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**BOARD OF DIRECTORS MEETING
NEW YORK CONVENTION CENTER OPERATING CORP.**

655 West 34th Street
New York, NY 10001-1188

MINUTES

MEMBERS PRESENT:

Henry R. Silverman, Chairman of the Board
Carl H. Loewenson, Jr. Vice-Chair
Robert Azeke
J. Lee Compton
Daniel De Vita
David Emil
Ronald Goldstock
Jed Howbert
Gary Lavine
Andrew Murstein
Marc Ricks
Mark Schienberg
Jeffrey Scruggs
Joseph Spinnato

VIDEOCONFERENCE

Sherida E. Paulsen

ABSENT:

Mary D'Elia,
Edward Kane
Christine Ferer

OTHERS PRESENT:

STAFF:

Alan Steel, President & CEO
Edward B. MacDonald, Senior VP, CFO
Elizabeth Bradford, Senior VP, General Counsel
Doreen Guerin, Senior VP, Marketing & Sales
Mark Sims, VP, CIO
Kenneth Sanchez, VP, Facilities Management
Phil Burke, Consultant
Aleksandra Davydova, Legal Secretary

VISITORS:

Britton Jones, President & CEO, Business Journals
Sharon Enright, VP, Tradeshows, Business Journals
Clay Stevens, President, International Exposition Co.
Mark Stevens, VP, International Exposition Co.
Bob O'Connell, Sales, GES
Tony Orlando, Director of Trade Operations, HMG
Tony Hodgins, GM, Freeman
Chris McCabe, SVP, Emerald Expositions
Marty Glynn, President, Metropolitan Expo
Mike Ruberry, VP, GLM
Mac Brighton, Chairman, Business Journals
John Gallagher, Pres. & CEO, Messe Frankfurt
Alan Liebensohn, Executive Director, NY Auto Show

DATE: September 25, 2013

Time: 3:05 p.m.

Location: 1C04-05

VISITORS:

Ken Foley, Dir. Internal Controls, NYCCOC
Adrienne Isacoff, Lowenstein Sandler LLP
Mary Hildebrand, Lowenstein Sandler LLP
Jim Hamilton, Dir. S & M, NYCCOC
Valerie Stone, Dir. Conv. Sltns, NYCCOC
Sabrina Wiggins, Concessions Dir., NYCCOC
Kareem Salvant, Change Mngr, NYCCOC
Kenneth Martin, Fire Safety, NYCCOC

Joel Davis, CEO, JD Events
Tom Nastos, CEO, ENK International
Rob Weissman, President, Alliance Media
Kelly Curtin, Exec. VP, NYC & Company
Jerry Cito, SVP Conv., NYC & Company
Bill McCully, Centerplate
Marian Bossard, VP, Toy Industry Assoc.
Ken McAvoy, SVP, Reed Exhibitions
Lisa Fickenschner, Sr. Reporter, Crain's
John Erickson, VP, Centerplate
C. James, Reed
Sean Crowley, Gvt Affairs, Lobbyist

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Call to Order	The meeting of the Board of Directors for the New York Convention Center Operating Corporation was called to order at 3:05 p.m. A quorum was present. The meeting was presided over by Henry R. Silverman, Chairman.	
Agenda	Discussion	Recommendation/Action-Follow-up
I. Approval of the Minutes	<p><u>Approval of the Minutes of June 26, 2013 (Attachment 13-38)</u></p> <p>A motion was made and seconded to approve the minutes of the Board of Directors meeting held on June 26, 2013. The following resolution passed by unanimous vote:</p> <p>Resolution No. 1128</p> <p>NOW THEREFORE BE IT RESOLVED that the minutes of the Board of Directors meeting held on June 26, 2013, are hereby approved.</p>	
II. Committee Appointments	<p><u>Renaming EEO Committee and New Committee Assignments (Attachment 13-39)</u></p> <p>The motion was made and seconded to rename EEO Oversight committee to EEO/MWBE Committee. The following resolution passed by unanimous vote:</p> <p>Resolution No. 1129</p> <p>NOW THEREFORE BE IT RESOLVED that the EEO Oversight Committee is hereby renamed the EEO/MWBE Committee and that, in addition to the responsibilities previously assigned to it pursuant to Resolution #887, the committee will be responsible for reviewing the Corporation's MWBE procurement program.</p> <p>New committee assignments were presented to the Board for their approval (Attachment 13-39). The motion was made and seconded to approve the new committee assignments. The following resolution passed by unanimous vote:</p>	

