

June 26, 2012

**MEMORANDUM TO THE TRUSTEES**

**FROM THE CHAIRMAN**

**SUBJECT: Committee Appointments**

**SUMMARY**

In accordance with Article V the By-Laws of the Power Authority of the State of New York, as amended March 27, 2012 (“By-Laws”), the Trustees are requested to approve the following committee appointments effective immediately.

**BACKGROUND**

The following changes in committee composition are recommended in order to achieve an even distribution of assignments for each Trustee and to eliminate any overlap and potential conflict of interest between the Audit and the Finance Committees.

Audit Committee (new members are in bold)

**Terrance P. Flynn** (Chair), Eugene L. Nicandri, R. Wayne LeChase

Finance Committee

**John R. Koelmel** (Chair), Jonathan F. Foster, **Joanne M. Mahoney**,  
John S. Dyson

Governance Committee

Eugene L. Nicandri (Chair), **Joanne M. Mahoney**, **John R. Koelmel**,  
**Terrance P. Flynn**

Strategic Planning and Energy Policy Committee

John S. Dyson (Chair), Jonathan F. Foster, R. Wayne LeChase, **John R. Koelmel**

**RECOMMENDATION**

The following resolution is recommended for adoption.

John R. Koelmel  
Chairman

## **RESOLUTION**

RESOLVED, That the members of the Audit Committee shall be:  
Terrance P. Flynn (Chair), Eugene L. Nicandri, and R. Wayne LeChase, effective immediately;  
and be it further

RESOLVED, That the members of the Finance Committee shall be: John R. Koelmel  
(Chair), Jonathan F. Foster, Joanne M. Mahoney, and John S. Dyson, effective immediately; and  
be it further

RESOLVED, That the members of the Governance Committee shall be: Eugene L.  
Nicandri (Chair), Joanne M. Mahoney, John R. Koelmel and Terrance P. Flynn, effective  
immediately; and be it further

RESOLVED, That the members of the Strategic Planning and Energy Policy Committee  
shall be: John S. Dyson (Chair), Jonathan F. Foster, and R. Wayne LeChase, John R. Koelmel,  
effective immediately.