates the following material modifications:

- (i) Increased the maximum holding period of certificates of deposit from 2 to 3 years;
- (ii) Clarified the holding period for maximum maturity to be measured from the transaction's settlement date;
- (iii) Increased the equity allocation of the Nuclear Decommissioning Trust to a target of 50%; and
- (iv) Permitted fixed income mutual funds in the Nuclear Decommissioning Trust;

Further, Staff has reviewed all other Board financial policies, as applicable, and recommends no change at this time.

Recommendation

Based upon the foregoing, I recommend the approval of the above requested action by adoption of resolution in the form attached hereto as Exhibit "A".

1403. RESOLUTION APPROVING THE ANNUAL INVESTMENT REPORT FOR 2017 AND THE 2018 INVESTMENT POLICY

RESOLVED, that the Board of Trustees hereby approves the Annual Investment Report for the period ended December 31, 2017, in the form presented at this meeting; and

BE IT FURTHER RESOLVED, that the Board of Trustees hereby approves and adopts the revised Investment Policy in the form presented at this meeting to be effective immediately.

Requested Action

The Trustees are being requested to adopt a resolution authorizing revisions to the Long Island Power Authority (the "Authority") Finance and Audit Committee Charter (the "Charter") in the form attached hereto.

Background

The Charter was most recently revised by the Board of Trustees in January 2017. It establishes the purpose, membership, meeting requirements and responsibilities of the Finance and Audit Committee (the "Committee") and serves as the governing document for the Committee. Consistent with the Charter, the Committee has undertaken a thorough review of the Charter's adequacy and compliance with applicable law, and has noted certain changes that clarify the Committee's responsibilities with respect to internal audit and enterprise risk management activities, and makes certain changes that provide consistency with the New York State Open Meetings Law and New York State Public Officers Law and those provisions relating to a "quorum" of the Committee.

I note that the Committee has adopted a resolution recommending approval of the proposed revisions by the Trustees.

Recommendation

Based upon the foregoing, I recommend approval of the above-requested action by adoption of a resolution in the form of the draft resolution attached hereto.

1404. APPROVAL OF REVISED LONG ISLAND POWER AUTHORITY FINANCE AND AUDIT COMMITTEE CHARTER

WHEREAS, the Trustees adopted, on June 26, 2014, a Finance and Audit Committee Charter (“Charter”) which establishes, among other things, the purpose, powers, composition and key responsibilities of the Finance and Audit Committee (the “Committee”); and

WHEREAS, the Committee has reviewed the proposed revised Charter and has recommended to the Trustees the adoption of the revised Charter.

NOW, THEREFORE, BE IT RESOLVED, that the Trustees hereby adopt the Long Island Power Authority’s “Finance and Audit Committee Charter (January 24, 2018)” in the form presented at this meeting; and

BE IT FURTHER RESOLVED, that this resolution shall take effect immediately.

Requested Action

The Trustees are being requested to adopt a resolution authorizing revisions to the Long Island Power Authority (the “Authority”) Governance Committee Charter (the “Charter”) in the form attached hereto.

Background

The Charter was adopted by the Board of Trustees on November 26, 2013 and was last revised in January 2017. It establishes the purpose, membership, meeting requirements and responsibilities of the Governance Committee (the “Committee”) and serves as the governing document for the Committee. Consistent with the Charter, the Committee has undertaken a thorough review of the Charter’s adequacy and compliance with applicable law, and has noted certain changes that provide consistency with the New York State Open Meetings Law and New York State Public Officers Law and those provisions relating to a “quorum” of the Committee.

I note that the Committee has adopted a resolution recommending approval of the proposed

revisions by the Trustees.

Recommendation

Based upon the foregoing, I recommend approval of the above-requested action by adoption of the resolution attached hereto.

1405. APPROVAL OF REVISED LONG ISLAND POWER AUTHORITY GOVERNANCE COMMITTEE CHARTER

WHEREAS, the Trustees adopted, on November 26, 2013, a Governance Committee Charter (“Charter”) which establishes, among other things, the purpose, powers, composition and key responsibilities of the Governance Committee (the “Committee”); and

WHEREAS, the Committee has reviewed the proposed revised Charter and has recommended to the Trustees the adoption of the revised Charter.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees approves of the adoption of the Long Island Power Authority’s “Governance Committee Charter (January 24, 2018)” in the form presented at this meeting; and

BE IT FURTHER RESOLVED, that this resolution shall take effect immediately.

