

**LONG ISLAND POWER AUTHORITY**

**MINUTES OF THE 313th MEETING**

**HELD ON FEBRUARY 15, 2023**

*The Long Island Power Authority (“LIPA”) was convened for the three hundred and thirteenth time at 11:03 a.m. at LIPA’s Headquarters, Uniondale, NY, pursuant to legal notice given on February 10, 2023, and electronic notice posted on the LIPA’s website.*

*The following LIPA Trustees were present:*

**Mark Fischl, Acting Chair (in person)**  
**Elkan Abramowitz (via video conferencing)**  
**Valerie Anderson Campbell (in person)**  
**Drew Biondo (in person)**  
**Rev. Al Cockfield (in person)**  
**Sheldon Cohen (in person)**  
**Nancy Goroff (in person)**  
**Laureen Harris (in person)**

**Representing LIPA, in person, were Thomas Falcone, Chief Executive Officer; Bobbi O’Connor, General Counsel & Board Secretary; Mujib Lodhi, Chief Information Officer and SVP of Customer Experience; Rick Shansky, Senior Vice President of Power Supply and Wholesale; Barbara Ann Dillon, Director of Human Resources and Administration; Jen Hayen, Director of Communications; Andrew Berger, Communications Assistant and Timothy Smythe, IT Consultant. Participating via video conferencing were Jason Horowitz, Assistant General Counsel and Assistant Secretary to the Board; and Osman Ahmad, IT-Consultant.**

*Acting Chair Fischl welcomed everyone to the 313th meeting of the Long Island Power Authority Board of Trustees.*

*Acting Chair Fischl stated that the first item on the agenda was the Consideration of the Consent Agenda Items<sup>1</sup>.*

*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:*

**1771. APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN AT THE DECEMBER 14, 2022 MEETING OF THE BOARD OF TRUSTEES OF THE LONG ISLAND POWER AUTHORITY**

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**RESOLVED**, that the Minutes of the meeting of the Authority held on December 14, 2022 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.

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**Requested Action**

The Board of Trustees (the “Board”) of the Long Island Power Authority (“LIPA”) is requested to approve a resolution, attached hereto as Exhibit “A”, authorizing the Chief Executive Officer, or his designee, to engage two firms to provide legal services in the areas described below, on an as needed basis, for LIPA, its subsidiary, the Long Island Lighting Company d/b/a LIPA (collectively, “LIPA”), and the Utility Debt Securitization Authority (“UDSA”) for a term not to exceed five years.

**Background**

To supplement its in-house resources, LIPA has found it necessary to engage law firms to provide various legal services and expertise on an as-needed basis. As LIPA’s needs continue, and certain of its existing contracts for legal services expire, it is necessary to solicit for new, additional and/or replacement legal services to ensure that LIPA has adequate and continuous advice, assistance, and representation in its numerous existing and upcoming projects, initiatives, and cases.

As such, on September 13, 2022, LIPA issued a Request for Proposals (“RFP”) seeking experienced law firms to provide legal services to LIPA and the UDSA for a period of up to five years in the following scope areas:

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<sup>1</sup> Upon motion by Trustee Harris, the Consideration of Approval of the Annual Report and Amendments to the Board Policy on Diversity, Equity, and Inclusion was removed from the Consent Agenda for an opportunity for the public to comment, and the vote on that item was deferred by the Trustees.

1. Disclosure;
2. Bond;
3. Special Tax; and
4. Derivatives.

The RFP was distributed to 28 firms and also posted on LIPA’s website and in the New York State Contract Reporter. Six firms responded to the RFP, some in multiple practice areas. The six proposals were evaluated by a team of LIPA technical staff for each scope under the guidance of LIPA’s Legal and Procurement departments. The selection committee evaluating the firms conducted interviews with the top-qualifying firms in the Disclosure, Bond and Special Tax Counsel scopes to better assess the strengths and weaknesses of each firm with respect to LIPA’s and UDSA’s needs. LIPA decided not to award any firms for the derivatives scope as separate support in that area was deemed no longer necessary.

