



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



MINUTES

GOVERNANCE COMMITTEE MEETING NO. 16

May 30, 2012

Minutes of a meeting of the New York State Thruway Authority/Canal Corporation Governance Committee, held in the Authority's New York Division Office, 4 Executive Boulevard, Suffern, NY 10901 and via video conference from the Authority's Buffalo Division Office, 455 Cayuga Road, Suite 800, Cheektowaga, NY 14225.

The meeting began at 2:30 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
J. Donald Rice, Jr., Board Member
Jose Holguin-Veras, Ph.D., Board Member, via video conference

Thomas J. Madison, Jr., Executive Director
John Bryan, Chief Financial Officer and Treasurer
William Estes, General Counsel
Brian Stratton, Director, Canal Corporation
Ted Nadratowski, Interim Tappan Zee Project Director
Jill B. Warner, Board Administrator and Secretary
Jonathan Ehrlich, Special Assistant to the Chairman
Thomas J. Ryan, Chief of Staff
Jerry Yomoah, Director of Governmental Affairs
Andrew O'Rourke, Director, Tappan Zee Bridge Project Information Office
Major Robert Meyers, Troop T
Karen Wilson, Information Technology Specialist III
Shane Mahar, Acting Director of Public Information

Also in attendance:

Murray Bodin, public
Alex Taylor, Reporter, *Journal News*
John Armstrong, New York Network
Aimee Vargas, mid-Hudson Regional Director for Empire State Development Corporation
Allan Paull, Senior Vice President, Tishman Construction Corporation
Richard Gobeille, National Program Manager, Jacobs Engineering
Jeffrey Parker, Jeffrey A. Parker & Associates
Dan Cohen, Senior Manager, Citigroup
Bart Livolsi, Managing Director Public Finance, Citigroup
Stanley Kramer, Partner, Hawkins Delafield & Wood LLP

PUBLIC SESSION

Mr. Sall, Committee Chair, called the meeting of the Governance Committee to order. (0:10)

Ms. Warner recorded the minutes as contained herein.

Item 1

Approval of Minutes of Governance Committee Meeting No. 15 (0:10)

On the motion of Mr. Simberg, seconded by Chairman Milstein, without any objections, the Governance Committee approved the minutes of Governance Committee Meeting No. 15, held April 30, 2012.

Item 2

Review and Approve for Board Action Thruway Authority and Canal Corporation Whistleblower Policy (25-2-26) as Amended (0:30)

A discussion of the Thruway Authority and Canal Corporation Whistleblower Policy (the “Policy”) was undertaken by members of the Committee. The details of the presentation by Mr. Estes and Committee Members’ comments and questions with respect thereto are included in the video recording of the meeting maintained in the Authority’s records. At the request of Chairman Milstein, the Committee approved an amendment to Exhibit A to add the following language to Section III of the Policy:

III. Reporting Wrongdoing

A. All employees who discover or have knowledge of wrongdoing shall promptly disclose information concerning such wrongdoing in a written or oral report to his/her immediate supervisor, intermediate supervisor, Administrative Officer, Department Head, Bureau of Labor Relations and Employee Safety, the Chief of Staff, the Executive Director, or, as outlined below, the Equal Opportunity Unit or the Department of Audit and Management Services:

On the motion of Ms. Luh, seconded by Mr. Simberg, without any objections, the Committee unanimously approved the Thruway Authority and Canal Corporation Whistleblower Policy (25-2-26) as amended and authorized its submission to the Authority and Corporation Boards for consideration. (7:28)

Adjournment (7:41)

There being no further business to come before the Governance Committee, on the motion of Chairman Milstein, seconded by Ms. Luh, 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