

**Capitalize Albany Corporation
Audit Committee Meeting
MINUTES
October 5, 2016**

The meeting of the Capitalize Albany Corporation Audit Committee Meeting was held at 8:30 a.m., Wednesday, October 5, 2016 at 21 Lodge Street, Albany, NY.

The following were in attendance:

Committee Members:

Michael Fancher, Susan Pedo and James Linnan

Other:

Thomas M. Owens, Esq.
Alex Zhang and Alicia Buchan from UHY Advisors

Staff:

Sarah Reginelli, Mark Opalka, and Chantel Burnash.

The regular meeting of the Capitalize Albany Corporation Audit Committee Meeting was called to order at 8:32 a.m.

Approval of Minutes for March 21, 2016 Audit Committee Meeting

The Audit Committee reviewed the minutes of the March 21, 2016 meeting. James Linnan made a motion for approval. Susan Pedo seconded. The Committee agreed unanimously to approve the minutes.

UHY Audit Presentation

Alex Zhang reviewed the audit procedure and UHY Audit Engagement Letter with the Committee. Mr. Zhang advised the Committee that the audit would be conducted using government auditing standards that will include a report of internal controls. Alex Zhang was the partner for the 2012, 2013, 2014 and 2015 audits. This will be his fifth year. Howard Foote will be transitioned in as the new partner for the Corporation's account next year. The cost of the services provided to the Corporation was reviewed and the Committee was advised the cost to the agency would remain the same. A motion to approve the engagement letter with positive recommendation was made by James Linnan and seconded by Susan Pedo. A vote being taken, the motion passed unanimously.

Annual Review of Corporate Policies

Review Ethics Policy

Counsel reviewed and discussed the Ethics Policy with the Committee. Counsel explained that the ABO recommends the Committee review annually.

Review Conflict of Interest Policy

Counsel reviewed and discussed the Conflict of Interest Policy with the Committee and explained the ABO recommends the Committee review annually. Counsel reminded the Committee of the importance of recusals and disclosures when it pertains to conflicts of interest and that Board members needed to identify, disclose, and discuss any potential conflict of interests with Counsel and/or Staff.

Review Whistleblower Policy

Counsel reviewed and discussed the Whistleblower Policy with the Committee and explained the ABO recommends the Committee review annually.

Other Business

None.

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