PORT OF ALBANY

ALBANY PORT DISTRICT COMMISSION
GOVERNANCE COMMITTEE
NOVEMBER 23, 2026
12:00 P.M.

AGENDA

1) **Approval of Minutes from the January 23, 2026 Governance Committee Meeting**

2) **Review of the Committee Charter**

3) **Review of the Mission Statement**

4) **Proposed 2027 Meeting Dates**

5) **Recommendations for 2027 Committee Assignments**

6) **Enter Executive Session**[1]

7) **Exit Executive Session**

8) **Next Meeting: Monday, January 27, 2027**

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[1] Only if necessary (and if approved by a majority vote of the Commission), to discuss
a. matters which will imperil the public safety if disclosed;
b. any matter which may disclose the identity of a law enforcement agent or informer;
c. information relating to current or future investigation or prosecution of a criminal offense which would imperil effective law enforcement if disclosed;
d. discussions regarding proposed, pending or current litigation;
e. collective negotiations pursuant to article fourteen of the civil service law;
f. the medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation;
g. the preparation, grading or administration of examinations; and
h. the proposed acquisition, sale or lease of real property or the proposed acquisition of securities, or sale or exchange of securities held by such public body, but only when publicity would substantially affect the value thereof.

PORT OF ALBANY

ALBANY PORT DISTRICT COMMISSION
MINUTES OF THE GOVERNANCE COMMITTEE MEETING
JANUARY 23, 2026

In the absence of Commissioner Tagliento, Chairperson Steffens called the meeting to order. In attendance were Commissioners, Coffey and Cinquanti. Also present were CEO Hendrick, General Counsel Jordan, CCO Daly, CFO Stuto, DEA Vavura, SCM Yagan, Security Director Stock and Administrative Assistant DiLillo.

Chairperson Steffens introduced the minutes of the November 24, 2025 Governance Committee meeting and called for a motion for their approval. A motion was made by Commissioner Coffey, seconded by Commissioner Cinquanti and passed unanimously.

DRAFT

2026 NOMINATION OF APDC OFFICERS

Chairperson Steffens presented a list of the proposed 2026 Nominations of APDC Officers. However, due to the fact that Commissioner Coffey informed those present that he would be resigning his position as a Board member Counsel Jordan recommended that the Governance Committee change the proposed positions as follows:

Chairperson:	Georgette Steffens
Treasurer:	Michael Cinquanti
Secretary:	Dominic Tagliento
Asst. Secretary:	Vacant

Counsel Jordan noted that once the vacant Board positions are filled, the Governance Committee can either discuss the positions at that time or during the organizational meeting next year. Chairperson Steffens called for a motion to approve the APDC officer positions as recommended. A motion was made by Commissioner Coffey, seconded by Commissioner Cinquanti and passed unanimously.

Counsel Jordan noted that the recommended nominations for the APDC Officers will be forwarded to the full Board for approval.

ANNUAL POLICY REVIEW

Chairperson Steffens presented and reviewed the list of APDC policies for annual review. She reported that Port staff did not recommend any changes. Chairperson Steffens called for a motion to approve the annual APDC policies that will then be forwarded to the full Board for acceptance. A motion was made by Commissioner Coffey, seconded by Commissioner Cinquanti and passed unanimously.

CONFLICT OF INTEREST DECLARATIONS

Counsel Jordan reported that he received the Conflict of Interest Declarations from most of the Commissioners and Port staff. He noted that if a Commissioner had not completed their Conflict of Interest Declaration, a copy of the form would be included in their agenda packet. Counsel Jordan also noted that the remainder of the security staff would be completing their Conflict of Interest Declarations at their training session taking place within the next few days.

CONFIDENTIAL EVALUATION OF BOARD PERFORMANCE FOR 2025

DRAFT

Counsel Jordan reported that he received the Confidential Evaluations of Board Performance from all Board Members. He shared with the members two result forms; one showing the summary of results and the other comparing those results from year to year. Counsel Jordan mentioned that the leadership team reviewed and discussed the results. The team felt that they had improved significantly from last year but noted that there is always room for improvement. Commissioner Coffey commented that he has always somewhat agreed or somewhat disagreed on what he believes to be the two most important items listed; the Board sets clear and measurable performance goals for the Authority that contribute to accomplishing its mission and the Board exercises appropriate oversight of the CEO and other executive staff. He noted that while on the Board for at least 10 years he has not seen any improvement in migration that would address those issues which are an essential element in running a business. He also noted that he has decided to leave his position as a Board member because he does not feel that all Board members, himself included, and staff were aligned with the organization's mission, vision and operations. He commented that everyone has been professional and honest and has done great work but can do better and hopes that these items are addressed in the future. Chairperson Steffens noted that she was excited to see a significant number of items moving in the right direction from last year but also did agree with Commissioner Coffey that as new members come onto the Board there is a need for discussions and planning sessions on a new strategic plan for the next five years. Commissioner Cinquanti noted that he agreed that there have been a lot of changes and feels that there is a need for discussions on moving forward.

