

Approved – 9/12/2018



**BOARD OF DIRECTORS MEETING
NEW YORK CONVENTION CENTER OPERATING CORPORATION
655 West 34th Street
New York, NY 10001-1188**

MINUTES

MEMBERS PRESENT:

Henry R. Silverman, Chairman of the Board
Robert Azeke
John Lee Compton
David Emil
Ronald Goldstock
Edward P. Kane
Gary Lavine
Andrew Murstein
Lee H. Perlman
Mark Schienberg
Joseph Spinnato
Christine Ferer

OTHERS PRESENT:

DATE: June 13, 2018
Time: 3:00 p.m.
Location: Large Conference Room

STAFF:

Alan E. Steel, President & CEO
Bradley A. Siciliano, General Counsel & Corporate Secretary
Doreen Guerin, SVP Sales & Marketing
Melanie McManus, SVP & CFO
Christine McMahon, SVP, HR & Labor Solutions
Mark Sims, SVP & CIO
Tim Gaburungyi, VP IT Solutions
Kenneth Sanchez, SVP Facilities Management
Kenneth Dixon, VP Security & Safety Solutions
Tony Sclafani, SVP & Chief Communications Officer, Communications
Mike Ruberry, VP Event Solutions & Set-Up
Allison Richardson, Director of Internal Controls & Compliance
Mariam Karim, VP Guest Experiences
Shirley Coley, Legal Assistant

ABSENT:

Hugh Carey II
Sara Berman
George Tsunis
Andrew Stone

Guests/Visitors:

Robin Stout, President, NY Convention Center Development Corporation
David Thurm, Executive Vice President, Lehrer LLC
Stephen Konopko - Empire State Development
Michael Burke, Partner, UHY LLP
Giancarlo Garipoli, Audit Senior Manager, UHY, LLP



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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 3:00 p.m. A quorum was present. The meeting was presided over by Henry R. Silverman, Chairman.	
Agenda	Discussion	Recommendation Action/Follow-up
I. Introduction	<p>Mr. Silverman called the meeting to order. Mr. Silverman advised the members due to some scheduling conflicts, the agenda would be reordered to accommodate schedules.</p> <p><u>Introduction of Mariam Karim by Alan Steel</u> Mr. Steel introduced to the Directors Mariam Karim, the new Vice President of Guest Experiences.</p>	
II. Committee Report/Corporate Matters	<p><u>Sales & Marketing – Lee Compton, Committee Chairman – (Attachment 18-43)</u> Ms. Guerin presented a report of the Sales and Marketing Committee. There were 91 days of activity in the second quarter of 2018 with a total of 40 events. For the third quarter of 2018, it is expected there will be 91 days of activity, with a total of 32 events, 3 of which are new.</p> <p><u>President's Report – Alan Steel, President (Attachment 18-44)</u> Mr. Steel introduced Mr. Thurm to update the Directors on the status of the Expansion Project. Mr. Thurm reported that 127 of the 187 caissons have been installed. The Slabs and grade beams are 20% complete. Con Edison has almost completed its work in relocating power lines. The transformer building work continues to proceed with all major equipment having been loaded into the building and the pre cast exterior panels have been installed. On the Design/Build front they are at 90% completion of the construction drawings and the structural permits have been issued.</p> <p>Mr. Thurm also advised the Directors of the planned “Jacobs Farm”, a roof top farm to be included in the project which is anticipated to produce between 20k and 30K pounds of produce annually to be used at the Javits Center. The farm will also include a greenhouse and be adjacent to the rooftop pavilion which will accommodate up to 1500 people.</p>	



