

**Capitalize Albany Corporation Board Meeting
MINUTES
Tuesday, October 24, 2017**

The meeting of the Capitalize Albany Corporation Board of Directors was held at 8:00 a.m., Tuesday, October 24, 2017 at 21 Lodge Street, Albany, NY.

The following were in attendance:

Board of Directors:

Michael Castellana	Mark Sullivan	Michael Fancher
David Parente	Jeff Sperry	Anders Tomson (participated via conference call but not counted for quorum purposes)
John Harris	Robert Curley	
Michele Vennard	Matthew Peter	

Other:

Thomas M. Owens, Esq.

Staff:

Sarah Reginelli, Mark Opalka, Joe Landy, Ashley Mohl, Andy Corcione, Chantel Burnash and Mike Bohne.

Chairman Michael Castellana called the regular meeting of the Capitalize Albany Corporation (“Corporation”) Board to order at 8:03 a.m. The following directors were excused: John Vero, Susan Pedo, and Karen Torrejon.

Approval of Minutes for the September 26, 2017 Regular Board Meeting

The Board reviewed the minutes of the September 26, 2017 Regular Board meeting. Jeff Sperry made a motion for approval. John Harris seconded. The Board agreed unanimously to approve the minutes.

Report of Executive Staff – Corporation Update

Staff and Board discussed the opportunity for the region to compete for Amazon’s selection of a location for its second headquarters.

Staff and Board discussed the possible relocation of the Children’s Museum of Science and Technology (CMOST).

Staff gave an update on the proposed project at 526 Central Avenue.

Staff provided the Board an update on potential City of Albany projects for submission for Restore NY funding this year. Staff informed the Board that the full application is due in December.

Staff advised the Board the NYS Office of the State Comptroller (OSC) has notified the City of Albany IDA that the Agency has been selected for an audit. Staff informed the Board that the assigned auditor has begun the audit fieldwork on site. Staff discussed the expected timeline and workload for the audit process. Staff informed the Board that Susan Pedo sits on both the Capitalize Albany Corporation Board, as well as the City of Albany IDA Board.

Staff invited the Board to the ACCA Board meeting on Friday, October 27th. Staff will be presenting an overview of the Corporation and its intentions regarding the ACCA's surplus property as requested.

Report of the Audit Committee

Michael Fancher, Chair of the Audit Committee, informed the Board that UHY Advisors presented the 2017 audit procedure and UHY Audit Engagement Letter to the Audit Committee. Chair Fancher advised the Board that the Committee approved the engagement and executed the relevant engagement letters. The cost to the agency would remain the same. He also informed the Board there was discussion with UHY Advisors relating to cybersecurity. The Board and Staff discussed unperceived risks relating to cybersecurity, as well as ensuring insurance coverage for these risks and the education of staff on the protocols of phishing emails. Chair Fancher informed the Board that UHY Advisors advised the Committee that there will be changes relating to revenue recognition in the future.

Counsel reviewed the Corporation's Conflict of Interest Policy with the Board. Counsel explained that the ABO recommends the Committee review it annually. Staff reminded the Board 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. Staff reminded the Board to turn in completed Conflict of Interest forms to Chantel.

Report of the Finance & Investment Committee

Staff discussed the financial performance for the third quarter.

Resolution 10-2017 2018 Budget Adoption

Staff advised the Board that the Finance Committee had reviewed the proposed budget in detail. The Board noted that the budget may be significantly revised pending the outcome of the possible Liberty Park transaction.

A motion to adopt Resolution 10-2017 2018 Budget Adoption was made by John Harris and seconded by Bob Curley. A vote being taken, the resolution passed unanimously.

Staff gave a brief update on RECKDE, LLC.

Report of the Governance Committee

Resolution 11-2017 Annual Review Board & Committee Appointments

Mark Sullivan, Chair of the Governance Committee, advised the Board that the Committee reviewed the Board members with terms expiring at the end of 2017. The Committee also recommended two new nominations. Staff informed the Board that Dorsey Whitehead resigned

from the Board since he has moved out of state. Chair Sullivan informed the Board that the expiration dates for the terms have been staggered to provide the Corporation with greater continuity with its Directors.

A motion to adopt Resolution 11-2017 Annual Review Board & Committee member terms was made by Jeff Sperry and seconded by David Parente. Each candidate, who is a current Director abstained from the deliberation/vote related to herself/himself. A vote being taken, the resolution passed unanimously.

Resolution 12-2017 Appointment of Secretary Officer Position

Staff advised the Board that since Secretary of the Board, Dorsey Whitehead, has submitted his resignation from the Board, the Governance Committee recommended the nomination of Counsel Thomas Owens, Esq. to serve as Secretary of the Board.

A motion to adopt Resolution 12-2017 Appointment of Secretary Officer Position was made by Bob Curley and seconded by John Harris. A vote being taken, the resolution passed unanimously.

Resolution 13-2017 NYS Family Leave

Staff discussed the NYS Family Leave Program in which the Corporation's participation is optional as a public employer. Staff briefly discussed the details of the program and the impact it would have on employees' payroll deduction. The Governance Committee agreed that the adoption of the NYS Family Leave Program would enhance the benefit offerings that the Corporation provides to its employees and recommended the Corporation adopt the NYS Family Leave Program. A motion to adopt Resolution 13-2017 NYS Family Leave was made by Mark Sullivan and seconded by Michael Fancher. A vote being taken, the resolution passed unanimously.

Chair Sullivan advised the Board that the Governance Committee discussed the formation of a Liberty Park Committee in 2018 to focus on the redevelopment of the site. The Committee agreed that the Finance Committee be charged with assisting in the due diligence process in the interim. The Board and Staff were asked to reach out to Staff if interested in serving on the Liberty Park Committee or have any recommendations.

Other Business

Resolution 14-2017 CEG Professional Services Agreement

The Board and Staff discussed the Albany/Capital Region's RFP response to the site selection for Amazon's second corporate headquarters. The Board reviewed Resolution 14-2017 which would authorize the President to contribute in support of CEG's costs/expenses related to the Albany/Capital Region RFP response. The Board had two revisions to the resolution: as many as "50,000" employees instead of 500,000 and shall contribute "up to" \$10,000 rather than shall contribute \$10,000.

A motion to adopt Resolution 14-2017 CEG Professional Services Agreement, with the proposed amendments, was made by Jeff Sperry and seconded by Michael Fancher.

Staff reminded the Board that the Corporation's annual event will be on November 14th.

Executive Session

A motion to enter into executive session was made by John Harris, seconded by Bob Curley to discuss the employment history of certain individuals. The Board entered into executive session at 9:03 a.m. Board members and Counsel remained in the room. The Board left executive session at 9:10 a.m. and returned to its regular session.

There being no further business, the Capitalize Albany Corporation Board of Directors regular meeting was adjourned at 9:11 a.m.