



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



MINUTES

GOVERNANCE COMMITTEE MEETING NO. 17

September 11, 2013

Minutes of a meeting of the New York State Thruway Authority/Canal Corporation Governance Committee, held in the Board Room at the New NY Bridge Project Office, 303 South Broadway, Tarrytown, New York; as well as via video conference from the Buffalo Division Conference Room, 455 Cayuga Road, Cheektowaga, New York.

The meeting began at 3:51 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

Jerry Yomoah, Board Administrator

Jonathan Ehrlich, Special Assistant to the Chairman

Scott Hollis, Information Technology Specialist III

Sergeant John Antonelli, Troop T

Michael Shamma, Acting Chief Engineer

Daniel Weiller, Director, Office of Media Relations and Communications

Ted Nadratowski, Interim Director, Maintenance and Operations

John Barr, Director, Administrative Services

Stephen Grabowski, NY Division Director

Peter Sanderson, Project Director, New NY Bridge

Harry Lennon, Acting Director of Audit & Management Services

Brian Stratton, Director, Canal Corporation

William McDonough, Investment Officer

Karen Rae, Deputy Secretary for Transportation, Governor's Office

Janet Ho, Assistant Deputy Secretary for Transportation, Governor's Office

Doron Bar-Levav, NYSTA Bond Counsel, Harris Beach, PLLC

Dan Cohen, CitiGroup

Dan Thompson, CitiGroup

Karen Wilson, CSEA Local President

Herb Hardwick, Attorney, Hardwick Law Firm, LLC

Alex Saunders, Member of Public

Murray Bodin, Member of Public

Mr. Sall, Committee Chair, called the meeting of the Governance Committee to order.

Mr. Yomoah recorded the minutes as contained herein.

Item 1

Approval of Minutes of Governance Committee Meeting No. 16 (0:51:39)

On the motion of Mr. Simberg, seconded by Chairman Milstein, without any objections, the Governance Committee approved the minutes of Governance Committee Meeting No. 16, held May 30, 2012.

Item 2

Approval of the Statewide Equal Employment Complaint Investigation Process (0:52:05)

A discussion of the Statewide Equal Employment Complaint Investigation process was held by Chairman Milstein and Committee Members.

Whereafter, upon motion duly made and seconded, the Governance Committee approved the Statewide Equal Employment Complaint Investigation process and authorized its submission to the Authority Board for consideration.

Item 3

Approval of Updated Governance Committee Charter (0:17:46)

Mr. Estes discussed changes to the charter and stated they were mainly stylistic and bring uniformity to all Board charters.

Whereafter, upon motion duly made and seconded, the Governance Committee approved the updated charter and authorized its submission to the Authority Board for consideration.

Adjournment (0:53:24)

There being no further business to come before the Governance Committee, 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

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