Requested Action

The Trustees are being requested to adopt a resolution authorizing revisions to the Long Island Power Authority (the “Authority”) Oversight Committee Charter (the “Charter”) in the form attached hereto.

Background

The Charter was last amended by the Board of Trustees in March 2017. It establishes the purpose, membership, meeting requirements and responsibilities of the Oversight Committee (the “Committee”) and serves as the governing document for the Committee.

Consistent with the Charter, the Committee has undertaken a thorough review of the Charter’s adequacy and compliance with applicable law, and has noted certain changes that provide consistency with the New York State Open Meetings Law and New York State Public Officers Law and those provisions relating to a “quorum” of the Committee.

I note that the Committee has adopted a resolution recommending approval of the proposed revisions by the Trustees.

Recommendation

Based upon the foregoing, I recommend approval of the above-requested action by adoption of the resolution attached hereto.

**1406. APPROVAL OF REVISED LONG ISLAND POWER AUTHORITY
OVERSIGHT COMMITTEE CHARTER**

WHEREAS, the Trustees last amended, in March 2017, an Oversight Committee Charter (“Charter”) which establishes, among other things, the purpose, powers, composition and key responsibilities of the Governance Committee (the “Committee”); and

WHEREAS, the Committee has reviewed the proposed revised Charter and has recommended to the Trustees the adoption of the revised Charter.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees approves of the adoption of the Long Island Power Authority’s “Oversight Committee Charter (January 24, 2018)” in the form presented at this meeting; and

BE IT FURTHER RESOLVED, that this resolution shall take effect immediately.

Requested Action

The Trustees are being requested to adopt a resolution authorizing revisions to the Long Island Power Authority (the “Authority”) Personnel and Compensation Committee Charter (the “Charter”) in the form attached hereto.

Background

The Charter was last amended by the Board of Trustees in January 2017. It establishes the purpose, membership, meeting requirements and responsibilities of the Personnel and Compensation Committee (the “Committee”) and serves as the governing document for the Committee. Consistent with the Charter, the Committee has undertaken a thorough review of the Charter’s adequacy and compliance with applicable law, and has noted certain changes that provide consistency with the New York State Open Meetings Law and New York State Public Officers Law and those provisions relating to a “quorum” of the Committee.

I note that the Committee has adopted a resolution recommending approval of the proposed revisions by the Trustees.

Recommendation

Based upon the foregoing, I recommend approval of the above-requested action by adoption of the resolution attached hereto.

1407. APPROVAL OF REVISED LONG ISLAND POWER AUTHORITY PERSONNEL AND COMPENSATION COMMITTEE CHARTER

WHEREAS, the Trustees last amended in January 2017 a Personnel and Compensation Committee Charter (“Charter”) which establishes, among other things, the purpose, powers, composition and key responsibilities of the Personnel and Compensation Committee (the “Committee”); and

WHEREAS, the Committee has reviewed the proposed revised Charter and has recommended to the Trustees the adoption of the revised Charter.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees approves of the adoption of the Long Island Power Authority’s “Personnel and Compensation Committee Charter (January 24, 2018)” in the form presented at this meeting; and

BE IT FURTHER RESOLVED, that this resolution shall take effect immediately.

Requested Action

The Trustees are being requested to adopt a resolution authorizing revisions to the Long Island Power Authority (the “Authority”) REV Committee Charter (the “Charter”) in the form attached hereto.

Background

The Charter was most recently revised by the Board of Trustees in January 2017. It establishes the purpose, membership, meeting requirements and responsibilities of the REV Committee (the “Committee”) and serves as the governing document for the Committee. Consistent with the Charter, the Committee has undertaken a thorough review of the Charter’s adequacy and compliance with applicable law, and has noted certain changes that clarify the Committee’s responsibilities, and makes certain changes that provide consistency with the New York State Open Meetings Law and New York State Public Officers Law and those provisions relating to a “quorum” of the Committee.

I note that the Committee has adopted a resolution recommending approval of the proposed revisions by the Trustees.

