

**Capitalize Albany Corporation Board Meeting**  
**MINUTES**  
**Tuesday, October 27, 2015**

The meeting of the Capitalize Albany Corporation Board of Directors was held at 8:00 a.m., Tuesday, October 27, 2015 at 21 Lodge Street.

The following were in attendance:

**Board of Directors:**

Michael Castellana	Jeff Sperry	Dorsey Whitehead	Matt Peter
Nancy Zimpher	Mark Sullivan	Bob Curley	Robert Jones
John Harris	Susan Pedo	John Vero	David Parente
Michele Vennard	Anders Tomson – participated via teleconference (not counted for quorum or voting purposes)	Michael Fancher	James Linnan

**Other:**

Thomas M. Owens, Esq.

**Staff:**

Sarah Reginelli, Brad Chevalier, Mark Opalka, Chantel Burnash, Amy Gardner, Ashley Mohl, Sabina Mora, Andy Corcione, and Mike Bohne

Chairman Michael Castellana called the regular meeting of the Capitalize Albany Corporation (“Corporation”) Board to order at 8:02 a.m.

**Approval of Minutes for August 25, 2015 Board Meeting**

The Board reviewed the minutes of the August 25, 2015 meeting. Bob Curley made a motion for approval. Michele Vennard seconded. The Board agreed unanimously to approve the minutes.

**Report of Audit Committee**

Michael Fancher informed the Board that Alex Zhang from UHY Advisors presented the 2015 audit engagement letter, form 990 engagement letter and the CHAR500 engagement letter to the Audit Committee. Mr. Fancher explained that the Committee had approved the engagement and executed the relevant engagement letters. Additionally, he discussed performance of UHY Advisors’ audit team, commending them for their excellent, in-depth, timely work and great value.

**Report of Governance Committee**

Mark Sullivan informed the Board that the Governance Committee had recently met regarding the Consultant’s findings from an executive compensation review.

**Report of Finance & Investment Committee**

### Quarterly Financial Report

Mark Opalka reviewed the quarterly financial statements with the Board and went over the highlights outlined in the memo distributed to the Board prior to the meeting. On a pre-audit basis, through September 30, 2015, the Corporation had net income of approximately \$7,390. This position compares favorably to the year-to-date budgeted net loss of approximately \$181,983.

### Annual Budget Review

Mark Opalka reviewed the draft 2016 budget and accompanying memo that had been distributed prior to the meeting with the Board. The draft 2016 budget anticipates a deficit of approximately \$249,615 due to approximately \$168,000 depreciation, the sale of previously leased income-generating properties, and a strategic allocation of \$100,000 toward implementation of the Impact Downtown strategy. Net income for 2016 before Depreciation Expense and Program Activity is budgeted to be approximately \$54,600. Mr. Opalka reviewed the expense assumptions used in constructing the budget with the Board.

### Resolution 9-2015 2016 Budget

Mr. Opalka advised the Board that the Finance Committee had reviewed the proposed budget in detail at a previous meeting.

A motion to adopt the 2016 Budget resolution, subject to any changes or amendments that may become necessary pending executive session discussions, was made by John Harris and seconded by Bob Curley. A vote being taken, the motion passed unanimously.

### Executive Session

A motion to enter into executive session was made by Michael Castellana, seconded by John Harris to discuss the employment history of certain individuals. The Board entered into executive session at 8:20 a.m. All of Staff left the room. The following Directors were present: Michael Castellana, Jeff Sperry, Dorsey Whitehead, Matt Peter, Nancy Zimpher, Mark Sullivan, Bob Curley, Robert Jones, John Harris, Susan Pedo, John Vero, David Parente, Michele Vennard, Michael Fancher, and James Linnan. Anders Tomson joined executive session via tele-conference. The Board left executive session at 8:55 a.m. and returned to its regular session. No actions were taken during executive session.

### Resolution 10-2015 Annual Review Investment Policy

Counsel reviewed the Corporation's investment policy with the Board. Counsel explained it is required to review/approve the Investment Policy annually. Following discussion, a motion to adopt the Annual Review of the Investment Policy resolution was made by John Harris and seconded by Mark Sullivan. A vote being taken, the motion passed unanimously.

### Resolution 11-2015 Authorization for Negotiations and Execution of a Banking Services Contract

Anders Tomson recused himself due to a potential conflict of interest for this discussion. The teleconference phone line was muted. The Board was briefed on the outcome of the banking services selection process discussed in detail at the previous Finance Committee meeting. Mark Opalka discussed the standardized scoring system used after opening the four RFP's for banking

services and how each bank scored. Mr. Opalka stated that Kinderhook Bank scored the highest and was recommended to the Board by the Finance Committee for approval. Following discussion, a motion to adopt the Authorization for Negotiations and Execution of a Banking Services Contract resolution was made by Jeff Sperry and seconded by Bob Curley. A vote being taken, the motion passed unanimously.

### **Impact Downtown Albany Update**

Anders Tomson returned to the meeting via teleconference. Staff played the Capital 20.20 plan video clip for the Board. Staff walked the Board through highlights of the plan, and its contents were discussed. The Board discussed that the process used to create the Upstate Revitalization Initiative was unprecedented on a regional scale.

### **Other Business**

Staff gave an update on the recent conferences they attended in Indianapolis and San Francisco.

Counsel reviewed the conflict of interest declarations which are required to be submitted by each Board member annually. Counsel advised the Board to give their completed conflict of interest declarations to Staff.

Counsel advised the Board that six members (Michael Castellana, James Linnan, David Parente, Jeffrey Sperry, John Vero and Nancy Zimpher) of the Board are up for re-election and will be up for a vote at the December 15<sup>th</sup> annual meeting. Motions to nominate each of these six members to the membership for a vote at the annual meeting were made by John Harris and seconded by Bob Curley. A vote being taken on each motion, the motion passed unanimously (with each of the Board Member nominees recusing themselves from the Board deliberations/voting on the motion related to their nomination).

### **Project Update**

Staff reviewed the status of active projects with the Board.

There being no further business, the Capitalize Albany Corporation Board of Directors regular meeting was adjourned at 9:42 a.m.