

APPROVED on February 27, 2012



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

MINUTES

MEMBERS PRESENT:

Carl H. Loewenson, Jr., Chairman of the Board
Mary D'Elia, Vice-Chair
Robert Azeke
Ronald Goldstock
Jeffrey Scruggs
E. Scott Gilbert
Sherida E. Paulsen
Kevin Corbett
Joseph Spinnato
Michael J. Stengel
Michael J. McGuire
Marc Ricks
Gary Lavine
Christine Ferer
Stephen Drummond
Edward Kane

ABSENT:

Jed Howbert

OTHERS PRESENT:

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

VISITORS:

Henry R. Silverman, CCDC Chairman
Alan E. Steel

DATE: February 1, 2012
Time: 4:05 p.m.
Location: Large Conf. Room

Agenda	Discussion	Recommendation/Action-Follow-up
Call to Order	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. Mr. Loewenson introduced two visitors, Henry Silverman, the new Chairman of the Convention Center Development Corporation (CCDC) and the Governor's nominee to become the Chairman of the Operating Corporation, and Alan Steel.	
Agenda	Discussion	Recommendation/Action-Follow-up
I. Approval of the Minutes	<p><u>Approval of the Minutes of November 30, 2011 (Attachment 12-01)</u> A motion was made and seconded to approve the minutes of the Board of Directors meeting held on November 30, 2011. The following resolution passed by unanimous vote:</p> <p>Resolution No. 1073</p> <p>NOW THEREFORE BE IT RESOLVED that the minutes of the Board of Directors meeting held on November 30, 2011, are hereby approved.</p>	
II. Executive Session	<p><u>Executive Session – Pursuant to § 105 of the Public Officers Law</u> A motion was made and seconded to go into the Executive Session. The following resolution passed by unanimous vote:</p> <p>Resolution No. 1074</p> <p>NOW THEREFORE BE IT RESOLVED that the Board will go into Executive Session pursuant to § 105 of the Public Officers Law to discuss the employment history of, and the employment and appointment of, a particular person.</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 to end the Executive Session. The following resolution passed by unanimous vote:</p> <p>Resolution No. 1075</p>	
II. Executive Session		

(continued)	NOW THEREFORE BE IT RESOLVED that the Board will end its Executive Session and return to open session.	
III. Corporate Matters	<p>There was a discussion of the need to provide for the ongoing management of the Center during the transition to a new President/CEO.</p> <p>A motion was made and seconded. The following resolution passed by unanimous vote. Resolution No. 1076</p> <p>NOW THEREFORE BE IT RESOLVED that in the event that the Chairman of the Board determines that the position of President/CEO has become vacant or that the President/CEO has become incapacitated, the Chairman is authorized to delegate to one or more of the Corporation's vice presidents those responsibilities of the President/CEO necessary to ensure the proper management of the Center.</p> <p>There was a discussion of the Governor's plans for the convention center. Mr. Silverman advised the Board that CCDC intended to proceed with and complete the ongoing renovation work.</p>	
IV. Committee Reports IV. Committee Reports (continued)	<p><u>A. Finance Committee – Ronald Goldstock, Committee Chairman</u> Mr. Goldstock asked Mr. MacDonald to present the Committee report.</p> <p><u>December and Year-To-Date Financials 2011 (Attachment 12-02)</u> Mr. MacDonald presented the financial report for December 2011, showing total Gross Revenue of \$4,662,000, which is \$681,000 better than Plan. Total expenses for December were \$6,663,000, which is \$369,000 better than Plan. Net Loss from operations was \$2,000,000, which is \$1,050,000 better than Plan. Year to Date the Center generated \$86,149,000 in Gross Revenues, which is \$2,013,000 ahead of Plan. Expenses were \$89,416,000, which was \$3,609,000 better than Plan. Net Loss Year to Date was \$3,267,000 which is \$5,622,000 better than the Plan. Mr. MacDonald advised the Board that the FY 2011-2012 budget had projected a loss of approximately \$9 million and that his current projection was for a loss of approximately \$5 million.</p> <p>Mr. Lavine advised that the Committee met with Director of Internal Controls Ken Foley to discuss the financial security for performance by Cedar Crestone of its ERP implementation contract. The Committee was satisfied with Mr. Foley's report.</p>	

	<p><u>Review of Contract –Scientific Fire Prevention (Attachment 12-03)</u> Mr. MacDonald stated that previously approved service procurement contract that extended for more than one year was being submitted for annual Board review as required by the Corporation’s procurement guidelines. The original procurement summary was 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 procurement submitted for review.</p> <p><u>B. Audit/Labor Committee – Gary Lavine, Committee Chairman</u> No report.</p> <p><u>C. Human Resources – Edward Kane, Committee Chairman</u> No report.</p> <p><u>D. Facilities - Mary D’Elia, Committee Chairwoman</u> No report.</p> <p><u>E. Sales & Marketing - Carl H. Loewenson, Jr., Committee Chairman</u> Ms. Guerin described the status of the Sales Department’s efforts to accommodate the NFL Experience in connection with the 2014 Super Bowl.</p> <p><u>F. Governance – E. Scott Gilbert, Committee Chairman</u> No report.</p> <p><u>G. Ad Hoc for Javits Expansion – Carl H. Loewenson, Jr., Committee Chairman</u> No report.</p> <p><u>H. EEO Oversight – Carl H. Loewenson, Jr, Esq., Committee Chairman</u> No report.</p> <p><u>I. Ad Hoc to Recommend an Executive Director Candidate – Carl H. Loewenson, Jr, Esq., Committee Chairman</u> Report made in Executive Session.</p>	
<p>VI. Adjournment</p>	<p>By motion and agreement, the meeting was adjourned at 5:30 PM with the next meeting to be held on February 29, 2012.</p>	

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