MINUTES OF THE SIXTH MEETING OF THE
GOVERNANCE COMMITTEE
HELD ON JUNE 22, 2009

Pursuant to notice dated June 11, 2009, the sixth (6th) meeting of the Governance Committee of the NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY ("Authority") was convened at 12:00 p.m. on Monday, June 22, 2009, in the Authority's Albany office at 17 Columbia Circle, Albany, New York, New York; by video conference in the Authority's New York City office at 485 Seventh Avenue, 10th floor, New York; by video conference in the Authority's Buffalo office at 726 Exchange Street, Suite 821, Buffalo, New York; and by webcast.

The following members of the Committee were present in Albany unless otherwise noted:

Jay L. Gottlieb, Chair (*by video conference from New York City)*
George F. Akel, Jr.
Vincent A. DeIorio, Esq., ex officio

Also present were Authority Members David D. Elliman and Dr. Elizabeth W. Thorndike; Francis J. Murray, Jr., President and CEO; Robert G. Callender, Vice President for Programs; Jeffrey J. Pitkin, Treasurer; Hal Brodie, Esq., General Counsel; Sara L. LeCain, Esq., Assistant Counsel and Secretary to the Governance Committee; and various other staff of the Authority.

Mr. Gottlieb called the meeting to order and noted the presence of a quorum. He indicated that the first item on the agenda concerned the approval of the minutes of the fifth (5th) meeting of the Committee held on June 16, 2008.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote, the minutes of the fifth (5th) meeting of the Committee, held on June 16, 2008, were approved.

Mr. Gottlieb indicated that the next item on the agenda was a report from the Authority's President and CEO, Francis J. Murray, Jr., on the Authority's compensation schedule. Mr. Murray stated that pursuant to Section 2800 of the Public Authorities Law, the Authority is required to include a compensation schedule in the annual report filed with the Governor, the Comptroller, and the Legislature. The compensation schedule must include the name, title, salary, and total compensation paid during the fiscal year for all employees in decision-making or managerial positions with salaries in excess of $100,000

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

Resolution No. 9

RESOLVED, that the Governance Committee recommends that the Members of the Authority adopt a resolution in substantially the same form as the resolution submitted to the Committee (attached as Exhibit A), adopting and approving the Authority's compensation schedule to be submitted pursuant to Section 2800 of the Public Authorities Law (attached as Exhibit B).

Mr. Gottlieb indicated that the last agenda item concerned other business. There being no further business, upon motion duly made and seconded, and by unanimous voice vote of the Committee members, the meeting was adjourned.

Respectfully submitted,

Sara L. LeCain
Secretary to the Committee

NYSERDA **New York State Energy Research and Development Authority**

Vincent A. DeIorio, Esq., *Chairman*
Toll Free: 1 (866) NYSERDA
www.nyserda.org • info@nyserda.org

NOTICE OF MEETING AND AGENDA

June 11, 2009

TO THE MEMBERS OF THE GOVERNANCE COMMITTEE:

PLEASE TAKE NOTICE that the sixth (6th) meeting of the GOVERNANCE COMMITTEE of the New York State Energy Research and Development Authority will be held in the Authority's Albany Office at 17 Columbia Circle, Albany, New York, and by video conference in the Authority's New York City Office at 485 Seventh Avenue, 10th floor, New York, New York, by video conference in the Authority's Buffalo Office at 726 Exchange Street, Suite 821, Buffalo, New York, and by webcast, on Monday, June 22, 2009, commencing at 12:00 p.m., for the following purposes:

1. To consider the Minutes of the 5th meeting held on June 16, 2008.
2. To consider and act upon a compensation schedule.
3. To transact such other business as may properly come before the meeting.

Members of the public may attend the meeting at any of the above locations. The meeting is also available through webcast at http://www.nyserda.org/governancemeetings.asp.

Sara L. LeCain
Secretary to the Governance Committee

Main Office
Albany
17 Columbia Circle
Albany, NY 12203-6399
Toll Free: 1 (866) NYSERDA
Phone: (518) 862-1090
Fax: (518) 862-1091

West Valley Site Management Program
10282 Rock Springs Road
West Valley, NY 14171-9799
Phone: (716) 942-9960
Fax: (716) 942-9961

New York City
485 Seventh Ave., Suite 1006
New York, NY 10018
Phone: (212) 971-5342
Fax: (212) 971-5349

Buffalo
Larkin at Exchange Building
726 Exchange Street, Suite 821
Buffalo, New York 14210
Phone: (716) 842-1522
Fax: (716) 842-0156

EXHIBIT A

Resolution No. ___

RESOLVED, that the Authority's compensation schedule presented at this meeting, is adopted and approved as the compensation schedule to be submitted pursuant to Section 2800 of the Public Authorities Law.

