

**DRAFT SUBJECT TO REVIEW AND REVISION**

**NEW YORK STATE URBAN DEVELOPMENT CORPORATION  
d/b/a Empire State Development**

**GOVERNANCE COMMITTEE MEETING  
June 6, 2013**

**MINUTES**

New York State Urban Development Corporation, d/b/a Empire State Development (“ESD”), held a Governance Committee Meeting via telephone at ESD’s Office at 633 Third Avenue, New York, New York 10017.

**Members Present:** Derrick Cephas  
Paul Ciminelli

**Members Absent:** Kenneth Adams  
Joyce Miller

**Present for ESD:** Lawrence A. Jacobs, Executive Vice President – Legal and General Counsel  
Kerri Jew, Compliance Officer  
Mehul Patel, Chief of Staff

The meeting was called to order at 9:45am.

Ms. Jew gave introductory remarks, as she and Mr. Jacobs are new to their roles at ESD. Ms. Jew explained the objective of this meeting was to set a framework for the Governance Committee and to discuss the compilation of board self-evaluations as required by the Public Authorities Law.

Ms. Jew explained that the role of the Governance Committee is to keep informed of best governance practices, to review corporate governance trends, to recommend updates to the authority’s corporate governance principles, and to perform board self-evaluations. The discussion then turned to the FY 2012-2013 Compilation of Confidential Board Self-Evaluations.

Ms. Jew noted that the board had positive feedback for all of the 15 categories set forth on the evaluation form. To ensure engagement of the board in implementing mitigation strategies proactively, Ms. Jew suggested that Tom Brennan, ESD’s Senior Vice President and Internal Control Officer, could present a summary of what he discusses with the Audit Committee to the

Governance Committee at a future meeting. Such a presentation and the Governance Committee's feedback would be consistent with the Governance Committee's role in defining committee structure and function. Mr. Cephas and Mr. Ciminelli agreed that this would be an informative presentation.

The Committee then discussed the possibility of becoming engaged in more detailed discussions with ESD staff. Mr. Jacobs suggested that ESD staff should maintain a one-on-one dialog with board members at all times, and a mechanism to have more detailed discussions with board members should exist. Mr. Ciminelli noted that ESD staff have engaged board members in more detailed discussions in the past on specific projects.

The Committee then discussed the category on the evaluation form related to the board's oversight of the CEO and other executive staff.

The Committee agreed that ESD staff should revisit the categories included in the evaluation form, which is based upon a form provided by the Authorities Budget Office, and make appropriate revisions.

The meeting was adjourned at 10:10am.