

MINUTES OF THE THIRTY-SECOND MEETING OF THE
GOVERNANCE COMMITTEE
HELD ON JUNE 21, 2020

Pursuant to a notice and agenda dated June 11, 2021, a copy of which is annexed hereto, the thirty-second (32nd) meeting of the Governance Committee (the “Committee”) of the NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY (the “Authority”) was convened at 10:00 a.m. on Monday, June 21, 2021 by video conference.

The following members of the Committee were present:

Sherburne Abbott, *Committee Chair*

Richard Kauffman, *Chair of the Authority*

Charles Bell

Jay Koh

Also present were Doreen Harris, President and CEO; Janet Joseph, Senior Vice President for Strategy and Market Development; John Williams, Vice President for Policy and Regulatory Affairs; Jeffrey J. Pitkin, Treasurer; Peter J. Costello, General Counsel and Secretary to the Authority; Sara L. LeCain, Senior Counsel and Secretary to the Committee; and various other staff of the Authority.

Ms. Abbott called the meeting to order and noted the presence of a quorum. The meeting notice and agenda was forwarded to the Committee on June 11, 2021 and to the press on June 14, 2021.

Ms. Abbott indicated the first item on the agenda concerned the approval of the minutes of the thirty-first (31st) Committee meeting held on April 27, 2021.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Committee members the minutes of the thirty-first (31st) meeting of the Committee held April 27, 2021 were approved.

Ms. Abbott indicated the next item on the agenda concerned the review and approval of the Governance Committee Charter and asked General Counsel and Secretary to the Board, Peter

Costello to discuss this item. Mr. Costello advised that management did not recommend any changes to the Charter this year.

Whereafter, upon motion duly made and seconded, and by voice vote of the Committee the following resolution was adopted.

Resolution

RESOLVED, that the Authority's Governance Committee Charter as presented to the Members for consideration at this June 21, 2021 meeting, with such non-substantive, editorial changes and grammatical changes as the President and Chief Executive Officer, in her discretion, may deem necessary or appropriate, is recommended for adoption and approval by the Board.

Ms. Abbott indicated the next item on the agenda was the approval of the compensation schedule and the Authority's Treasurer, Jeffrey Pitkin presented this item.

Mr. Pitkin asked the Committee to approve the submission of a compensation schedule listing the employees that are either decision making, management or whose salary exceeds \$100,00.00 reporting both their annual salary and the compensation they received for fiscal year ended March 31, 2021.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Committee the following resolution was adopted.

Resolution

RESOLVED, that the Authority's compensation schedule presented at this June 21, 2021 meeting is hereby recommended for approval by the Board as the compensation schedule to be submitted pursuant to Section 2800 of the Public Authorities Law; and

BE IT FURTHER RESOLVED that the attached vitae are recommended for approval by the Board for submission under Section 2800 of the Public Authorities Law.

Ms. Abbott indicated the next item on the agenda was a resolution to meet in executive session in order to discuss the employment history of a particular person.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Committee the following resolution was adopted.

Resolution

RESOLVED, that pursuant to Section 105 of the Public Officers Law, the Members of the Governance Committee of the New York State Energy Research and Development Authority shall convene in executive session on June 21, 2021 for the purpose of discussing the employment history of a particular person.

The Committee meeting was reconvened in open session. Ms. Abbott confirmed that no formal action was taken during the executive session.

Ms. Abbott indicated the next item on the agenda was the calculation of salary increases for the Officers. Ms. Abbott noted that the Public Authorities Law requires the Board to establish policies regarding compensation of Authority Officers and Article III, Section 3 of the Authority's bylaws requires Board approval of Officers' compensation.

Ms. Abbott noted that historically, the Authority has provided its employees with merit-based compensation increases correspondent to, at the same time as, salary advances are provided to State Management/Confidential ("M/C") employees as authorized by the Division of the Budget. The most recent New York State Budget as passed on April 7, 2021 authorized longevity and performance-based salary increases effective April 1, 2020 and April 1, 2021 for State M/C and unrepresented Executive Branch employees. Accordingly, Authority management will be implementing its commensurate merit-based salary increases and payments for its employees, having the effect of raising the compensation of employees in the equivalent M7 M/C salary range above that of several of the Officers.

Ms. Abbott indicated that to calibrate and align Officers' salaries with the rest of NYSERDA's staff now and into the future, the proposed resolution would authorize a formulaic adjustment to the Officers' compensation, effective as of April 1, 2020, consistent with the most recent NY State Budget such that the Officers would receive amounts calculated from the salary cap for the M7 salary range for State Management/Confidential employees

Ms. Abbott added that this formula would remain in place subject to an annual review that confirms it reasonably comports with practices of other agencies.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Committee the following resolution was adopted.

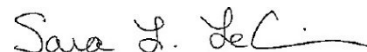
Resolution

RESOLVED, that the proposed salary increases calculated from the salary cap for the M7 salary range for State Management/Confidential employees and payable as of April 6, 2020 to the President and CEO and payable as of April 1, 2020 for the Senior Vice President for Strategy and Market Development, the Treasurer, the Vice President for Policy and Regulatory Affairs, and the Secretary and General Counsel are hereby recommended for approval by the Board as follows:

- M7 salary cap + 3% for the Treasurer, Vice President for Policy & Regulatory Affairs, and the General Counsel & Secretary
- M7 salary cap + 6% for the Senior Vice President for Strategy & Market Development
- M7 salary cap + 9% for the President & CEO.

Ms. Abbott indicated that the last item on the agenda was other business. There being no other business, the meeting was adjourned.

Respectfully submitted,



Sara L. LeCain
Secretary to the Committee