



CAPITALIZE ALBANY
CORPORATION

Wednesday, December 9, 2015
21 Lodge Street, 8:30 a.m.

Capitalize Albany Corporation
Governance/Nominating Committee

Agenda

1. Review of minutes from October 23, 2015 meeting
2. Review Board & Committee Appointments
3. Annual Performance & Compensation Review
 - a. Review Attainment of 2015 Performance Goals
 - b. Review 2016 Proposed Performance Goals
 - c. Review Reasonableness of Officer Compensation
4. Review of Conflict of Interest Declarations
5. Other Business
6. Executive Session

**Capitalize Albany Corporation
Governance Committee Meeting
MINUTES
Friday, October 23, 2015**

The meeting of the Capitalize Albany Corporation Governance Committee was held at 8:30 a.m., Friday, October 23, 2015 at 21 Lodge Street, Albany, NY.

The following were in attendance:

Committee Members:

Mark Sullivan and John Harris

Absent:

David Parente

Other:

Thomas M. Owens, Esq.

Chairman Mark Sullivan called the meeting of the Capitalize Albany Corporation Governance Committee to order at 8:31 a.m.

Approval of Minutes for July 28, 2015 Governance Committee Meeting

The Committee reviewed the minutes of the July 28, 2015 meeting. Mark Sullivan made a motion for approval. John Harris seconded. The Committee agreed unanimously to approve the minutes.

Executive Session

A motion to enter into executive session was made by John Harris, seconded by Mark Sullivan, and unanimously approved to discuss the employment history of certain individuals. The Committee reviewed and discussed the analysis performed by D. Hilton Associates during April–August 2015. The Committee Chairman stated that he would provide a memorandum to the Board with the Committee’s recommendations based on the analysis. Additionally, the Committee would brief the Board during the October 27th Board meeting. No actions were taken in Executive Session.

Other Business

None.

There being no further business the Capitalize Albany Corporation Governance Committee meeting was adjourned at 9:30 a.m.