

MINUTES OF THE TWENTY-SECOND MEETING OF THE
GOVERNANCE COMMITTEE
HELD ON JUNE 21, 2016

Pursuant to notice dated June 8, 2016, the twenty-second (22nd) meeting of the Governance Committee of the NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY (“Authority”) was convened at 12:30 p.m. on Tuesday, June 21, 2016, in the Authority’s Albany Office at 17 Columbia Circle, Albany, New York, and in the Authority’s New York City Office at 1359 Broadway, 19th floor, New York, New York.

The following Members of the Committee were present:

Sherburne Abbott, Chair

Richard Kauffman

Chuck Bell

Jay Koh

Mark Willis

Also present were John Rhodes, President and CEO; David Margalit, Chief Operating Officer; Janet Joseph, Vice President for Technology and Strategic Planning; Jeffrey J. Pitkin, Treasurer; 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.

Ms. Abbott stated that the first item on the agenda concerned the approval of the minutes of the twenty-first (21st) meeting of the Governance Committee held on April 16, 2016.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote, the minutes of the twenty-first (21st) meeting of the Governance Committee were approved.

Ms. Abbott indicated that the next item on the agenda was approval of a salary increase for the Officers.

Mr. Kauffman stated that consistent with the Authority's practice of providing its employees with benefits comparable to those provided to Management/Confidential (M/C) employees by the State, the Members are requested to adopt a resolution approving a 2% general salary increase retroactive to April 1, 2016, payable, as appropriate, to the current President and CEO, the Chief Operating Officer, the Vice President for Innovation and Strategy, the Treasurer and Internal Control Officer, and the General Counsel and Secretary. These retroactive increases are consistent with the recently approved M/C salary increase of 2% beginning April 1, 2016.

Mr. Kauffman stated that the Fiscal Year 2016-2017 Budget approved by the Members included funds sufficient for the payment of the salary increases.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote, salary increases for Fiscal Year 2016-2017 for the President and CEO, Chief Operating Officer, the Vice President for Innovation and Strategy, the Treasurer and Internal Control Officer, and the General Counsel and Secretary were approved.

Resolution No. 34

RESOLVED, that the proposed 2% general salary increase retroactive to April 1, 2016, payable as appropriate to the President and CEO, Chief Operating Officer, the Vice President for Innovation and Strategy, the Treasurer and Internal Control Officer, and the General Counsel and Secretary is hereby recommended for approval by the Board.

Ms. Abbott indicated that the next item on the agenda concerns the Compensation Schedule under Section 2800 of the Public Authorities Law.

Mr. Rhodes stated that in accordance with the Public Authorities Law the Authority is required to submit a compensation schedule to the Governor, the Comptroller and the Legislature, among others, which includes a list of all employees whose salaries are in excess of \$100,000 as of March 31, 2016.

Mr. Rhodes stated that last year the Members requested additional information pertaining to instances where the individual's compensation was greater than his or her salary.

Mr. Rhodes stated that the additional information was included in the packet and that Mr. Pitkin and himself would be glad to answer any questions.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote, the Authority's compensation schedule presented pursuant to the Section 2800 of the Public Authority Law (PAL) was approved.

Resolution No. 35

RESOLVED, that the Authority's compensation schedule presented at this June 21, 2016 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 that the next item on the agenda concerned approval of the Annual Confidential Board Member Performance Evaluation Report ("Report"). Ms. Abbott stated that PAL 2800 requires that the Authority conduct an annual confidential Board Member performance evaluation. The Committee reviewed the results of the evaluation at its April 2016 meeting. The Report details the results of the evaluation and incorporates the Committee's recommendations.

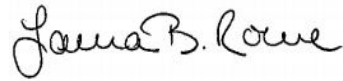
Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Committee Members present, the following resolution was adopted.

Resolution No. 36

RESOLVED, that the Authority's Annual Confidential Board Member Performance Evaluation Report as presented at this June 21, 2016 meeting, is hereby recommended for approval by the Board to be submitted pursuant to Section 2800 of the Public Authorities Law.

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 B. Rowe".

Laura B. 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

June 8, 2016

TO THE MEMBERS OF THE GOVERNANCE COMMITTEE:

PLEASE TAKE NOTICE that the twenty-second (22nd) meeting of the GOVERNANCE COMMITTEE of the New York State Energy Research and Development Authority (“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 at 1359 Broadway, 19th floor, New York, New York, on Tuesday, June 21, 2016, commencing at 12:30 p.m., for the following purposes:

1. To consider the Minutes of the 21st meeting held on April 11, 2016.
2. To consider and act upon a resolution recommending approval of a salary increase for Officers.
3. To consider and act upon a resolution recommending approval of the compensation schedule.
4. To consider and act upon a resolution recommending approval of the Annual Confidential Board Member Performance Evaluation Report.
5. 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 a reasonable time after 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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