**Discussion**

The responsive proposals were evaluated according to the guidelines set forth in the RFP, which included assessments of the firms’ experience and qualifications, their hourly rates, proposed changes to LIPA’s standard consulting contract, and their proposals to comply with state requirements for participation by minority and women-owned business enterprises. Based on the evaluation, LIPA Staff recommends that the following firms be awarded contracts in the scopes indicated:

	Scopes Description <sup>1</sup>	Firms
1	Disclosure	Orrick, Herrington & Sutcliffe LLP
2	Bond	Nixon Peabody LLP
3	Special Tax	Orrick, Herrington & Sutcliffe LLP

The hourly rates proposed by the firms have been determined to be reasonable for the services to be provided.

**Recommendation**

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

**1772. RESOLUTION AUTHORIZING THE ENGAGEMENT OF FIRMS TO PROVIDE LEGAL SERVICES**

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**NOW, THEREFORE, BE IT RESOLVED**, that consistent with the attached Memorandum, the Chief Executive Officer or his designee be, and hereby is, authorized to engage the firms so designated in the accompanying memorandum to provide legal services, in the areas described, on an as-needed basis for the Long Island Power Authority, its subsidiary, the

**Long Island Lighting Company d/b/a LIPA and the Utility Debt Securitization Authority for a term not to exceed five years from the date of approval of the contracts with each firm by the New York State Office of the State Comptroller.**

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### **Requested Action**

**The Board of Trustees (the “Board”) of the Long Island Power Authority (“LIPA”) is requested to approve a resolution, attached hereto as Exhibit “A”, authorizing the Chief Executive Officer, or his designee, to engage four firms to provide electrical engineering and technical services on an as-needed basis for LIPA for a term not to exceed five years.**

### **Background**

**LIPA utilizes consultants on an as-needed basis to augment its subject matter experts (“SMEs”) and to provide specialized services when needed. The specialized engineering and technical services proposed in this Request for Proposals (“RFP”) will support LIPA’s oversight of its transmission and distribution (“T&D”) system. These services will cover various functions within electric operations, from planning and design to construction methods and maintenance programs. With the addition of these engineering and technical services, LIPA can drive improvement in system performance measurement and benchmark best practices and comparisons among different utilities on T&D system performance metrics.**

**On December 2, 2022, LIPA issued a RFP seeking experienced firms to provide T&D engineering and technical services to LIPA for a period of up to five years. The RFP was distributed to 49 firms. The RFP was also posted on LIPA’s website and in the New York State Contract Reporter.**

**Eleven firms responded to the RFP. The eleven proposals were evaluated by the technical team, composed of T&D staff and by the Procurement team who evaluated the MWBE, SDVOB and cost aspects of the proposals. The technical team also conducted interviews with some of the firms to better assess the strengths and weaknesses of each firm with respect to LIPA’s needs.**

### **Discussion**

**The responsive proposals were evaluated according to the guidelines set forth in the RFP, which included assessments of the firms’ experience and qualifications, their hourly rates, proposed changes to LIPA’s standard consulting contract, and their proposals to comply with state requirements for participation by minority and women-owned business enterprises. Based on the evaluation, LIPA Staff recommends that the following firms be awarded contracts in the scopes indicated:**

Scope	Firms
<p align="center"><b>1- T&amp;D Engineering &amp; Technical Support Services</b></p>	<p><b>Burns &amp; McDonald Engineering Company, Inc.</b></p> <p><b>H2M Architects &amp; Engineering, Inc.</b></p> <p><b>Quanta Technology, LLC</b></p> <p><b>Leidos Engineering of New York, P.C.</b></p>

The rates proposed by the firms have been determined to be reasonable.

**Recommendation**

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

**1773. RESOLUTION AUTHORIZING THE ENGAGEMENT OF FIRMS TO ENGINEERING AND TECHNICAL SERVICES**

NOW, THEREFORE, BE IT RESOLVED, that consistent with the attached Memorandum, the Chief Executive Officer or his designee be, and hereby is, authorized to engage the firms so designated in the accompanying memorandum to provide engineering and technical services, in the areas described, on an as-needed basis for the Long Island Power Authority and its subsidiary, the Long Island Lighting Company d/b/a LIPA (collectively, “LIPA”) for a term not to exceed five years.

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**Requested Action**

The Board of Trustees (the “Board”) of the Long Island Power Authority (“LIPA”) is requested to approve a resolution, attached hereto as Exhibit “A”, authorizing the Chief Executive Officer, or his designee, to engage six (6) firms to provide recruitment services in the areas described below, on an as-needed basis for LIPA for a term not to exceed five years.