Recommendation

Based upon the foregoing, I recommend approval of the above-requested action by adoption of a resolution in the form of the draft resolution attached hereto.

Attachments

**1408. APPROVAL OF REVISED LONG ISLAND POWER AUTHORITY R E V
COMMITTEE CHARTER**

WHEREAS, the Trustees last amended, in January 2017, a REV Committee Charter (“Charter”) which establishes, among other things, the purpose, powers, composition and key responsibilities of the REV Committee (the “Committee”); and

WHEREAS, the Committee has reviewed the proposed revised Charter and has recommended to the Trustees the adoption of the revised Charter.

NOW, THEREFORE, BE IT RESOLVED, that the Trustees hereby adopt the Long Island Power Authority’s “REV Committee Charter (January 24, 2018)” in the form presented at this meeting; and

BE IT FURTHER RESOLVED, that this resolution shall take effect immediately.

Requested Action

The Board of Trustees (the “Board”) is requested to adopt a resolution (attached as Exhibit A) approving the proposed Board Policy on Oversight (the “Policy”, attached as Exhibit B) for the Long Island Power Authority and its subsidiary, LIPA (collectively the “Authority”).

Discussion

Under the LIPA Reform Act and the Amended & Restated Operations Services Agreement (the “OSA”), the Authority has oversight rights and responsibilities with respect to the operation and maintenance of the Long Island electric grid and the generation assets under contract to LIPA.

The Authority utilizes a contracted business model for operations services, fuel and power procurement, and power supply. The Policy seeks to provide guidance regarding Staff’s oversight of the activities provided by these various service providers.

The recommended Policy seeks to ensure that the Authority’s oversight is conducted in a proactive and systematic manner that meets the needs and interests of the Authority’s customer-owners. The Policy establishes the expectations of the Board and requires regular performance reporting by Staff to enable the Board to assess the oversight called for by the Policy.

Recommendation

Based upon the foregoing, I recommend approval of the above requested action by adoption of the resolution in the form attached hereto.

1409. RESOLUTION FOR APPROVAL OF BOARD POLICY ON OVERSIGHT

WHEREAS, the Board of Trustees (“Board”) recognizes that oversight of service providers is one of the Authority’s primary responsibilities; and

WHEREAS, the Board recognizes that effective oversight requires a systematic approach; and

WHEREAS, the Board has considered and agrees with the Policy on Oversight described in and attached to the accompanying memorandum:

NOW, THEREFORE, BE IT RESOLVED, that consistent with the accompanying memorandum, the proposed Policy on Oversight, in the form attached to the accompanying memorandum, is hereby approved.

Requested Action

The Board of Trustees of the Long Island Power Authority (the “Authority”) is requested to adopt a resolution approving Board Policies on Audit Relationships, as further described below.

Board Policy on Audit Relationships

The Finance & Audit Committee of the Authority’s Board of Trustees, in its charter, was delegated the responsibility of reviewing the Authority’s policies regarding Audit Relationships.

This proposed Board Policy on Audit Relationships defines the expectations of the Board regarding the existing authority granted to the Finance & Audit Committee for:

- **Selecting an independent certified public accounting firm to conduct annual audits of the Authority.**
- **The annual review of the audit plan as well as the charter, activities, staffing, budget, and organizational structure of the Internal Audit Department and confirming the independence of the internal auditors.**
- **Monitoring, in consultation with the Director of Audit, the significant findings of internal audit reports and the status of the implementation of management’s action plans in response to such audit findings.**
- **Setting forth the procedures for the Board of Trustee’s receipt, review and implementation of any recommendations in a Management and Operations Audit conducted by the New York State Department of Public Service.**

Recommendation

Based upon the foregoing, I recommend the approval of the adoption of the resolution in the form attached hereto as Exhibit A.