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<p>II. Corporate Matters (continued)</p>	<p>Mr. Emil raised questions regarding the design of the pavilion and asked for a report to the Board in the coming weeks. Mr. Stout explained that it was already part of the design build process and is being closely managed by staff for both the Corporation and the Development Corporation. Ms. Ferer asked that the continued review keep in mind potential art installations, notably a collection of artwork belonging to the Metropolitan Museum, currently stored at the University of Texas in Austin.</p> <p>Mr. Steel updated the Board on the Center's Strategic plan, reminding the Directors of it being first presented in 2016 with ongoing updates year over year. Senior management will have a planning session in July of 2018 to review and update the strategic plan and will report to the Directors at the September 2018 meeting on the results of that meeting.</p> <p>Mr. Steel updated the Directors on management's continued focus on security, which includes a revised Comprehensive Emergency Management Plan ("CEMP"), and well as staffs' participation in Active Shooter Tabletop Exercises ("TTX"). Progress continues to be made on perimeter security, notably the installation of bollards, which is being impacted by the NYC Department of Transportation's plans to reconstruct the 11th Avenue viaduct located between 34th Street and 35th Street.</p> <p>Ms. McMahon updated the Directors on the One Javits Workforce Management (a/k/a Kronos) implementation. The implementation is in Phase 3 as parallel testing on scheduling, time keeping, Passport and payroll continue and is expected to go live for paychecks the first week in July.</p> <p>The President's report complete, and moving on to action items on the agenda, 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 and the individual with such conflict would recuse themselves from any discussion or vote with regard to such item or items. No Director having indicated such a potential conflict, the meeting proceeded.</p>	
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III. Committee Reports	<p>A. Audit & Finance Committees – Gary Lavine and Ronald Goldstock, Committee Chairmen</p> <p>Mr. Lavine reported on behalf of the Audit and Finance Committees. The Committee met immediately preceding the Board Meeting and on May 16. In addition, Mr. Lavine met with the outside auditors, UHY, on June 12 to review the audited financials for the fiscal years 2017 and 2018 being submitted to the Directors for approval. The 2017 financials were being resubmitted due to an additional required audit, which had not previously been done, in connection with Federal Funds received through the New York State Department of Homeland Security in connection with remedial and preventative work post Hurricane Sandy. No other changes were required to the 2017 financials other than the supplemental testing done on the expenditure of Federal Funds. No additional internal controls were needed to address the issue. The 2018 financials were being issued without adjustments or comments, with a clean opinion. UHY reported that management was fully cooperative with the audit team. UHY, at the request of the Audit Committee, had done additional testing on capital expenditures and found no irregularities.</p> <p><u>Approval of the UHY- Draft March 31, 2018 Financial Statements Review and Approval (Attachment 18-45)</u></p> <p>A motion was made and seconded to approve Corporation's Audited Financial Statements for the fiscal year ended March 31, 2018. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1354</u></p> <p>NOW THEREFORE BE IT RESOLVED that the New York Convention Center Operating Corporation's Audited Financial Statements for the fiscal year ended March 31, 2018 are hereby approved.</p> <p><u>Approval of the UHY- Draft March 31, 2017 Financial Statements Review and Approval (Attachment 18-46)</u></p> <p>A motion was made and seconded to approve Corporation's Audited Financial Statements for the fiscal year ended March 31, 2017. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1355</u></p> <p>NOW THEREFORE BE IT RESOLVED that the New York Convention Center Operating Corporation's Audited Financial Statements for the fiscal year ended March 31, 2017, as amended, are hereby approved.</p>	
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III. Committee Reports (continued)	<p>Ms. McManus next reported on the status of the Center's on line ordering system, "Jake". Over 4000 customers have placed over 6000 orders worth over \$3.9 million through the Jake system through 45 events. This represents 39% of all orders placed since Jake launched.</p> <p>Mr. Lavine further reported to the Directors that the Committees had received a detail review from management regarding the Corporation's 11 Collective Bargaining Agreements. Finally the Committees had had their customary executive session with the Corporation's Internal Auditor.</p> <p>Ms. McManus then introduced a series of items for the Board's consideration.</p> <p><u>Restriction of funds for OPEB Liability (Attachment 18-47)</u></p> <p>Ms. McManus requested a resolution restricting the use of additional funds for OPEB (Other Post Employment Benefit) Liability. She explained that the amount of the OPEB Liability was calculated by an independent firm and the request, as in the past, was to reserve the full amount of the liability, though there is no requirement to fully fund the obligation. Due to a change in accounting standards, the amount of the reserve has actually gone down this year.