

NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY
Minutes of the 40th Governance Committee Meeting
Held on April 29, 2024

Pursuant to a notice and agenda dated April 16, 2024, the fortieth (40th) meeting of the Governance Committee (the “Committee”) of the NEW YORK STATE ENERGY RESEARCH AND DEVELOPMENT AUTHORITY (the “Authority”) was convened at 11:30 a.m. on Monday, April 29, 2024 at the NY Green Bank (“NYGB”) Office located at 1333 Broadway, Suite 300, New York, New York and at the Authority’s Albany Office located at 17 Columbia Circle, Albany, New York. The two locations were connected by videoconference.

The following Members of the Committee were present:

Arturo Garcia-Costas, *Committee Chair* attended from NYGB
Richard Kauffman, *Chair of the Authority* attended from NYGB
Charles Bell, *Vice Chair of the Authority* attended from Albany
Sherburne Abbott attended from NYGB
Jay Koh attended from NYGB

Also present were Doreen Harris, President and CEO; John Williams, Executive Vice President for Policy and Regulatory Affairs; Peter J. Costello, General Counsel and Secretary to the Authority; Pam Poisson, Chief Financial Officer; Anthony J. Fiore, Chief Program Officer; Sara L. LeCain, Senior Counsel and Secretary to the Committee and various other staff of the Authority.

Committee Chair Garcia-Costas called the meeting to order and noted the presence of a quorum. Notice of this meeting was provided to the Committee Members on April 16, 2024 and to the press on April 17, 2024.

Committee Chair Garcia-Costas indicated that the first item on the agenda concerned the approval of the minutes of the thirty-ninth (39th) meeting of the Committee, held on October 4, 2023.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Committee Members, the minutes of the thirty-ninth (39th) meeting of the Committee, held on October 4, 2023 were approved.

Committee Chair Garcia-Costas indicated that the next item on the agenda was to consider proposed amendments to the Authority's Conflict of Interest Policies ("COI"). General Counsel Peter Costello indicated that the Committee had been provided with the updated Employee Conflict of Interest Policy and the updated Board Member Conflict of Interest Policy. No changes to the Member COI policy were recommended. Revisions to the Employee COI were ministerial and derived from the New York State Joint Commission on Public Ethics being renamed the New York State Commission on Ethics and Lobbying and Government. The policies are intended to supplement, but not replace, any applicable state and federal laws and regulations governing conflicts of interest applicable to Authority employees and Board Members.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Committee Members, the following resolution was adopted.

Resolution No. 81

RESOLVED, that the Employee Conflict of Interest Policy and Board Member Conflict of Interest Policy submitted to the Members for consideration at this April 29, 2024 meeting with such non-substantive and editorial changes, are recommended to be adopted and approved by the Board.

Committee Chair Garcia-Costas indicated that the next item on the agenda was a resolution to meet in private session to review the results of the Annual Confidential Board Member Performance Evaluation.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Committee Members, the following resolution was adopted.

Resolution No. 82

RESOLVED, that pursuant to Section 108 of the Public Officers Law and Section 2800 of the Public Authorities Law, the Members of the Governance Committee shall convene in private session on April 29, 2024 for the purpose of reviewing the Annual Confidential Board Member Performance Evaluation of the Authority.

Following the private session, the meeting was reconvened in open session. Committee Chair Garcia-Costas confirmed that no formal action was taken during the private session.

Committee Chair Garcia-Costas indicated that the next item on the agenda was a resolution recommending the approval of the Annual Confidential Board Member Performance Evaluation.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Committee Members, the following resolution was adopted.

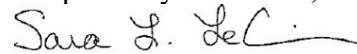
Resolution No. 83

RESOLVED, that the Authority's Annual Confidential Board Member Performance Evaluation Report as presented at this April 29, 2024 meeting is hereby recommended for approval by the Board to be submitted pursuant to Section 2800 of the Public Authorities Law.

Committee Chair Garcia-Costas indicated that the last item on the agenda was other business. There being no other business, Committee Chair Garcia-Costas called for a motion to adjourn.

Whereafter, upon motion duly made and seconded, and by unanimous voice vote of the Committee, the meeting was adjourned.

Respectfully submitted,



Sara L. LeCain

Secretary to the Committee



NYSERDA

KATHY HOCHUL
Governor

RICHARD L. KAUFFMAN
Chair

DOREEN M. HARRIS
President and CEO

NOTICE OF MEETING AND AGENDA

April 16, 2024

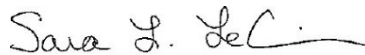
TO THE MEMBERS OF THE GOVERNANCE COMMITTEE:

PLEASE TAKE NOTICE that the fortieth (40th) meeting of the GOVERNANCE COMMITTEE of the New York State Energy Research and Development Authority (“Authority”) will be held at the NY Green Bank Office located at 1333 Broadway, Suite 300, New York, New York and at 17 Columbia Circle, Albany, New York on Monday, April 29, 2024, commencing at 11:30 a.m., for the following purposes:

1. To consider the Minutes of the 39th meeting held on October 4, 2023.
2. To consider and act upon a resolution approving the Authority’s Conflict of Interest Policies.
3. To consider and act upon a motion to enter into private session for the purpose of reviewing the results of the Annual Confidential Board Member Performance Evaluation.
4. To consider and act upon a resolution recommending approval of the Annual Confidential Board Member Performance Evaluation Report.
5. To transact such other business as may properly come before the meeting.

Members of the public may attend the meeting at any of the above locations or via the video conference which can be accessed at <https://www.nyserda.ny.gov/About/Board-Governance/Board-and-Committee-Meetings>.

The Authority will be posting a video and a transcript of the meeting to the web as soon as practicable after the meeting. The video and transcript will be posted at <http://www.nyserda.ny.gov/About/Board-Governance/Board-and-Committee-Meetings>.


Sara L. LeCain
Secretary to the Committee

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