



**MINUTES OF THE JOINT SPECIAL MEETING
OF THE
POWER AUTHORITY OF THE STATE OF NEW YORK AND
NEW YORK STATE CANAL CORPORATION**

September 17, 2024

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Minutes of the Joint Meeting of the New York Power Authority's Board of Trustees and Canal Corporation's Board of Directors held at the New York Power Authority's White Plains office at approximately 10:30 a.m.

Members of the Board present were:

John R. Koelmel, Chairman
Dennis T. Trainor
Bethaida González
Laurie Wheelock
Lewis M. Warren, Jr.
Cecily Morris
Michael Cusick

Justin Driscoll	President and Chief Executive Officer
Lori Alesio	Executive Vice President and General Counsel
Adam Barsky	Executive Vice President and Chief Financial Officer
Joseph Kessler	Executive Vice President and Chief Operating Officer
Daniella Piper	Executive Vice President and Chief of Innovation Officer
Alexis Harley	Senior Vice President and Chief Risk & Resiliency Officer
Yves Noel	Senior Vice President and Chief Strategy Officer
Robert Piascik	Senior Vice President – Chief Information & Technology Officer
Karina Saslow	Senior Vice President – Human Resources
Charles Imohiosen	Senior Vice President – Communications and External Affairs
Karen Delince	Vice President and Corporate Secretary
Vennela Yadhati	Vice President – Renewable Project Development
Carley Hume	Chief of Staff and Vice President – Policy – Executive Office
Joshua Cortes	Deputy Chief of Staff – Executive Office
Christopher Vitale	Director Projects
Sheila Quatrocci	Senior Associate Corporate Secretary
Michele Stockwell	Senior Assistant Corporate Secretary

Chair Koelmel presided over the meeting. Corporate Secretary Delince kept the Minutes.

Introduction

Chair John Koelmel welcomed the Trustees/Directors and NYPA and Canal staff members who were present at the meeting. He said that the meeting had been duly noticed as required by the Open Meetings Law and called the meeting to order pursuant to the Authority's Bylaws, Article III, Section 3.

1. Adoption of the September 17, 2024 Proposed Special Meeting Agenda

On motion made by Trustee Dennis Trainor and seconded by Trustee Lewis Warren, Jr., the members adopted the meeting Agenda.

Conflicts of Interest

Chair Koelmel and members Trainor, González, Wheelock, Morris, Warren, and Cusick declared no conflicts of interest based on the list of entities previously provided for their review.

2. DISCUSSION AGENDA:

a. Finance

i. Request for Approval to Issue General Resolution Series 2024 Bonds to Finance Capital Projects and Request for approval of the Green Bond and Commercial Paper Notes Framework Update

Chairman Koelmel said that, as discussed and recommended at the Finance Committee meeting held earlier, the members are requested to approve the issuance of the General Resolution Series 2024 Bonds to finance capital projects and the Green Bond and Commercial Paper Notes Framework update.

On motion made by member Dennis Trainor and seconded by member Laire Wheelock, with Trustee Lewis Warren, Jr. recused from the vote, the following resolution, as recommended by the President and Chief Executive Officer, was adopted.

RESOLVED, that the Finance Committee hereby recommends that the Trustees approve and adopt the Resolution Authorizing the Proposed Issuance of One or More Series of 2024 Revenue Bonds and Related Actions and Approvals (attached as Exhibit A) to the report of the President and Chief Executive Officer, with such amendments, supplements, changes, insertions and omissions thereto as may be approved by the Chair or the President and Chief Executive Officer, which amendments, supplements, insertions and omissions shall be deemed to be part of such resolution as approved and adopted hereby, to provide for the issuance of obligations of the Authority for the purpose of financing capital improvements and related costs; and be it further

RESOLVED, that the Finance Committee hereby recommends that the Trustees approve and adopt the Green Bonds and Green Commercial Paper Notes Framework Update (attached as Exhibits B and C to the report of the President and Chief Executive Officer) with such amendments, supplements, changes, insertions and omissions thereto as may be approved by the Chair or the President and Chief Executive Officer, which amendments, supplements, insertions and omissions shall be deemed to be part of such resolution as approved and adopted hereby, to provide for the issuance of obligations of the Authority for the purpose of financing capital improvements and related costs; and be it further

RESOLVED, that the Finance Committee recommends that the Trustees affirm that the Chair, the President and Chief Executive Officer, and all other officers of the Authority be authorized on behalf of the Authority to do any and all things, take any and all actions and execute and deliver any and all agreements, certificates and other documents to effectuate the foregoing resolution, subject to the approval of the form thereof by the Executive Vice President and General Counsel.

3. Next Meeting

The next meeting of the New York Power Authority's Trustees and the Canal Corporation's Board of Directors will be held on Tuesday, October 8, 2024 unless otherwise designated by the Chairman with the concurrence of the Trustees.

Closing

On motion made by member Dennis Trainor and seconded by member Lewis Warren, Jr., the meeting was adjourned at approximately 11:04 a.m.

A handwritten signature in cursive script that reads "Karen Delince".

Karen Delince
Corporate Secretary