

MINUTES OF THE FIFTEENTH MEETING OF THE
GOVERNANCE COMMITTEE
HELD ON JUNE 17, 2013

Pursuant to notice dated June 4, 2013, the fifteenth (15th) 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 by video conference in the Authority’s New York City office at 485 Seventh Avenue, 10th floor, New York, New York on Monday, June 17 2013, at 10:30 a.m.

The following members of the Committee were present in Albany, unless otherwise indicated:

David D. Elliman

George F. Akel, Jr.

Mark A. Willis (by video conference from New York City)

Also present were Francis J. Murray, Jr., President and CEO; Jeffrey J. Pitkin, Treasurer; Laura B. Rowe, Esq., Assistant Counsel and Secretary to the Governance Committee; and various other staff of the Authority.

Mr. Elliman 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 fourteenth (14th) Committee meeting held on April 23, 2013.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote, the minutes of the 14th meeting of the Governance Committee meeting were approved.

Mr. Elliman indicated that the next item on the agenda was a report from the Authority's President and CEO, Francis J. Murray, Jr., on the Authority's compensation schedule. Mr. Elliman stated that pursuant to Section 2800 of the Public Authorities Law ("PAL §2800"), the Members are required to approve a compensation schedule that includes the name, title, salary, and total compensation paid during the fiscal year for all employees in decision-making or managerial positions with salaries in excess of \$100,000. In addition, pursuant to the Public Authorities Reform Act of 2009, PAL §2800 was amended and now requires that the Authority submit biographical information on each employee included on the list. These materials are to be filed with the Governor, the Comptroller, and the Legislature.

In response to an inquiry from Mr. Willis, Mr. Murray indicated that for the most part there was no salary increase for the time period reflected in the annual compensation report inasmuch as there was no increase in Management Confidential salaries which is followed by NYSERDA. Mr. Murray indicated that there was an increase in salary for Management Confidential this year and that this will be reflected in next year's annual compensation report. Mr. Murray indicated that the major item in the compensation schedule is that Richard Kauffman, who is the Governor's Chairman of Energy and Finance, is among those being compensated in our report. Mr. Murray indicated that one other new employee contained on the Report is Donna Rabito, who was introduced at the January Board meeting as the new Director of Human Resources.

Mr. Murray indicated that after the meeting, staff will go through and see if there are any other minor changes to the salaries.

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

Resolution No. 22

RESOLVED, that the Governance Committee recommends that the Members of the Authority adopt a resolution in substantially the same form as the resolution submitted to the Committee (attached as Exhibit A), adopting and

approving the Authority's compensation schedule and approving the vitae to be submitted pursuant to Section 2800 of the Public Authorities Law.

Mr. Elliman indicated that the next item on the agenda concerned approval of the Annual Confidential Board Member Performance Evaluation Report ("Report"). Mr. Elliman 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 2013 meeting and made several recommendations as to how the Authority should conduct the evaluation in the future. The Report details the results of the evaluation and incorporates the Committee's recommendations.

Mr. Willis questioned whether there would be further discussion on this matter. Mr. Elliman advised it will be discussed at the full Board meeting in Private Session. Mr. Willis further stated the Report is not subject to the Freedom of Information Law once it is filed.

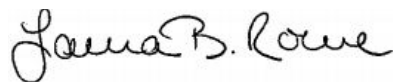
Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Committee members present, the following resolution was adopted.

Resolution No. 23

RESOLVED, that the Governance Committee recommends that the Members of the Authority adopt a resolution in substantially the same form as the resolution submitted to the Committee (attached as Exhibit B), adopting and approving the Annual Confidential Board Member Performance Evaluation Report.

Mr. Elliman indicated 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,



Laura B. Rowe
Secretary to the Committee

NOTICE OF MEETING AND AGENDA

June 4, 2013

TO THE MEMBERS OF THE GOVERNANCE COMMITTEE:

PLEASE TAKE NOTICE that the fifteenth (15th) 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 by video conference in the Authority's New York City Office at 485 Seventh Avenue, 10th floor, New York, New York, and by video conference in the Authority's West Valley Office at 9030-B Route 219, West Valley, New York, on Monday, June 17, 2013, commencing at 10:30 a.m., for the following purposes:

1. To consider the Minutes of the 14th meeting held on April 23, 2013.
2. To consider and act upon a resolution recommending approval of the compensation schedule.
3. To consider and act upon a resolution recommending approval of the Annual Confidential Board Member Performance Evaluation Report.
4. 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. 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.nysesda.ny.gov/en/About/Board-Governance/Board-and-Committee-Meetings.aspx>.



Laura B. Khoury
Secretary to the Committee

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Francis J. Murray, Jr., President and CEO

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**West Valley Site
Management Program**

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14171-9500
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Exhibit A

Resolution No. ____

RESOLVED, that the Authority's compensation schedule presented at this June 17, 2013 meeting, is adopted and approved 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 approved for submission under Section 2800 of the Public Authorities Law.

Exhibit B

Resolution No. ____

RESOLVED, that the Authority's Annual Confidential Board Member Performance Evaluation Report as presented at this June 17, 2013 meeting, is adopted and approved to be submitted pursuant to Section 2800 of the Public Authorities Law.