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**BOARD OF DIRECTORS MEETING  
NEW YORK CONVENTION CENTER OPERATING CORP.**  
655 West 34<sup>th</sup> Street  
New York, NY 10001-1188

**MINUTES**

**MEMBERS PRESENT:**

Carl H. Loewenson, Jr., Chairman of the Board  
Mary D'Elia, Vice-Chair  
Robert Azeke  
Jed Howbert  
Stephen Drummond  
E. Scott Gilbert  
Sherida E. Paulsen  
Kevin Corbett  
Joseph Spinnato  
Michael J. Stengel  
Michael J. McGuire  
Marc Ricks  
Gary Lavine

**ABSENT:**

Ronald Goldstock  
Jeffrey Scruggs  
Christine Ferer  
Edward Kane

**OTHERS PRESENT:**

**DATE:** February 27, 2012

**Time:** 4:05 p.m.

**Location:** Large Conf. Room

**STAFF:**

Elizabeth Bradford, Senior VP, General Counsel  
Edward B. MacDonald, Senior VP, CFO  
Doreen Guerin, VP, Marketing & Sales  
Anthony Bracco, VP, General Manager  
Aleksandra Davydova, Legal Secretary

**PatyVISITORS:**

Alan Steel  
Frank Strock, Javits Employee

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Agenda	Discussion	Recommendation/Action-Follow-up
<b>Call to Order</b>	The meeting of the Board of Directors for the New York Convention Center Operating Corporation was called to order at 4:05 p.m. A quorum was present. The meeting was presided over by Board Chairman Carl H. Loewenson, Jr.	
Agenda	Discussion	Recommendation/Action-Follow-up
<b>I. Approval of the Minutes</b>	<p><b><u>Approval of the Minutes of February 1, 2012 (Attachment 12-04)</u></b></p> <p>A motion was made and seconded to approve the minutes of the Board of Directors meeting held on February 1, 2012. The following resolution passed by unanimous vote:</p> <p><b>Resolution No. 1077</b></p> <p><b>NOW THEREFORE BE IT RESOLVED</b> that the minutes of the Board of Directors meeting held on February 1, 2012, are hereby approved.</p>	
<b>II. Executive Session</b>	<p><b><u>Executive Session – Pursuant to § 105 of the Public Officers Law</u></b></p> <p>A motion was made and seconded to go into the Executive Session. The following resolution passed by unanimous vote:</p> <p><b>Resolution No. 1078</b></p> <p><b>NOW THEREFORE BE IT RESOLVED</b> that the Board will go into Executive Session pursuant to §105 of the Public Officers Law to receive a report from the Ad Hoc Committee to Recommend a President /CEO Candidate.</p> <p>Discussion of this matter is exempt from Open Meeting requirements pursuant to Public Officers Law §105(1)(f).</p> <p>A motion was made and seconded during the Executive Session. The following resolution passed by unanimous vote:</p> <p><b>Resolution No. 1079</b></p>	

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<p><b>II. Executive Session (continued)</b></p>	<p><b>NOW THEREFORE BE IT RESOLVED</b> that the Corporation will enter into a management consulting agreement with Alan Steel to provide consulting services to the Corporation by advising the vice presidents in the discharge of their temporary responsibility to exercise the powers of the President/CEO of the Corporation, and will provide in such agreement for the indemnification of Mr. Steel per Article V § 4 of the Corporation's by-laws.</p> <p>A motion was made and seconded during the Executive Session. The following resolution passed by unanimous vote:</p> <p><b>Resolution No. 1080</b></p> <p><b>NOW THEREFORE BE IT RESOLVED</b> that Gerald T. McQueen's last day as the President and CEO of the Corporation will be February 28, 2012. Mr. McQueen is hereby commended for his almost 17 years of service to the Corporation, first as Inspector General and subsequently as President and CEO. The Board acknowledges and thanks him for his substantial contribution to ridding the Center of organized crime, transforming the Center into a profit making institution, and creating and nurturing an environment in which employees are expected to and have met the highest standards of integrity and customer service.</p> <p>A motion was made and seconded to end the Executive Session. The following resolution passed by unanimous vote:</p> <p><b>Resolution No. 1081</b></p> <p><b>NOW THEREFORE BE IT RESOLVED</b> that the Board will end its Executive Session and return to open session.</p>	
<p><b>III. Corporate Matters</b></p> <p><b>III.</b></p>	<p><b><u>Amendments to By-Laws</u></b></p> <p>A motion was made and seconded. The following resolution passed by unanimous vote.</p> <p><b>Resolution No. 1082</b></p>	

