

**Capitalize Albany Corporation
Governance Committee Meeting
MINUTES
Monday, January 22, 2018**

The meeting of the Capitalize Albany Corporation Governance Committee was held at 10:00 a.m., Monday, January 22, 2018 at 21 Lodge Street, Albany, NY.

The following were in attendance:

Committee Members:

John Harris, Jeff Sperry, and Anders Tomson

Other:

Thomas M. Owens, Esq.

Staff:

Sarah Reginelli and Chantel Burnash

Excused:

David Parente

Chair John Harris called the meeting of the Capitalize Albany Corporation Governance Committee to order at 10:05 a.m.

Approval of Minutes for November 15, 2017 Governance Committee Meeting

The Committee reviewed the minutes of the November 15, 2017 meeting. Jeff Sperry made a motion for approval. Anders Tomson seconded. The Committee agreed unanimously to approve the minutes.

Review of Board and Committee Appointments

The Committee discussed a slate of nominees to fill the Board vacancies, following Chancellor Zimpher, Mark Sullivan and Dorsey Whitehead's resignations.

Other Business

Following the Committee's discussion of the importance of an independent, periodic compensation review so as to remain current, the Committee agreed to recommend to the Board to have an independent compensation review no less than every three years.

Executive Session

None.

There being no further business, the Capitalize Albany Corporation Governance Committee meeting was adjourned at 10:50 a.m.