</p> <p>A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1356</u></p> <p>NOW THEREFORE BE IT RESOLVED that the Board authorizes the Corporation/Management to set aside sufficient assets to cover the Fiscal 2018 OPEB liability of \$34,035,000.</p> <p><u>Designation of Authority for Procurement Review and Approval (Attachment 18-48)</u></p> <p>Ms. McManus advised the members that she was seeking a resolution authorizing the Finance Committee to review and approve, on the Board's behalf, procurement contracts issued by the Corporation in connection with RFP 2172AJ (Traffic Control and Logistics Management Program), RFP 2168IM (Credit Card Integrator), RFP 2169AJ (Outdoor LED Marquee Advertising Sales Services), RFP 2164JK (Functional Capacity Assessment) and RFP 2171JK (Background Check Services.) The By-laws permit such delegation.</p>	
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III. Committee Reports (continued)	<p>A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1357</u></p> <p>NOW THEREFORE BE IT RESOLVED that The Board of Directors grants to the Finance Committee the authority to review and approve, on the full Board's behalf, procurement contracts issued by the Corporation in connection with RFP 2172AJ (Traffic Control and Logistics Management Program), RFP 2168IM (Credit Card Integrator), RFP 2169AJ (Outdoor LED Marquee Advertising Sales Services), RFP 2164JK (Functional Capacity Assessment) and RFP 2171JK (Background Check Services.)</p> <p><u>Approval of Procurement Guidelines – (Attachment 18-49)</u></p> <p>Ms. McManus presented the Corporation's Procurement Guidelines for the required annual review and approval. No changes were reported from the prior year. A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1358</u></p> <p>NOW THEREFORE BE IT RESOLVED that the Procurement Guidelines are hereby approved without changes.</p> <p><u>Review and Approval of Property Disposal Policy – (Attachment 18-50)</u></p> <p>Ms. McManus presented the Corporation's Disposition of Property Policy for the required annual review and approval. No changes were reported from the prior year. A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1359</u></p> <p>NOW THEREFORE BE IT RESOLVED that the Disposition of Property Policy is hereby approved without changes.</p> <p><u>Review and Approval of Investment Policy – (Attachment 18-51)</u></p> <p>Ms. McManus presented the Corporation's Investment Guidelines for the required annual review and approval. No changes were reported from the prior year. A motion was made and seconded. The following resolution passed by unanimous vote:</p>
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III. Committee Reports (continued)	<p><u>Resolution No. 1360</u></p> <p>NOW THEREFORE BE IT RESOLVED that the Corporation's Investment Guidelines are hereby approved without changes.</p> <p><u>Procurement Summaries for Approval (Attachments 18-52 through 18-61)</u></p> <p>Ms. McManus presented the Board with a packet of individual procurements for approval. The Chairman advised the members that by voting to approve the listed procurements, the Board would be passing separate resolutions reflecting each procurement individually; and the minutes will reflect that each procurement was the subject of a separate resolution.</p> <p><u>Approval of Contract – Tennant Sales and Service Company (Attachment 18-52)</u></p> <p>Ms. McManus presented a procurement summary seeking Board approval to award a contract to the Tennant Sales and Service Company (Tennant) to provide preventive maintenance and repairs of Tennant equipment at the Jacob K. Javits Convention Center (Javits Center). The contract term is for three years (July 1, 2018-June 30, 2021) at an estimated cost of \$225,000 (\$75,000 per year).</p> <p>A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1361</u></p> <p>NOW THEREFORE BE IT RESOLVED that the award of contract to the Tennant Sales and Service Company to provide preventive maintenance and repairs of Tennant equipment at the Jacob K. Javits Convention Center for a contract term of three years at an estimated cost of \$225,000 is hereby approved.</p> <p><u>Approval of Contract – Groome Door & Mechanical Systems, Inc. (Attachment 18-53)</u></p> <p>Ms. McManus presented a procurement summary seeking Board approval to award a contract to Groome Door & Mechanical Systems, Inc. to furnish and install truck gates at the 34th Street Inner Roadway at the Jacob K. Javits Convention Center at a total cost of \$790,000. The term of the contract is 6 months (July 1, 2018-December 31, 2018). Total costs includes the following charges:</p> <ul style="list-style-type: none"> *General Conditions (Project Management/Survey Structural Analysis) \$23,450 *Engineering & Design \$38,000 *Demolition \$34,500 	
