

APPROVED



**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
Hugh L. Carey II
J. Lee Compton
Ronald Goldstock
Karen He
Eric R. Komitee
Gary Lavine
Sherida E. Paulsen
Joseph E. Spinnato
Mary DøElia
Edward P. Kane
Robert Azeke
Marc Ricks

OTHERS PRESENT:

Edward B. MacDonald, Jr.

DATE:

December 2, 2015

Location:

Time: 3:00 p.m.
Large Conference Room

STAFF:

Alan E. Steel, President & CEO
John C. Menapace, Senior VP, CFO
Bradley A. Siciliano, Associate General Counsel
Christine McMahon, Senior VP, Human Resources and Labor Solutions
Margaret Tobin, Senior VP, Development
Mark Sims, Senior VP, IT Solutions
Tim Gaburungyi, VP, IT Solutions
Doreen Guerin, Senior VP, Sales & Marketing
Kenneth Sanchez, Senior VP, Facilities Solutions
Melanie McManus, VP & Controller
Ken Dixon, VP, Security Solutions
Gretchen Moe, Manager, Purchasing Solutions
Shirley Coley, Legal Assistant

ABSENT:

Andrew D. Stone
Christine Ferer
David Emil
Mark Schienberg
Andrew M. Murstein

Visitors:

Sarah Saint-Amand, President, N.Y. Convention Center Development Corp.

APPROVED



<p>Call to Order</p>	<p>The meeting of the Board of Directors for the New York Convention Center Operating Corporation was called to order at 3:00 p.m. A quorum was present. The meeting was presided over by Henry R. Silverman, Chairman.</p>	
<p>Agenda</p>	<p>Discussion</p>	<p>Recommendation Action/Follow-up</p>
<p>I. Approval of the Minutes</p>	<p><u>Approval of the Minutes of September 16, 2015 (Attachment 15-62)</u> A motion was made and seconded to approve the minutes of the Board of Directors meeting held on <u>September 16, 2015</u>. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1205</u></p> <p>NOW THEREFORE BE IT RESOLVED that the minutes of the Board of Directors meeting held on <u>September 16, 2015</u>, are hereby approved.</p>	
<p>II. Corporate Matters</p>	<p><u>President’s Report - Alan Steel (Attachment 15-63)</u> Mr. Steel presented his report. Mr. Steel noted a number of notable events and achievements at the Javits Center, including the Center attaining Leed Silver Certification from the U.S Green Building Council, receiving an Environmental Excellence Award from the New York State Department of Environmental Conservation, hosting of Governor Cuomo’s Thanksgiving Food Donation Drive and the continued renovation progress in the Center’s Administrative area. Mr. Steel also addressed a number of security issues, including specific counter terrorism initiatives underway at the Javits Center, progress in obtaining Peace Officer Status for the Center’s Public Safety Officers, and statistics reflecting a material drop in theft at the Center.</p> <p>It was recommended by the Board that consideration be given to notifying visitors to the Center that they were under surveillance while on premises. Mr. Steel indicated the issue would be looked into. The issue was also raised of who was managing show floor security. Mr. Steel indicated that the issue would be addressed in detail with the board in the near future.</p> <p><u>Board Committees</u> Mr. Siciliano explained that an updated Board Committee assignments list was provided to Board Members, which primarily reflected changes in Javits Center staff assigned to assist the respective Committees.</p>	

