

**MINUTES OF MEETING OF THE GOVERNANCE AND NOMINATING  
COMMITTEE HELD ON THE 26<sup>th</sup> DAY OF JULY, 2007**

The meeting was called to order at 8:38 a.m. Present were Chairman Kevin O'Connor and members William Pettit III, Christine Sisto Mertes, Christine Miles and counsel James D. Linnan. The meeting was called to order by the Chairman, Kevin O'Connor. The Chairman explained the proposed contract for employment and the background of the negotiations for the contract relative to the continued employment of Michael Klein as Executive Director of The Authority.

Following extensive discussion relating to the contributions to The Authority made by Michael Klein during his tenure, upon motion by William Pettit and seconded by Christine Sisto Mertes, it was unanimously approved that the committee recommend to the full board that the proposed contract for the four year extension of employment for the Executive Director be adopted. Upon motion duly made, seconded and unanimously carried, the meeting was adjourned at 8:56 a.m.