



**NEW YORK STATE THRUWAY AUTHORITY
NEW YORK STATE CANAL CORPORATION**



MINUTES

GOVERNANCE COMMITTEE MEETING NO. 14

March 2, 2012

Minutes of a meeting of the New York State Thruway Authority/Canal Corporation Governance Committee, held in the Seventh Floor Conference Room at Metropolitan Transportation Authority Headquarters, 347 Madison Avenue, New York, New York and via video conference from the Authority's Administrative Headquarters, 200 Southern Boulevard, Albany, New York; Buffalo Division Office, 455 Cayuga Road, Suite 800, Cheektowaga, NY; and Syracuse Division Office, 290 Elwood Davis Road, Suite 250, 2nd Floor, Liverpool, NY.

The meeting began at 2:21 p.m.

The following Members of the Governance Committee were present, constituting a quorum:

Present:

Chairman Howard P. Milstein, Governance Committee Member (ex officio)

Brandon R. Sall, Chair, Governance Committee

Donna J. Luh, Governance Committee Member (via video conference)

Richard N. Simberg, Governance Committee Member

In addition, the following were present:

E. Virgil Conway, Board Member, via teleconference

Jose Holguin-Veras, Ph.D., Board Member, via video conference
Thomas J. Madison, Jr., Executive Director
Donald Bell, Acting Chief Engineer
John Bryan, Chief Financial Officer and Treasurer
William Estes, General Counsel
Brian Stratton, Director, Canal Corporation, via video conference
Ted Nadratowski, Interim Tappan Zee Project Director
Jill B. Warner, Board Administrator and Secretary
Jonathan Ehrlich, Special Assistant to the Chairman
Major Robert Meyers, Troop T
Karen Wilson, Information Technology Specialist
William Ringwood, Assistant Director, Contracts Management Office, via video conference
John Callaghan, Deputy Director, Canal Corporation, via video conference
John Joyce, Director of Special Projects, Canal Corporation, via video conference

Also in attendance:

J. D. O'Connell, New York Network
Karen Rae, New York State Deputy Secretary for Transportation
Murray Bodin, public
Anthony Costello, CEO, Anthony J. Costello & Son Development, via video conference
Todd Grady, Director of Marketing, Anthony J. Costello & Son Development, via video conference
Patrick Burke, public, via video conference
Albert Antonez, Brighton Informed, via video conference
Joseph C. Reid, Principal, Law Offices of Joseph C. Reid, P.A.
Connie Cahill, Partner, Hiscock & Barclay, LLP, via teleconference
Randolph Delfranco, Partner, Holland & Knight LLP, via teleconference
Martin Braun, Reporter, Bloomberg News

PUBLIC SESSION

Mr. Sall, Committee Chair, called the meeting of the Governance Committee to order. (18:49)

Ms. Warner recorded the minutes as contained herein.

Item 1

Approval of Minutes of Governance Committee Meeting No. 13 (18:53)

On the motion of Chairman Milstein, seconded by Ms. Luh, without any objections, the Governance Committee approved the minutes of Governance Committee Meeting No. 13, held December 12, 2011.

Item 2

Review and Approve for Board Action the Thruway and Canal Real Property Management Policies and Standard Operating Procedures, and the Thruway and Canal Personal Property Disposal Policies (19:39)

A discussion of the policies was undertaken by members of the Committee. The details of the presentation by Mr. Bryan and Committee Members' comments and questions with respect thereto are included in the video recording of the meeting maintained in the Authority's records.

On the motion of Ms. Luh, seconded by Mr. Simberg, without any objections, the Committee unanimously approved the Thruway and Canal Real Property Management Policies and Standard Operating Procedures, and the Thruway and Canal Personal Property Disposal Policies and authorized their submission to the Authority and Corporation Boards for consideration.

Item 3

Establishing the Major Projects Committee (21:40)

Extensive discussion related to establishing the Major Projects Committee was undertaken by members of the Governance Committee. The details of the presentation by Chairman Milstein and the remaining Committee Members' comments and questions with respect thereto are included in the video recording of the meeting maintained in the Authority's records.

The Members of the Major Projects Committee are as follows:

Chairman Howard P. Milstein, Major Projects Committee Chair (ex officio)

Richard N. Simberg, Major Projects Committee Member

Brandon R. Sall, Major Projects Committee Member

Jose Holguin-Veras, Ph. D., Major Projects Committee Member

On the motion of Mr. Simberg, seconded by Chairman Milstein, without any objections, the Committee unanimously approved the establishment of the Major Projects Committee and authorized the items submission to the Authority and Corporation Boards for consideration.

Adjournment (27:02)

There being no further business to come before the Governance Committee, on the motion of Mr. Simberg, seconded by Chairman Milstein, without any objections, the meeting was adjourned.

Note: Webcasts, which include dialogue of the Authority/Corporation Governance Committee Meeting, are available on the Thruway Authority website 48 hours after such meetings occur and remain on the website for a period of 4 months