

**MINUTES OF THE SPECIAL MEETING  
OF THE  
GOVERNANCE COMMITTEE**

**May 22, 2014**

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Minutes of the special meeting of the New York Power Authority's Governance Committee held via video conference at approximately 9:10 a.m. at the following participating video conference locations:

- 1) New York Power Authority, 123 Main Street, White Plains, NY
- 2) Metschl & Associates - AKA EyeNetworks, 295 Main Street, Ellicott Square Building Suite 1098, Buffalo, NY
- 3) VC Rooms, 247 West Fayette Ave., Suite 202, Syracuse, NY
- 4) Eyenetwork@Alliance Court Reporting, 183 E Main Street, Suite 1500, Rochester, NY

**The following Members of the Governance Committee were present:**

Trustee R. Wayne LeChase, Chairman  
Authority Chairman John R. Koelmel  
Trustee Eugene Nicandri  
Trustee Joanne M. Mahoney

**Also in attendance were:**

Gil Quiniones	President and Chief Executive Officer
Edward Welz	Chief Operating Officer
Donald Russak	Executive Vice President and Chief Financial Officer
Arthur Cambouris	Acting Executive Vice President and General Counsel
Robert Lurie	Senior Vice President – Strategic Planning
James Pasquale	Senior Vice President – Economic Development & Energy Efficiency
Joan Tursi	Senior Vice President – Corporate Support Services
Jill Anderson	Vice President – Public & Regulatory Affairs and Chief of Staff
Joseph Leary	Vice President – Community & Government Relations
Karen Delince	Corporate Secretary
Brian McElroy	Treasurer
Michael Saltzman	Director Communications & Media Relations
Peter Prunty	Director Infrastructure – Infrastructure
Gregory Jablonsky	Manager Network Services – Infrastructure
Silvia Louie	Senior Project Manager – Executive Office, Public and Regulatory Affairs/Chief of Staff
Glenn Martinez	Senior Network Analyst – Infrastructure
Lorna Johnson	Associate Corporate Secretary
Sheila Baughman	Assistant Corporate Secretary
Joseph Rivera	Contractor – Infrastructure

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Chairman R. Wayne LeChase presided over the meeting. Corporate Secretary Delince kept the Minutes.

**Introduction**

*Chairman R. Wayne LeChase welcomed committee members and Authority staff to the meeting. He said the meeting had been duly noticed as required by the Open Meetings Law and called the meeting to order pursuant to Section B(4) of the Governance Committee Charter.*

**1. Adoption of the Proposed Meeting Agenda**

Upon motion made and seconded the agenda for the meeting was adopted.

2. **Election of Executive Vice President and Chief Financial Officer**

President Quiniones presented the recommendation for the election of the Executive Vice President and Chief Financial Officer to the Committee.

President Quiniones made the following remarks:

*“Members of the Governance Committee are requested to recommend to the Board of Trustees, the election of Robert Lurie as Executive Vice President and Chief Financial Officer of the Power Authority.*

*Robert Lurie has nearly 30 years of experience in the utility industry, government and investment banking. His varied career in the public and private sectors has included serving as the Director of Public Finance for the State of New Jersey, overseeing the financial activities of multiple state authorities; Treasurer of NUI Corporation, a gas utility in New Jersey, and as Chief of Strategic Planning at the Port Authority of New York and New Jersey, from 2003 through 2007, developing a 10-year, multibillion dollar strategic capital plan.*

*He joined the Power Authority in 2012 as Senior Vice President of Strategic Planning and led a management team effort in creating NYPA’s new strategic plan, Strategic Vision 2014-2019, issued in March of this year.*

*When we were recruiting for the Senior Vice President of Strategic Planning position two years ago, we specifically looked for a candidate that would be able to step-in to the role of CFO as part of the executive management succession planning process. Bob, with his extensive experience not only in public finance, but also in strategic planning, was the perfect candidate. With Don Russak’s pending retirement, we are now executing that plan as envisioned in 2012 by requesting the recommendation to the Board for the election of Robert Lurie to Executive Vice President and Chief Financial Officer of the Power Authority.”*

Upon motion made and seconded, the recommendation for the election of Robert F. Lurie as Executive Vice President and Chief Financial Officer of the Authority was unanimously approved.

3. **Committee Appointments**

*Chairman LeChase said that the Committee Appointments, which are scheduled to come before the Board of Trustees, are before the Governance Committee for their information only.*

**“SUMMARY**

In accordance with Article V the By-Laws of the Power Authority of the State of New York, as amended March 27, 2012 (“By-Laws”), the Trustees are requested to approve the following committee appointments effective immediately.

**BACKGROUND**

The following changes in committee composition are recommended in order to achieve an even distribution of assignments for each Trustee. (Changes indicated in bold.)

Governance Committee

Eugene L. Nicandri (**Chair**), Joanne M. Mahoney, John R. Koelmel

Strategic Planning and Energy Policy Committee

Joanne M. Mahoney (Chair), **Jonathan F. Foster**, John R. Koelmel

**RECOMMENDATION**

The following resolution is recommended for adoption.

RESOLVED, That the members of the Governance Committee shall be Eugene L. Nicandri (Chair), Joanne M. Mahoney, John R. Koelmel, effective immediately; and be it further

RESOLVED, That the members of the Strategic Planning and Energy Policy Committee shall be: Joanne M. Mahoney (Chair), Jonathan F. Foster, John R. Koelmel, effective immediately.”

4. **Next Meeting**

Chairman LeChase said the next meeting of the Governance Committee will be held on **Tuesday, July 29, 2014** at the Clarence D. Rappleyea Building in White Plains, New York.

May 22, 2014

**Closing**

Upon motion made and seconded, the meeting was adjourned by the Chairman at approximately 9:18 a.m.

A handwritten signature in black ink, appearing to read "Karen Delince". The signature is written in a cursive style with a large initial "K" and "D".

Karen Delince  
Corporate Secretary