



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



MINUTES

GOVERNANCE COMMITTEE MEETING NO. 21

December 19, 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 11:30 a.m.

The following Members of the Governance Committee were present, constituting a quorum:

Present:

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, via video conference
J. Donald Rice, Jr., Board Member, via video conference
Jose Holguin-Veras, Ph.D., Board Member

Thomas J. Madison, Jr., Executive Director
William Estes, Secretary and General Counsel
Brian Stratton, Director of the NYS Canal Corporation
John Barr, Director of Administrative Services
Harry Lennon, Acting Director of Department of Audit & Management Services
John Bryan, Treasurer and Chief Financial Officer
Frank Macarilla, Information Tech. Specialist
Major Evelyn Mallard, NYS Police Troop T
Michael Shamma, Acting Chief Engineer
Ted Nadratowski, Interim Director, Maintenance and Operations
Dan Weiller, Director of Media Relations & Communications
John Callaghan, Deputy Director of the NYS Canal Corporation
Jerry Yomoah, Board Administrator

Also in attendance:

Murray Bodin, Member of Public
Alex Saunders, Member of Public
Paul Goetz, SaxBST
Brendan Kennedy, SaxBST
Nadine Lemmon, Tri-State Transportation Campaign

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. 20

Upon motion duly made and seconded, the Governance Committee approved the minutes of Governance Committee Meeting No. 20, held on June 6, 2014.

Item 2

Adopting a Revised Governance Committee Charter and Approving the Authority/Corporation's Written Policies Regarding the Disposition of Real and Personal Property and the Authority/Corporation's Mission Statement

Mr. Estes presented the item seeking the Committee's approval to make technical changes to the committee charter, the policy related to disposition of real and personal property and the Authority's mission statement.

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

Upon motion duly made and seconded, the committee approved the change and authorized the item's submission to the Authority Board for consideration.

Adjournment

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