



ALBANY PORT DISTRICT COMMISSION
MINUTES OF THE
GOVERNANCE COMMITTEE MEETING
NOVEMBER 28, 2022

Chairperson Tagliento called the meeting to order. In attendance were Commissioners Steffens, Cinquanti and Abriel. Also present were CEO Hendrick, General Counsel Jordan, CCO Daly, CFO Stuto, DSI Skubon, SCM Yagan, Director of Security Williams, Administrative Assistant DiLillo and Christian Soller from Hodgson Russ.

Counsel Jordan introduced the minutes of the January 26, 2022 Governance Committee meeting and asked for a motion to approve the minutes. A motion was made by Commissioner Cinquanti, seconded by Commissioner Abriel and passed unanimously.

REVIEW OF COMMITTEE CHARTER

Counsel Jordan presented the Governance Committee Charter. He informed the Committee that management recommended no changes. The Committee concurred with management's recommendation. Counsel Jordan asked for a motion to approve the Governance Committee Charter as presented. A motion was made by Commissioner Abriel and seconded by Commissioner Tagliento and passed unanimously.

PROPOSED 2022 MEETING DATES

Counsel Jordan presented a proposed schedule for the 2023 APDC Board and Committee meetings. CFO Stuto requested that the March meeting date be changed to March 29, 2023. The Committee agreed to approve the schedule with the change to the March meeting date.

RECOMMENDATIONS FOR 2023 COMMITTEE ASSIGNMENTS

Counsel Jordan presented and reviewed with the Committee the proposed APDC Committee Membership for 2023. After some discussion, the Committee agreed to recommend that the Board approve the committee membership for 2023 as presented.

Counsel Jordan stated that a resolution for the 2023 APDC Committee Membership will be presented to the Board for approval at the December meeting.

Counsel Jordan mentioned to the Board that within the next few weeks he will be emailing the Board members the of the Board's performance evaluations and the conflict of interest declarations for Board members and staff for review and completion.

EXECUTIVE SESSION

There were no items for discussion in Executive Session.

Counsel Jordan asked for a motion to adjourn the meeting. A motion was made by Commissioner Tagliento, seconded by Commissioner Abriel and passed unanimously. The meeting was adjourned.