



**BY-LAWS
of the
POWER AUTHORITY
OF THE STATE OF NEW YORK and the NEW YORK STATE CANAL
CORPORATION
Statutory Authority
Public Authorities Law §1004**

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Power Authority of the State of New York/New York State Canal Corporation
30 South Pearl Street
Albany, New York 12207

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ARTICLE I – Offices

Section 1. Principal Office

The principal office of the Power Authority of the State of New York (hereinafter referred to as the "Authority") and the New York State Canal Corporation (hereinafter referred to as the "Canal Corporation") shall be its Albany, New York office.

Section 2. Other Offices

The Authority/Canal Corporation may also have offices at such other places as the Trustees of the Authority (hereinafter referred to collectively as the "Trustees" and each individually as a "Trustee") and the Board of Directors of the Corporation (hereinafter referred to collectively as the "Board of Directors" and each individually as a "Board of Director") may from time to time determine or the business of the Authority may require.

Section 3. Books and Records

Except as otherwise determined by the Trustees/Board of Directors or as the business of the Authority/Canal Corporation may require, all books and records of the Authority/Canal Corporation shall be kept at its White Plains, New York office.

ARTICLE II – Trustees

Section 1. Number, Term, Appointment and Vacancies

The number and term of Trustees/Board of Directors and the appointment and process of filling vacancies shall be governed by Title 1 of Article 5 of the New York State Public Authorities Law (hereinafter referred to as the "Power Authority Act"). The Canal Corporation Board members shall be the same persons holding the offices of the Trustees of the Authority and the Chair of the Authority shall hold the same position as the Chair of the Canal Corporation.

Section 2. Powers and Duties

The powers and duties of the Trustees/Board of Directors shall be governed by the Power Authority Act and shall include those powers and duties set forth in the Public Authorities Law. To implement these powers and duties, the Trustees/Board of Directors shall, oversee the chief executive and executive management in the effective

and ethical management of the Authority/Canal Corporation. Trustees/Board of Directors shall be responsible for acting in good faith, with independent judgment and shall adhere to the code of conduct and conflict of interest procedure. The following are certain, but not all, actions by the Authority/Canal Corporation that require an act of the Trustees/Board of Directors:

- (a) establishment of policies regarding the payment of salary, compensation and reimbursements to, and establish rules for the time and attendance of, the chief executive and management;
- (b) adoption of a code of ethics applicable to each officer, director and employee that, at a minimum, includes the standards established in section seventy-four of the public officers law;
- (c) establishment of written policies and procedures on personnel including policies protecting employees from retaliation for disclosing information concerning acts of wrongdoing, misconduct, malfeasance, or other inappropriate behavior by an employee or board member of the authority, investments, travel, the acquisition of real property and the disposition of real and personal property and the procurement of goods and services; and
- (d) adoption of a defense and indemnification policy and disclose such policy to any and all prospective Trustees/Board of Directors.

ARTICLE III - Trustees' Meetings

Section 1. General

The meetings of the Trustees/Board of Directors shall be governed by Article 7 of the Public Officers Law (hereinafter referred to as the "Open Meetings Law").

Section 2. Place of Meetings

Meetings of the Trustees/Board of Directors shall be held at the principal office of the Authority/Canal Corporation or at such other place as the Trustees/Board of Directors may from time to time designate.

Section 3. Videoconferencing Meetings

As authorized by the Open Meetings Law, meetings of Trustees/Board of Directors may be conducted by videoconferencing if the public is provided an opportunity to attend, listen and observe at any site at which a Trustee/Board of Director participates in such meeting.

Section 4. Annual Meeting

The annual meeting of the Trustees/Board of Directors shall be held in March of each year, unless otherwise determined by them and at such time and place as the Trustees/Board of Directors may from time to time designate.

Section 5. Regular Meetings

Regular meetings of the Trustees/Board of Directors shall be held in accordance with a schedule adopted annually by the Trustees/Board of Directors for that purpose and may be changed from time to time within that year by the Chair in consultation with the Trustees/Board of Directors.

