

July 29, 2014

**MEMORANDUM TO THE TRUSTEES**

**FROM THE GOVERNANCE COMMITTEE CHAIR**

**SUBJECT: Election of Executive Vice President and General Counsel**

**SUMMARY**

The Trustees are requested to consider the election of Justin E. Driscoll as Executive Vice President and General Counsel of the Authority effective immediately.

**BACKGROUND AND DISCUSSION**

The election of non-statutory officers is governed by the Authority's By-laws. Article V, Section 3, requires the Governance Committee to make recommendations to the Board of Trustees on the election of non-statutory officers and their compensation. Article IV, Section 2, provides that non-statutory officers shall be elected by the Trustees upon the recommendation of the Governance Committee. Section 3 of the same Article provides that such non-statutory officers shall hold office until his successor is chosen and qualified or his earlier removal, resignation or death.

**RECOMMENDATION**

It is recommended by the Governance Committee that, pursuant to the Authority's By-laws, originally adopted in April 9, 1954 and last amended on March 27, 2012, Justin E. Driscoll be elected as Executive Vice President and General Counsel, effective immediately, to hold such office until his successor is chosen and qualified or his earlier removal, resignation or death.

For the reasons stated, I recommend the approval of the above-requested action by adoption of the resolution below.

Eugene I. Nicandri  
Governance Committee Chair

## **RESOLUTION**

RESOLVED, That pursuant to Article IV, Section 2 of the Authority's By-Laws, Justin E. Driscoll is hereby elected as Executive Vice President and General Counsel, effective immediately, to hold office until his successor is chosen and qualified or his earlier removal, resignation or death.