1410. RESOLUTION APPROVING THE LONG ISLAND POWER AUTHORITY BOARD POLICY ON AUDIT RELATIONSHIPS

WHEREAS, the Board of Trustees of Long Island Power Authority (the “Authority”) oversees the management of the Authority, the contractual relationship with the Authority’s Service Provider, and fulfillment of the Authority’s mission; and

WHEREAS, as stewards of the Authority, the Trustees are responsible for setting the Authority’s audit relationship policy and overseeing its fulfillment; and

WHEREAS, the Finance & Audit Committee of the Authority’s Board of Trustees, in its charter, was delegated the responsibility of reviewing the Authority’s policies regarding Audit Relationships;

WHEREAS, in the Authority’s By-Laws, the Authority’s Board of Trustees delegated certain responsibilities to the Chief Executive Officer for managing and directing the staff of the Authority; and

WHEREAS, policies addressing audit relationships have been recommended by the Finance & Audit Committee for adoption by the Board, in accordance with this process;

NOW, THEREFORE, BE IT IS RESOLVED, that the Trustees hereby approve and adopt the Policy on Audit Relationships the form attached to this resolution; and

BE IT FURTHER RESOLVED, that the Policy on Audit Relationships be subject to annual review and evaluation by the Finance & Audit Committee in accordance with the accompanying memorandum.

The Acting Chair stated that the next item on the agenda was the CEO’s Report presented by Thomas Falcone.

Mr. Falcone presented the CEO Report and took questions from the Trustees.

Mr. Falcone then welcomed Mr. Ron Bauer of IBW Local 1049 who commented on the March storm responses.

The Acting Chair stated the next item on the agenda was the PSEG Long Island Operating Report presented by Daniel Eichhorn.

Mr. Eichhorn s presented the PSEG Long Island Operating Report and took questions from the Trustees.

The Acting Chair stated that the next item on the agenda was the CFO's Report including the Discussion of Status of the Implementation of the Board Policy on Debt and Access to Capital Markets, to be presented by Joseph Branca.

Mr. Branca presented the CFO Report and the Status of the Implementation of the Board Policy on Debt and Access to Capital Markets and then took questions from the Trustees.

The Acting Chair stated that the next item on the agenda was the Approval of 2017 Financial Report of the Long Island Power Authority to be presented by Joseph Branca.

Mr. Branca presented the following action item and took questions from the Trustees:

Requested Action

The Trustees are being requested to: (i) approve the proposed financial report section of the 2017 annual report of the Long Island Power Authority (the "Authority"), prepared in accordance with Section 2800(1) of the Public Authorities Law ("PAL"), in the form attached hereto as Exhibit "B"; and (ii) approve a resolution establishing a regulatory asset related to the deferral of litigation reserves, a cash reserve for future litigation settlements that exceed budgeted amounts in any year, and a two-year amortization period for short-term notes issued to fund litigation settlements that exceed cash reserves.

2017 Financial Report

Section 2800(1) of the PAL requires the Authority to submit an annual report 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 ninety days after the end of the Authority’s fiscal year.

The annual report includes, among other things, the Authority’s financial report for the fiscal year just ended. Under Section 2800(1)(a)(2) of PAL, the financial report shall include the following: audited financials; grant and subsidy programs; operating and financial risks; current bond ratings; and long-term liabilities (the “Financial Report”).

Section 2800(3) of PAL requires the Financial Report to be approved by the Trustees.

Accordingly, the proposed Financial Report has been thoroughly reviewed by the Finance and Audit Committee of the Board, which has approved a resolution recommending the Trustees’ approval of the Financial Report at this time.

Regulatory Asset Related to Litigation Reserves and Costs

Generally accepted accounting principles require the Authority to create a reserve for potential judgments and litigation claim settlements once it has been determined there is a probability of occurrence and the amounts are estimable, before they are due and payable. As a regulated entity, GASB Statement No. 62, *Codification of accounting and Financial Reporting guidance contained in pre-November 30, 1989 FASB and AICPA pronouncements*, allows the Authority to defer such costs to a future period in alignment with the proposed revenue recovery period. This standard provides the Authority with a mechanism to match our accounting to common utility industry practices.

During 2017, the Authority obtained an actuarially determined estimate for certain future litigation settlements and recorded such amounts as a liability. The Authority will not recover from customers amounts recorded for these non-cash reserves. Such amounts will remain deferred until settlement costs are paid. The Authority is afforded regulatory accounting treatment under GASB No. 62 for ratemaking purposes and can recognize such non-cash events as a regulatory debit on the statement of net position (more commonly known as the balance sheet) until realized.

