

LONG ISLAND POWER AUTHORITY
MINUTES OF THE PERSONNEL AND COMPENSATION COMMITTEE
MEETING HELD ON MARCH 29, 2018

The Personnel and Compensation Committee of the Long Island Power Authority (the "Authority") was convened at 9:47 a.m. at LIPA Headquarters, Uniondale, NY, pursuant to legal notice given on March 26, 2018 and electronic notice posted on the Authority's website annually.

The following Trustees of the Authority were present:

Thomas McAteer, Committee Chair
Matthew Cordaro, Committee Member
Mark Fischl, Trustee

Representing the Authority were Thomas Falcone, Chief Executive Officer; Joseph Branca, Chief Financial Officer; Jon Mostel, General Counsel; Bobbi O'Connor, Vice President of Policy, Strategy and Administration & Secretary to the Board of Trustees; Rick Shansky, Vice President of Operations Overnight; Ken Kane, Vice President of Financial Oversight; and Barbara Dillon, Director of Human Resources & Administration.

Chair McAteer welcomed everyone to the Personnel and Compensation Committee meeting of the Long Island Power Authority Board of Trustees.

At approximately 9:47 a.m. Chair McAteer stated that the Committee would adjourn to Executive Session to discuss personnel matters. Chair McAteer stated that no votes would be taken and that the Committee would resume its public session afterward.

After noting that no votes were taken in the Executive Session, the public portion of the meeting of the Personnel and Compensation Committee reconvened at approximately 10:40 a.m.

Chair McAteer stated that the first item on the agenda was the adoption of the minutes from the September 27, 2017 meeting.

Upon motion duly made and seconded the minutes of the September 27, 2017 meeting were approved unanimously.

Chair McAteer stated that next item on the agenda was the Review of LIPA Staffing Levels to be presented by Barbara Ann Dillon.

Ms. Dillon presented the Review of LIPA Staffing Levels and took questions from the Trustees.

Chair McAteer stated that last item on the agenda was the Recommendation to Approve Amendments to the Personnel and Compensation Committee's Charter to be presented by Jon Mostel.

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

Requested Action

The Personnel and Compensation Committee is being requested to adopt a resolution recommending 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.

Recommendation

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

A motion was made and seconded, and the Trustees unanimously adopted the following resolution:

**RECOMMENDATION FOR THE APPROVAL OF THE 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 believes it is reasonable and appropriate to revise it for the reasons set forth in the accompanying memorandum.

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

Chair McAteer then entertained a motion to adjourn, which was duly made and seconded, after which the meeting concluded at approximately 10:47 a.m.