

**MINUTES OF A SPECIAL MEETING  
OF THE  
POWER AUTHORITY OF THE STATE OF NEW YORK**

**May 29, 2007**

**Table of Contents**

<b><u>Subject</u></b>	<b><u>Page No.</u></b>
1. Election of Non-Statutory Officer	3
2. Next Meeting	5
3. Closing	

May 29, 2007

Minutes of a Special Meeting of the Power Authority of the State of New York held via video conference at the following participating locations at 3:03 p.m.:

- 1) New York Power Authority, 123 Main Street, White Plains, NY
- 2) New York Power Authority, Niagara Power Project, 5777 Lewiston Road, Lewiston, NY
- 3) New York Power Authority, 30 South Pearl Street, Albany, NY

The following Members of the Board were present at the following locations:

Frank S. McCullough, Jr., Chairman (White Plains, NY)  
Elise M. Cusack, Trustee (Lewiston, NY)  
Joseph J. Seymour, Trustee (Albany, NY)  
Leonard N. Spano, Trustee (White Plains, NY)

The following Members of the Board participated by phone but did not vote:

Michael J. Townsend, Vice Chairman  
Thomas W. Scozzafava, Trustee

Robert E. Moses, Trustee - Excused

---

Timothy S. Carey	President and Chief Executive Officer
Thomas J. Kelly	Executive Vice President and General Counsel
Vincent C. Vesce	Executive Vice President – Corporate Services and Administration
Angelo S. Esposito	Senior Vice President – Energy Services and Technology
Brian Vattimo	Senior Vice President – Public and Governmental Affairs
Anne B. Cahill	Corporate Secretary
Michael A. Saltzman	Director – Media Relations
Joann Willmott	Community Relations Manager
Jack Murphy	Temporary PR Counsel
Roger B. Kelley	Nominee for President and Chief Executive Officer

---

Chairman McCullough presided over the meeting. Corporate Secretary Cahill kept the Minutes.



May 29, 2007

*Mr. Kelley said that he was honored that Governor Spitzer had considered him for this position and recommended his election to the Trustees. He said that he was looking forward to working with everyone at the Authority. Mr. Kelley also thanked President Carey for his years of public service and wished him much success in the future.*

The following resolution, as submitted by the Executive Vice President and General Counsel, was unanimously adopted.

**RESOLVED, That pursuant to Article IV, Section 2 of the Authority's By-Laws, the following individual is hereby appointed to the position listed next to his name for a term expiring at the next annual meeting of the Trustees in March 2008, or until a successor is elected:**

**Roger B. Kelley                      President and Chief Executive Officer**

**AND BE IT FURTHER RESOLVED, That Roger B. Kelley's service with the Authority shall commence as President and Chief Executive Officer-Elect effective June 25, 2007.**

May 29, 2007

2. **Next Meeting**

The next Regular Meeting of the Trustees will be held on **Tuesday, June 26, 2007, at 11:00 a.m., at the Clark Energy Center, Marcy, New York**, unless otherwise designated by the Chairman with the concurrence of the Trustees.

May 29, 2007

3. **Closing**

On motion duly made and seconded, the meeting was adjourned by the Chairman at approximately 3:15 p.m.



Anne B. Cahill  
Corporate Secretary