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II. Committee Appointments (continued)	Resolution No. 1130 NOW THEREFORE BE IT RESOLVED that the following new committee assignments are hereby approved and will supersede the existing committee assignments: <ul style="list-style-type: none">• Lee Compton and David Emil are added to the Facilities Committee and the Ad Hoc Committee for Javits Expansion• Carl Loewenson, Jr. and Daniel DeVita are added to the Governance Committee• Carl Loewenson, Jr. is removed from the Ad Hoc Committee for Javits Expansion• Joseph Spinnato is appointed Chair of the Ad Hoc Committee for Javits Expansion• Andrew Murstein is added to the EEO/MWBE Committee	
III. Executive Session/Closed Session – Pursuant to §§105, 108 of the Public Officers Law	<u>Executive Session – Pursuant to § 105 of the Public Officers Law</u> A motion was made and seconded to enter into the Executive Session. The following resolution passed by unanimous vote: Resolution No. 1131 NOW THEREFORE BE IT RESOLVED that the Board will conduct an executive session pursuant to § 105 of the Executive Law for the following purposes: to discuss the employment history of a particular person; to discuss litigation strategy in connection with proposed litigation concerning unlicensed bookings; and will conduct a closed session to discuss attorney client privileged matters and other matters exempt from Open Meetings Law requirements under POL § 108. A motion was made and seconded to end the Executive Session. The following resolution passed by unanimous vote: Resolution No. 1132 NOW THEREFORE BE IT RESOLVED that the Board will end its Executive Session and return to open session.	

IV. Corporate Matters	<p><u>President's Report - Alan Steel (Attachment 13-40)</u></p> <p>Mr. Steel made a power point presentation outlining the Corporation's plan to improve its telecommunications infrastructure and software through a connected venue plan, and its plan to continue implementation of Oracle ERP. With respect to the connected venue plan, management intends to seek approval of each individual procurement as it is awarded. Mr. MacDonald noted that the Corporation is considering a proposal to finance the acquisition of the necessary software and hardware. The Board was advised that the improvements described would probably be phased in over a two-year period.</p> <p>In response to Board inquiry concerning the need for hardwire, Mr. Steel and Mr. Sims advised that some shows will continue to use wired Ethernet as well as wireless, and that WiFi service also runs over fiber optic cable.</p>	
V. Committee Reports	<p><u>A. Audit and Finance Committee – Gary Lavine and Ronald Goldstock, Committee Chairmen</u></p> <p><u>July 2013 Financials (Attachment – 13-41)</u></p> <p>Mr. MacDonald presented the financial report for July 2013, showing total gross revenue of \$11,846,000, which is \$351,000 better than plan. Total expenses for July 2013 were \$11,194,000, which is \$283,000 better than plan. Net income from operations was \$652,000, which is \$634,000 better than plan.</p> <p>Year to Date the Center generated \$61,464,000 in Gross Revenues, which is \$161,000 behind Plan. Expenses were \$57,217,000, which was \$1,078,000 better than Plan. Net Income Year to Date was \$4,247,000 which is \$917,000 better than Plan.</p> <p><u>Revised Annual Procurement Report (Attachment – 13-42)</u></p> <p>Mr. MacDonald reminded the Board that the approval of the Annual Procurement report was removed from the agenda of the June meeting because it was discovered that emergency contracts resulting from Hurricane Sandy were not all reported in one section. Since these contracts were not approved by the Board, due to their emergency nature and all expenditure were approved by insurance carriers, it was important that the report be revised so that the</p>	

