



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



MINUTES

GOVERNANCE COMMITTEE MEETING NO. 19

January 09, 2014

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, via video conference

Richard N. Simberg, Governance Committee Member, via video conference

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

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

Ted Nadratowski, Interim Director, Maintenance and Operations

Dan Weiller, Director of Media Relations & Communications, via video conference

Also in attendance:

Curtis Harris, Barclays Capital

Stan Kramer, Hawkins Delafield & Wood

Seth Bryant, Bryant Rabbino

Steve Kantor, First Southwest Company

Kym Arnone, Barclays Capital

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. 18 (00:00:14)

On the motion of Mr. Simberg, seconded by Chairman Milstein, without any objections, the Governance Committee approved the minutes of Governance Committee Meeting No. 18, held on November 7, 2013.

Item 2

Rescinding Resolution Nos. 5322, 5391 and 5863 and Appointing William J. Estes as Secretary and Jerry B. Yomoah and Jonathan E. Gunther as Assistant Secretaries of the Authority/Corporation (00:00:38)

A discussion about appointing William J. Estes as Secretary and Jerry B. Yomoah and Jonathan E. Gunther as Assistant Secretaries of the Authority/Corporation was held by Chairman Milstein and Committee Members.

Whereafter, upon motion duly made and seconded, the Governance Committee approved Rescinding Resolution Nos. 5322, 5391 and 5863 and Appointing William J. Estes as Secretary and Jerry B. Yomoah and Jonathan E. Gunther as Assistant Secretaries of the Authority/Corporation and authorized its submission to the Authority Board for consideration.

Adjournment (00:01:34)

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