To address the realized settlements and judgements, each year the Authority will budget as a component of revenue requirements estimated claim amounts to be paid. As such claims are paid, amounts will be measured against cash reserves.

In years where the actual settlements paid are lower than the amounts budgeted, the Authority will transfer such amounts to the cash reserve to be used to fund future litigation settlements, in an amount not to exceed unpaid estimated potential litigation reserves.

To the extent such judgements or settlements exceed cash reserves in a year, the Authority will issue short-term notes using available working capital programs to fund such cash costs.

The staff recommends that the Board establish a two-year amortization to retire such notes and that such amounts be budgeted as a component of debt service in subsequent years to retire such notes.

Recommendation

Based upon the foregoing, it is recommended that the Trustees adopt the resolution in the form attached hereto as Exhibit “A”.

After questions and a discussion by the Trustees, and the opportunity for the public to be heard, upon a motion duly made and seconded, the following resolution was unanimously approved by the Trustees.

1411. RESOLUTION: (I) APPROVING THE 2017 FINANCIAL REPORT OF THE LONG ISLAND POWER AUTHORITY; AND (II) ESTABLISHING A REGULATORY ASSET RELATED TO LITIGATION RESERVES AND COSTS

WHEREAS, Section 2800(1) of the Public Authorities Law (“PAL”) requires public authorities such as the Long Island Power Authority (the “Authority”) to prepare an annual report; and

WHEREAS, the Authority’s annual report includes, among other things, a financial report, as defined under Section 2800(1)(a)(2) of PAL (the “Financial Report”); and

WHEREAS, the Authority has prepared its Financial Report, which, pursuant to Section 2800(3) of PAL, is subject to the approval of the Trustees; and

WHEREAS, the Authority has also determined to establish a regulatory asset, as described in the attached Memorandum; and

WHEREAS, the Finance and Audit Committee has thoroughly reviewed the Authority’s Financial Report and the proposed establishment of a regulatory asset, and approved a resolution recommending approval by the Trustees at this time.

NOW, THEREFORE, BE IT RESOLVED, that the Trustees hereby approve the 2017 Financial Report of the Long Island Power Authority, in the form presented at this meeting; and

BE IT FURTHER RESOLVED; that the Trustees hereby establish a regulatory asset related to the deferral of litigation reserves, a cash reserve for future litigation settlements that exceed budgeted amounts in any year, and a two-year amortization period for short-term notes issued to fund litigation settlements that exceed cash reserve.

The Acting Chair stated that the next item on the agenda was the Discussion of 2018 OSA Performance Metrics to be presented by Rick Shansky.

Mr. Shansky presented the Discussion of 2018 OSA Performance Metrics and then took questions from the Trustees.

The Acting Chair stated that the next item on the agenda was the Discussion Regarding the Update on the Implementation of the Value of Distributed Energy Resources (VDER), to be presented by Justin Bell.

Mr. Bell presented the Update on the Implementation of the Value of Distributed Energy Resources and then took questions from the Trustees.

The Acting Chair then allowed public comment on this topic. After a discussion by the Trustees, Trustee Gollon proposed a motion to delay implementation of VDER for four months. It was determined that Trustee Gollon's motion was not actionable, as proposed, and the motion failed. No further motions were offered by the Trustees.

The Acting Chair stated that the last item on the agenda was the Briefing on the Management Audit Process to be presented by James Miskiewicz.

Mr. Miskiewicz presented the Briefing on the Management Audit Process and then took questions from the Trustees.

The Acting Chair then allowed public comment to be heard, after which he announced that the next Board Meeting would be scheduled for May 23, 2018.

The Chair then asked for a motion to adjourn to executive session and announced that no votes would be taken in executive session, and that the Trustees would not be returning to open session. The motion was duly made and seconded, and the following resolution was adopted:

1412. EXECUTIVE SESSION – PURSUANT TO SECTION 105 OF THE PUBLIC OFFICERS LAW

RESOLVED, that pursuant to Section 105 of the Public Officers Law, the Trustees of the Long Island Power Authority shall convene in Executive Session for the purpose of discussing personnel and litigation matters.

At approximately 2:32 pm the open session of the Board of Trustees was adjourned on a motion to enter executive session which ended at approximately 2:54 p.m.