



**MINUTES OF THE SPECIAL MEETING  
OF THE  
CANAL CORPORATION AUDIT COMMITTEE**

**January 30 2018**

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January 30, 2018

Minutes of the special meeting of the New York State Canal Corporation's Audit Committee held at the Clarence D. Rappleyea Building, White Plains, New York, at approximately 8:30 a.m.

**The following Members of the Audit Committee were present:**

Eugene L. Nicandri, Chairman  
John R. Koelmel  
Dr. Anne M. Kress  
Tracy McKibben  
Anthony Picente, Jr.

**Also in attendance were:**

Dennis G. Trainor	Trustee
Gill Quiniones	President and Chief Executive Officer
Justin Driscoll	Executive Vice President and General Counsel
Kristine Pizzo	Senior Vice President - Human Resources & Enterprise Shared Services
Karen Delince	Vice President and Corporate Secretary
Joseph Gryzlo	Vice President and Chief Ethics and Compliance Officer
Angela Gonzalez	Director - Internal Audit - Technology
Lorna Johnson	Senior Associate Corporate Secretary
Sheila Quatrocci	Senior Assistant Corporate Secretary
Joseph Rivera	Network Architect
Glen Martinez	Senior Network Analyst

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Chairman Eugene Nicandri presided over the meeting. Corporate Secretary Delince kept the Minutes.

**Introduction**

***Chairman Nicandri welcomed committee members and senior staff to the meeting. He said the meeting had been duly noticed as required by the Open Meetings Law and called the meeting to order pursuant to section B(4) of the Audit Committee Charter.***

1. **Adoption of the Proposed Meeting Agenda**

Upon motion made by Member John Koelmel and seconded by Member Anne Kress, the agenda for the meeting was adopted.

2. **Motion to Conduct an Executive Session**

*I move that the Committee conduct an executive session pursuant to the Public Officers Law of the State of New York section §105 to discuss matters involving the employment history of a particular person.* Upon motion made by Member Anne Kress and seconded by Member Tracy McKibben, an Executive Session was held.

3. **Motion to Resume Meeting in Open Session**

Upon motion made by Member Anne Kress and seconded by Member John Koelmel, the meeting resumed in Open Session.

4. **Appointment of Senior Vice President - Internal Audit**

The Chair of the Audit Committee submitted the following report:

**"SUMMARY**

The members of the Audit Committee are requested to recommend to the Authority's Board of Trustees and the Canal Corporation's Board of Directors, the appointment of the Senior Vice President – Internal Audit and to establish her compensation.

**BACKGROUND AND DISCUSSION**

Article IV, Section 2 of the Authority's and Canal Corporation's Bylaws and Section C(3) of the Audit Committee Charter empower the Audit Committee to appoint the head of Internal Audit. Angela Gonzalez, Director of Information Technology Audits, has been managing the Internal Audit Department since September 2017.

**RECOMMENDATION**

I hereby request that the Audit Committee recommends to the Authority's Board of Trustees and the Canal Corporation's Board of Directors, the appointment of Ms. Gonzalez to the position of Senior Vice President – Internal Audit with an annual salary of \$179,000, effective January 30, 2018.

The following resolution is recommended for adoption."

Upon motion made by Member Anne Kress and seconded by Member John Koelmel, the following resolution was recommended for adoption by the Authority's Board of Trustees and the Canal Corporation's Board of Directors.

**RESOLVED, That pursuant to Article IV, Section 2 of the Authority's and Canal Corporation's Bylaws and Section C(3) of the Authority's and Canal Corporation's Audit Committee Charter, the Audit Committee hereby recommends, to the Authority and Canal Corporation Boards, the appointment of Angela Gonzalez to the position of Senior Vice President – Internal Audit with an annual salary of \$179,000, effective January 30, 2018.**

5. **Next Meeting**

Chairman Nicandri said that the next meeting of the Audit Committee would be held on March 20, 2018 at the Clarence D. Rappleyea Building in White Plains, New York at a time to be determined.



**Closing**

Upon motion made by Member John Koelmel and seconded by Member Anne Kress, the meeting was adjourned by Chairman Nicandri at approximately 9:05 a.m.

*Karen Delince*

Karen Delince  
Corporate Secretary