

LONG ISLAND POWER AUTHORITY

MINUTES OF THE

GOVERNANCE, PLANNING & PERSONNEL COMMITTEE MEETING

HELD ON FEBRUARY 6, 2020

The Governance, Planning and Personnel Committee of the Long Island Power Authority (the "Authority") was convened at 9:49 a.m. at LIPA Headquarters, Uniondale, NY, pursuant to legal notice given on January 31, 2020; and electronic notice posted on the Authority's website.

The following Trustees of the Authority were present:

*Elkan Abramowitz, Committee Chair
Drew Biondo, Committee Member
Sheldon Cohen, Committee Member
Matthew Cordaro
Mark Fischl
Peter Gollon
Laureen Harris
Ali Mohammed*

Representing the Authority were Thomas Falcone, Chief Executive Officer; and Bobbi O'Connor, Vice President of Policy & Strategy and Secretary to the Board of Trustees.

Chair Abramowitz welcomed everyone to the Governance, Planning and Personnel Committee meeting of the Long Island Power Authority Board of Trustees.

Chair Abramowitz stated the first item on the agenda was the adoption of the minutes from the December 18, 2019 Governance, Planning and Personnel Committee meeting.

Upon motion duly made and seconded, the minutes of the December 18, 2019 meeting were approved unanimously.

Chair Abramowitz stated that the next item on the agenda was the Discussion of 2019 Goals and Accomplishments to be presented by Bobbi O'Connor.

Ms. O'Connor presented the Discussion of 2019 Goals and Accomplishments and took questions from the Trustees.

Chair Abramowitz stated that the next item on the agenda was the Discussion of the 2020 Work Plan to be presented by Bobbi O'Connor.

Ms. O'Connor presented the Discussion of the 2020 Work Plan and took questions from the Trustees.

Chair Abramowitz stated that the next item on the agenda was the Committee's Annual Self Report to the Board to be presented by Bobbi O'Connor.

Ms. O'Connor presented the Committee's Annual Self Report and took questions from the Trustees.

Chair Abramowitz stated that the last item on the agenda was the Recommendation to Approve Amendments to the Committee's Charter to be presented by Bobbi O'Connor.

Ms. O'Connor presented the following action item and took questions from the Trustees:

Requested Action

The Governance, Planning & Personnel Committee (the "Committee") requested to adopt a resolution recommending revisions to the Long Island Power Authority (the "Authority") Governance, Planning & Personnel Committee Charter (the "Charter") in the form attached hereto.

Background

The Charter was last revised in October 2018. The Charter establishes the purpose, membership, meeting requirements and responsibilities of the Governance, Planning & Personnel 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 recommended

changes to the Charter to align with the Board's adoption during 2019 of core attributes for a Board or Committee Chair, clarify that the Committee only provides recommendations to the Board evaluation of the performance of the CEO (not all of senior management), and certain other ministerial changes.

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:

RECOMMENDING APPROVAL OF AMENDMENTS TO THE LONG ISLAND POWER AUTHORITY GOVERNANCE, PLANNING & PERSONNEL COMMITTEE CHARTER

WHEREAS, the Board of Trustees of the Long Island Power Authority has adopted a Governance, Planning & Personnel Committee Charter (the "Charter") which establishes, among other things, the purpose, powers, composition and key responsibilities of the Governance Committee, Planning & Personnel (the "Committee"); and

WHEREAS, the Governance, Planning & Personnel Committee (the "Committee") has reviewed the proposed revised Charter and recommends to the Trustees the adoption of the revised Charter.

NOW, THEREFORE, BE IT RESOLVED, that Committee hereby recommends approval of amendments to the Long Island Power Authority's Governance, Planning & Personnel Committee Charter in the form presented at this meeting.

Chair Abramowitz then entertained a motion to adjourn, which was duly made and seconded, after which the meeting concluded at approximately 10:22 a.m.
