

THE NEW YORK INDEPENDENT SYSTEM OPERATOR, INC.
FINAL MINUTES OF BOARD OF DIRECTOR'S MEETING
REGULAR SESSION – APRIL 16, 2019

The Board of Directors of the New York Independent System Operator (NYISO) met at NYISO Headquarters in Rensselaer, NY on April 16, 2019. Chairman Bie chaired the meeting, and all Board members were present. Ms. Egan, Ms. Gach, Ms. Hussey, Ms. Nelson, and Messrs. Chapman, Dewey, Fernandez, Gonzales, Jones, Lanahan, Mukerji, Smith and Yeomans were also present.

I. Approval of Board Meeting Minutes

Upon motion duly made and seconded, the Board approved the February 12, 2019 Board meeting minutes, and deferred approval of the March 19, 2019 Board meeting minutes until the next meeting.

II. Consent Agenda

There were no items on the Consent Agenda for approval this month.

III. Report of the Board Chair

No items to report on this month.

IV. Committee Reports

A. Audit & Compliance

The Audit & Compliance and Commerce & Compensation Committees met jointly on April 15, 2019 and discussed/accepted the following:

- 1) 2018 Financial Statement Presentation – Mr. Dan White of KPMG reported that KPMG audited the financial statements of the NYISO for the year ended December 31, 2018 and 2017, and issued an unmodified opinion, dated March 15, 2019.

Mr. Hill reported that the Audit & Compliance and Commerce & Compensation Committees accepted KPMG's audit of the 2018 NYISO Financial Statement, and made a motion for Board acceptance and release of KPMG's audit report and unmodified opinion letter. The Board approved the motion.

- 2) The Audit & Compliance and Commerce & Compensation Committees met in Executive Session with KPMG.

The Audit & Compliance Committee met on April 15, 2019 and discussed/approved the following:

- 1) Minutes – 3/18/19 A&C Committee Meeting – Approved.
- 2) Internal Audit Report.
- 3) EMS/BMS System Upgrade Project – Update.
- 4) Cyber & Physical Security Program Update.
 - a. Cyber Security Operations Center Staffing
 - b. DHS/NYISO/NYS TO Technical Security Exercise

B. Commerce & Compensation

Mr. Ryan reported that the Commerce & Compensation Committee met on April 15, 2019 and discussed/approved the following:

- 1) Disposition of Funds Remaining from 2018 Budget Cycle – Reviewed and approved NYISO management’s recommendation to retain the remaining \$10.6M from the 2018 budget to pay down principal on outstanding debt. Motion for Board approval of the recommendation was approved.
- 2) Tariff Revision – Proposed Change to Fixed Price TCC Credit Requirements – Reviewed and approved NYISO management’s recommendation to authorize the NYISO to file with the Federal Energy Regulatory Commission, pursuant to Section 205 of the Federal Power Act, tariff revisions to Attachment K of the Market Administration and Control Area Services Tariff regarding the Proposed Change to Fixed Price TCC Credit Requirement. Motion for Board approval of the recommendation was approved.

C. Governance

Mr. Bemis reported that the Governance Committee met on April 15, 2019 and discussed/approved the following:

- 1) Employee Survey.
- 2) Board Committee Charters – Motion for Board approval of the Board Committee Charters, effective April 2019, was approved.
- 3) Membership on Board Committees – Motion for Board approval of the Board Committee structure, as presented, effective April 16, 2019, was approved by the Board at the April 2019 Annual Board meeting.
- 4) Resolution – Nominees for Re-Election/Election as Board Chairman and Vice Chairman – Motion for Board approval to re-elect Ms. Ave Bie as Board Chairman for a term of one year, and election of Mr. Daniel Hill as Vice Chairman for a term of one year, commencing on the date hereof, was approved at the April Annual Board meeting.

- 5) Resolution – Nominee for Re-Election to the Board of Directors – Motion for Board approval to re-elect Mr. Michael Bemis for another four-year term, commencing on the date hereof and terminating at the April Annual Board meeting for the year 2023 was approved at the April Annual Board meeting.
- 6) Proposed 2020 Board Meeting Dates – Motion for Board approval of the proposed 2020 Board meeting dates, as amended, was approved by the Board.

D. Reliability & Markets

The Reliability & Markets Committee met on April 15, 2019 and discussed/approved the following:

- 1) Tariff Revision – Establishing Zone J Operating Reserves – Reviewed and approved NYISO management’s recommendation to implement the proposed tariff enhancements – Motion for Board approved of NYISO management’s recommended tariff revisions to implement the proposed enhancements and to authorize the NYISO to file the revisions with the Federal Energy Regulatory Commission, pursuant to Section 205 of the Federal Power Act, was approved by the Board.
- 2) Power Trends 2019 – Motion for Board approval of the Power Trends 2019 was approved. At the April 15th meeting, the Committee granted authority to the R&M Committee Chair to review and approve the final report once the proposed changes are made.
- 3) Public Policy Transmission Planning Process Improvements.
- 4) Draft 2019-2028 Comprehensive Reliability Plan (CRP) with DEC Peaker Rule Scenario – Reviewed next steps and timeline.
- 5) Distributed Energy Resources (DER) Integration into Wholesale Markets.
- 6) 2018-2019 Winter Operations.

V. Report of the Interim President & CEO

Mr. Fernandez provided his report in Executive Session.

VI. Chief Operating Officer Report

Mr. Gonzales briefed the Board on items outlined in the COO Report, and the Operations Performance Metrics Monthly Report.

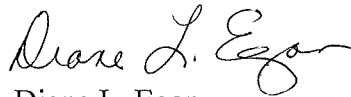
VII. Other Business

There were no other topics for discussion.

VIII. Next Meeting

The next meeting of the Board is being held on June 4, 2019 at the Sagamore Resort in Bolton Landing, NY.

Respectfully submitted,

A handwritten signature in cursive script that reads "Diane L. Egan".

Diane L. Egan

Corp. Secretary & Secretary to the Board