Section 6. Special Meetings

Special meetings of the Trustees/Board of Directors may be called by the Chair or Vice Chair or upon the request of any three Trustees/Board of Directors. The Corporate Secretary shall give notice of the time, place and purpose or purposes of each special meeting by mail at least three days before the meeting or in person or by telephone or facsimile or by other electronic communication at least two days before the meeting to each Trustee/Board of Directors. The notice required to be given under this section may be waived by the Trustee/Board of Director to whom such notice is required to be given.

Section 7. Quorum

At all meetings, the presence of four Trustees/Board of Directors shall be necessary to constitute a quorum and shall be sufficient for the transaction of business. Any act shall be sufficient for the transaction of business if such four Trustees are in agreement and any act of such four Trustees/Board of Directors present at a meeting and which constitutes a quorum shall be an act of the Trustees/Board of Directors. A Trustee/Director may participate by videoconference, which shall count for quorum and voting purposes. A Trustee/Director may participate by telephone but such participation shall not count for quorum or voting purposes.

ARTICLE IV – Officers

Section 1. Officers

The officers of the Authority/Canal Corporation shall be a Chair and a Vice Chair, a Chief Executive Officer, and such engineering, marketing and legal officers and employees as the Trustees may require from time to time, including, without limitation, the Chief Operating Officer, General Counsel, Chief Financial Officer, Chief Commercial Officer, Corporate Secretary, Treasurer, Controller, and Chief Internal Audit Officer.

Section 2. Appointment of Officers

The officers shall be appointed by formal resolution adopted by the Trustees/Board of Directors upon the recommendation of the Governance Committee at any annual, regular or special meeting of the Trustees/Board of Directors, except that the Chief Internal Audit Officer, shall be appointed by the Trustees/Board of Directors upon the recommendation of the Audit Committee.

Section 3. Term of Office

All officers shall each hold office until a successor is chosen and qualified or until they are removed earlier, resignation or death.

Section 4. Vacancies

The Trustees/Board of Directors may fill these positions with an acting or interim appointment until such time as a permanent replacement is appointed.

Section 5. Removal

Any officer appointed by the Trustees/Board of Directors herein shall be subject to removal at any time by the Trustees/Board of Directors with or without cause.

Section 6. Compensation of Officers

The Chair shall receive such salary or compensation as may be determined by the Trustees/Board of Directors, not to exceed the level set by Section 1003 of the Power Authority Act and Section 169(1)(f) of Executive Law. The Trustees/Board of Directors shall set compensation levels for the Chief Executive Officer and officers.

Section 7. Powers and Duties

A. Chair

The Chair shall preside at all meetings of the Trustees/Board of Directors, shall be responsible for developing the strategic vision and mission of the Authority/Canal Corporation and shall on behalf of the Trustees/Board of Directors oversee the chief executive and management in the effective and ethical management of the Authority/Canal Corporation. The Chair may appoint such assistants and employees as

they may deem necessary to perform such function and may fix their power, duties and compensations. The Chair may delegate to the Vice Chair, President and Chief Executive Officer or other officer or officers such of the Chair's powers and functions in the general supervision of the business of the Authority/Canal Corporation to the extent such delegation is consistent with the Power Authority Act and other applicable provisions of law.

B. Vice Chair

The Vice Chair shall possess such powers and shall perform such duties as may be assigned from time to time by the Trustees/Board of Directors. The Vice Chair shall be Acting Chair in the absence or incapacity of the Chair and shall assume the powers and perform all duties of the Chair if the Chair is unable to perform such duties for any reason. The Vice Chair, when acting in the capacity of Acting Chair under this section, may delegate the powers or duties of Chair to another Trustee/Board of Director or the President and Chief Executive Officer during the period of disability or incapacity of the Chair.

