

THE NEW YORK INDEPENDENT SYSTEM OPERATOR, INC.
FINAL MINUTES OF BOARD OF DIRECTOR'S MEETING (VIA WEBEX)
REGULAR SESSION – NOVEMBER 17, 2020

The Board of Directors of the New York Independent System Operator (NYISO) met, via WebEx, on November 17, 2020. Chairman Dan Hill chaired the meeting, and all Board members were present. Ms. Egan, Ms. Hussey, Ms. Nelson, and Messrs. Fernandez, Gonzales, Jones, Lanahan, and Mukerji, were also present. Mr. Adam Evans of the Public Service Commission was also in attendance.

I. Approval of Board Meeting Minutes

Upon motion duly made and seconded, the Board approved the September 15, 2020 Board meeting minutes, and deferred approval of the October 20, 2020 Board meeting minutes until the next meeting.

II. Consent Agenda

There were no items on the Consent Agenda this month.

III. Report of the Board Chair

Chairman Dan Hill provided his report during the Board's Executive Session meeting.

IV. Committee Reports

A. Audit & Compliance

Ms. Marrinan reported that the Audit & Compliance Committee met, via WebEx, on November 16, 2020 and discussed/approved the following:

1. Minutes – 10/19/20 A&C Committee meeting – Approved
2. Annual State of Compliance – Per the Audit & Compliance Committee Charter, Mr. Fernandez provided a thorough briefing on the NYISO's Compliance Program.
3. Cyber & Physical Security Update – Mr. Chapman briefed the A&C Committee on items outlined in his memo.
4. 2020 SOC 1/SSAE18 Update (KPMG) – KPMG provided a 2020 SOC 1 Audit Report summary, and reported that they examined the NYISO's description of its Bid-to-Bill System for bidding, accounting, billing and settlements of energy, regulation, capacity, transmission reserves, and related market services for user entities' transactions, and will issue their report no later than November 18, 2020. KPMG's examination included

procedures to determine, based on criteria described in the NYISO management assertion included in the report that: (1) The description fairly presents how the Bid-to-Bill System made available to user entities of the system was designed and implemented throughout the period October 1, 2019 to September 30, 2020; (2) the controls related to the control objectives stated in the description were suitably designed and operating effectively throughout the period October 1, 2019 to September 30, 2020 to achieve those control objectives if user entities applied the complementary controls assumed in the design of the NYISO's controls.

The Audit & Compliance Committee thoroughly reviewed and accepted the 2020 SOC 1 Audit Report, and the auditor's unqualified opinion, and made a motion for Board acceptance of the 2020 SOC 1 Audit Report and KPMG's unqualified opinion. The Board approved the motion.

5. Met in Executive Session with KPMG.

B. Commerce & Compensation

Mr. Ryan reported that the Commerce & Compensation Committee met, via WebEx, on November 16, 2020 and discussed/approved the following:

1. NYISO Draft 2021 Budget – Motion for Board approval of the NYISO's 2021 Budget in the amount of \$167.4M and a Rate Schedule 1 charge of \$1.137 MWh was approved by the Board.
2. 2021 Draft Annual Incentive Goals – Motion for Board approval of the 2021 Annual Incentive Goals, as presented, was approved by the Board.
3. 2021 Business Plan – Motion for Board approval of the 2021 Business Plan was approved by the Board.
4. NYISO 2020 Projected Budget vs. Actual Results – discussed Market Participant feedback regarding options for disposition of funds retained in 2020.

C. Governance

Mr. Bemis reported that the Governance Committee met on November 12, 2020, via conference call, and received a briefing from Paul Benson of Heidrick & Struggles of the candidates that the BSSC selected at their November 2, 2020 meeting for interviews in January 2021. The BSSC will select six candidates following those interviews to present to the Board for interviews in March 2021. The new Board members will be seated at the April 2021 Board meeting.

D. Reliability & Markets

Mr. Lynch reported that the Reliability & Markets Committee met, via WebEx, on November 16, 2020 and discussed/approved the following:

1. 2021-2025 ICAP Demand Curve Reset – The R&M Committee approved the 2021-2025 ICAP Demand Curve Reset on November 16th and the Board approved it on November 17, 2020 in Executive Session.
2. 2020 Reliability Needs Assessment (RNA) – Motion for Board approval of the 2020 Reliability Needs Assessment, as presented, was approved by the Board.
3. Proposed Revisions to Economic Planning Process.
4. Review of External MMU Performance/Summary of MMU Feedback from MPs, etc.

V. Report of the President & CEO

Mr. Dewey provided a Pandemic (COVID-19) update, and Class Year 2019 update.

VI. Report of the COO

Mr. Gonzales briefed the Board on items outlined in the COO Report included in the Board package.

VII. Other Business

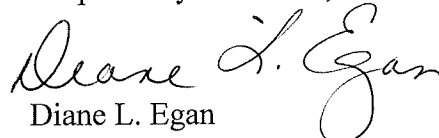
Ms. Bie reviewed the Strategic Planning process, and reported that the Board approved the 2021-2025 Strategic Plan in Executive Session.

There were no other topics for discussion.

VIII. Next Meeting

The next meeting of the Board is being held on December 3, 2020.

Respectfully submitted,



Diane L. Egan

Corp. Secretary & Secretary to the Board