

MINUTES OF THE TWENTY-SIXTH MEETING OF THE  
GOVERNANCE COMMITTEE  
HELD ON JUNE 26, 2018

Pursuant to notice dated June 15, 2018, the twenty-sixth (26<sup>th</sup>) 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 26, 2018, 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, 19<sup>th</sup> floor, New York, New York

The following Members of the Committee were present:

Sherburne Abbott, Chair

Richard Kauffman

Chuck Bell

Mark Willis (by videoconference in New York City)

Member Jay Koh and was unable to attend.

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; 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-fifth (25<sup>th</sup>) meeting of the Governance Committee held on April 17, 2018.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote, the minutes of the twenty-fifth (25<sup>th</sup>) meeting of the Governance Committee were approved.

Ms. Abbott indicated that the next item on the agenda was approval of the Compensation Schedule, presented by Treasurer Jeff Pitkin.

Mr. Pitkin stated that in accordance with New York State Public Authorities Law (“PAL”) Section 2800, as part of its annual report to the Governor, the Comptroller, and the Legislature, among others, the Authority is required to submit a compensation schedule that lists all employees in decision-making or management positions whose salaries exceed \$100,000.

Mr. Pitkin added that PAL Section 2800 requires the Authority to submit biographical information for each employee included on the list. This information was included in the meeting package. The Members are asked to approve the submission of this information as part of the Authority’s compensation schedule. Additional information pertaining to instances where an individual’s compensation was greater than his or her salary was included in the meeting package.

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. 44

RESOLVED, that the Authority’s compensation schedule presented at this June 26, 2018 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 2018 meeting. The Report details the results of the evaluation and incorporates the Committee's recommendations.

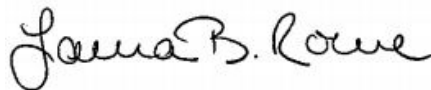
Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Committee Members present, the following resolution was adopted.

Resolution No. 45

RESOLVED, that the Authority's Annual Confidential Board Member Performance Evaluation Report as presented at this April 26, 2018 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". The signature is written in black ink and is positioned centrally below the typed name.

Laura B. Rowe