APPROVED

<p>II. Corporate Matters (continued)</p>	<p>Mr. Siciliano then advised the Board that due to Daniel DeVita's resignation there remained vacancies on two Board Committees, Governance and EEO/MWBE. Ms. He agreed to serve as a member of the Governance Committee and Mr. Azeke agreed to serve on the EEO/MWBE Committee.</p> <p>A motion was made and seconded. The following resolution was passed by unanimous vote:</p> <p><u>Resolution No. 1206</u> NOW THEREFORE BE IT RESOLVED that the appointment of Karen He as a member of the Governance Committee is hereby approved</p> <p>A motion was made and seconded. The following resolution was passed by unanimous vote:</p> <p><u>Resolution No. 1207</u> NOW THEREFORE BE IT RESOLVED that the appointment of Robert Azeke as a member of the EEO/MWBE Committee is hereby approved.</p> <p><u>Appointment of Officers:</u> Mr. Siciliano explained that there had been a number of promotions and staff changes at the senior level which required Board approval.</p> <p>A motion was made and seconded. The following resolution was passed by unanimous vote:</p> <p><u>Resolution No. 1208</u> NOW, THEREFORE BE IT RESOLVED that the following appointments are hereby approved:</p> <table data-bbox="352 1079 1612 1347"> <tr> <td>Christine McMahon, Senior VP, Human Resources & Labor Solutions</td> <td>Effective October 22, 2015</td> </tr> <tr> <td>Kenneth Sanchez, Senior VP, Facilities Solutions</td> <td>Effective October 22, 2015</td> </tr> <tr> <td>Mark Sims, Senior VP, IT Solutions</td> <td>Effective October 22, 2015</td> </tr> <tr> <td>Tim Gaburungyi, VP, IT Solutions</td> <td>Effective October 22, 2015</td> </tr> <tr> <td>Ken Dixon, VP, Security Solutions</td> <td>Effective October 22, 2015</td> </tr> <tr> <td>John C. Menapace, Senior VP, CFO</td> <td>Effective November 2, 1015</td> </tr> <tr> <td>Melanie McManus VP & Controller</td> <td>Effective November 1, 2015</td> </tr> <tr> <td>Bradley A. Siciliano, Senior VP, Corporate Secretary & General Counsel</td> <td>Effective December 31,2015</td> </tr> </table>	Christine McMahon, Senior VP, Human Resources & Labor Solutions	Effective October 22, 2015	Kenneth Sanchez, Senior VP, Facilities Solutions	Effective October 22, 2015	Mark Sims, Senior VP, IT Solutions	Effective October 22, 2015	Tim Gaburungyi, VP, IT Solutions	Effective October 22, 2015	Ken Dixon, VP, Security Solutions	Effective October 22, 2015	John C. Menapace, Senior VP, CFO	Effective November 2, 1015	Melanie McManus VP & Controller	Effective November 1, 2015	Bradley A. Siciliano, Senior VP, Corporate Secretary & General Counsel	Effective December 31,2015	
Christine McMahon, Senior VP, Human Resources & Labor Solutions	Effective October 22, 2015																	
Kenneth Sanchez, Senior VP, Facilities Solutions	Effective October 22, 2015																	
Mark Sims, Senior VP, IT Solutions	Effective October 22, 2015																	
Tim Gaburungyi, VP, IT Solutions	Effective October 22, 2015																	
Ken Dixon, VP, Security Solutions	Effective October 22, 2015																	
John C. Menapace, Senior VP, CFO	Effective November 2, 1015																	
Melanie McManus VP & Controller	Effective November 1, 2015																	
Bradley A. Siciliano, Senior VP, Corporate Secretary & General Counsel	Effective December 31,2015																	

<p>II. Corporate Matters (continued)</p>	<p><u>Approval of Standard Work Day Report (Attachment 15-64)</u> Mr. Siciliano explained that State regulations pertaining to the New York State Retirement System required participating employers to establish by Board Resolution the “standard work day” for certain “appointed officials” for the purposes of calculating retirement benefits. Concern was expressed that the 7.5 hour day reflected in the resolution would imply that these were all the hours senior management would be required to work, which was not consistent with the demands of the Center. Mr. Siciliano explained that the 7.5 hours was pulled from the existing time keeping system and that those hours were used for purposes of accruing certain benefits and did not serve as a limitation of the number of hours employees worked.</p> <p>A motion was made and seconded. The resolution reflected in Attachment 15-64 was passed by unanimous vote:</p> <p><u>Resolution No. 1209</u></p> <p>NOW THEREFORE BE IT RESOLVED that implementation of the Standard Work Day Report is approved subject to the understanding that it does not imply a limit to the number of hours necessary to perform management responsibilities.</p>	
<p>III. Committee Reports</p>	<p><u>A. Audit & Finance Committees – Gary Lavine and Ronald Goldstock, Committee Chairmen</u></p> <p>Mr. Levine reported the Committees had met prior to the Board Meeting. He noted the committee had reviewed the status of the Work Force Management project and advised that the implementation was still 6 months away. The Committee would be meeting between Board Meetings regarding the project. He further advised that the Committee had met with the CFO, Mr. Menapace, and the Internal Auditor, Mr. Foley, and there were no material issues to disclose.</p> <p>Mr. Sims reported that he would be meeting with Mr. Menapace to set up Technology Road Map and will be prepared for discussion at the January Board Meeting</p> <p>A question was raised regarding the status of the Center’s “Stimulus” program. Mr. Menapace explained that the Center no longer utilized the “Stimulus” Program, but other incentive plans were in place resulting in discounts to customers.</p> <p><u>Authorization of Signatories for the NYCCOC</u> Mr. Siciliano explained that a number of resolutions were needed and to be passed by the Board, relating to</p>	

