



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



MINUTES

GOVERNANCE COMMITTEE MEETING NO. 20

June 6, 2014

Minutes of a meeting of the New York State Thruway Authority's Governance Committee, held in the Thruway Authority's New NY Bridge Project Office, 303 South Broadway Tarrytown, New York.

The meeting began at 2:07 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, Secretary and General Counsel
John Bryan, Treasurer and Chief Financial Officer
Jonathan Ehrlich, Special Assistant to the Chairman
Jim Fogarty, Information Technology Specialist
Major Evelyn Mallard, NYS Police Troop T
Michael Shamma, Acting Chief Engineer
John Callaghan, Assistant Director of Canal Corporation
Harry Lennon, Interim Director of Internal Audit
Ted Nadratowski, Interim Director, Maintenance and Operations
Dan Weiller, Director of Media Relations & Communications
Tara Novak, Director of Strategic Planning & Performance Management
Debra Jung, Associate Investment Officer
Keith Fragomeni, Investment Officer
William McDonough, Interim Director of Thruway Assets and Investments
Jerry Yomoah, Board Administrator

Also in attendance:

Karen Rae, Office of the NYS Governor
Jeanine Thompson, Office of the NYS Governor
Murray Bodin, Member of Public
David Spara, Toski & Co.
David Paget, Sive, Paget & Riesel, P.C.
Arthur J. Siegel, Bond Schoeneck & King
Steven Gerber, Gonzalez Saggio & Harlan LLP
Gregory B. Gilmore, Gonzalez Saggio & Harlan LLP
Theresa Juva-Brown, The Journal News

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. 19 (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. 19, held on January 9, 2014.

Item 2

Presentation on Thruway and Canal Performance Measures (00:00:38)

John Bryan and Tara Novak gave a presentation of the Thruway Authority and Canal Corporation's performance measures.

Details of the Committee Members discussion with Mr. Bryan and Ms. Novak are included in the video recording of the meeting maintained in the Authority's records.

Item 3

Rescinding Resolution Nos. 5604 and 5627 and Appointing William F. McDonough as Assistant Treasurer and Keith Fragomeni as Assistant Secretary of the Authority/Corporation (00:40:10)

Chairman Milstein and Committee members held a discussion about appointing William F. McDonald as Assistant Treasurer and Keith Fragomeni as Assistant Secretary of the Authority/Corporation.

Upon motion duly made and seconded, the Governance Committee approved Rescinding Resolution Nos. 5604 and 5627 and Appointing William F. McDonough as Assistant Treasurer and Keith Fragomeni as Assistant Secretary of the Authority/Corporation and authorized its submission to the Authority Board for consideration.

Adjournment (00:40:10)

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