C. President and Chief Executive Officer

The President and Chief Executive Officer of the Authority/Canal Corporation shall report directly to the Trustees/Board of Directors, and shall be responsible for the general supervision and direction of the operations, business and activities of the Authority/Canal Corporation, with the exception of those activities or business units under the supervision of officers reporting to the Chair or the Trustees/Board of Directors. The President and Chief Executive Officer may sign, execute and deliver in the name of the Authority/Canal Corporation powers of attorney, contracts, agreements, leases, notes, checks, drafts, bonds, obligations and such documents other than those required by these By-laws, law or resolution to be executed by the Chair and/or the Corporate Secretary. The President and Chief Executive Officer may, as deemed appropriate, delegate their powers and responsibilities to any officers of the Authority.

D. Executive Vice President and Chief Operating Officer

The Executive Vice President and Chief Operating Officer of the Authority shall report directly to the President and Chief Executive Officer, shall manage and monitor the utility operations of the Authority/Canal Corporation, and shall exercise such other duties as the President and Chief Executive Officer or Trustees shall from time to time determine. The Executive Vice President and Chief Operating Officer may, as deemed appropriate, delegate their powers and responsibilities to any officers of the Authority/Canal Corporation.

E. Executive Vice President and General Counsel

The Executive Vice President and General Counsel of the Authority/Canal Corporation shall report to both the Trustees/Board of Directors and the President and Chief

Executive Officer, and shall advise and represent the Authority/Canal Corporation generally in all legal matters and proceedings, including legislative proceedings, shall designate those employees who shall be eligible to accept service of process on behalf of the Authority/Canal Corporation, and shall exercise such other duties as the President and Chief Executive Officer or Trustees/Board of Directors shall from time to time determine. In addition, the Executive Vice President and General Counsel, together with the Chair and the Trustees/Board of Directors, shall supervise and direct the activities of the Office of the Corporate Secretary and the Office of Ethics and Compliance.

F. Executive Vice President and Chief Financial Officer

The Executive Vice President and Chief Financial Officer of the Authority/Canal Corporation shall be responsible for the overall supervision of the financial activities of the Authority/Canal Corporation, and shall exercise such other duties as the President and Chief Executive Officer or Trustees/Board of Directors shall from time to time determine. The Executive Vice President and Chief Financial Officer report directly to the President and Chief Executive Officer and shall, when requested, give advice to the Chair and Trustees/Board of Directors.

G. Chief Commercial Officer

The Chief Commercial Officer of the Authority/Canal Corporation shall report directly to the President and Chief Executive Officer, shall oversee all of the power programs for economic development and energy efficiency, and shall exercise such other duties as the President and Chief Executive Officer or Trustees/Board of Directors shall from time to time determine. The Executive Vice President and Chief Commercial Officer shall perform such other duties as the President and Chief Executive Officer may from time to time determine.

H. Corporate Secretary

The Corporate Secretary shall report to the Trustees/Board of Directors, and the Executive Vice President and General Counsel, and shall attend all meetings of the Trustees/Board of Directors and be responsible for maintaining the corporate record, giving notice of all meetings and affixing the corporate seal to all documents as authorized, and shall exercise such other duties as the President and Chief Executive Officer or Trustees/Board of Directors shall from time to time determine.

I. Treasurer

The Treasurer shall have general custody of all funds and securities of the Authority/Canal Corporation and have general supervision of the collection and disbursement of Authority/Canal Corporation funds and shall endorse on behalf of the Authority/Canal Corporation for collection checks, notes and other obligations, and shall deposit the same to the credit of the Authority/Canal Corporation in such bank or banks

or depositories as the Trustees/Board of Directors may designate. The Treasurer may sign with the Chair, or such other person or persons as may be designated for such purpose by the Trustees/Board of Directors, all bills of exchange or promissory notes of the Authority/Canal Corporation, and shall exercise such other duties as the President and Chief Executive Officer or Trustees/Board of Directors shall from time to time determine.