<p>III. Committee Reports (continued)</p>	<p>signing authority for certain categories of payments. A motion was made and seconded. The following motion was passed by unanimous vote:</p> <p><u>Resolution No. 1210</u> NOW THEREFORE BE IT RESOLVED that the following individuals are authorized signatories for The New York Convention Center Operating Corporation’s Retirement Escrow Account maintained on the Corporation’s behalf at J. P. Morgan Chase Bank in accordance with §2569 of the Public Authorities law.</p> <p>John Menapace - Senior Vice President & Chief Financial Officer Melanie McManus’s Vice President & Controller Doreen Guerin’s Senior Vice President Sales & Marketing</p> <p>A motion was made and seconded. The following motion was passed by unanimous vote:</p> <p><u>Resolution No. 1211</u> NOW THEREFORE BE IT RESOLVED that the following individuals are authorized signatories for warrants for the purpose of requisitioning checks, wire transfers and transfers of monies in the name of the Corporation in accordance with §2569 of the Public Authorities law, in accordance with The New York Convention Center Operating Corporation Warrant Procedures.</p> <p>Alan Steel’s President & Chief Executive Officer John Menapace’s Senior Vice President & Chief Financial Officer Bradley a. Siciliano’s Senior Vice President, Corporate Secretary and General Counsel Doreen Guerin’s Senior Vice President Sales & Marketing Melanie McManus’s Vice President & Controller Deirdre O’Connell’s Assistant Controller</p> <p>A motion was made and seconded. The following motion was passed by unanimous vote:</p> <p><u>Resolution No. 1212</u> NOW THEREFORE BE IT RESOLVED that the following individuals are authorized as signatories for manual payroll checks drawn on a payroll account maintained on the Corporation’s behalf at J.P Morgan Chase Bank in accordance with §2569 of the Public Authorities Law.</p>	
--	--	--

<p>III. Committee Reports (continued)</p>	<p>Alan Steel ó President & Chief Executive Officer John Menapace ó Senior Vice President & Chief Financial Officer Bradley a. Siciliano ó Senior Vice President, Corporate Secretary and General Counsel Doreen Guerin ó Senior Vice President Sales & marketing Melanie McManus ó Vice President & Controller Christine McMahan ó Senior Vice President, Human Resources & Labor Solutions</p> <p>A motion was made and seconded. The following motion was passed by unanimous vote:</p> <p><u>Resolution No. 1213</u> NOW THEREFORE BE IT RESOLVED that the following individuals are authorized signatories for The New York Convention Center Operating Corporation ó Flex Spending Account maintained on the Corporation's behalf at J.P Morgan Chase Bank in accordance with §2569 of the Public Authorities Law.</p> <p>John Menapace ó Senior Vice President & Chief Financial Officer Melanie McManus ó Vice President & Controller Doreen Guerin ó Senior Vice President Sales & marketing</p> <p><u>October 2015 YTD financials for review (Attachment 15-65)</u> Mr. Menapace presented the financial report for October 2015, showing total gross revenue of \$12,295,000, which is \$1,137,000 over Plan. Total operating expenses for October 2015 were \$12,140,000, which is \$1,114,000 below Plan. Net surplus from operations was \$155,000, which is \$22,000 over Plan. Net surplus after depreciation was \$(194,000) or \$294,000 over Plan.</p> <p>Year to date the Center generated \$122,147,000 in gross revenues, which is \$8,277,000 over Plan. Total operating expenses before depreciation were \$112,071,000, which was \$3,252,000 below Plan. Net surplus Year to Date was \$10,076,000 which is \$5,024,000 over Plan before depreciation. After depreciation, net surplus Year to date is \$7,561,000 which is \$5,245,000 over Plan.</p> <p><u>Review Of Contracts</u> Mr. Menapace stated that previously approved service procurement contracts that extended for more than one year was being submitted for annual Board review as required by the Corporation's procurement guidelines. The procurement summaries were included with the packet sent to the Board in advance of the meeting.</p>	
--	--	--

