

MINUTES OF THE TWENTY-SEVENTH MEETING OF THE
GOVERNANCE COMMITTEE
HELD ON JANUARY 29, 2019

Pursuant to notice dated January 22, 2019, the twenty-seventh (27th) meeting of the Governance Committee (“Committee”) of the NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY (“Authority”) was convened at 10:00 a.m. on Tuesday, January 29, 2019, at the office of the New York State Dormitory Authority (“DASNY”), One Penn Plaza, 52nd Floor, New York, New York, and in the Authority’s Albany Office at 17 Columbia Circle, Albany, New York. The two locations were connected by videoconference.

The following Members of the Committee were present:

Sherburne Abbott, Chair

Richard Kauffman, *Chair of the Authority*

Charles Bell

Kate Fish

Jay Koh

Mark Willis

Also present were Alicia Barton, President and CEO; Janet Joseph, Senior Vice President for Strategy and Market Development; Jeffrey Pitkin, Treasurer; Noah Shaw, General Counsel; Sara LeCain, Esq., 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 were forwarded to the Committee members and the press on January 22, 2019.

Ms. Abbott stated that the first item on the agenda concerned the approval of the minutes of the twenty-sixth (26th) meeting of the Committee held on June 26, 2018.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote, the minutes of the twenty-sixth (26th) meeting of the Committee were approved.

Ms. Abbott indicated that the next item on the agenda was approval of revisions made to the Code of Conduct for NYSERDA Contractors, Consultants, and Vendors. Noah Shaw, the Authority's General Counsel presented this item to the Committee.

Mr. Shaw stated that under Section 2800 of the Public Authorities Law, the Members are required to periodically review and approve amendments to the Code of Conduct for NYSERDA Contractors, Consultants, and Vendors ("Contractor Code of Conduct"). The Members are requested to recommend that the full Board adopt a resolution approving amendments to the Contractor Code of Conduct. A copy of the draft Code of Conduct was included in the meeting materials.

Mr. Shaw explained that the Authority has a Contractor Code of Conduct to advise its many contractors, consultants, and vendors ("Contractors") on what is expected of them to ensure a business relationship with the Authority that is consistent with ethical business practices.

Mr. Shaw indicated that on August 23, 2018 Governor Cuomo signed an Executive Order entitled "Ensuring Diversity and Inclusion and Combating Harassment and Discrimination in the Workplace". Under the Executive Order, beginning January 1, 2019, all state contractors are now required to submit an affirmation that they have a sexual harassment policy in place and that all employees have had proper training on this policy. The sexual harassment policy must meet the minimum standards laid out in the Executive Order.

Mr. Shaw stated that the amendments to the Contractor Code of Conduct outline the policies that Contractors must adhere to in order to conduct business with NYSERDA. Corresponding changes have been made to the Authority's solicitation and contracting documents.

In response to an inquiry from Mr. Kauffman, Mr. Shaw explained that the requisite changes have already been made to Authority's Internal Control Manual in compliance with statewide harassment and inclusion requirements. Mr. Shaw added that all Authority employees have participated in an extensive training that reviewed the new policies and requirements.

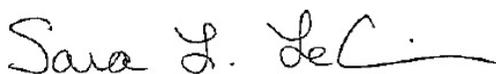
Whereafter, upon motion duly made and seconded, and by unanimous voice vote a resolution approving the revisions made to the Code of Conduct for NYSERDA Contractors, Consultants, and Vendors was approved.

Resolution No. 46

RESOLVED, that the revised Code of Conduct for NYSERDA Contractors, Consultants, and Vendors, as presented at this January 29, 2019 meeting, is recommended for approval by the Board.

Ms. Abbott stated 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