J. Controller

The Controller shall be in charge of the accounting operations, the preparation of fiscal accounts and the coordination of external audits of the Authority/Canal Corporation, and shall exercise such other duties as the President and Chief Executive Officer or Trustees/Board of Directors shall from time to time determine.

K. Senior Vice President, Internal Audit

The Senior Vice President, Internal Audit shall report directly to the Trustees/Board of Directors and shall have such other powers and perform such other duties as customarily pertain to such office, and shall exercise such other duties as the President and Chief Executive Officer or Trustees/Board of Directors shall from time to time determine. The Senior Vice President, Internal Audit shall meet at least twice per year with the Audit Committee.

L. Succession – Absence or Vacancy of Office of President and Chief Executive Officer

In the event of the incapacity or absence of the President and Chief Executive Officer, the Executive Vice President and Chief Operating Officer, shall perform the duties of the President and Chief Executive Officer. If the office of Executive Vice President and Chief Operating Officer, is vacant or the incumbent is absent, then the Executive Vice President and General Counsel shall perform the duties of the President and Chief Executive Officer. If the offices of Executive Vice President and Chief Operating Officer, and Executive Vice President and General Counsel are vacant or the respective incumbents are absent, then the Executive Vice President and Chief Financial Officer shall perform the duties of the President and Chief Executive Officer.

ARTICLE V – Committees

Section 1. Executive Management Committee

The President and Chief Executive Officer, the Executive Vice President and Chief Operating Officer, the Executive Vice President and General Counsel, the Executive Vice President and Chief Financial Officer, and such other officers and employees as the President and Chief Executive Officer may from time to time designate shall be members of an Executive Management Committee which shall periodically review and

propose Authority corporate strategies, policies and programs and shall report on and make recommendations, to the Trustees. Any officer or employee so designated shall serve on the Executive Management Committee at the pleasure of the President and Chief Executive Officer. The President and Chief Executive Officer, or in whose absence or disability their designee, shall preside at Executive Management Committee meetings, which shall be held quarterly or more often as the President and Chief Executive Officer may designate.

Section 2. Audit Committee

The Trustees/Board of Directors shall establish an Audit Committee to be comprised of not less than three independent members, appointed by the Trustees, who shall constitute a majority on the committee, and who shall possess the necessary skills to understand the duties and functions of the Audit Committee; provided, however, that in the event that the Trustees/Board of Directors have less than three independent members, the Trustees/Board of Directors may appoint non-independent members to the Audit Committee, provided that the independent members must constitute a majority of the members of the Audit Committee. The Audit Committee shall have responsibilities related to: the independent auditor and annual financial statements; the Authority's internal auditors; oversight of management's internal controls, compliance and risk assessment practices; and miscellaneous issues related to the financial practices of the Authority/Canal Corporation. The committee shall, among other duties, recommend to the Trustees/Board of Directors the hiring of a certified independent accounting firm for such authority, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of the independent audit performed by the accounting firm hired for such purposes. The Audit Committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to fulfill all the required obligations and duties.

Section 3. Governance Committee

The Trustees/Board of Directors shall establish a Governance Committee to be comprised of not less than three independent members, appointed by the Trustees, who shall constitute a majority on the committee, and who possess the necessary skills to understand the duties and functions of the Governance Committee; provided, however, that in the event that the Trustees have less than three independent members, the Trustees/Board of Directors may appoint non-independent members to the Governance Committee, provided that the independent members must constitute a majority of the members of the Governance Committee. It shall be the responsibility of the members of the Governance Committee, among other duties to keep the Trustees/Board of Directors informed of current best governance practices; to review corporate governance trends; to recommend updates to the corporate governance principles; to review special investigations and whistleblower policies; to advise appointing authorities on the skills and experience required of potential Trustees/Board of Directors; to examine ethical and conflict of interest issues; to perform Trustee/Board of Directors

self-evaluations; and to recommend By-laws which include rules and procedures for conduct of Trustee/Board of Director business. The Governance Committee will meet a minimum of twice a year; with the exception that additional meetings may be required to adequately fulfill all the required obligations and duties.