EXHIBIT B

NYSERDA
Compensation Schedule as of March 31, 2009 Pursuant to Public Authorities Law Section 2800

Name	Title	Annual Salary March 31, 2009	Total Compensation* Year Ended March 31, 2009
Ahearn, John	Program Manager	$114,961	$120,348
Attridge, Thomas H	Program Manager	$111,222	$107,865
Baldyga, Todd A	Program Manager	$111,893	$107,844
Barone, Thomas R	Director	$132,906	$129,252
Bembia, Paul J	Director	$133,673	$129,152
Brodie, Hal	General Counsel	$145,866	$149,616
Callender, Robert G	Vice President for Programs	$145,866	$150,057
Carver, Robert M	Senior Project Manager	$104,080	$108,358
Colgrove, Michael T	Director	$116,054	$103,292
Coup, James D	Senior Project Manager	$104,080	$109,291
Douglas, Peter W	Director	$132,530	$123,167
Drake, Richard L	Program Manager	$114,961	$120,706
Earley, Cheryl L	Director of Contract Management	$111,211	$107,309
Eggers, Mark S	Program Manager	$114,961	$120,031
Ferranti, Adele	Program Manager	$112,303	$108,676
Foley-Flynn, Bette Lee	Director of Human Resources	$112,500	$106,723
Gerwitz, Colleen L	Program Analyst	$108,362	$112,362
Harvey, Jennifer L	Senior Project Manager	$104,080	$107,370
Horton, Ruth M	Program Manager	$114,961	$120,261
Jerry, Jacquelyn L	Deputy Counsel	$127,794	$132,813
Joseph, Janet	Director	$133,545	$129,449
Keane, Peter R	Associate Counsel	$112,134	$108,624
Kear, Edward B	Senior Project Manager	$104,080	$109,711
Khosrova, Mitchell	Program Manager	$114,961	$120,116
Kneeland, Craig E	Project Manager	$104,080	$105,184
LaVada, Donald G	Director of Events	$114,961	$111,806
Levy, Dana L	Program Manager	$114,622	$111,325
Liebowitz, Barry N	Senior Project Manager	$104,080	$100,714
Lynch, Thomas J.	Director of External Affairs	$138,580	$134,330
Mahar, Peter V	Controller/Asst. Treasurer	$111,142	$107,654
Martin, John P	Senior Project Manager	$104,080	$110,232
Michael, Karl S	Program Manager	$114,961	$113,387
Milonovich, Valerie S	Manager of Special Projects	$104,080	$108,987
Mitchell, Mark B	Director of Internal Audit	$106,632	$104,738
Munro, David A	Deputy Counsel	$127,794	$110,366
Pakenas, Lawrence J	Program Manager	$114,961	$120,031
Peterson, Alyse L	Senior Project Manager	$104,080	$108,687
Peterson, Jeffrey M	Program Manager	$114,961	$120,606
Piciulo, Paul L	Program Liason	$132,778	$136,761
Pitkin, Jeffrey J	Treasurer	$145,866	$150,057
Platt, Brian C	Program Manager	$114,961	$120,261
Pye, Miriam E	Senior Project Manager	$104,080	$103,092
Reinhardt, William W	Senior Project Manager	$104,080	$108,150
Reis, James F	Program Manager	$114,961	$120,558
Richards, Priscilla J	Program Manager	$112,027	$107,513
Saintcross, John	Program Manager	$112,563	$108,756
Sayer, Joseph H	Senior Project Manager	$104,080	$108,042
Smith, Lee L	Senior Project Manager	$104,080	$109,399
Smith, Scott A	Senior Project Manager	$104,080	$104,125
Torpey, Mark R	Program Manager	$111,706	$107,655
Villeneuve, Karen E	Director	$134,184	$129,646
Wagner, Joseph R	Senior Project Manager	$104,080	$108,250
Walton, Marsha L	Senior Project Manager	$103,495	$100,650
Watson, Mark R	Program Manager	$110,419	$108,096
Wesley, Charles M	Program Manager	$107,202	$108,687
Willett, Martin J	Senior Project Manager	$104,080	$107,630
Williams, John G	Director	$133,545	$129,421
Young, David M	Director of Information Technology	$118,410	$121,387

* Total Compensation includes, when applicable, performance-based lump sum payments. Pursuant to NYSERDA's personnel policies, all employees whose salaries are at the maximum of their Management/Confidential salary grade range are eligible to receive an annual performance-based lump sum payment, awarded as a percentage of salary from a fixed pool of funds budgeted and approved for such payments.