**Background**

To supplement its in-house resources and to provide specialized recruiting services as necessary, LIPA has previously engaged executive, managerial, and professional search firms on an as needed basis. LIPA’s current recruiting services contracts are expiring and as LIPA’s needs in this area continue, it is necessary for LIPA to retain qualified and

experienced professional search firms to assist with the recruitment of executive, managerial, and professional staff. Executive search firms provide LIPA access to an expansive and ever-growing pipeline of potential candidates, while allowing LIPA to draw on their expertise to help define and position roles in a way that will attract and secure the best candidates.

The employment market is tight and finding quality executive, managerial, and professional talent can be challenging. Effective recruiting is labor-intensive, complex and requires a rare combination of skills and business expertise. While LIPA has highly competent staff with experience in this area, LIPA seeks to augment existing capabilities, and draw upon the resources of outside recruiting firms on an as-needed basis. By engaging these firms, LIPA can supplement its in-house experts, reduce turnover, increase diversity in the hiring process, improve the quality of candidates, and fill positions as quickly and effectively as possible.

On July 27, 2022, LIPA issued a Request for Proposals (“RFP”) seeking experienced recruiting firms to provide recruiting services for executive, managerial, and professional staff to LIPA for a period of up to five years in the following scope areas:

1. Executive Recruiting
2. General Management & Professional Staff Recruiting

The RFP was distributed to 48 firms. The RFP was also posted on LIPA’s website and in the New York State Contract Reporter. Eighteen firms responded to the RFP. The eighteen proposals were evaluated by the technical team, composed of HR staff, and by the Procurement team who evaluated the MWBE, SDVOB and cost aspects of the proposals. The technical team also conducted interviews with the top-qualifying firms in General Management & Professional Staff Recruiting scope to better assess the strengths and weaknesses of each firm with respect to LIPA’s needs.

**Discussion**

The responsive proposals were evaluated according to the guidelines set forth in the RFP, which included assessments of the firms’ experience and qualifications, their hourly rates, proposed changes to LIPA’s standard consulting contract, and their proposals to comply with state requirements for participation by minority and women-owned business enterprises. Based on the evaluation, LIPA Staff recommends that the following firms be awarded contracts in the scopes indicated:

Scopes	Firms
1- Executive Recruiting	<ul style="list-style-type: none"> <li>• Stewart Energy Resources</li> <li>• Mycoff Fry Partners LLC</li> <li>• Heidrick &amp; Struggles</li> <li>• The Search Partnership</li> </ul>

<p><b>2- General Management &amp; Professional Staff Recruiting</b></p>	<ul style="list-style-type: none"> <li>• Stewart Energy Resources</li> <li>• Heidrick &amp; Struggles</li> <li>• Raj Technologies, Inc.</li> <li>• CrossFire Group</li> </ul>
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The rates proposed by the firms have been determined to be reasonable for the services to be provided.

**Recommendation**

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

**1774. RESOLUTION AUTHORIZING THE ENGAGEMENT OF FIRMS TO RECRUITING SERVICES**

NOW, THEREFORE, BE IT RESOLVED, that consistent with the attached Memorandum, the Chief Executive Officer or his designee be, and hereby is, authorized to engage the firms so designated in the accompanying memorandum to provide recruiting services, in the areas described, on an as-needed basis for the Long Island Power Authority and its subsidiary, the Long Island Lighting Company d/b/a LIPA (collectively, “LIPA”) for a term not to exceed five years.

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**Requested Action**

The Board of Trustees (the “Board”) of the Long Island Power Authority (“LIPA”) is requested to adopt a resolution authorizing the Chief Executive Officer or his designee to execute a Capacity Purchase Agreement (“CPA”) with Calpine Energy Services, L.P. (“Calpine”) for the purchase of generating capacity from the Bethpage Power Plant combined cycle plant (“Plant”).

**Background**

Calpine’s Bethpage facility is comprised of two combined-cycle plants and a combustion turbine peaker. The peaker had been under contract to LIPA between 2002 and 2006, while a 2005 vintage combined-cycle plant (known as Bethpage Energy Center 3) remains under a 20-year contract to LIPA today. Calpine sells its non-contract generation to the wholesale market.