APPROVED



**III.
Committee
Reports
(continued)**

Procurement Contracts for Review - Affiliated Electronics, RCN Telecom Service of New York, LP, Wells Fargo Insurance Services, USI (Ultimate Services, Inc.) Landscaping, Guardian Life Insurance Company, Siemens Building Technologies, Inc. (Req. #12543), Siemens Building Technologies, Inc. (Req. #12711), Steamaster Carpet Cleaning, Inc., American Commercial Equipment Repairs, Delta Dental of New York, Inc. (Attachments 15-66 through 15-75)

Vendor	# of Year	Amount/Year
Affiliated Electronics	2	\$38,300
RCN Telecom Service of New York, LP	3	\$55,200 Year 1 \$63,000 Year 2 and 3
Wells Fargo Insurance Services	3	\$125,000
USI (Ultimate Services, Inc.) Landscaping	2	\$229,500
Guardian Life Insurance Company	2	\$215,000
Siemens Building Technologies, Inc. (Req. #12543)	3	\$115,982 Year 1 \$119,462 Year 2 and 3
Siemens Building Technologies, Inc. (Req. #12711)	3	\$149,951 Year 1 \$153,700 Year 2 \$157,543 Year 3
Steamaster Carpet Cleaning, Inc.	2	\$95,000
American Commercial Equipment Repairs	2	\$35,000
Delta Dental of New York, Inc.	2	\$154,450 Year 1 \$173,756 Year 2

Procurement Contracts for Approval (Attachments 15-76 through 15-83)

Mr. Menapace presented Board with a packet of individual procurements for approval. After discussion, the Board voted to approve all procurements. The minutes reflect that each procurement was the subject of a separate resolution.

<p>III. Committee Reports (continued)</p>	<p><u>Approval of Contract ó JPR Lighting Group (Attachment 15-76)</u> Mr. Menapace presented a procurement summary seeking Board approval to award a contract to JPR Lighting Group for the purchase of 1200 new custom LED Par-Can lights for use in Exhibitor Booths for a total cost of \$481,200.</p> <p>A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1214</u> NOW THEREFORE BE IT RESOLVED that the award of a contract to JPR Lighting Group for the purchase of 1200 new custom LED Par-Can lights at a total cost of \$481,200 is hereby approved.</p> <p><u>Approval of Contract ó Philip Kaplan Glass & Mirrors, LLC (Attachment 15-77)</u> Mr. Menapace presented a procurement summary seeking Board approval to award a contract to Philip Kaplan Glass & Mirrors, LLC for the purchase and installation of new storefront glass, window glass, and entry doors for the new meeting rooms, human resources (HR) and legal department spaces in accordance with the Architect's design plans for these areas. The term of the contract is 3 months for a total cost of \$147,000.</p> <p>A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1215</u> NOW THEREFORE BE IT RESOLVED that the award of a contract to Philip Kaplan Glass & Mirrors, LLC for the purchase and installation of new storefront glass, window glass, and entry doors for new meeting rooms, human resources (HR) and legal department; for a contract term of 3 months and a total cost of \$147,000 is hereby approved.</p> <p><u>Approval of Contract ó eMaint Enterprises, LLC (Attachment 15-78)</u> Mr. Menapace presented a procurement summary seeking Board approval to award a contract to eMaint Enterprises, LLC to provide a Computerized Maintenance Management System (CMMS) software at a cost of \$46,499 for a subscription period of 2 years (cost includes software, initial setup and configuration, onsite training, maintenance and integration with Oracle) with an option to renew the software subscription for a third year for \$20,160.</p> <p>A motion was made and seconded. The following resolution passed by unanimous vote:</p>	
--	--	--

<p>III. Committee Reports (continued)</p>	<p><u>Resolution No. 1216</u> NOW THEREFORE BE IT RESOLVED that the award of a contract to eMaint Enterprises, LLC to provide a Computerized Maintenance Management System (CMMS) software at a cost of \$46,499 for a subscription period of 2 years (cost includes software, initial setup and configuration, onsite training, maintenance and integration with Oracle) with an option to renew the software subscription for a third year for \$20,160 at total cost of \$66,659 is hereby approved.</p> <p><u>Approval of Contract ó Orange Flood Control (Flood Break) (Attachment 15-79)</u> Mr. Menapace presented a procurement summary seeking Board approval to award Orange Flood Control a single source contract to supply new flood gates for the loading dock entrances and exits. The term of the contract is for one year at an estimated total cost of \$798,000.</p> <p>A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1217</u> NOW THEREFORE BE IT RESOLVED that the award of a single source contract to Orange Flood Control to supply new flood gates for the loading dock entrances and exits for the contract term of one year at an estimated total cost of \$798,000 is hereby approved.</p> <p><u>Approval of Contract ó Smart Oil Technology (Attachment 15-80)</u> Mr. Menapace presented a procurement summary seeking Board approval to award a contract to Smart Oil Technology for the lease of 50øw x 30øh Sky Theatre 10mm black-face Surface-mount Display (SMD) Jumbotron. This is a twelve month lease at \$35,859.70 per month for a total of \$430,316 with a \$1 buyout at the end of the lease period.</p> <p>A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1218</u> NOW THEREFORE BE IT RESOLVED that the award of a contract to Smart Oil Technology for the lease of 50øw x 30øh Sky Theatre 10mm black-face Surface-mount Display (SMD) Jumbotron. This is a twelve month lease at \$35,859.70 per month for a total of \$430,316 with a \$1 buyout at the end of the lease period is hereby approved.</p>	
--	---	--

