

MINUTES OF THE EIGHTEENTH MEETING OF THE
GOVERNANCE COMMITTEE
HELD ON APRIL 21, 2015

Pursuant to notice dated April 7, 2015, the eighteenth (18th) meeting of the Governance Committee (“Committee”) of the NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY (“Authority”) was convened in the Authority’s Albany office at 17 Columbia Circle, Albany New York, and the Authority’s New York City Office located at 1359 Broadway, New York, New York on Tuesday, April 21, 2015, at 10:30 a.m.

The following members of the Committee were present:

Sherburne Abbott, Chair

Chuck Bell

Richard Kauffman

Mark Willis

Also present were John Rhodes, President and CEO; Janet Joseph, Vice President for Technology and Strategic Planning; Jeffrey J. Pitkin, Treasurer; Noah Shaw, Esq., General Counsel; Laura Rowe, Esq., Assistant Counsel and Secretary to the Governance Committee; and various other staff of the Authority.

Ms. Abbott called the meeting to order and noted the presence of a quorum.

The first item on the agenda concerned the approval of the minutes of the seventeenth (17th) meeting of the Governance Committee held on September 22, 2014.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote, the minutes of the seventeenth (17th) meeting of the Governance Committee were approved.

The Chair indicated that the next item on the agenda concerned a resolution to convene in private session to discuss the results of the Annual Confidential Board Member Performance Evaluation. Section 108 of the Public Officers Law authorizes the Members to convene in private session in order to review a matter made confidential by State law. Since Section 2800 of the Public Authorities Law states that the annual Board Member Performance Evaluation is confidential; therefore, it may be discussed by the Members in private session.

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

Resolution No. 26

RESOLVED, that pursuant to Section 108 of the Public Officers Law and Section 2800 of the Public Authorities Law, the Members of the Governance Committee shall convene in private session on April 21, 2015 for the purpose of reviewing the Annual Confidential Board Member Performance Evaluation of the Authority.

At the conclusion of the private session, Ms. Abbott reconvened the meeting in open session. Ms. Abbott announced that no formal action was taken during the private session. Ms. Abbott stated that the results of the Confidential Board Member Performance Evaluation will be discussed with the full Board at the June meeting.

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,

A handwritten signature in cursive script that reads "Laura Rowe".

Laura Rowe
Secretary to the Committee



NYSERDA

ANDREW M. CUOMO
Governor

RICHARD L. KAUFFMAN
Chair

JOHN B. RHODES
President and CEO

NOTICE OF MEETING AND AGENDA

April 7, 2015

TO THE MEMBERS OF THE GOVERNANCE COMMITTEE:

PLEASE TAKE NOTICE that the eighteenth (18th) 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 in the Authority's New York City Office located at 1359 Broadway, 19th floor, New York, New York, on Tuesday, April 21, 2015, commencing at 10:30 a.m., for the following purposes:

1. To consider the Minutes of the 17th meeting held on September 22, 2014.
2. To consider and act upon a motion to enter into private session for the purpose of reviewing the results of the Annual Confidential Board Member Performance Evaluation.
3. To transact such other business as may properly come before the meeting.

Members of the public may attend the meeting at either of the above locations. Video conferencing will be used at both locations and the Authority will be posting a video of the meeting to the web within two business days of the meeting. The video will be posted at <http://www.nyserdera.ny.gov/About/Board-Governance/Board-and-Committee-Meetings>.

Laura B. Rowe
Secretary to the Committee

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