The Plant is comprised of two 1989 vintage GE LM2500 gas turbines rated at 22 MW each, two heat recovery steam generators (HRSGs) and one GE steam turbine rated at 11 MW (“2x1 combined cycle configuration”), for a total design output of 55 MW. During an outage event that occurred on April 15, 2021, one of the two HRSGs was damaged and is inoperable.

The Plant is presently derated and is operating in a 1x1 mode with a maximum output of 27 MW using the second LM2500 and steam turbine generator operating at partial loading.

The damaged HRSG can be refurbished and will need some replacement parts. Repair, commissioning and startup will take approximately 27 weeks. The capacity contract is needed by Calpine to support the investment needed to repair the Plant, which would otherwise continue to operate at the 27 MW derated output.

The proposed Capacity Purchase Agreement has a four (4) year delivery term beginning May 1, 2024 and ending April 30, 2028. Calpine will restore the Plant to its full design capacity and LIPA will purchase all of the capacity provided by the Plant that qualifies for participation in the NYISO capacity market. Calpine has proposed a fixed price and a schedule of guaranteed minimum monthly capacity sales to LIPA over the delivery term. Should the Plant fail to produce the minimum monthly capacity, Calpine would be required to compensate LIPA for the shortfall, with such payments secured by a letter of credit. The estimated total cost of the contract to LIPA is approximately \$7.0 million.

### Discussion

The Plant uses more modern emission control technology than the National Grid-owned LILCO-era combustion turbines that are still in service, which are also less efficient. The contract will support the reliability of the Long Island grid during the transition to clean energy, while protecting LIPA customers from potential increases in market prices over the next several years. The proposed fixed price is also reasonable compared to forecasted capacity market prices.

### Recommendation

For the foregoing reasons, I recommend that the Board authorize the Chief Executive Officer or his designee to take all actions, including, without limitation, execution of the CPA, and all other related arrangements and agreements, as may be necessary or convenient.

## 1775. AUTHORIZATION TO ENTER INTO CAPACITY PURCHASE AGREEMENT WITH CALPINE ENERGY SERVICES, L.P. FOR THE PURCHASE OF GENERATING CAPACITY

WHEREAS, Calpine Energy Services (Calpine) has offered capacity for sale from its Bethpage Combined Cycle Plant (Plant); and

WHEREAS, the Plant provides needed generating capability that contributes to system reliability; and

WHEREAS, PSEG Long Island and Calpine have negotiated a Capacity Purchase Agreement (“CPA”) under which Calpine will sell the generating capacity produced by the Plant to LIPA for a term ending April 30, 2028;



**NOW, THEREFORE, BE IT RESOLVED, that the Chief Executive Officer and/or his designee are hereby authorized to execute and effect a CPA and to perform such further acts and deeds as may be necessary, convenient or appropriate, in the judgment of the Chief Executive Officer and/or his designee, to implement LIPA’s purchase of generating capacity from Calpine.**

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**Requested Action**

**The Board of Trustees (the “Board”) of the Long Island Power Authority (the “LIPA”) is requested to adopt a resolution approving the annual review of the Board Governance policies (i.e., procurement, lobbying, property disposition, real property acquisition, code of ethics and conduct, and Bylaws).**

**Board Policies Required by Law to be Reviewed Annually: Procurement and Property Disposition**

**In accordance with the New York State Public Authorities Law (“PAL”) and governance best practices, the Board has adopted the Board Policy on Procurement and the Board Policy on Property Disposition. Section 2879(1) of the PAL requires that the procurement guidelines be annually reviewed and approved by LIPA. Additionally, Section 2896(1) of the PAL requires that the property disposition guidelines be annually reviewed and approved by LIPA. LIPA Staff recommends no changes to either the Board Policy on Property Disposition or the Board Policy on Procurement.**

**Recommendation**

**LIPA Staff has reviewed the other Board Governance policies, including the LIPA By-laws and Code of Ethics and Conduct and recommends no changes at this time. Based upon the foregoing, I recommend approval of the above requested action by adoption of a resolution in the form attached hereto.**

