



**MINUTES OF THE SPECIAL JOINT MEETING  
OF THE GOVERNANCE COMMITTEE  
February 6, 2024**

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Minutes of the special joint meeting of the New York Power Authority and Canal Corporation's Governance Committee held via videoconference at approximately 8:30 a.m.

**Members of the Governance Committee present were:**

Bethaida González - Chair  
John Koelmel  
Cecily Morris  
Lewis M. Warren, Jr.  
Dennis Trainor

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Also in attendance were:

Laurie Wheelock	Board Member
Michael Cusick	Board Member
Justin E. Driscoll	President and Chief Executive Officer
Philip Toia	President. NYPA Development
Adam Barsky	Executive Vice President and Chief Financial Officer
Joseph Kessler	Executive Vice President and Chief Operating Officer
Karina Saslow	Interim Vice President Human Resources
Lori Alesio	Interim Executive Vice President & General Counsel – Legal Affairs
Daniella Piper	EVP & Chief of Innovation
Yves Noel	Senior Vice President and Chief Strategy Officer
Robert Piascik	Senior Vice President and Chief Information & Technology
Joseph Leary	Senior Vice President & Senior Advisor
Alexis Harley	Senior Vice President & Risk Resiliency Officer
Charles Imohiosen	Senior Vice President & External Affairs
Christopher Vitale	Director Projects, Business Services
Karen Delince	Vice Present and Corporate Secretary
Carley Hume	Vice President Policy Communication & Chief of Staff
Lorna Johnson	Senior Associate Corporate Secretary
Sheila Quatrocci	Senior Associate Corporate Secretary
Michele Stockwell	Senior Assistant Corporate Secretary

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Chair Bethaida González presided over the meeting. Corporate Secretary Delince kept the Minutes.

**Introduction**

Chair Bethaida González welcomed committee members and the Authority's senior staff to the meeting. She said that the meeting has been duly noticed as required by New York State's Open Meetings Law and called the meeting to order pursuant to Section B(4) of the Governance Committee Charter.

**1. Adoption of the February 6, 2024 Proposed Meeting Agenda**

On motion made by member John Koelmel and seconded by member Lewis Warren, Jr., the agenda for the meeting was adopted.

**2. DISCUSSION AGENDA:**

**a. Appointment of Executive Vice President and General Counsel**

President Justin Driscoll provided highlights of the recommendation to the members. On motion made by member John Koelmel and seconded by member Lewis Warren, Jr., the following resolution, as recommended by the Authority Chair, John Koelmel, was unanimously adopted.

RESOLVED, That pursuant to Article IV, Section 2 of the Authority and Canal Corporation's Bylaws, the Governance Committee hereby recommends to the Authority's Trustees and the Canal Corporation's Board of Directors the appointment of Lori A. Alesio as Executive Vice President and General Counsel, at an annual salary of \$320,000, effective immediately, to hold such office until her successor is chosen and qualified or until her earlier removal, resignation or death.

**3. CONSENT AGENDA:**

On motion made by member John Koelmel and seconded by member Dennis Trainor the Consent Agenda was unanimously adopted.

**a. Appointment of Risk and Resiliency Committee Chair – New York Power Authority and Canal Corporation**

On motion made by member Dennis Trainor and seconded by member Lewis Warren, Jr., the following resolution, as recommended by Chair John Koelmel, was unanimously adopted.

RESOLVED, That pursuant to Article IV of the By-Laws of the New York Power Authority and the Canal Corporation, the Governance Committee recommends that the Authority's Trustees and the Canal Corporation's Board of Directors appoint Cecily L. Morris as Chair of the Risk and Resiliency Committee, effective immediately.

**4. Next Meeting**

Chair Bethaida González stated that the next regular meeting of the Governance Committee is March 12, 2024.

**Closing**

On a motion made by member Cecily Morris and seconded by member Lewis M. Warren, Jr., the meeting was adjourned at approximately 8:40 a.m.

*Karen Delince*

Karen Delince  
Corporate Secretary