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<p>III. Committee Reports (continued)</p>	<p>*Foundation \$147,000 *Gate Installation \$371,440 *Electrical (Rough & Finish) \$135,975 *Equipment & Rigging \$39,635</p> <p>A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1362</u></p> <p>NOW THEREFORE BE IT RESOLVED that the award of contract to Groome Door & Mechanical Systems, Inc. to furnish and install truck gates at the 34th Street Inner Roadway at the Jacob K. Javits Convention Center at a total cost of \$790,000 for a contract term of 6 months, is hereby approved.</p> <p><u>Approval of Contract – Garratt-Callahan Company (Attachment 18-54)</u></p> <p>Ms. McManus presented a procurement summary seeking Board approval to award a contract to the Garratt-Callahan Company for maintenance service for the cooling towers at the Jacob K. Javits Convention Center (Javits Center). The contract term is for three years (July 1, 2018-June 30, 2021) at a cost of \$71,820 (\$23,940 per year). There is an option to renew this contract for an additional year at the Javits Center's discretion.</p> <p>A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1363</u></p> <p>NOW THEREFORE BE IT RESOLVED that the award a contract to the Garratt-Callahan Company to provide maintenance service for the cooling towers at the Jacob K. Javits Convention Center (Javits Center) for a contract term of three years (with a 1 year renewal option) at a total cost of \$71,820 is hereby approved.</p> <p><u>Approval of Contract – EcoDomus Inc. (Attachment 18-55)</u></p> <p>Ms. McManus presented a procurement summary seeking Board approval to award a contract to EcoDomus, Inc. to provide building information modeling (BIM) at the Jacob K. Javits Convention Center (Javits Center). The term of the contract is for 5 years (June 1, 2018-May 31, 2023) at an estimated cost of \$815,000. The cost includes the following services:</p>
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<p>III. Committee Reports (continued)</p>	<p>*Enterprise Licenses \$200,000 *BIM modeling, laser scan support services, Procore integrator services, enterprise integrator services, training and travel \$550,000 *Asset collection data entry \$20,000 *Annual upgrades, maintenance and support \$45,000 (\$15,000/yr. years 3,4 & 5)</p> <p>A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1364</u></p> <p>NOW THEREFORE BE IT RESOLVED that the award of a contract to EcoDomus, Inc. to provide Building Information Modeling (BIM) at the Jacob K. Javits Convention Center (Javits Center) for a contract term of 5 years at an estimated cost of \$815,000 is hereby approved.</p> <p><u>Approval of Contract – G. Fiore Concrete & Construction, Inc. (Attachment 18-56)</u> Ms. McManus presented a procurement summary seeking Board approval to award a contract to the G. Fiore Concrete & Construction, Inc. to provide concrete sidewalk repair services at the Jacob K. Javits Convention Center (Javits Center). The term of the contract is 6 months (July 1, 2018-December 31, 2018) at a cost of \$281,500 (Melanie is confirming).</p> <p>A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1365</u></p> <p>NOW THEREFORE BE IT RESOLVED that the award of a contract to G. Fiore Concrete & Construction, Inc. (G. Fiore) to provide concrete sidewalk repair services at the Jacob K. Javits Convention Center for a contract term of 6 months at a cost of \$281,500 is hereby approved.</p> <p><u>Approval of Contract – Ron Antonelli Photography, LLC (Attachment 18-57)</u> Ms. McManus presented a procurement summary seeking Board approval to award a contract to Ron Antonelli Photography, LLC for photography services for the Jacob K. Javits Convention Center (Javits Center). The contract is for 3 years (June 18, 2018-June 17, 2021) with an additional 1 year option at the discretion of the Javits Center. The estimated yearly cost is \$30,000 for a 3 year total cost of \$90,000.</p>	
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III. Committee Reports (continued)	<p>A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1366</u></p> <p>NOW THEREFORE BE IT RESOLVED that the award of a contract to Ron Antonelli Photography, LLC for photography services for the Jacob K. Javits Convention Center (Javits Center) for 3 years (June 18, 2018-June 17, 2021) with an additional 1 year option at the discretion of the Javits Center, at an estimated yearly cost is \$30,000 for a total cost of \$90,000 is hereby approved.</p> <p><u>Approval of Contract – Siemens Building Technologies, Inc. (Attachment 18-58)</u></p> <p>Ms. McManus presented a procurement summary seeking Board approval for an extension on a sole source contract that had been awarded to Siemens Building Technologies, Inc. (Siemens) to provide technical support to the Building Management System (BMS) and Fire Safety Systems at the Jacob K. Javits Convention Center (Javits Center) for a period of 12 months (September 1, 2018-August 31, 2019) at a cost of \$306,170. An extension is necessary while a new life safety system is being designed to bring the existing building up to current code and align with the requirements of the expansion.</p> <p>A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1367</u></p> <p>NOW THEREFORE BE IT RESOLVED that the award of an extension on the sole source contract awarded to Siemens Building Technologies, Inc. to provide technical support to the Building Management System (BMS) and Fire Safety Systems at the Jacob K. Javits Convention Center for a period of 12 months (September 1, 2018-August 31, 2019) at a cost of \$306,170 is hereby approved.</p> <p><u>Approval of Contract – Joa-Lyn Enterprise, Inc. (Attachment 18-59)</u></p> <p>Ms. McManus presented a procurement summary seeking Board approval to award a contract to Joa-Lyn Enterprise, Inc. for thermal system insulation installation and repairs at the Jacob K. Javits Convention Center (Javits Center). The contract term is for 3 years (July 1, 2018-June 30, 2021) at an estimated cost of \$150,000 (\$50,000 per year). There is an option to renew this contract for an additional year at the Javits Centers discretion.</p>	