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<p>V. Committee Reports (Continued)</p>	<p>Board could review them in their totality.</p> <p>Mr. MacDonald reported that a total of approximately \$20 million dollars in Sandy related expenditures had been approved by the insurance carrier, out of a policy limit of \$25 million. A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p>Resolution No. 1133</p> <p>NOW THEREFORE BE IT RESOLVED that the revised Annual Procurement Report is hereby approved by the Board.</p> <p><u>Resolution to Authorize Staff to sign on behalf of NYCCOC-Flex Spending Account (Attachment 13-43)</u></p> <p>Mr. MacDonald requested a resolution authorizing certain employees to sign on behalf of NYCCOC-Flex spending account.</p> <p>A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p>Resolution No. 1134</p> <p>NOW THEREFORE BE IT RESOLVED that the Board authorizes the following individuals to sign on behalf of the New York Convention Center Operating Corporation – Flex Spending Account maintained on the Corporation’s behalf at J.P. Morgan Chase Bank in accordance with §2569 of the Public Authorities Law: Edward B. MacDonald, Jr. – CFO & SVP, Melanie MacManus – Controller, and Doreen Guerin – SVP, Sales & Marketing.</p> <p><u>Resolution to Authorize Staff to sign on behalf of NYCCOC-Retirement Escrow Account (Attachment 13-44)</u></p> <p>Mr. MacDonald requested a resolution authorizing certain employees to sign on behalf of NYCCOC-Retirement Escrow Account. A motion was made and seconded. The following resolution passed by unanimous vote:</p>	
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V. Committee Reports (Continued)	<p>Resolution No. 1135</p> <p>NOW THEREFORE BE IT RESOLVED that the Board authorizes the following individuals to sign on behalf of the New York Convention Center Operating Corporation – Retirement Escrow Account maintained on the Corporation’s behalf at J.P. Morgan Chase Bank in accordance with §2569 of the Public Authorities Law: Edward B. MacDonald, Jr. – CFO & SVP, Melanie MacManus – Controller, and Doreen Guerin – SVP, Sales & Marketing.</p> <p><u>Procurement Summaries</u></p> <p><u>Approval of Contract – Cintas Corporation (Attachment 13-45)</u></p> <p>Mr. MacDonald presented a procurement summary seeking Board approval to award a contract to Cintas Corporation for rental and cleaning of employee uniforms with personalized bar codes for the Operations and Environmental Solutions Departments for three (3) year term at a cost of \$98,280 per year, for a total cost of \$294,840 over three (3) years.</p> <p>A motion was made and seconded. Mr. Goldstock recused himself. The following resolution passed by unanimous vote of the remaining directors:</p> <p>Resolution No. 1136</p> <p>NOW THEREFORE BE IT RESOLVED that the award of a contract to Cintas Corporation for rental and cleaning of employee uniforms with personalized bar codes for the Operations and Environmental Solutions Departments for three (3) year term at a cost of \$98,280 per year, for a total cost of \$294,840 over three (3) years is hereby approved.</p> <p><u>Approval of Contract – Carr Business Systems, Inc (Attachment 13-46)</u></p> <p>Mr. MacDonald presented a procurement summary seeking Board approval to award a contract to Carr Business Systems – a Xerox Company for the lease and maintenance of one multi-function color copier for three (3) year term at a cost of \$8,688 per year, for a total cost of \$26,064 over three (3) years.</p> <p>A motion was made and seconded. The following resolution passed by unanimous vote:</p>	
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<p>V. Committee Reports (Continued)</p>	<p>Resolution No. 1137</p> <p>NOW THEREFORE BE IT RESOLVED that the award of a contract to Carr Business Systems – a Xerox Company for the lease and maintenance of one multi-function color copier for three (3) year term at a cost of \$8,688 per year, for a total cost of \$26,064 over three (3) years is hereby approved.</p> <p><u>C. Human Resources – Edward Kane, Committee Chairman</u></p> <p>No report.</p> <p><u>D. Facilities - Mary D’Elia, Committee Chairwoman</u></p> <p>No report.</p> <p><u>E. Sales & Marketing –Marc Ricks, Committee Chairman</u></p> <p>Mr. Ricks advised the Board that the committee did not meet but that he met individually with Ms. Guerin and was advised that management had found a solution to the conflicts initially caused by the change in Boat Show dates.</p> <p>Britton Jones of Business Journals, one of the Center’s show management customers, made a presentation on behalf of the Friends of Javits, a group of Javits Center customers representing in the aggregate approximately 80 events.</p> <p><u>F. Governance – Elizabeth Bradford, Committee Staff</u></p> <p>No report.</p> <p><u>G. Ad Hoc for Javits Expansion/Renovation – Carl H. Loewenson, Jr., Committee Chairman</u></p> <p>No report.</p>	
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	<u>H. EEO/MWBE– Carl H. Loewenson, Jr, Esq., Committee Chairman</u> No report.	
VI. Adjournment	By motion and agreement, the meeting was adjourned at 4:15 PM with the next meeting to be held on October 23, 2013.	