

City of Albany Capital Resource Corporation

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Tracy Metzger, *Chair*
Susan Pedo, *Vice Chair*
Darius Shahinfar, *Treasurer*
Lee Eck, *Assistant Secretary*
Dominick Calsolaro
Robert Schofield
Jahkeen Hoke

Sarah Reginelli, *Chief Executive Officer*
Mark Opatka, *Chief Financial Officer*
William Kelly, *Agency Counsel*

CRC MINUTES OF GOVERNANCE COMMITTEE MEETING Thursday, October 17th at 11:15 AM

Attending: Darius Shahinfar, Susan Pedo, Robert Schofield, Lee Eck and Dominick Calsolaro
Absent: Tracy Metzger and Jahkeen Hoke
Also Present: Sarah Reginelli, Amy Lavigne, Joe Scott, Andy Corcione, Genevieve Zurowski, Mike Bohne, and Ashley Mohl
Public Present: None

Darius Shahinfar called the Governance Committee Meeting of the CRC to order at 11:34 AM.

Roll Call

Darius Shahinfar reported that all Committee members were present, with the exception of Tracy Metzger.

Reading and Approval of Minutes of the December 20, 2018 Governance Committee

Since the minutes of the December 20th meeting had been distributed to Board members in advance for review, Darius Shahinfar made a proposal to dispense with the reading of the minutes and to approve the minutes of the Governance Committee meeting of December 20, 2018 as presented. A motion to accept the minutes was made by Robert Schofield, and seconded by Darius Shahinfar. A vote being taken, the minutes were accepted unanimously.

New Business

Annual Review of PAAA Requirements

Staff reviewed the following with the Committee: Code of Ethics Policy, Compensation Policy, Retaliatory Action Policy, Policy for Travel, Real Property Acquisition Policy, Real Property Disposition Policy, and Defense and Indemnification Policy. Staff explained that it is best practice for the Committee to review these policies annually. There were no recommended changes.

Annual Review of Agency Policies

Staff reviewed the following Agencies Policies with the Committee: Corporation Mission Statement and Corporation Bylaws. Corporation Bond Counsel, Joseph Scott, noted the Conflicts of Policy is identical to the City of Albany IDA's Conflict of Interest Policy. Staff explained that it is best practice for the Committee to review these policies annually. There were no recommended changes.

Other Business

Corporation Update

Due to ongoing scheduling conflicts, staff and the Committee discussed the appointment of Member Jahkeen Hoke to the Finance Committee as a replacement of Member Susan Pedo. A motion to approve the appointment, was made by Darius Shahinfar, and seconded by Robert Schofield. A vote being taken, the motion passed unanimously.

There being no further business, Darius Shahinfar adjourned the meeting at 11:37 AM.

Respectfully submitted,



Lee Eck, Assistant Secretary