

September 23, 2025

BY-LAWS OF THE
ECONOMIC DEVELOPMENT POWER ALLOCATION BOARD

Originally Adopted..... October 23, 1987
and amended.....September 23, 2025.

ARTICLE I

Office

Section 1. Principal Office. The principal office of the Economic Development Power Allocation Board (hereinafter referred to as the “Board”) shall be located at 123 Main Street, White Plains, New York, 10601.

Section 2. Books and Records. All books and records of the Board shall be kept at its principal office.

ARTICLE II

Member

Section 1. Number, Term and Appointment. The number, term and appointment of Members shall be governed by Section 182 of Article 6 of the Economic Development Law, Chapter 32, Laws of New York of 1987.

Section 2. Appointment of Chairman. The Chair of the Board shall be designated by the Governor from among the Members in accordance with Section 182 of Article 6 of the Economic Development Law.

Section 3. Powers and Duties. The powers and duties of the Board shall be as set forth in Article 6 of the Economic Development Law.

ARTICLE III

Meetings of the Board

Section 1. Place of Meetings. Meetings of the Board shall be held at the principal office of the Board or at such other place as the Board may from time to time designate.

Section 2. Regular Meetings. Regular meetings shall be held in accordance with a schedule adopted annually by the Board for that purpose and may be changed from time to time within that year by the Chair, in consultation with the Board.

Section 3. Special Meetings. Special meetings of the Board may be called by the Chair, or upon request of any two Members. The Secretary shall give notice of the time, place and purpose, or purposes, of each special meeting by mailing the same at least three days before the meeting or by telephone or electronic mail the same at least two days before the meeting to each Member. The notice required to be given under this section may be waived by the Member to whom such notice is required to be given.

Section 4. Videoconferencing. The meetings of the Board shall be governed by Article 7 of the Public Officers Law (hereinafter referred to as the "Open Meetings Law"). As authorized by the Open Meetings Law, meetings of the Board may be conducted by videoconferencing if the public is provided an opportunity to attend, listen, and observe at any of the sites at which a Member participates in such meeting.

Section 5. Quorum. At all Board meetings, the presence of three Members shall be necessary to constitute a quorum and shall be sufficient for the transaction of business. An act shall be the act of the Board if at a meeting of the Board at which a quorum is present, three Members vote in the affirmative for taking the action in question, provided, however, that in those instances in which unanimous approval of the Board is required by Article 6 of the Economic Development Law, such approval shall not be deemed given unless at a meeting of the Board, all Members of the Board are present and all members vote in the affirmative to take such action. Participation by a Member by videoconference shall constitute presence in person at a meeting. A Member may participate by telephone, but such participation shall not count for quorum or voting purposes.

ARTICLE IV

Duties

Section 1. Chair. The Chair shall preside at all meetings of the Board. In carrying out the policies as determined by the Board, the Chair shall have the general supervision and control of the affairs of the Board. The Chair shall designate a Secretary of the Board and shall obtain such legal, technical and administrative services as deemed necessary or desirable in order to administer the affairs of the Board. The Chair may delegate to one or more of the other Members the Chair's powers and functions in the general supervision, administration and control of the business of the Board.

Section 2. Secretary. The Secretary shall attend all meetings of the Board; record all votes; keep a record of the proceedings of the Board; give notice of all meetings of the Board; attest to the signatures of the Members; and have the authority to cause copies to be made of all

minutes, resolutions, records and documents of the Board and to deliver certificates to the effect that such copies are true and accurate and that all persons dealing with the Board may rely on same. The Secretary shall exercise such powers and perform such other duties as prescribed by the Board from time to time.

ARTICLE V

Execution of Instruments

The Board may authorize any Member or person to execute and deliver any instrument in the name of and on behalf of the Board, and such power to execute and deliver may be general or specific; and unless so authorized, no person or Member shall have any power or authority to bind the Board by any contract or engagement.

ARTICLE VI

Defense and Indemnification of Board Members and Employees

The provisions of section 18 of the New York Public Officers Law ("POL") shall apply to the Members and employees of the Board. The benefits thereof shall be made available to each Member or employee with respect to any act or omission that has occurred or may in the future occur during the period the benefits of POL § 18 are in effect and no amendment to such that modifies the provisions thereof shall take effect with respect to any act or omission of a Member or employee that 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 Member or employee prior to such effective date.

ARTICLE VII

Amendment

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