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III. Committee Reports (continued)	<p>A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1368</u></p> <p>NOW THEREFORE BE IT RESOLVED that the award of a contract to Joa-Lyn Enterprise, Inc. for thermal system insulation installation and repairs at the Jacob K. Javits Convention Center; for a contract term of 3 years, at an estimated cost of \$150,000 with a 1 year renewal option is hereby approved.</p> <p><u>Approval of Contract</u> – diDomenico + Partners LLP (Attachment 18-60) Ms. McManus presented a procurement summary seeking Board approval to award a single source contract to diDomenico + Partners LLP for architectural planning services for design of an updated fire control and life safety command center, public safety officer offices and related improvements for the Jacob K. Javits Convention Center (Javits Center). The contract term is from June 1, 2018-September 30, 2019 at a total cost of \$173,450.</p> <p>A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1369</u></p> <p>NOW THEREFORE BE IT RESOLVED that the award of a single source contract to diDomenico + Partners LLP for architectural planning services for design of an updated fire control and life safety command center, public safety officer offices and related improvements for the Jacob K. Javits Convention Center for a contract term from June 1, 2018-September 30, 2019 at a total cost of \$173,450 is hereby approved.</p> <p><u>Approval of Contract</u> – Highpoint Solutions of New York, Inc. (Attachment 18-61) Ms. McManus presented a procurement summary seeking Board approval to award a single source contract to Highpoint Solutions of New York, Inc. for communication software and equipment licenses at the Jacob K. Javits Convention Center (Javits Center). The contract term is from May 11, 2018-October 10, 2020. The cost of the contract is \$49,900 over a 29 month period.</p> <p>A motion was made and seconded. The following resolution passed by unanimous vote:</p>	
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III. Committee Reports (continued)	<p><u>Resolution No. 1370</u></p> <p>NOW THEREFORE BE IT RESOLVED that the award of a single source contract to Highpoint Solutions of New York, Inc., for communication software and equipment licenses at the Jacob K. Javits Convention Center for a contract term period from May 11, 2018-October 10, 2020 at a cost of \$49,900 over a 29 month period is hereby approved.</p> <p><u>Review Of Contracts – (Attachments 18-62 through 18-66)</u></p> <p>Ms. McManus stated that previously approved service procurement contracts that extend for more than one year were 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. No Board Member had any comment or question with respect to these procurements.</p> <p><u>Procurement Contracts for Review – Arch Insurance Group, Inc., Card Connect, Inc., First Response Ambulance, MTS Integratrak, Inc., Jensen Hughes Engineering, P.C. (Attachments 18-62 through 18-66)</u></p> <table border="1" data-bbox="411 807 1573 1199"> <thead> <tr> <th data-bbox="411 807 792 856">Vendor</th><th data-bbox="792 807 1056 856"># of Year</th><th data-bbox="1056 807 1573 856">Amount/Year</th></tr> </thead> <tbody> <tr> <td data-bbox="411 856 792 922">Arch Insurance Group, Inc.</td><td data-bbox="792 856 1056 922">2</td><td data-bbox="1056 856 1573 922">\$2,281,214 \$6,866,680 total for 3 years</td></tr> <tr> <td data-bbox="411 922 792 987">Card Connect, Inc.</td><td data-bbox="792 922 1056 987">2</td><td data-bbox="1056 922 1573 987">\$36,200 (estimated) \$141,600 total for 3 years</td></tr> <tr> <td data-bbox="411 987 792 1052">First Response Ambulance</td><td data-bbox="792 987 1056 1052">4</td><td data-bbox="1056 987 1573 1052">\$343,725 (estimated) \$1,031,175 total for 3 years (2 year renewal)</td></tr> <tr> <td data-bbox="411 1052 792 1117">MTS Integratrak, Inc.</td><td data-bbox="792 1052 1056 1117">2</td><td data-bbox="1056 1052 1573 1117">\$9,540 per year \$28,640 total for 3 years</td></tr> <tr> <td data-bbox="411 1117 792 1199">Jensen Hughes Engineering, P.C.</td><td data-bbox="792 1117 1056 1199">2</td><td data-bbox="1056 1117 1573 1199">\$180,000 (estimated) \$540,000 total for 3 years</td></tr> </tbody> </table> <p><u>Financial Report:</u> <u>Review and Approval of the Annual Procurement Report FY 2018 (Attachment 18-67)</u></p> <p>Ms. McManus presented an overview of the Corporation's Procurement activities for the fiscal year, noting that the Corporation had met its MWBE goal of 30% and had decreased it's exceptions by 20% from the previous years.</p>	Vendor	# of Year	Amount/Year	Arch Insurance Group, Inc.	2	\$2,281,214 \$6,866,680 total for 3 years	Card Connect, Inc.	2	\$36,200 (estimated) \$141,600 total for 3 years	First Response Ambulance	4	\$343,725 (estimated) \$1,031,175 total for 3 years (2 year renewal)	MTS Integratrak, Inc.	2	\$9,540 per year \$28,640 total for 3 years	Jensen Hughes Engineering, P.C.	2	\$180,000 (estimated) \$540,000 total for 3 years
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Jensen Hughes Engineering, P.C.	2	\$180,000 (estimated) \$540,000 total for 3 years																	