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<p><b>Corporate Matters</b> <b>(continued)</b></p>	<p><b>NOW THEREFORE BE IT RESOLVED</b> that Article V § 4 of the Corporation's by-laws are hereby amended by deleting the words "the person in an unpaid capacity" and substituting for them the words "the Corporation."</p>	
<p><b>IV. Committee Reports</b></p>	<p><b><u>A. Finance Committee – Ronald Goldstock, Committee Chairman</u></b></p> <p>Mr. MacDonald presented the Committee report.</p> <p><b><u>January and Year-To-Date Financials 2012 (Attachment 12-05)</u></b></p> <p>Mr. MacDonald presented the financial report for January 2012, showing total Gross Revenue of \$ 11,914,000, which is \$579,000 better than Plan. Total expenses for January were \$11,372,000, which is \$449,000 better than Plan. Net Income from operations was \$542,000, which is \$1,029,000 better than Plan.</p> <p>Year to Date the Center generated \$98,033,000 in Gross Revenues, which is \$2,562,000 ahead of Plan. Expenses were \$100,754,000, which was \$4,092,000 better than Plan. Net Loss Year to Date was \$2,721,000 which is \$6,654,000 better than the Plan.</p> <p>Mr. MacDonald projected that during the last two months of the fiscal year the Corporation will more or less break even, ending the year with a loss of approximately \$3 million.</p> <p>There was a discussion of roof repair expenses, which have declined as the roof renovations have progressed. Mr. Bracco projected that the Center will spend only half of the amount budgeted for roof repairs.</p> <p><b><u>Review of Contracts – Hudson Valley Roofing, Pinnacle Wireless Inc., Willis of New York, USI Landscape &amp; Design Inc. (Attachments 12-06, 12-07, 12-08, 12-09)</u></b></p> <p>Mr. MacDonald stated that previously approved service procurement contracts that extended for more than one year were being submitted for annual Board review as required by the Corporation's procurement guidelines. The original procurement summaries were included with the packet sent to the Board in advance of the meeting. No Board member had any comment or question with respect to the ongoing</p>	
<p><b>IV. Committee Reports</b></p>		

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<p>(continued)</p>	<p>procurements submitted for review.</p>	
	<p><b>B. <u>Audit/Labor Committee – Gary Lavine, Committee Chairman</u></b></p> <p>Mr. Lavine reported that the Committee met before the Board meeting to discuss three matters:</p> <ol style="list-style-type: none"> <li>1. The internal audit plan, which was presented by Internal Controls Director Ken Foley.</li> <li>2. The external audit plan, which was presented by Michael Mahoney, UHY Managing Director Partner, who has rotated back in to take charge of this year's external audit.</li> <li>3. The Committee held an executive session with Mr. Foley (without management present) to review the progress of the ERP implementation.</li> </ol>	
	<p><b>C. <u>Human Resources – Edward Kane, Committee Chairman</u></b></p> <p>No report.</p>	
	<p><b>D. <u>Facilities - Mary D'Elia, Committee Chairwoman</u></b></p> <p>No report.</p>	
	<p><b>E. <u>Sales &amp; Marketing –Marc Ricks, Committee Chairman</u></b></p> <p>Mr. Ricks reported that the Committee met before the Board meeting to discuss the Committee's objectives and procedures, including mechanisms for soliciting customer feedback and the types of reports it will receive from the Sales and Marketing Department.</p> <p>There was a discussion of ongoing efforts to find dates for the NFL Experience in 2014. Ms. Guerin reported that she offered dates in the last quarter of 2013 and hosted a tour of the facility for NFL and host committee representatives, but has heard nothing since.</p> <p>There was a discussion of the impact of the Governor's Aqueduct announcement on the Center's business.</p>	
<p>IV. Committee Reports (continued)</p>		

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	<p><b><u>F. Governance – E. Scott Gilbert, Committee Chairman</u></b></p> <p>No report.</p> <p><b><u>G. Ad Hoc for Javits Expansion – Carl H. Loewenson, Jr., Committee Chairman</u></b></p> <p>Mr. Bracco reported that CCOC and CCDC had agreed, after conferring with the Center’s affected customers, that renovations in Zones 6 and 7, would proceed simultaneously rather than in sequence. While this will take a larger piece of expo space (74,000 square feet) out of commission at one time, it will expedite the completion of the project.</p> <p><b><u>H. EEO Oversight – Carl H. Loewenson, Jr, Esq., Committee Chairman</u></b></p> <p>No report.</p>	
<b>VI. Adjournment</b>	<p>By motion and agreement, the meeting was adjourned at 5:15 PM with the next meeting to be held on March 28, 2012.</p>	