# **BOARD OF DIRECTORS MEETING**



Marketplace for the World

### 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 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

### ABSENT:

Christine Ferer Joseph Spinnato Michael J. McGuire Marc Ricks OTHERS PRESENT:

DATE: Time: Location: April 25, 2012 4:05 p.m. Large Conf. Room

STAFF:LocationAlan Steel, ConsultantElizabeth Bradford, Senior VP, General CounselEdward B. MacDonald, Senior VP, CFODoreen Guerin, VP, Marketing & SalesAnthony Bracco, VP, General ManagerAleksandra Davydova, Legal Secretary

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.	
Agenda	Discussion	Recommendation/Action-Follow-up
I. Approval of the Minutes	Approval of the Minutes of March 28, 2012 (Attachment 12-19) A motion was made and seconded to approve the minutes of the Board of Directors meeting held on March 28, 2012. The following resolution passed by unanimous vote: Resolution No. 1089 NOW THEREFORE BE IT RESOLVED that the minutes of the Board of Directors meeting held on March 28, 2012, are hereby approved.	
II. Corporate Matters	Consultant's ReportMr. Steel described the actions he has taken in the past month, his plans for the month of May, and his long term goals.There was a discussion of the growing importance of access to Wi-Fi by convention/exhibition attendees.The Board inquired and was advised as to the progress of the ERP project.	The directors suggested that Mr. Steel discuss the status of the ERP project with Internal Controls Director Ken Foley.
III. Committee Reports	A. Finance Committee – Ronald Goldstock, Committee Chairman   Mr. MacDonald presented the Committee report.   Procurement Summary   Approval of Contract – SSP Group, Inc. d/b/a Big Apple Window Cleaning (Attachment 12-20)	
III. Committee Reports	Mr. MacDonald presented a procurement summary seeking Board approval to award a contract to SSP Group, Inc. d/b/a Big Apple Window Cleaning for glass cleaning services for a two (2) year term at a cost of \$208,980 for the first year and \$123,700 for the second, at a total cost of \$332,680 with a renewal option for two additional years. A motion was made and seconded. The following resolution passed by unanimous vote: <b>Resolution No. 1090</b>	

(continued)	<b>NOW THEREFORE BE IT RESOLVED</b> that the award of a contract to SSP Group, Inc. d/b/a Big Apple Window Cleaning for glass services for a total cost of \$332,680 for a two (2) year period with an option to renew for two (2) additional years is hereby approved.
	<u>M/WBE Procurement</u> The directors suggested that management should seek to determine why more M/WBEs do not bid on Javits Center contracts, and should inform all bidders more clearly that the corporation pays its invoices in a timely fashion.
	New York Convention Center Operating Plan 2012-2013 (Attachments 12-21(Memo) & 12- 22)
	Mr. MacDonald presented the Corporation's Operating Plan for FY 2012-2013.
	There was a discussion of the 5-year capital plan. Mr. MacDonald explained that many of the items may be accomplished by CCDC with funds remaining in its contingency fund. Barbara Lampen will make a presentation at the June Board meeting concerning what portion of the plan she anticipates being able to fund.
	B. Audit/Labor Committee – Gary Lavine, Committee Chairman
	No report.
	C. Human Resources – Edward Kane, Committee Chairman
	No report.
	D. Facilities - Mary D'Elia, Committee Chairwoman
Ш.	No report. <u>E. Sales &amp; Marketing –Marc Ricks, Committee Chairman</u>
Committee Reports (continued)	Ms. Guerin announced that Fancy Food has signed a license agreement and put down its deposit for the 2013 event, marking its return to the Center after a hiatus caused by the renovation.

# APPROVED on 6/27/2012

	F. Governance – E. Scott Gilbert, Committee Chairman	
	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).	
	A motion was made and seconded. The following resolution passed by unanimous vote:	
	Resolution No. 1091	
	<b>NOW THEREFORE BE IT RESOLVED</b> that the by-laws changes recommended in Ms. Bradford's April 19, 2012 memorandum (Attachment 12-23) are hereby approved.	
	G. Ad Hoc for Javits Expansion – Carl H. Loewenson, Jr., Committee Chairman	
	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.	
	H. EEO Oversight – Carl H. Loewenson, Jr, Esq., Committee Chairman	
	Mr. Loewenson advised the Board that the committee had met and discussed legal issues.	
VI. Adjournment	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.	