Section 4. Finance Committee

The Trustees/Board of Directors shall establish a Finance Committee to be comprised of not less than three independent members, appointed by the Trustees/Board of Directors, who shall constitute a majority on the committee, and who shall possess the necessary skills to understand the duties and functions of the Finance Committee provided, however, that in the event that the Trustees have less than three independent members, the Trustees/Board of Directors may appoint non-independent members to the Finance Committee, provided that the independent members must constitute a majority of the members of the Finance Committee. It shall be the responsibility of the Finance Committee to review proposals for the issuance of debt by the Authority/Canal Corporation and make appropriate recommendations to the Trustees/Board of Directors and perform such other responsibilities as the Trustees/Board of Directors shall from time to time assign to it. The Finance Committee will meet prior to any debt issuance planned to be undertaken by the Authority/Canal Corporation, as well at such times deemed advisable by the chair, at minimum once a year.

Section 5. Risk and Resiliency Committee


The Trustees/Board of Directors shall establish a Risk and Resiliency Committee to be comprised of not less than three independent members, appointed by the Trustees/Board of Directors, who shall constitute a majority on the committee, and who possess the necessary skills to understand the duties and functions of the Risk and Resiliency Committee; provided, however, that in the event that the Trustees/Board of Directors have less than three independent members, the Trustees/Board of Directors may appoint non-independent members to the Risk and Resiliency Committee, provided that the independent members must constitute a majority of the members of the Risk and Resiliency Committee. It shall be the responsibility of the members of the Risk and Resiliency Committee, among other duties to keep the Trustees/Board of Directors informed of current risk and resiliency best practices and assist the Trustees/Board of Directors in fulfilling their risk and resiliency oversight responsibilities. The Risk and Resiliency Committee will regularly report to the Trustees/Board of Directors about committee activities, issues and related recommendations.

Section 6. Other Committees

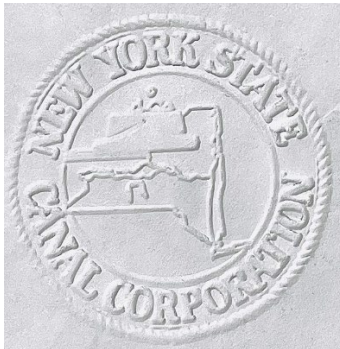
The Trustees/Board of Directors or the Chair may appoint other committees which shall have and may exercise such powers as shall be authorized by the Trustees/Board of Directors, Chair or President and Chief Executive Officer.

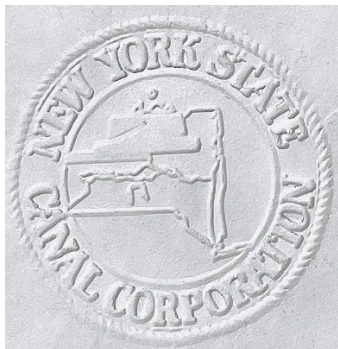
ARTICLE VI - Corporate Seal

Section 1. Seal

- a. The seal of the Authority shall be a design symbolizing its activities and shall be surrounded by the words "Power Authority of the State of New York" as shown by the following impression of such seal:



- b. The seal of the Corporation shall be a design bearing the outline of the map of the State of New York and generally indicating the route of the Canal system and bearing the words "New York State Canal Corporation" around the circumference thereof. The Secretary shall be the custodian of the seal as shown by the following impression of such seal:



ARTICLE VII - Fiscal Management

Section 1. Fiscal Year

The Trustees/Board of Directors shall have the power to fix, and may, from time to time, change by resolution, the fiscal year of the Authority/Canal Corporation. Unless otherwise fixed by the Trustees/Board of Directors, the calendar year shall be the fiscal year.

