

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

April 24, 2012

A special meeting of the Governance Committee was held via videoconference at the Authority's offices at 123 Main Street, White Plains, New York at approximately 10:45a.m.

The following Members of the Governance Committee were present:

Trustee Eugene L. Nicandri, Chairperson
Trustee Jonathan Foster
Trustee John S. Dyson
Trustee D. Patrick Curley – Buffalo
Trustee Mark O’Luck – NYO

Also in attendance were:

<i>Gil C. Quiniones</i>	<i>President and Chief Executive Officer</i>
<i>Judith C. McCarthy</i>	<i>Executive Vice President and General Counsel</i>
<i>Edward Welz</i>	<i>Chief Operating Officer</i>
<i>Donald Russak</i>	<i>Chief Financial Officer</i>
<i>Joan Tursi</i>	<i>Senior Vice President – Corporate Support Services</i>
<i>Karen Delince</i>	<i>Corporate Secretary</i>
<i>Dennis Eccleston</i>	<i>Chief Information Officer</i>
<i>Lorna Johnson</i>	<i>Assistant Corporate Secretary</i>
<i>Louise Nestler</i>	<i>Assistant Ethics Officer</i>
<i>Sheila Baughman</i>	<i>Senior Secretary, Corporate Secretary’s Office</i>
<i>Gary Schmid</i>	<i>Manager - Network Services</i>
<i>Peter Prunty</i>	<i>Network Architect , Infrastructure</i>

Chairman Nicandri welcomed Committee and staff members to the meeting.

1. Adoption of the Meeting Agenda

By motion made and seconded, the April 24, 2012 meeting agenda was adopted.

2. Motion to Conduct an Executive Session

Mr. Chairman, I move that the Authority conduct an executive session pursuant to the Public Officers Law of the State of New York section §105 to discuss matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation. On motion made and seconded, an Executive Session was held.

3. Motion to Resume Meeting in Open Session

Mr. Chairman, I move to resume the meeting in Open Session. On motion made and seconded, the meeting resumed in Open Session.

4. Next Meeting

The next regular meeting of the Governance Committee will be held on Tuesday, July 31, 2012 at 8:30 a.m., at the Authority's Niagara Power Project. On motion made and seconded the meeting adjourned at approximately 12:04 p.m.