

July 29, 2014

**MEMORANDUM TO THE GOVERNANCE COMMITTEE  
FROM THE PRESIDENT AND CHIEF EXECUTIVE OFFICER**

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

**Summary**

The members of the Governance Committee are requested to recommend to the Board of Trustees 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 requested that the Governance Committee, pursuant to the Authority's By-laws, originally adopted in April 9, 1954 and last amended on March 27, 2012, recommend to the Board of Trustees the election of Justin E. Driscoll as Executive Vice President and General Counsel at an annual salary of \$221,450, effective immediately, to hold such office until his successor is chosen and qualified or his earlier removal, resignation or death.