**1776. RESOLUTION APPROVING THE ANNUAL REVIEW OF THE GOVERNANCE PACKAGE**

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**WHEREAS, in accordance with the New York State Public Authorities Law (“PAL”) and governance best practices, the Board has adopted the Board Policy on Procurement, the Board Policy on Property Disposition; and**

**WHEREAS, Section 2879(1) of the Public Authorities Law requires that the procurement guidelines be annually reviewed and approved by LIPA; and**

**WHEREAS, Section 2896(1) of the Public Authorities Law requires that the property disposition guidelines be annually reviewed and approved LIPA; and**

**WHEREAS, LIPA Staff recommends no changes to the Board’s Governance policies including the procurement and property disposition guidelines.**

**NOW, THEREFORE, BE IT RESOLVED, that pursuant to the Public Authorities Law, the Board of Trustees hereby approves the annual review of the Board Policy on Procurement and Board Policy on Property Disposition; and**

**BE IT FURTHER RESOLVED, the Board of Trustees hereby approves the annual review of the Board’s other governance policies as provided in the attached memorandum.**

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### **Requested Action**

**The Board of Trustees (the “Board”) of the Long Island Power Authority (“LIPA”) is requested to adopt a resolution: (i) approving the annual report on the Board Policy on Strategic Planning and Oversight (the “Policy”); (ii) finding that LIPA has complied with the Policy; and (iii) approving certain amendments to the Policy, which resolution is attached hereto as Exhibit “A”.**

### **Background**

**LIPA utilizes contracts with service providers to provide transmission and distribution operations services, fuel and power procurement, and power supply resources. Under the LIPA Reform Act and the Second Amended and Restated Operations Services Agreement (the “OSA”), LIPA has oversight rights and certain responsibilities with respect to those contracts, the operation and maintenance of the Long Island electric grid, and the generation assets under contract to LIPA.**

**In March 2018, the Board adopted the Policy with the purpose of establishing the Board’s expectations for oversight by LIPA of the “service providers in a systematic manner that meets the needs and protects the interests of LIPA’s customers”. In January 2019, the Board approved amendments to the Policy related to LIPA’s direct operations. Thereafter in July 2020 and September 2021, the Board approved amendments to the Policy to, among other things, better define the roles of the Board and management in LIPA’s strategic planning activities.**

### **Compliance with the Policy**

**LIPA Staff recommends that, for the reasons set forth below, the Board find that LIPA has complied with the Policy since the last annual review. The Policy requires “the CEO or his or her designee report annually to the Governance Committee of the Board of Trustees on compliance with the key provisions of this Policy. LIPA’s CEO will consult with and report to the Board on: the objectives of LIPA’s annual Work Plan for the coming year and the accomplishments of the prior year Work Plan, including Oversight activities; the status of**

the five-year Strategic Roadmaps; the Oversight Framework implemented by LIPA's management team; and the sufficiency of LIPA staff and resources to achieve LIPA's Purpose, Vision, Board Policies, and Oversight Objectives.”

*Work Plan and Performance Metric Objectives and Accomplishments:*

- The LIPA annual Work Plan and PSEG Long Island Performance Metrics deliver the yearly translation of the Board's vision and strategic direction into specific activities, projects, and budgets.
  - LIPA staff completed 20 projects from the 2022 Work Plan and extensive deliverables from 23 projects. The progress on multi-year projects continues in the 2023 Work Plan. One project from the 2022 Work Plan was deferred and ultimately canceled due to the lesser value of the project as compared to other higher priority efforts that arose during the year.
  - LIPA staff reported to the Board quarterly on PSEG Long Island's progress against the 2022 Performance Metrics. Staff will provide an Annual Report on PSEG Long Island's performance at the conclusion of our evaluation of the 2022 Performance Metrics.
  - The 2023 Work Plan includes 57 projects that align with the Board's policies and corporate objectives.
  - For 2023, the Board adopted 93 PSEG Long Island Performance Metrics in December 2022, distributed across all the management services provided by PSEG Long Island to LIPA and its customers.

