

LONG ISLAND POWER AUTHORITY
MINUTES OF THE
GOVERNANCE, PLANNING, and PERSONNEL COMMITTEE MEETING
HELD ON MARCH 27, 2024

The Governance, Planning, and Personnel Committee of the Long Island Power Authority ("LIPA") was convened at 11:09 a.m. at LIPA Headquarters, Uniondale, NY, pursuant to legal notice given on March 22, 2024; and electronic notice posted on LIPA's website.

The following LIPA Trustees were present, in person:

Tracey Edwards, Board Chair
Valerie Anderson Campbell, Committee Chair
Vanessa Baird-Streeter, Committee Member
Drew Biondo, Committee Member
Mili Makhijani, Committee Member
Laureen Harris
Claudia Lovas (via video conference)
Dominick Macchia
David Manning

Representing LIPA, in person, were Thomas Falcone, Chief Executive Officer; Bobbi O'Connor, General Counsel and Board Secretary; Gary Stephenson, Senior Vice President of Power Supply; Barbara Ann Dillon, Vice President of Human Resources and Administration; Jen Hayen, Director of Communications; and Bill Robins, Digital Media Specialist. Participating via video conferencing was Jason Horowitz, Assistant General Counsel and Assistant Secretary to the Board.

Representing PSEG Long Island, in person, was David Lyons, Interim President and Chief Operating Officer.

Representing the Department of Public Service were Carrie Meek Gallagher, Director; and Nick Forst, Deputy Director.

Representing SOLVE was Merle Riepe, PhD, President.

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

Chair Anderson Campbell stated that the first item on the agenda is the Committee's Annual Self Report to the Board and Review of the Committee Charter to be presented by Bobbi O'Connor.

Ms. O'Connor presented the Committee's Annual Self Report to the Board and Review of the Committee Charter and then took questions from the Trustees.

Chair Anderson Campbell stated that next item on the agenda is the Consideration of Recommendation to Approve the Annual Review of the Property Disposition Policy and Amendments to the LIPA Code of Ethics and Conduct to be presented by Bobbi O'Connor.

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

Requested Action

The Governance, Planning, and Personnel Committee (the "Committee") of the Board of Trustees (the "Board") of the Long Island Power Authority (the "LIPA") is requested to adopt a resolution recommending approval of the annual review of the Property Disposition Policy and Amendments to LIPA's Code of Ethics and Conduct (the "Code of Ethics").

Discussion

In accordance with the New York State Public Authorities Law ("PAL") and governance best practices, the Board has adopted the Board Policy on Property Disposition. Section 2896(1) of the PAL requires that the property disposition guidelines be annually reviewed and approved by LIPA. The Board Policy on Property Disposition was last reviewed and approved by the Board in March 2023.

LIPA Staff recommends no changes to either the Board Policy on Property Disposition.

Amendments to LIPA's Code of Ethics and Conduct

LIPA Staff has reviewed the Code of Ethics and recommends certain minor changes to the Policy to conform with updated law. The New York State Commission on Ethics and Lobbying in Government ("COELIG") was established by the Ethics Commission Reform Act of 2022. COELIG was created to replace what was known as the Joint Commission on Public Ethics ("JCOPE"). References to JCOPE have been removed and replaced with COELIG consistent with Ethics Commission Reform Act of 2022. Additionally, certain other changes have been made to better reflect the threshold related to gifts. Other minor formatting and clerical edits are also included. All amendments are more specifically shown on Exhibit "C".

Recommendation

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

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

RESOLUTION RECOMMENDING APPROVAL THE ANNUAL REVIEW OF PROPERTY DISPOSITION POLICY AND AMENDMENTS TO THE LIPA'S CODE OF ETHICS AND CONDUCT

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

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

WHEREAS, additionally, LIPA Staff has reviewed LIPA's Code of Ethics and Conduct and recommends certain minor changes to the Policy to conform with the Ethics Commission Reform Act of 2022, which created the New York State Commission on Ethics and Lobbying in Government ("COELIG") as a replacement of the Joint Commission on Public Ethics ("JCOPE").

NOW, THEREFORE, BE IT RESOLVED, that pursuant to the Public Authorities Law, the Governance, Planning, and Personnel Committee hereby recommends approval of the annual review of the Board Policy on Property Disposition; and

BE IT FURTHER RESOLVED, the Governance, Planning, and Personnel Committee hereby recommends approval of amendments to LIPA Code of Ethics and Conduct as provided in the attached memorandum.

Chair Anderson Campbell stated that the next item on the agenda is the Presentation on LIPA's Annual Employee Engagement Survey to be presented by Barbara Ann Dillon.

Ms. Dillon presented LIPA's Annual Employee Engagement Survey and then took questions from the Trustees.

At approximately 11:24 a.m., Chair Anderson Campbell stated that the Committee would adjourn to Executive Session. Chair Anderson Campbell stated that no votes would be taken and that the Committee would resume its open session.

After noting that no votes were taken in the Executive Session, the public portion of the meeting of the Governance, Planning, and Personnel Committee reconvened at approximately 12:37 p.m.

Chair Anderson Campbell stated that the last item on the agenda is the Consideration of Recommendation to Appoint an Acting Chief Executive Officer.

Chair Anderson Campbell presented the following action item:

Requested Action

The Governance, Planning & Personnel Committee of the Board of Trustees (the "Committee") is requested to approve a resolution recommending the appointment of John B. Rhodes as Acting Chief Executive Officer ("Acting CEO") of the Long Island Power Authority and its wholly owned subsidiary, the Long Island Lighting Company d/b/a LIPA (collectively, "LIPA") to replace, on an interim basis, LIPA's current Chief Executive Officer, Thomas Falcone, who, on March 18, 2024, announced his decision to resign.

Background

Mr. Rhodes has over 30 years of energy and utility experience, most recently serving as Chief Program Officer at the New York State Department of Public Service Commission ("NYS DPS"). From 2021 to 2022 Mr. Rhodes served as Special Assistant to President Biden for Climate Policy at The White House. Prior to that he was Chair of the Public Service Commission and Chief

Executive Officer of the Department of Public Service. From 2013 to 2017, Mr. Rhodes served as President and Chief Executive Officer at the New York State Energy Resource and Development Authority where he led efforts to develop strategies to drive New York's nation-leading clean energy agenda.

Mr. Rhodes holds an undergraduate degree from Princeton and a masters degree from Yale.

Recommendation

Based on the foregoing, I recommend approval of the above-requested action by the adoption of the Resolution attached hereto as Exhibit "A".

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

RECOMMENDATION TO APPROVE THE APPOINTMENT OF AN ACTING CHIEF EXECUTIVE OFFICER

BE IT RESOLVED, that John B. Rhodes be, and hereby is, recommended for appointment as Acting Chief Executive Officer of the Long Island Power Authority and its wholly-owned subsidiary, Long Island Lighting Company d/b/a/ LIPA ("LIPA"), effective immediately, with an annual salary of \$363,250, until the earlier of his resignation or removal; and

BE IT FURTHER RESOLVED, that the incumbent of the position of Acting Chief Executive Officer shall be an officer of LIPA within the meaning of LIPA's enabling legislation (Chapter 517 of the Laws of 1986), as amended, including Section 1020-bb of the Public Authorities Law, and all other applicable laws.

Chair Anderson Campbell then entertained a motion to adjourn, which was duly made and seconded, after which the meeting concluded at approximately 12:41 p.m.
