



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

**July 25, 2017**

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**March 21, 2017**

Minutes of the regular meeting of the New York State Canal Corporation's Audit Committee held via video conference at the New York Energy Manager, Albany, at approximately 8:36 a.m.

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

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

**Also in attendance were:**

Michael Balboni	Trustee
Dennis Trainor	Trustee
Gill Quiniones	President and Chief Executive Officer
Justin Driscoll	Executive Vice President and General Counsel
Joseph Kessler	Executive Vice President and Chief Operating Officer
Jill Anderson	Executive Vice President and Chief Commercial Officer
Jennifer Sutton	Senior Vice President - Internal Audit
Soubhagya Parija	Senior Vice President and Chief Risk Officer
Kristine Pizzo	Senior Vice President - HR and Enterprise Shared Services
Karen Delince	Vice President and Corporate Secretary
Joseph Gryzlo	Vice President and Chief Ethics and Compliance Officer
Lorna Johnson	Senior Associate Corporate Secretary
Sheila Baughman	Senior Assistant Corporate Secretary
Gottor, Jaiah	Manager - Network Services
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 Trustee Koelmel and seconded by Trustee McKibben, the agenda for the meeting was adopted as amended.

2. Motion to Conduct an Executive Session

**WITHDRAWN**

3. **CONSENT AGENDA**

Upon motion made by Trustee Koelmel and seconded by Trustee McKibben, the Consent Agenda was approved.

a. **Approval of the Minutes of the Regular Meeting held on March 21, 2017**

Upon motion made and seconded, the Minutes of the Committee's Regular Meeting held on March 21, 2017 were approved.

4. **DISCUSSION AGENDA:**

a. **Internal Audit Update**

Ms. Jennifer Sutton, Senior Vice President of Internal Audit, provided an update of the Internal Audit (“IA”) activities to the Committee. (Exhibit “4a-A”). She said that approximately 20 audits from the Audit Plan have been completed. This represents 44 percent completion of the NYPA and Canal Corporation joint Audit Plan. Internal Audit is making progress with the Plan and the team is tracking to complete the Audit Plan by the middle of December. In addition, Internal Audit is currently engaged in 31 consulting engagements across the organization in different Business Units working on process improvements and strategic initiatives.

**Canal Corporation**

IA continues to monitor and manage all of the Canals recommendations manually. At this time, IA is comfortable that Canals is working through the recommendation status and working to close out all of the recommendations that have been identified to date.



5. **Next Meeting**

Chairman Nicandri said that the next regular meeting of the Audit Committee would be held on September 26, 2017 at the Clarence D. Rapley Building in White Plains, New York at a time to be determined.

**Closing**

Upon motion made by Trustee McKibben and seconded by Trustee Koelmel, the meeting was adjourned by Chairman Nicandri at approximately 9:04 a.m.

*Karen Delince*

Karen Delince  
Corporate Secretary