*The Status of the Five-Year Strategic Roadmaps:*

- The Board directed LIPA staff to craft Five-Year Strategic Roadmaps in 2021 and this requirement was incorporated into the revised OSA with PSEG Long Island, which became effective in April 2022.
- In 2022, LIPA, in conjunction with PSEG Long Island, commenced work on developing 5-Year Roadmaps to deliver on the Board's expectations. Activities included reviewing the Board policies, identifying gaps and potential actions through consultation with LIPA and PSEG Long Island management and staff, and prioritizing and sequencing initiatives considering the risks and benefits.
- 5-Year Roadmaps will be reviewed by the Board for Customer Experience, Transmission and Distribution Operations, Information Technology and Cybersecurity, Performance Management, and Finance in February 2023, while plans for Business Services, Power Supply, and Clean Energy will come before the Board in late 2023.
- While the Roadmaps provide a five-year outlook, in adherence with the policy, the Board will receive updates on a triennial basis.
- The priorities outlined in the Five-Year Strategic Roadmaps are translated annually into Work Plans, Performance Metrics, and Budgets.

### *Performance Management Framework:*

- **The Performance Management Framework provides transparency and accountability to the Board and customers for the accomplishment of the Board’s strategic objectives and the funds budgeted each year. The Performance Management Framework includes:**
  - **5-Year Roadmaps:** As part of the Strategic Planning process, starting from Board Policies, the 5-Year Roadmaps identify the end states and gaps to current capabilities and prioritizes those gaps to meet the expectations of the Board and service to our customers.
  - **PSEG Long Island Annual Performance Metrics:** LIPA develops Performance Metrics for PSEG Long Island each year. These standards create quantitative and project oriented metrics that advance the 5-Year Roadmaps and the Board’s policy objectives. LIPA staff independently verifies and validates (“IV&V”) PSEG Long Islands performance under the OSA, including on the Performance Metrics.
  - **LIPA’s Annual Work Plan:** LIPA develops and manages projects that it directly executes to advance the 5-Year Roadmaps and the Board’s policy objectives.
  - **Performance Reports:** LIPA staff reports to the Board quarterly and annually on PSEG Long Island’s performance under the Performance Metrics and on other items of significant concern to the Board, such as Board-adopted Recommendations, reports on compliance with each Board Policy, and budget.

LIPA Staff also reports annually on accomplishments of the staff Work Plan. In 2022, LIPA established the Strategic Performance Management Office (“SPMO”) to centrally organize its standards for IV&V as well as to support LIPA staff in project management and cross functional project collaboration. SPMO organizes reporting to the Board and LIPA management on the Work Plan and PSEG Long Island Performance Metrics and provides assistance to LIPA departments in defining and executing project plans, monitoring work execution, and reporting. LIPA regularly conducts performance review meetings both with internal staff and with PSEG Long Island to promote accountability and drive accurate results for progress reported at regular frequencies, such as monthly, quarterly, and annually.

### *The Sufficiency of LIPA Staff and Resources:*

- **LIPA contracts for a substantial portion of the services needed to accomplish its Vision and Purpose and relies on internal staffing and consulting support to manage the performance of vendors and its own responsibilities.**
- **The approved 2023 LIPA Budget includes sufficient funding for the positions and consulting resources management believes is necessary at the present time to accomplish the Purpose and strategic direction defined by the Board in policy. Management regularly reviews the sufficiency of staffing and consulting resources and makes adjustments, as necessary. The revised OSA resulted in a significant increase in the work load of the LIPA staff, which was accounted for in the 2023 Budget proposal.**

### Annual Review of the Policy

The Board hired Leading Resources, Inc. to review the Board policies and facilitate discussion amongst the Trustees on amending certain policies. A working group of Trustees participated in various meetings to develop and draft amendments to the Policy. The draft amendments to the Policy have been shared with the entire Board. The final version of the amended Policy, as drafted by the Trustees, is attached hereto as Exhibit “B”.

### Recommendation

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

### 1777. RESOLUTION APPROVING THE REPORT TO THE BOARD OF TRUSTEES ON THE BOARD POLICY ON STRATEGIC PLANNING AND OVERSIGHT

WHEREAS, the Board Policy on Strategic Planning and Oversight (the “Policy”) was most recently reviewed by the Board of Trustees on September 22, 2021; and

WHEREAS, the Board has received the annual Staff report on compliance with the Policy; and

WHEREAS, the Board has reviewed the Policy and approves the changes to the Policy as recommended by Staff finding that the amendments are due proper.

