

APPROVED on 6/27/2012

BOARD OF DIRECTORS MEETING



Marketplace for the World

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
Ronald Goldstock
Robert Azeke
Jed Howbert
Stephen Drummond
Jeffrey Scruggs
Sherida E. Paulsen
Kevin Corbett
E. Scott Gilbert
Michael J. Stengel
Edward Kane
Gary Lavine – Video-conference via SKYPE

OTHERS PRESENT:

STAFF:

Alan Steel, Consultant
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

DATE:

April 25, 2012

Time:

4:05 p.m.

Location:

Large Conf. Room

ABSENT:

Christine Ferer
Joseph Spinnato
Michael J. McGuire
Marc Ricks

	<p><u>F. Governance – E. Scott Gilbert, Committee Chairman</u></p> <p>Mr. Gilbert reported that the Committee had a telephone conference to discharge its responsibility to review the by-laws annually and recommend changes. The committee authorized Ms. Bradford to present the recommended changes (Attachment 12-23).</p> <p>A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p>Resolution No. 1091</p> <p>NOW THEREFORE BE IT RESOLVED that the by-laws changes recommended in Ms. Bradford’s April 19, 2012 memorandum (Attachment 12-23) are hereby approved.</p> <p><u>G. Ad Hoc for Javits Expansion – Carl H. Loewenson, Jr., Committee Chairman</u></p> <p>Mr. Loewenson referred to a New York Times article reporting federal prosecution of a construction company for submitting false invoices for foremen’s hours. He reported that the independent monitor of the renovation project had conducted an investigation of the project and determined that this practice was not occurring.</p> <p><u>H. EEO Oversight – Carl H. Loewenson, Jr, Esq., Committee Chairman</u></p> <p>Mr. Loewenson advised the Board that the committee had met and discussed legal issues.</p>	
<p>VI. Adjournment</p>	<p>Mr. Loewenson advised the Board that the May meeting will not take place, and the following meeting is scheduled for June 27, 2012. By motion and agreement, the meeting was adjourned at 6:00 PM.</p>	