

March 25, 2014

**MEMORANDUM TO THE TRUSTEES**

**FROM THE CHAIRMAN**

**SUBJECT: Appointment of Acting Executive Vice President and General Counsel**

**SUMMARY**

The Trustees are requested to consider the appointment of Arthur T. Cambouris of New York, New York as Acting Executive Vice President and General Counsel, effective once the office is vacant.

**BACKGROUND AND DISCUSSION**

Article IV of the Authority's By-laws provides for the election of certain non-statutory officers by the Trustees. The same Article provides that Trustees may leave unfilled any office except those of Chair, Vice Chair, President and Chief Executive Officer, Chief Operating Officer, Executive Vice President and General Counsel or Corporate Secretary. In addition, this section permits the Trustees to fill these positions with an acting or interim appointment until such time as a permanent replacement is elected.

**RECOMMENDATION**

It is recommended that, pursuant to Article IV of the By-Laws, adopted December 18, 1984, and last amended on March 27, 2012, Arthur Cambouris be appointed as Acting Executive Vice President and General Counsel, effective once the office is vacant, to hold such office until the Executive Vice President and General Counsel is elected by the Trustees.

The resolution below is recommended for adoption.

John R. Koelmel  
Chairman

## **RESOLUTION**

RESOLVED, That pursuant to Article IV of the Authority's By-Laws, adopted December 18, 1984, and last amended on March 27, 2012, Arthur T. Cambouris is hereby appointed as Acting Executive Vice President and General Counsel, effective once the office is vacant, to hold such office until the Executive Vice President and General Counsel is elected by the Trustees.