



**MINUTES OF THE REGULAR MEETING  
OF THE  
NEW YORK STATE CANAL CORPORATION**

**May 22, 2018**

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Minutes of the Regular Meeting of the New York State Canal Corporation held via video conference at the Clarence D. Rappleyea Building, 123 Main Street, White Plains, New York at approximately 9:40 a.m.

**Members of the Board present were:**

John R. Koelmel, Chairman  
Eugene L. Nicandri, Vice Chairman  
Tracy McKibben  
Michael A.L. Balboni  
Dennis G. Trainor  
Anthony J. Picente, Jr. - CEC

Dr. Anne Kress - Excused

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Gil Quiniones	President and Chief Executive Officer
Justin Driscoll	Executive Vice President and General Counsel
Joseph Kessler	Executive Vice President and Chief Operating Officer
Robert Lurie	Executive Vice President and Chief Financial Officer
Jenny Liu	Acting Executive Vice President - Commercial Operations
Soubhagya Parija	Senior Vice President and Chief Risk Officer
Robert Piascik	Senior Vice President and Chief Information Officer
Angela Gonzalez	Senior Vice President – Internal Audit
Kimberly Harriman	Senior Vice President – Public & Regulatory Affairs
Kristine Pizzo	Senior Vice President – Human Resources
Karen Delince	Vice President and Corporate Secretary
John Canale	Vice President – Strategic Supply Management
Keith Hayes	Vice President – Economic Development
Joseph Leary	Vice President – Community & Government Relations
Doug McMahon	Vice President – Strategy
Daniella Piper	Vice President – Digital Transformation Office / Acting Chief of Staff
Ethan Riegelhaupt	Vice President – Corporate Communications
John Markowitz	Lead Energy Services Product Development Engineer
Raj Diwan	Manager – Strategy, Planning and Delivery
Mary Cahill	Manager – Executive Office
Lorna Johnson	Senior Associate Corporate Secretary
Sheila Quatrocci	Senior Assistant Corporate Secretary
Matthew Lichtash	Strategy and Executive Office Specialist - Digital Transformation Office
Paul DeMichele	Media Relations Specialist II
Catherine Kassenoff	Special Counsel - Ethics, Risk & Compliance
Zachary Frieden	Intern - Media Relations
Pablo Illanes	Partner – McKinsey & Company, Inc.
Rohan Saharia	Associate – McKinsey & Company, Inc.
Humayun Tai	Associate – McKinsey & Company, Inc.

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Chairman Koelmel presided over the meeting. Corporate Secretary Delince kept the Minutes.

**Introduction**

*Chairman Koelmel welcomed the Board members and NYPA and Canal staff members who were present at the meeting and said that the meeting had been duly noticed as required by the Open Meetings Law and called the meeting to order pursuant to the Authority's Bylaws, Article III, Section 3.*

1. **Adoption of the May 22, 2018 Proposed Meeting Agenda**

Upon motion made by Trustee Balboni and seconded by Trustee McKibben, the meeting Agenda was adopted.

**Conflicts of Interest**

*Trustee Balboni declared a conflict as indicated below and said he would not participate in the discussion or vote as it relates to that matter.*

- **Oracle America, Inc. (Item #4c i)**

*Chairman Koelmel, Vice Chairman Nicandri and Trustees Picente, McKibben and Trainor declared no conflicts of interest based on the list of entities previously provided for their review.*

2. **Motion to Conduct an Executive Session**

***Mr. Chairman, I move that the Board conduct an executive session to discuss the financial and credit history of a particular corporation, pursuant to §105f of the Public Officers Law.*** Upon motion made by Trustee Trainor and seconded by Vice Chairman Nicandri, the members held an executive session.

3. **Motion to Resume Meeting in Open Session**

***Mr. Chairman, I move to resume the meeting in Open Session.*** Upon motion made by Vice Chairman Nicandri and seconded by Trustee McKibben, the meeting resumed in Open Session.

Chairman Koelmel said no votes were taken during the Executive Session.

**4. CONSENT AGENDA:**

Upon motion made by Trustee Balboni and seconded by Trustee Trainor, the members approved the Consent Agenda.

**a. Governance Matters**

**i. Minutes of the Annual Meeting of the  
New York State Canal Corporation Board of  
Directors' Meeting held on March 20, 2018**

The Minutes of the Annual Meeting held on March 20, 2018 were unanimously adopted.



**5. DISCUSSION AGENDA**

**a. Board Committee Report**

**i. Audit Committee Report**

Chairman Nicandri said that the Audit Committee met this morning and received an update from Ms. Angela Gonzalez, the Senior Vice President of Internal Audit, on the status of the 2018 Audit Plan for NYPA and Canals. In addition, the Committee reviewed a status report on the open audits and Ms. Gonzalez's 100-day Plan.

6. **Next Meeting**

Chairman Koelmel said that the Regular meeting of the Boards would be held on **July 31, 2018** at the **Clarence D. Rappleyea Building, White Plains, New York**, unless otherwise designated by the Chair with the concurrence of the Trustees.

**Closing**

Upon motion made by Trustee Balboni and seconded by Trustee McKibben, the meeting was adjourned at approximately 12:30 p.m.

*Karen Delince*

Karen Delince  
Corporate Secretary