

NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY
Minutes of the 45TH Governance Committee Meeting
Held on June 24, 2025

Pursuant to a notice and agenda dated June 16, 2025, the forty-fifth (45th) meeting of the Governance Committee (the “Committee”) of the NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY (the “Authority”) was convened at 12:30 p.m. on Tuesday, June 24, 2025 at the NY Green Bank (“NYGB”) Office located at 1333 Broadway, Suite 300, New York, New York and at the Authority’s Albany Office located at 17 Columbia Circle, Albany, New York. The two locations were connected by videoconference.

The following Members of the Committee were present:

Dale Bryk, *Committee Chair* attended from NYGB

Charles Bell, *Vice Chair (Acting Chair) of the Authority* attended from NYGB

Sherburne Abbott attended from NYGB

Member Jay Koh was unable to attend.

Also present were Doreen Harris, President and CEO; John Williams, Executive Vice President for Policy and Regulatory Affairs; Peter J. Costello, General Counsel and Secretary to the Authority; Pam Poisson, Chief Financial Officer; Anthony J. Fiore, Chief Program Officer; Sara L. LeCain, Senior Counsel and Secretary to the Committee; and various other staff of the Authority.

Committee Chair Bryk called the meeting to order and noted the presence of a quorum. Notice of this meeting was provided to the Committee Members on June 16, 2025, and to the press on June 17, 2025.

Committee Chair Bryk indicated that the first item on the agenda concerned the approval of the minutes of the forty-fourth (44th) meeting of the Committee, held on April 28, 2025.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Committee Members present, the minutes of the forty-fourth (44th) meeting of the Committee, held on April 28, 2025, were approved.

Committee Chair Bryk indicated that the next item on the agenda was proposed revisions to the Authority's By-laws. Committee Chair Bryk stated that the Committee was being asked to consider three revisions: Article IV, Section 4 renaming the Executive Vice President for Policy and Regulatory Affairs as the Chief Policy Officer to better align with the Officer titles, as well as demonstrate the difference of the Officer positions relative to changes in the management title structure at the Authority; references to the Controller and Assistant Treasurer throughout the By-laws will be replaced with Vice President, Finance and Controller to better align with the responsibilities of that position; and various ministerial changes.

In response to an inquiry from Member Abbott, General Counsel and Secretary to the Authority Peter Costello indicated that there were not any substantive changes to the Governance Committee Charter. Committee Chair Bryk further indicated that the Committee would consider additional amendments to the By-laws if warranted following the Committee's review of its Charter.

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

Resolution No. 92

RESOLVED, that the amendments to the Authority's By-laws as presented at this June 24, 2025 meeting, with such non-substantive, editorial changes and grammatical changes as the President and Chief Executive Officer, in their discretion, may deem necessary or appropriate, are hereby recommended for approval and adoption by the Board.

Committee Chair Bryk indicated that the next item on the agenda was the annual review of the Governance Committee Charter. Committee Chair Bryk stated that pursuant to the Public Authorities Accountability Act of 2005, each of the Authority's Committees adopted Charters

setting forth each Committee's responsibilities. One of those responsibilities is to periodically review its Charter and determine what, if any, amendments need to be made. These recommendations are then presented to the Board for consideration and approval. Counsel's Office continually monitors relevant guidance from the New York State Budget Office; the New York State Comptroller's Office; legislation; and other Authority practices to determine whether to recommend any modifications. In addition, staff reviews the Charters of other Authorities including the New York Power Authority ("NYPA"); the Long Island Power Authority ("LIPA"); the New York Dormitory Authority; and the New York State Environmental Facilities Corporation. Management did not recommend any changes to the Governance Committee Charter.

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

Resolution No. 93

RESOLVED, that the Authority's Governance Committee Charter as presented to the Members for consideration at this June 24, 2025 meeting, with such non-substantive, editorial changes and grammatical changes as the President and Chief Executive Officer, in their discretion, may deem necessary or appropriate, is recommended for adoption and approval by the Board.

Committee Chair Byrk indicated that the next item on the agenda was the consideration of the Authority's compensation schedule and asked the Authority's Chief Financial Officer ("CFO") Pam Poisson to discuss this item. CFO Poisson stated that in accordance with Public Authorities Law, the Authority is required to submit a compensation schedule that lists all employees in decision-making or management positions whose salaries exceed \$100,000 and report their annual salary and compensation received for the fiscal year. Consistent with past practice this schedule reflects all cash compensation, including items such as retroactive adjustments for general salary increases consistent with published guidance from the New York State Division of Budget. In addition, the statute requires the Authority to submit biographical information for each employee included on the list. The Members were asked to approve the submission of this information as the Authority's annual report.

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

Resolution No. 94

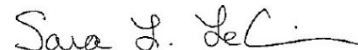
RESOLVED, that the Authority's compensation schedule presented at this June 24, 2025 meeting is hereby recommended for approval by the Board as the compensation schedule to be submitted pursuant to Section 2800 of the Public Authorities Law; and

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.

Committee Chair Bryk indicated that the last item on the agenda was other business. There being no other business, Committee Chair Bryk called for a motion to adjourn.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Committee, the meeting was adjourned.

Respectfully submitted



Sara L. LeCain
Secretary to the Committee



KATHY HOCHUL
Governor
CHARLES BELL
Acting Chair
DOREEN M. HARRIS
President and CEO

NOTICE OF MEETING AND AGENDA

June 16, 2025

TO THE MEMBERS OF THE GOVERNANCE COMMITTEE:

PLEASE TAKE NOTICE that the forty-fifth (45th) meeting of the GOVERNANCE COMMITTEE of the New York State Energy Research and Development Authority (“Authority”) will be held at the NY Green Bank Office located at 1333 Broadway, New York, New York, and at NYSERDA’s Albany Office located at 17 Columbia Circle, Albany, New York, on Tuesday, June 24, 2025, commencing at 12:30 p.m. for the following purposes:

1. To consider the Minutes of the 44th meeting held on April 28, 2025.
2. To consider and act upon a resolution amending the Authority’s By-laws.
3. To consider and act upon a resolution recommending approval of the Governance Committee Charter.
4. To consider and act upon a resolution recommending approval of the compensation schedule.
5. To transact such other business as may properly come before the meeting.

Members of the public may attend the meeting at any of the above locations or via the video conference which can be accessed at <https://www.nyserda.ny.gov/About/Board-Governance/Board-and-Committee-Meetings>.

The Authority will be posting a video and a transcript of the meeting to the web as soon as practicable after the meeting. The video and transcript will be posted at <http://www.nyserda.ny.gov/About/Board-Governance/Board-and-Committee-Meetings>.

Sara L. LeCain

Secretary to the Governance Committee

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