

**LONG ISLAND POWER AUTHORITY**  
**MINUTES OF THE GOVERNANCE COMMITTEE MEETING**  
**HELD ON MAY 18, 2016**

*The Governance Committee of the Long Island Power Authority (the "Authority") was convened 10:52 a.m. at LIPA Headquarters, Uniondale, NY, pursuant to legal notice given on May 13, 2016; and electronic notice posted on the Authority's website.*

*The following Trustees of the Authority were present:*

*Thomas McAteer, Acting Chair  
Suzette Smookler, Committee Member  
Sheldon Cohen  
Jeffrey Greenfield*

**Representing the Authority were; Thomas Falcone, Chief Executive Officer; Jon Mostel, General Counsel; Bobbi O'Connor, Deputy General Counsel; Rick Shansky, Managing Director of Operations Oversight; John Little, Managing Director of Strategy and Policy; and Barbara Ann Dillon, Director of Human Resources and Administration.**

*Trustee Thomas McAteer announced that he was asked to conduct the meeting as Acting Chair, since Chairman Mark Fischl could not attend.*

*Acting Chair McAteer noted the committee quorum and welcomed everyone to the Governance Committee meeting of the Long Island Power Authority Board of Trustees.*

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*Acting Chair McAteer stated the first item on the agenda is the adoption of the minutes from the March 21, 2016 Committee meeting.*

*The Acting Chair made a motion to accept the minutes of the March 21, 2016 meeting. Upon motion duly made and seconded, the minutes were approved unanimously.*

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*Acting Chair McAteer stated that the next item on the agenda is consideration of recommendation to approve Property Disposition Guidelines and Procurement Policy which would be presented by Mr. Mostel.*

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

### **Requested Action**

The Governance Committee is requested to adopt a resolution recommending that the full Board adopt (i) the Long Island Power Authority (the “Authority”) Guidelines Regarding the Use, Awarding, Monitoring and Reporting of Procurement Contracts (the “Procurement Guidelines”), in the form attached hereto as Exhibit B, and (ii) the Authority’s Property Disposition Guidelines, as revised (the “Disposition Guidelines”), in the form attached hereto as Exhibit C.

### **Background**

Section 2879 of the Public Authorities Law requires certain public authorities, including LIPA, to periodically review and approve procurement guidelines, which set forth LIPA’s operative policy and instructions regarding the use, awarding, monitoring and reporting of procurement contracts. The Procurement Guidelines were last reviewed and approved by the Trustees in August 2015. Staff has reviewed the Procurement Guidelines and is not recommending any changes to them at this time.

Section 2896 of the Public Authorities Law requires the Authority to adopt, and periodically review and approve comprehensive guidelines regarding the use, awarding, monitoring and reporting of contracts for the disposal of Authority property. The Disposition Guidelines were last reviewed and approved by the Trustees in September 2011. Based on Staff’s review, it has been determined that the Disposition Guidelines should be updated to refer to the proper titles of the officers currently appearing on the Authority’s organizational chart.

### **Recommendation**

Based upon the foregoing, I recommend the approval of the above-requested action by adoption of resolutions in the form attached hereto as Exhibits A and B.

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

**RECOMMENDATION OF APPROVAL OF THE LONG ISLAND POWER AUTHORITY PROCUREMENT GUIDELINES**

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**RESOLVED**, that the Governance Committee of the LIPA Board of Trustees hereby recommends that the Board of Trustees approve and adopt the Guidelines Regarding the Use, Awarding, Monitoring and Reporting of Procurement Contracts, in the form presented at this meeting to be effective immediately.

**RECOMMENDATION OF APPROVAL OF MODIFICATIONS TO THE LONG ISLAND POWER AUTHORITY PROPERTY DISPOSITION GUIDELINES**

**RESOLVED**, that the Governance Committee of the LIPA Board of Trustees hereby recommends that the Board of Trustees approve and adopt the Property Disposition Guidelines, in the form presented at this meeting to be effective immediately.

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*Acting Chair McAteer stated that the next item on the agenda is consideration of recommendation to approve Revised Mission Statement of the Long Island Power Authority which would be presented by Mr. Little.*

*Mr. Little presented the Revised Mission Statement and took questions from the Trustees.*

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

**RECOMMENDATION FOR APPROVAL OF REVISED LONG ISLAND POWER AUTHORITY MISSION STATEMENT**

**WHEREAS**, in accordance with the Public Authorities Reform Act (Chapter 506 of the Laws of 2009) the Long Island Power Authority (the “Authority”), like all other public authorities, is required to adopt a mission statement and review it annually; and

**WHEREAS**, the mission statement should address the intent and purpose for which a public authority was created, and set forth a clear and concise statement of its philosophy, guiding principles, values and culture to staff, stakeholders and the public; and

**WHEREAS**, the Authority last revised its mission statement in 2014 and has now been operating for over two years under the structure resulting from the LIPA Reform Act (Chapter 173 of the Laws of 2013); and

**WHEREAS**, Staff now proposes revisions to the Authority’s existing mission statement to better communicate its responsibilities as specified in the LIPA Reform Act, as well as its current strategic and organizational goals and objectives to its stakeholders; and

**WHEREAS, it has been determined by the Authority's Staff that the proposed, revised statement, as attached hereto, will better describe the Authority's operations and provide the public with a better understanding of the services the Authority provides, the community it serves, and the reasonable expectations of its stakeholders:**

**NOW, THEREFORE, BE IT IS RESOLVED, that the Governance Committee of the Board of Trustees hereby recommends that the full Board approve and adopt a revised "Mission Statement" in the form presented at this meeting.**

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*Acting Chair McAteer then entertained a motion to adjourn, which was duly made and seconded, after which the meeting concluded at approximately 11:01 a.m.*