<p>III. Committee Reports (continued)</p>	<p><u>Approval of Contract ó Pinnacle Wireless (Attachment 15-81)</u> Mr. Menapace presented a procurement summary seeking Board approval to award a contract to Pinnacle Wireless for the design, installation and testing of a Motorola Capacity plus radio communications system to replace the existing analog trunked Smartnet radio system. Project total is \$622,000 which includes material, installation, rebates and discounts.</p> <p>A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1219</u> NOW THEREFORE BE IT RESOLVED that the award of a contract to Pinnacle Wireless for the design, installation and testing of a Motorola Capacity plus radio communications system to replace the existing analog trunked Smartnet radio system for a total cost of \$622,000 which includes material, installation, rebates and discounts is hereby approved.</p> <p><u>Approval of Contract ó Advanced Equipment Corporation (AEC) (Attachment 15-82)</u> Mr. Menapace presented a procurement summary seeking Board approval to award a contract to Advanced Equipment Corporation (AEC) for the replacement of the 3AB 3rd Floor exhibition and meeting room area air wall panels and tracks at an estimated cost of \$2,067,820 total lump sum pricing (including performance bond) for removing existing operable wall partitions, furnishing and installing operable partitions.</p> <p>A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1220</u> NOW THEREFORE BE IT RESOLVED that the award of a contract to Advanced Equipment Corporation (AEC) for the replacement of the 3AB 3rd Floor exhibition and meeting room area air wall panels and tracks at an estimated cost of \$2,067,820 total lump sum pricing (including performance bond) for removing existing operable wall partitions, furnishing and installing operable partitions is hereby approved.</p> <p><u>Approval of Contract ó diDomenico & Partners, LLP (Attachment 15-83)</u> Mr. Menapace presented a procurement summary seeking Board approval to award a contract to diDomenico & Partners, LLP for interior architectural planning services for Public Safety, Access control and related building improvements in the amount of \$165,150.</p>	
--	---	--

APPROVED



<p>III. Committee Reports (continued)</p>	<p>A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1221</u> NOW THEREFORE BE IT RESOLVED that the award of a contract to diDomenico & Partners, LLP for interior architectural planning services for Public Safety, Access control and related building improvements in the amount of \$165,150 is hereby approved.</p> <p><u>B. Human Resources – Edward Kane, Committee Chairman</u> No report.</p> <p><u>C. Facilities – Sherida Paulsen, Committee Chairwoman</u> No report.</p> <p><u>D. Sales & Marketing – Lee Compton, Committee Chairman (Attachment 15-84)</u> Ms. Guerin gave a Power Point presentation of the Center’s sales activity and progress. There are 7 new events added to the 2015 show calendar. Ms. Guerin presented the results of sales activity for October- December 2015, and also a look ahead to the January, February and March show schedules.</p> <p><u>G. EEO/MWBE - Mary D’Elia, Committee Chairwoman</u> No report.</p>	
<p>IV. Other Business</p>	<p>Mr. Steel noted to the Board that Elizabeth Bradford would be stepping down as General Counsel of the Corporation after 20 years. Mr. Steel requested the Board to acknowledge her years of service to the Corporation</p> <p>The Board by unanimous consent approved a motion commending Elizabeth Bradford for her 20 years as General Counsel of the Corporation and thanking for her diligent service.</p>	
<p>V. Adjournment</p>	<p>By motion and agreement, the meeting was adjourned at 3:35 PM with the next meeting to be held on January 20, 2016.</p>	

APPROVED

