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
Robert Azeke
David Emil
Marc Ricks
Gary Lavine – Web Call
Edward P. Kane
Joseph Spinnato
Andrew Stone
George Tsunis

OTHERS PRESENT: STAFF:
Hugh L. Carey II
J. Lee Compton
Robert Azeke
David Emil
Marc Ricks
Gary Lavine – Web Call
Edward P. Kane
Joseph Spinnato
Andrew Stone
George Tsunis

DATE: February 14, 2017
Time: 2:00 p.m.
Location: Large Conference Room

OTHERS PRESENT: STAFF:
Alan E. Steel, President & Chief Executive Officer
Bradley A. Siciliano, General Counsel & Corporate Secretary
Melanie McManus SVP & Chief Financial Officer
Doreen Guerin, SVP, Sales & Marketing
Christine McMahon, SVP Human Resources and Labor Solutions
Mark Sims, SVP & Chief Information Officer
Tim Gaburungyi, VP of MIS & Technology Solutions
Tony Sclafani, SVP Chief Communications Officer
Mike Ruberry, VP Event Solutions & Set-Up
Shirley Coley, Legal Assistant

STAFF:

ABSENT: Sarah Berman
Ronald Goldstock
Andrew M. Murstein
Eric Komitee
Lee H. Perlman
Mark Schienberg

Visitors: Sarah Saint-Amand, President, N.Y. Convention Center Development Corporation
David Thurm, Executive Vice President

NYCCOC BOD Minutes February 14, 2017
The meeting of the Board of Directors for the New York Convention Center Operating Corporation was called to order at 2:00 p.m. A quorum was present. The meeting was presided over by Henry R. Silverman, Chairman.

### Agenda

Before proceeding further, Mr. Silverman asked the Directors whether anyone had any potential conflict of interest with respect to any of the items on the Agenda and requested that they make an appropriate disclosure on the record. Any Director with such conflict should recuse themselves from any discussion or vote with regard to such item or items.

Mr. Emil advised the chair that he had disclosed a potential conflict of interest in connection with the Convention Center Development Corporation’s selection of the winning bidder and approval of the design/build contract for the expansion project. As a result he had recused himself from that Board’s vote on the issue. Mr. Emil further advised the chair that he had raised this issue with counsel and had determined that the nature of the Operating Corporation’s approval was different from the Development Corporations approval and there was no potential conflict in his participating in the Operating Corporation’s vote on the expansion project. Mr. Siciliano acknowledged he had discussed this issue, in his capacity as Ethics Officer of the Operating Corporation, with Mr. Emil. Mr. Siciliano advised the chair that, in his opinion, because the requested action of the Operating Corporation’s Board did not involve the selection of a winning bidder or approval of a contract, but rather simply an approval of an early phase design for the expansion project, no similar conflict existed.

No Director indicating any potential conflict, the meeting proceeded.

### I. Corporate Matters

**Expansion Design and Plan - (Attachment 17-25)**

Mr. Steel introduced the primary purpose of the meeting, which was to approve the design and plan of the expansion project for the Center. He introduced the members to Mr. David Thurm of Lehrer, LLC. Mr. Thurm has been retained as Project Director for the expansion project. Mr. Steel than provided and overview of the rationale for the expansion project, highlighting expanded meeting room space, a large ball room, a truck marshalling facility to remove vehicles from the increasingly residential neighborhood streets surrounding the Center.

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<th>Call to Order</th>
<th>Discussion</th>
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<td>The meeting of the Board of Directors for the New York Convention Center...</td>
<td>Before proceeding further, Mr. Silverman asked the Directors whether anyone had any potential conflict of interest with respect to any of the items on the Agenda and requested that they make an appropriate disclosure on the record. Any Director with such conflict should recuse themselves from any discussion or vote with regard to such item or items. Mr. Emil advised the chair that he had disclosed a potential conflict of interest in connection with the Convention Center Development Corporation’s selection of the winning bidder and approval of the design/build contract for the expansion project. As a result he had recused himself from that Board’s vote on the issue. Mr. Emil further advised the chair that he had raised this issue with counsel and had determined that the nature of the Operating Corporation’s approval was different from the Development Corporations approval and there was no potential conflict in his participating in the Operating Corporation’s vote on the expansion project. Mr. Siciliano acknowledged he had discussed this issue, in his capacity as Ethics Officer of the Operating Corporation, with Mr. Emil. Mr. Siciliano advised the chair that, in his opinion, because the requested action of the Operating Corporation’s Board did not involve the selection of a winning bidder or approval of a contract, but rather simply an approval of an early phase design for the expansion project, no similar conflict existed. No Director indicating any potential conflict, the meeting proceeded.</td>
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Ms. Saint-Amand then addressed the bidding and selection process that was conducted in determining the winning design/build winner. She described a comprehensive and detailed process which ultimately resulted in the selection of a joint venture between Lendlease (US) Construction LMB Inc. and Turner Construction as the winning bidder. The selection of the winning bidder was fairly clear from the selection committee’s process.

Mr. Thurm then went through the key aesthetic and design features of the winning bid.

Members raised a number of questions, including the prospect of incorporating a significant art component into the project. It was agreed that an informal committee would be created to consider incorporating art into the project. Interested members will advise Mr. Siciliano of their interest. Other topics of discussion included incorporating living or green walls into the project, utilizing excess air rights over the property, the time line for completing of the project and potential impact to business during the construction.

There being no further questions, a motion was made and seconded. The following resolution passed by unanimous vote:

**Resolution No. 1283 – (Attachment 17-26)**

*NOW THEREFORE BE IT RESOLVED* that the New York Convention Center Operating Corporation hereby approves the plan and design of the Convention Center renovation and expansion project in the form proposed by the New York Convention Center Development Corporation as presented at this meeting.

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<th>II. Committee Reports</th>
<th>Procurement Contract for Approval - (Attachments 17-27)</th>
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<td>Ms. McManus presented the Board with an individual procurement for approval.</td>
<td>Approval of Contract – Door Automation Corporation - (Attachment 17-27)</td>
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<td>Ms. McManus presented a procurement summary seeking Board approval to award Door Automation a contract to supply, remove and replace doors at the Javits Center. The total cost of the project is $169,632.00.</td>
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A motion was made and seconded. The following resolution passed by unanimous vote:

**Resolution No. 1284**

**NOW THEREFORE BE IT RESOLVED** that the award of a contract to Door Automation Corporation to supply, remove and replace doors at the Javits Center at a total cost of $169,632 is hereby approved.

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<th>III. Other Business</th>
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<td>Mr. Siciliano then advised the Board that there was a vacancy on the Governance Committee. Mr. Andrew Stone agreed to serve as a member of the Governance Committee.</td>
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A motion was made and seconded. The following resolution was passed by unanimous vote:

**Resolution No. 1285**

**NOW THEREFORE BE IT RESOLVED** that the appointment of Andrew Stone as a member of the Governance committee is hereby approved.

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<th>IV. Adjournment</th>
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<td>By motion and agreement, the meeting was adjourned at 2:32 PM with the next meeting to be held on March 15, 2017.</td>
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