



**ALBANY PORT DISTRICT COMMISSION
AUDIT COMMITTEE MEETING**

March 25, 2020

11:30 A.M.

Conference bridge: 518-579-5000

Access code: 34778#

AGENDA

- 1) Approval of Minutes from the March 27, 2019 Audit Committee Meeting (Attached)**
 - (Committee Chair Cinquanti intro and discussion of minutes by Board)

- 2) Presentation of the 2019 Audited Financial Statements, Single Audit Report and Result of UHY Advisors 2019 Engagement**
 - (Intro by CFO Stuto then presentation by UHY)
 - (Board discussion per Chair)

- 3) Review of Committee Charter – Audit Committee (Attached)**
 - (By Counsel Jordan)
 - (Board discussion per Chair)

- 4) Enter Executive Session.¹**

- 5) Exit Executive Session.**

¹ Only if necessary (and if approved by a majority vote of the Committee), 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.



**ALBANY PORT DISTRICT COMMISSION
MINUTES OF AUDIT COMMITTEE MEETING
MARCH 27, 2019**

Chairperson Steffens called the meeting to order. In attendance were Commissioners Coffey and Tagliento. Also present were General Manager Hendrick, Internal Controls and Enterprise Analysis Director Smith, General Counsel Jordan, Bill Kahn, Brian Kearns and Kathleen Isgro (UHY Advisors), and Administrative Assistant Gaspary.

Chairperson Steffens introduced the minutes of the March 26, 2018 Audit Committee meeting. No changes were made to the minutes. Chairperson Steffens called for a motion to approve the minutes of said meetings. A motion was made by Commissioner Coffey, seconded by Commissioner Tagliento and passed unanimously.

**PRESENTATION OF THE 2018 AUDITED FINANCIAL STATEMENTS,
SINGLE AUDIT REPORT AND
RESULTS OF UHY ADVISORS 2018 ENGAGEMENT**

Chairperson Steffens introduced Bill Kahn, Brian Kearns and Kathleen Isgro of UHY Advisors (“UHY”). Mr. Kahn and Mr. Kearns provided an overview of the audit and provided a brief overview of the 2018 financial results. There was some discussion as to future risk factors for the Port and upgrading the accounting software at the Port. The Audit Committee accepted the draft audit which will be presented at the next Commission meeting for approval.

REVIEW OF COMMITTEE CHARTER – AUDIT COMMITTEE

Commissioner Steffens introduced the Audit Committee Charter (“Charter”). This Charter is to be reviewed annually. Staff is not recommending any changes at this time to the Charter and the Committee has concurred with the staff recommendation.

EXECUTIVE SESSION

There were no items for discussion in Executive Session.

Chairperson Steffens called for a motion to adjourn the meeting. A motion was made by Commissioner Tagliento, seconded by Commissioner Coffey and passed unanimously. The meeting was adjourned.

DRAFT

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.

III. The Audit Committee.

A. Purpose.

1. The purpose of the Audit Committee (the “Committee”) is to assure that the Board fulfills its responsibilities for the Port’s internal and external audit process, the financial reporting process and reporting, and the system of internal controls over financial reporting.

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. A majority of the Committee members shall be “independent” as defined in section 2825 of the Public Authorities Law.
2. Members of the audit committee shall be familiar with corporate financial and accounting practices.
3. In addition to the members, the Chairperson of the Port Board shall be a non-voting member of the Committee.
4. 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. The Committee shall meet at least annually, or more frequently if required, in a separate meeting with the Port’s independent auditor.
3. A majority of voting Committee members must attend 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 Port staff, outside auditors, or any other individual/entity required, 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, independent auditors or outside counsel, as necessary.
3. The Board shall ensure that the audit committee has sufficient resources to carry out its duties.

E. Responsibilities.

1. The Committee shall be primarily responsible for:
 - a. Reviewing and approving Port financial statements;
 - b. Appointment, dismissal and compensation of any independent auditor employed by the Port;
 - c. Confirming and assuring the independence of the Port's independent auditor;
 - d. Ensuring that non-audit services are not provided by the Port's independent auditor;
 - e. Overseeing the work of such independent auditor, including the resolution of disagreements with respect to, and overseeing compliance with, accounting policies and principles
 - f. Reviewing and overseeing the Port's internal audit function;
 - g. Overseeing the Port's systems over internal controls and risk assessment, including information technology security and control;
 - h. Establishing procedures for the receipt, retention and treatment of complaints received by the Port regarding accounting, internal controls or auditing matters, including confidential, anonymous submission by employees of the Port of concerns regarding questionable accounting or auditing matters, and act as the point of contact for investigations and/or matters involving the Inspector General;
 - i. Reporting on its proceedings at the next full meeting of the Board;
 - j. Providing an open avenue of communication between internal audit, the independent auditors, the Board and staff;
 - k. Reviewing the adequacy of the Committee charter annually; and
 - l. Performing other activities related to this charter as requested by the Board.