



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



MINUTES

GOVERNANCE COMMITTEE MEETING NO. 18

December 16, 2013

Minutes of a meeting of the New York State Thruway Authority/Canal Corporation Governance Committee, held in the Board Room of Empire State Development, 633 3rd Avenue, 37th Floor, New York, New York; as well as via video conference from the New York State Thruway Authority's Board Room, 200 Southern Boulevard, Albany, New York, and the Department of Civil and Environmental Engineering, 4030 Jonsson Engineering Center, Rensselaer Polytechnic Institute, 110 Eighth Street, Troy, NY

The meeting began at 3:13 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

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

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

Harry Lennon, Acting Director of Audit & Management Services, via video conference

John Callaghan, Deputy Director of the Canal Corporation

Also in attendance:

Jeffrey Parker, Senior Managing Director, Ernst & Young LLP

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. 17 (00:13:17)

On the motion of Mr. Simberg, seconded by Chairman Milstein, without any objections, the Governance Committee approved the minutes of Governance Committee Meeting No. 17, held on September 11, 2013.

Item 2

Authorizing the Modification and Consolidation of the Thruway Authority's and Canal Corporation's Procurement Contracts Policies (25-5-01) (00:13:29)

A discussion about modifying and consolidating the Thruway Authority and Canal Corporation's procurement contracts policies was held by Mr. Bryan and Committee Members.

Whereafter, upon motion duly made and seconded, the Governance Committee approved the Modification and Consolidation of the Thruway Authority's and Canal Corporation's Procurement Contracts Policies and authorized its submission to the Authority Board for consideration.

Adjournment (00:14:43)

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