

MINUTES OF THE THIRTEETH MEETING OF THE
GOVERNANCE COMMITTEE
HELD ON JUNE 22, 2020

Pursuant to a notice and agenda dated June 10, 2020, a copy of which is annexed hereto, the thirtieth (30th) 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 Monday, June 22, 2020 by videoconference.

The following members of the Committee were present:

Sherburne Abbott, Committee Chair

Charles Bell

Kate Fish

Jay Koh

Mark Willis

Also present were Alicia Barton, President and CEO; Janet Joseph, Senior Vice President for Strategy and Market Development; Jeffrey J. Pitkin, Treasurer; Peter Costello, General Counsel; Sara L. LeCain, Senior Counsel and Secretary to the Committee; and various other staff of the Authority.

Ms. Abbott called the meeting to order and noted the presence of a quorum. The meeting notice and agenda were forwarded to the Committee members and the press on June 10, 2020.

Ms. Abbott indicated that the first item on the agenda concerned the approval of the minutes of the twenty ninth (29th) meeting of the Committee, held on June 26, 2019.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Committee members, the minutes of the twenty ninth (29th) meeting of the Committee, held on June 26, 2019 were approved.

Ms. Abbott indicated that the next item on the agenda was the review and approval of the Governance Committee Charter. The Authority's General Counsel, Peter Costello, 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 these responsibilities is to periodically review its charter and determine what if any amendments need to be made. These recommendations, if any, would then be presented to the full Board for approval.

A copy of the current Governance Committee Charter was included in the Members' meeting package. Management did not recommend any changes to the Governance Committee Charter.

In response to an inquiry from Mr. Kauffman, Ms. LeCain explained that management periodically reviews the various Committee Charters, which were developed in conformance with guidance from the Authority's Budget Office.

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

Resolution

RESOLVED, that the Authority's Governance Committee Charter as presented to the Members for consideration at this June 22, 2020 meeting, with such non-substantive, editorial changes and grammatical changes as the President and Chief Executive Officer, in her discretion, may deem necessary or appropriate, is recommended for adoption and approval by the Board.

Ms. Abbott indicated that the next item on the agenda concerned a compensation schedule to be submitted as part of the Authority's Annual Report pursuant to Section 2800 of the Public Authorities Law. The Authority's Treasurer, Jeffrey Pitkin stated that in accordance with Public Authorities Law Section 2800, the Authority is required to submit a compensation schedule that lists all employees in decision making or management positions whose salaries exceed one hundred thousand dollars. In addition, Section 2800 requires the Authority to submit biographical information for each employee included on the list.

Mr. Pitkin noted that the compensation schedule lists each individual's annual salary, as well as the actual compensation that they receive during the fiscal year ending March 31, 2020. In some instances, actual compensation was lower or higher depending on whether the employee was eligible to receive performance-based, one-time lump sum payments that were made during the reporting period.

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

Resolution

RESOLVED, that the Authority's compensation schedule presented at this June 22, 2020 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 a resolution for the Members of the Committee to convene in private session. Section 108 of the Public Officers Law authorizes the Members to convene in private session to review a matter made confidential by State law. Section 2800 of the Public Authorities Law requires that the Authority conduct an annual confidential board member performance evaluation. Since the law states that the annual board member performance evaluation is confidential, it may be discussed by the Members in private session.

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

Resolution

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 June 22, 2020 for the purpose of

reviewing the Annual Confidential Board Member Performance Evaluation of the Authority.

The Members then met in private session.

Following the private session, Ms. Abbott reconvened the meeting in open session. No action was taken during the private session.

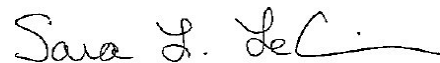
Whereafter, upon motion duly made and seconded, and by voice vote of the Members present, the following resolution was approved.

Resolution

RESOLVED, that the Authority's Annual Confidential Board Member Performance Evaluation Report as presented at this June 22, 2020 meeting is hereby recommended for approval by the Board to be submitted pursuant to Section 2800 of the Public Authorities Law.

Ms. Abbott indicated that the next item on the agenda concerned other business. There being no other business, the meeting was adjourned.

Respectfully Submitted,



Sara L. LeCain

Secretary to the Committee