Section 2. Strategic Plan

The Trustees/Board of Directors shall annually review a strategic plan developed by the Executive Management Committee, which shall become the basis for the development of departmental plans, the annual budget and the capital expenditure plan.

Section 3. Annual Budgets

The Trustees/Board of Directors shall annually adopt and submit, as prescribed by the Public Authorities Law, an operation and maintenance budget and a capital budget for the Authority's operating facilities and support departments.

Section 4. Capital Expenditure Plan

The Trustees/Board of Directors shall review an annual capital expenditure plan which shall summarize all present and proposed capital projects.

Section 5. Expenditure Authorization Procedures

The Trustees/Board of Directors shall adopt expenditure authorization procedures which shall govern the annual budget, capital expenditure plan, contract executions and all approval authorizations.

Section 6. Disbursement of Funds

The Trustees/Board of Directors, except as otherwise provided in these By-laws, may authorize any officer or other employee to execute any requisition, voucher, draft or check for the disbursement or transfer of funds of the Authority/Canal Corporation.

ARTICLE VIII – Execution of Instruments

Section 1. Execution of Instruments

The Trustees/Board of Directors, except as otherwise provided in these By-laws, may authorize any officer, employee or agent, pursuant to the expenditure authorization procedures or otherwise, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority/Canal Corporation, and such power to execute and deliver may be general or specific; unless so authorized, no officer, employee or agent shall have any power or authority to bind the Authority/Corporation by any contract or engagement or pledge of its credit or to render it liable pecuniarily for any purpose or in any amount. The Vice President – Strategic Supply Management is authorized to execute contracts, agreements and other documents and instruments in accordance with the expenditure authorization procedures.

ARTICLE IX – Amendment

Section 1. Amendment

The Trustees/Board of Directors shall have the power to amend, alter or repeal any provision or provisions of these By-laws at any annual, regular or special meeting.

ARTICLE X – Miscellaneous

Section 1. Additional Appointments

The Executive Vice President and Chief Operating Officer shall appoint all regional managers.

Section 2. Annual Reports

The Trustees/Board of Directors shall approve, submit and publish an annual report, as prescribed by the Public Authorities Law, within ninety days after the close of the fiscal year. The annual report shall be certified by the Chair, the President and Chief Executive Officer and the Executive Vice President and Chief Financial Officer to the extent required by the Public Authorities Law. The annual report shall be accompanied by such other documents and information as the Public Authorities Law requires. Additionally, the Trustees/Board of Directors shall report annually to the governor and

the legislature upon its operations and transactions, as required by Section 1002(2) of Public Authorities Law.

Section 3. Defense and Indemnification of Trustees and Employees

The provisions of the Defense and Indemnification Policy (the "Policy") of the Authority/Board of Directors and the provisions of the resolution as amended and adopted by the Authority on April 26, 1994, conferring the benefits of Section 18 of the New York Public Officers Law ("POL § 18") on the Trustees/Board of Directors and employees and agreeing to be held liable for the costs thereof, shall constitute a contract between the Authority/Canal Corporation and each of its Trustees/Board of Directors and employees, as such persons are defined in the Policy, and the Authority/Canal Corporation agrees that, consistent with the Policy, the benefits thereof shall be made available to each Trustee/Board of Director or employee with respect to any act or omission which has occurred or may in the future occur during the period the Policy and the resolution conferring the benefits of POL § 18 are in effect, and no amendment to such Policy or such resolution which modifies the provisions thereof shall take effect with respect to any act or omission of a Trustee/Board of Director or employee which occurred prior to the effective date of such amendment unless the effect of such amendment is to increase the defense and indemnification protection afforded to such Trustee/Board of Director or employee prior to such effective date.

Section 4. Authority Policies and Procedures

Unless otherwise provided by law, regulation or these By-laws, every officer or employee of the Authority/Canal Corporation shall be subject to all Authority/Canal Corporation policies and procedures.