NOW, THEREFORE, BE IT RESOLVED, that consistent with the accompanying memorandum, the Board hereby finds that LIPA has complied with the Policy for the period since the adoption of the Policy, approves the annual report to the Board, and approves updates to the Policy, as recommended herein.

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### Requested Action

The Board of Trustees (the “Board”) of the Long Island Power Authority (“LIPA”) is requested to adopt a resolution approving amendments to the Board Policy on the Purpose and Roles (the “Policy”), which resolution is attached hereto as Exhibit “A.”

### Background

By Resolution No. 1322, dated September 21, 2016, the Board adopted the Policy with the purpose of encapsulating and clarifying the duties and powers of the Board, LIPA’s Officers, LIPA’s Service Provider, and the Department of Public Service (“DPS”), as provided for by LIPA’s operating documents, statute or by contract obligations.

The Board hired Leading Resources, Inc. to review the Board’s policies and to facilitate discussion amongst the Trustees on certain policies, including the Policy. A working group of Trustees participated in meetings to develop and draft amendments to the Policy. The amendments seek to clarify those roles and responsibilities, including references to the Second Amended and Restated Operations Services Agreement (“OSA”) effective April 1, 2022. The amendments also tailor the Policy as it relates to the LIPA Board and LIPA’s Officers by removing the references to the Service Provider and to DPS. The Service Provider’s role is defined in the OSA, while DPS’ role is defined by statute. The final version of the amended Policy, as drafted by the Trustees, is attached hereto as Exhibit “B.”

**Recommendation**

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

**1778. RESOLUTION APPROVING AMENDMENTS TO THE BOARD POLICY ON THE PURPOSES AND ROLES OF LIPA TRUSTEES**

WHEREAS, the Board Policy on Purposes and Roles (the “Policy”) was originally approved by the Board of Trustees (the “Board”) By Resolution No. 1322, dated September 21, 2016; and WHEREAS, the Board has reviewed the amended policy and affirms that the changes to the Policy described herein are due and proper.

NOW, THEREFORE, BE IT RESOLVED, that consistent with the accompanying memorandum, the Board hereby approves the amendments to the Policy as set forth in Exhibit “B.”

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*Acting Chair Fischl stated that the next item on the agenda was the Chief Executive Officer’s Report to be presented by Thomas Falcone.*

*Mr. Falcone presented the Chief Executive Officer’s Report and took questions from the Trustees.*

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*Acting Chair Fischl stated that the next item on the agenda was the Isaias Task Force Outage Management System Independent Verification and Validation Testing Update to be presented by Mujib Lodhi.*

*Mr. Lodhi presented the Isaias Task Force Outage Management System Independent Verification and Validation Testing Update and took questions from the Trustees.*

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*Acting Chair Fischl stated that the next item on the agenda was the Discussion of 2022 Projects and Accomplishments and 2023 Work Plan to be presented by Mujib Lodhi.*

*Mr. Lodhi presented the Discussion of 2022 Projects and Accomplishments and 2023 Work Plan and took questions from the Trustees.*

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*Acting Chair Fischl stated that the next item on the agenda was the Discussion of Strategic Planning Roadmaps to be presented by Mujib Lodhi.*

*Mr. Lodhi presented the Discussion of Strategic Planning Roadmaps and took questions from the Trustees<sup>2</sup>.*

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*Acting Chair Fischl then stated that the final agenda item, Secretary's Report on Board Policies and Communications, would be in written submission only, and available at the Long*

**\*\*\***

*Acting Chair Fischl then announced that the next Board meeting is scheduled for Wednesday, March 29, 2023.*

*Acting Chair Fischl then asked for a motion to adjourn to Executive Session to discuss litigation matters and announced that no votes would be taken and that the Board would not be*

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<sup>2</sup> During the Discussion of the Strategic Planning Roadmaps, upon motion, the Board adjourned due to a fire alarm emergency. Approximately thirty minutes later, the Board reconvened and continued the meeting.

*returning to Open Session. The motion was duly made and seconded, and the following resolution was adopted:*

**1779. EXECUTIVE SESSION – PURSUANT TO SECTION 105 OF THE PUBLIC OFFICERS LAW**

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**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 litigation matters.

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*At approximately 1:01 p.m. the Open Session of the Board of Trustees was adjourned on a motion to enter into Executive Session.*

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