

MINUTES OF THE JOINT GOVERNANCE COMMITTEE SPECIAL MEETING

June 23, 2026

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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 on Tuesday, June 23, 2026, at approximately 8:33 a.m.

Members present were:

John R. Koelmel— Acting Chair
Lewis M. Warren, Jr.
Cecily Morris
Dennis Trainor

Members excused were:

Bethaida Gonzalez

Non-members present were:

Michael Cusick
Laurie Wheelock

Also in attendance were:

Justin E. Driscoll	President and Chief Executive Officer
Joseph Kessler	Executive Vice President and Chief Operating Officer
Adam Barsky	Executive Vice President and Chief Financial Officer
Karina Saslow	Senior Vice President - Human Resources
Daniella Piper	Executive Vice President and Chief Innovation Officer (Excused)
Robert Piascik	Senior Vice President and Chief Information & Technology Officer (Excused)
Alexis Harley	Senior Vice President and Chief Risk and Resiliency Officer (Excused)
Charles Imohiosen	Senior Vice President - Communications and External Affairs
Salman Ali	Senior Vice President - Internal Audit
Paul DeMichele	Chief of Staff
Joseph Kessler	Executive Vice President and Chief Operating Officer
Patricia Lombardi	Senior Vice President Project Delivery
Christopher Vitale	Director - Projects
Donna McMongale	Senior Director Corporate Finance
Maribel Cruz-Brown	Senior Vice President, Customer Solutions
Girish Behal	Vice President, Project and Business Development
Heather Adams	Vice President, Renewables Development
John Canale	Senior Vice President, Strategic Supply Management
Nicholas Gonzalez	Vice President, Project Finance
Dave Work	Vice President, Customer Project Delivery
Sandra Bleckman	Manager, Workforce Development
Mohammad Zakaria	Superintendent II
Kedaar Raman	Senior Director Enterprise Planning
Jenny Liu	Regional Manager and Senior Vice President
Thomas Spencer	Vice President, Enterprise and Operational Risk
Victor Costanza	Vice President and Chief Information Security Officer
Chad Gholizadeh	Deputy General Counsel
Felisa Hochheiser	Deputy Corporate Secretary

Sheila Quatrocci	Manager, Corporate Secretary
Fiona Khan	Senior Assistant Corporate Secretary

Acting Chair Koelmel presided over the meeting. Deputy Corporate Secretary Hochheiser kept the Minutes.

Introduction

Acting Chair Koelmel welcomed committee members and the Authority's senior staff to the meeting. He said that the meeting has been duly noticed as required by New York State's Open Meetings Law and called the meeting to order.

1. Adoption of the June 23, 2026 Proposed Special Meeting Agenda

On motion by member Morris and seconded by member Warren, Jr., the agenda for the meeting was adopted. (4-0)

2. DISCUSSION AGENDA:

a. Governance Matters

i. Appointment of New York Power Authority and Canal Corporation Vice President and Corporate Secretary

Justin E. Driscoll, President and Chief Executive Officer, presented the recommendation highlighting Felisa Hochheiser's experience and qualifications, including her current role as Deputy Corporate Secretary.

➤ Background

- **Legal**
 - Attorney in good standing for 30 years
 - Began her career in litigation and criminal defense
- **New York State Office of the Inspector General (OIG)**
 - Served six years as Director of Investigative Reporting.
 - Oversaw reporting at the New York City location
 - Led major investigations on behalf of the (OIG)
- **Empire State Development (ESD)**
 - Served as Special Counsel for Ethics, Risk and Compliance reporting to the Governor's Office
 - Subsequently served as Director of Compliance
 - Served as the legal advisor to the Governance Committee Board
 - Oversaw all reporting requirements
- **NYPA-Canals**
 - Currently serving as NYPA-Canals Deputy Corporate Secretary since 2025.
 - Worked closely with the outgoing Vice President and Corporate Secretary, Karen Delince, and the Corporate Secretary Office staff.

- Acclimated herself with all aspects of how NYPA:
 - Conducts its board meetings
 - Develops its materials
 - Complies with laws that govern its public meetings and hearing requirements

President Driscoll emphasized Hochheiser's readiness to transition seamlessly into the role of Vice President and Corporate Secretary upon Delince's retirement.

➤ **Current Request**

- The Governance Committee is requested to recommend to the Board of Trustees to approve:
 - The appointment of Felisa Hochheiser as NYPA-Canal Vice President and Corporate Secretary, pursuant to Article IV, Section 2 of the NYPA and Canals Bylaws

On motion made by member Morris and seconded by member Warren, Jr., the following resolution was unanimously approved. (4-0)

RESOLUTION

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 Felisa Hochheiser as Vice President and Corporate Secretary, at an annual salary of \$230,000, effective immediately, to hold such office until her successor is chosen and qualified or until her earlier removal, resignation or death and be it further

RESOLVED, that the Chair, the President and Chief Executive Officer, and all other officers of the Authority be, and each of them hereby is, authorized on behalf of the Authority and Canal Corporation to do any and all things, take any and all actions and execute and deliver any and all agreements, certificates and other documents to effectuate the foregoing resolution, subject to the approval of the form thereof by the Executive Vice President and General Counsel.

3. Next Meeting

Acting Chair Koelmel said that the next Joint Governance Committee Meeting is scheduled for Tuesday, October 20, 2026.

Adjournment

On motion made by member Trainor and seconded by member Warren, Jr., the Governance Committee special meeting was adjourned at 8:39 a.m. (4-0)

Felisa Hochheiser

Felisa Hochheiser
Deputy Corporate Secretary