

**Capitalize Albany Corporation
Audit Committee Meeting
MINUTES
March 27, 2017**

The meeting of the Capitalize Albany Corporation Audit Committee Meeting was held at 8:00 a.m., Monday, March 27, 2017 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.
Howard Foote 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 8:02 a.m.

Approval of Minutes for October 5, 2016 Audit Committee Meeting

The Audit Committee reviewed the minutes of the October 5, 2016 meeting. James Linnan made a motion for approval. Susan Pedo seconded. The Committee agreed unanimously to approve the minutes.

UHY 2016 Audit and Draft 2016 Audited Financial Statements

UHY presented the review of the audit results and report dated December 31, 2016. Mr. Foote and Ms. Buchan reviewed the Independent Auditor's report and noted the Corporation received a clean or "unqualified" opinion, which the highest/best form of audit opinion possible. The Independent Auditor's report did not identify any deficiencies in internal control. Ms. Buchan stated there were no disagreements with the Corporation's management during the 2016 audit and no material misstatements were detected as a result of their audit procedures. She informed the Committee there were no difficulties conducting the audit, giving credit to management and staff's adherence to the reporting process.

Staff and Committee discussed performance of UHY Advisor's audit team, commending them for their excellent, in-depth and timely works. This is Howard Foote's first year as Lead Audit Partner for the Corporation.

A motion to move the 2016 audited financial statements to the next Board meeting was made by James Linnan. Susan Pedo seconded. A vote being taken, the motion passed unanimously.

Review of Draft 2016 Annual Report

Staff reviewed the draft 2016 Annual Report with the Committee. A motion to move the 2016 Annual Report to the full Board with positive recommendation, subject to any additional updates to the draft, was made by Susan Pedo and seconded by James Linnan. A vote being taken, the motion passed unanimously.

Review of Draft 2016 Procurement Report

Staff reviewed the draft 2016 Procurement Report with the Committee. A motion to move the 2016 Procurement Report to the full Board, subject to any necessary changes made to the draft, was made by Susan Pedo and seconded by James Linnan. A vote being taken, the motion passed unanimously.

Review of Draft 2016 Investment Report

Staff reviewed the draft 2016 Investment Report with the Committee. A motion to move the 2016 Investment Report to the full Board, subject to any necessary changes made to the draft, was made by Susan Pedo and seconded by James Linnan. A vote being taken, the motion passed unanimously.

Review of Draft 2016 Public Authorities performance measurements report

Staff reviewed the draft 2016 Public Authorities performance measurements report with the Committee. A motion to move the 2016 Public Authorities performance measurements report to the full Board, subject to any necessary changes made to the draft, was made by Susan Pedo and seconded by James Linnan. A vote being taken, the motion passed unanimously.

Review of Draft 2016 Management Assessment of Internal Controls Report

Staff reviewed the draft 2016 Management Assessment of Internal Controls report with the Committee. A motion to move the 2016 Management Assessment of Internal Controls report to the full Board, subject to any necessary changes made to the draft, was made by Susan Pedo and seconded by James Linnan. A vote being taken, the motion passed unanimously.

Review Audit Committee Charter

Staff reviewed the Audit Committee Charter, which has not changed from the previous year. This annual review is a recommended best practice of the ABO.

Review of Draft 2016 Audit Committee Annual Report

Staff reviewed the draft 2016 Audit Committee Annual Report with the Committee. A motion to move the 2016 Audit Committee Annual report to the full Board, subject to any necessary changes made to the draft, was made by James Linnan and seconded by Susan Pedo. A vote being taken, the motion passed unanimously.

Other Business

None.

There being no further business the Capitalize Albany Corporation Audit Committee meeting was adjourned at 8:53 a.m.