ALBANY PORT DISTRICT COMMISSION COMMITTEE CHARTER

Pursuant to the Public Authorities Law, the Albany Port District Commission (the "Port") establishes board committees with responsibilities pursuant to this written charter.

PURPOSE

The purpose of this Committee Charter, and the resulting Committees, are to help improve oversight, accountability, and transparency at the Port, thereby strengthening public confidence in its operations.

STRUCTURE/COMMITTEES

The Port shall have a Governance Committee, Finance Committee and an Audit Committee.

I. The Governance Committee.

A. Purpose.

1. The purpose of the Governance Committee (the "Committee") is to assure that the Port Board fulfills its responsibilities for the promotion of competent, honest and ethical conduct by the Port in all its operations and enhance public confidence in the Port.

B. Composition.

1. The Committee will consist of a minimum of three members, one of whom will be the Committee Chairperson. The Committee members and Chairperson will be designated by the Chairperson of the Port Board. The majority of Committee members shall be "independent" as defined in section 2825 of the Public Authorities Law.
2. In addition to the members, the Chairperson of the Port Board shall be a non-voting member of the Committee.
3. Committee members shall serve annual terms and can be re- appointed or replaced at the end of their term or in other instances, as needed.

C. Meetings.

1. The Committee will meet at least twice a year. All Committee members are expected to attend each meeting, in person or via telephone or videoconference.

2. A majority of voting Committee members must attend in person in order to constitute a quorum and to hold a valid meeting.

D. Authority.

1. The Committee has the authority to seek any information it requires from staff (or from individuals/entities outside of the APDC), all of whom are directed by the Board to cooperate with the Committee's requests.
2. The Committee has the authority to meet with the Port's staff as necessary.
3. The Port Board shall ensure that the Committee has sufficient resources to carry out its duties.

E. Responsibilities.

1. The Committee shall be primarily responsible for:

    a. Establishing policies to promote honest and ethical conduct by the Port's directors, officers and employees;
    b. Keeping the Board informed of "Best Corporate Practices," reviewing corporate governance trends, updating corporate governance principals and advising appointing authorities of the skills and experience required of potential Board Members;
    c. Reviewing and updating the Port's Code of Ethical Conduct/written policies regarding conflicts of interest;
    d. Reviewing and updating whistleblower policy;
    e. Reviewing and updating the Port's written policies regarding procurement of goods and services and the acquisition of real property or interests therein;
    f. Reviewing and updating the Port's written policies regarding the disposition of real and personal property;
    g. Reporting on its proceedings at the next full meeting of the Board;
    h. Reviewing the adequacy of the Committee charter annually; and
    i. Performing other activities related to this charter as requested by the Board.

MISSION STATEMENT

The Albany Port District Commission (APDC) strives to responsibly and effectively manage the publicly-owned maritime Port of Albany-Rensselaer, in driving the economy of the Capital Region and beyond while emphasizing transparency and public stewardship.

The APDC's mission consists of three main tenets:

Effective Management of the Public's Asset

The APDC leads and manages the maritime operations and infrastructure of the publicly-owned Ports of Albany and Rensselaer. The public deserves effective administration of, and a return of investment on, their asset – the Port of Albany-Rensselaer.

Economic Contribution to the Region

The Port's activities should foster maritime and land-based economic activity, emphasize safety and security, and promote environmental and energy sustainability to ensure that the port adds value to the Capital Region's economy.

Integrity, Professionalism and Customer Service

The Port's decisions and actions must always be rooted in public stewardship. Integrity, professionalism, and customer service guide every Port decision and activity.

2027 DATES FOR ALBANY PORT DISTRICT COMMISSION/COMMITTEE MEETING

DATE	Board Meeting 12:00 noon or immediately following a committee mtg.	Audit Committee 12:00 noon	Finance Committee 12:00 noon	Governance Committee 12:00 noon
January 27, 2027	X			X
February 24, 2027	X			
March 24, 2027	X	X		
April 28, 2027	X		X	
May 26, 2027	X			
June 23, 2027	X			
July 21, 2027	X		X	
August 25, 2027	X			
September 22, 2027	X		X	
October 27, 2027	X		X	
November 22, 2027 (Monday)	X			X
December 22, 2027	X	X		

ALL MEETINGS HELD IN THE CONFERENCE ROOM OF THE PORT ADMINISTRATION BUILDING,
106 SMITH BOULEVARD, ALBANY, NEW YORK.

PROPOSED APDC COMMITTEE MEMBERSHIP
2027

Audit Committee

Michael Cinquanti, Chair
Andrew Corcione, Member
John DeFrancesco, Member
Georgette Steffens, Ex Officio

Finance Committee

Andrew Corcione, Chair
Michael Cinquanti, Member
John DeFrancesco, Member
Georgette Steffens, Ex Officio

Governance Committee

John DeFrancesco, Chair
Michael Cinquanti, Member
Andrew Corcione, Member
Georgette Steffens, Ex Officio