

MINUTES OF THE TWENTY-FIFTH MEETING OF THE
GOVERNANCE COMMITTEE
HELD ON APRIL 17, 2018

Pursuant to notice dated April 6, 2018, the twenty-fifth (25th) meeting of the Governance Committee of the NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY (“Authority”) was convened at 10:00 a.m. on Tuesday, April 17, 2018, 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 following Members of the Committee were present:

Jay Koh

Mark Willis

Richard Kauffman

Members Shere Abbott and Charles Bell were unable to attend

Also present were Janet Joseph, Senior Vice President for Strategy and Market Development, Noah Shaw, General Counsel, Laura Rowe, Esq., Assistant Counsel and Secretary to the Governance Committee; and various other staff of the Authority.

Mr. Kauffman called the meeting to order and noted the presence of a quorum.

Mr. Kauffman stated that the first item on the agenda concerned the approval of the minutes of the 24th Committee Meeting that was held on June 26, 2017.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote, the minutes of the twenty-fourth (24th) meeting of the Governance Committee were approved.

Mr. Kauffman 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. 42

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 17, 2018 for the purpose of reviewing the Annual Confidential Board Member Performance Evaluation of the Authority.

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

Mr. Kauffman stated that the next item on the agenda is a salary increase for Officers.

Mr. Kauffman stated that, in accordance with the Public Authorities Law, Members are required to approve the compensation of Officers, including salary increases.

Historically the Authority has provided its employees with benefits comparable to those provided to Management Confidential employees of the State.

Part H, Chapter 55 of the Laws of 2015 authorized a general salary increase of 1% effective April 1, 2018 to adjust for prior salary increases withheld from Management Confidential employees in 2009 and 2010. Chapter 8 of the Laws of 2017 authorized general salary increases of 2% effective April 1, 2018, and that these increases were to be compounded onto the previously scheduled increases. Therefore, the combined increases amount to 3% effective April 1, 2018.

The members are asked to approve the same percentage salary increase for the President and CEO, Senior Vice President for Strategy and Market Development, the Treasurer, and the General Counsel. The fiscal year 2018-19 Budget approved by the Members in January 2018 did include funding for these salary increases. The Salary increases will be provided once instructions are provided through a Budget Bulletin anticipated to be issued imminently by the New York State Division of the Budget.

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

Resolution No. 43

RESOLVED, that the proposed 3% salary increase retroactive to April 1, 2018 and payable as appropriate to the President and CEO, the Senior Vice President for Strategy and Market Development, the Treasurer and Internal Control Officer, and the General Counsel and Secretary is hereby recommended for approval by the Board, subject to the issuance of a Budget Bulletin by the New York State Division of the Budget.

The next item on the agenda is the review and approval of the Governance Committee Charter. This item will be presented by Noah Shaw.

Pursuant to the Public Authorities Accountability Act of 2005, each of the Authority's Committees adopted Charters setting forth each Committee's responsibilities. Each Committee is responsible for periodically reviewing its Charter and determining what, if any, amendments need to be made.

These recommendations will then be presented to the full Board for approval at its June 2018 meeting. A copy of the current Governance Committee Charter was included in the meeting package.

Management is not recommending any changes to the Governance Charter at this time. The recommendation being made to the full board is simply reaffirming the current Charter.

Mr. Kauffman 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