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III. Committee Reports (continued)	<p>The number of procurements were in line with the previous year but were valued at an additional \$20 million. This was the result of a push towards longer term contracts. Ms. McManus advised the Director's that management had begun the process of developing a budget for fiscal year 2021 to anticipate the impact of the opening of the expanded facility. A Motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1371</u> NOW THEREFORE BE IT RESOLVED that the Annual Procurement Report for FY 2018 is hereby approved</p> <p><u>B. Human Resources – Edward Kane, Committee Chairman</u> Ms. McMahon reported that the Committee had received an update from management on the following topics: (1) The One Javits Workforce Management Implementation; (2) the Hay Group's analysis of compensation; (3) performance management initiative; (4) open EEO claims.</p> <p><u>C. Facilities/Operations – Mark Schienberg, Committee Chairman</u> No report</p> <p><u>D. Sales & Marketing – Lee Compton, Committee Chairman</u> In addition to Ms. Guerin's earlier report, Mr. Compton reported that the Committee had met to discuss the future of the catering structure at the Center and that the development of the RFP for future catering remained on track.</p> <p><u>E. Governance – Ronald Goldstock, Committee Chairman</u> Mr. Siciliano advised the Board that the Committee had, pursuant to the Public Authority Reform Act done its annual review of its By Laws, it's Mission Statement, and Performance Measurements and requested the following actions:</p> <p><u>Approval of the Amended By Laws (Attachment 18-68)</u> The Governance Committee and Javits Center staff, in consultation with outside counsel expert in this area submitted amended By Laws for the Board's review and approval. The Committee highlighted the following substantive changes from the existing By Laws: (a) the "Code of Ethics" have been pulled out of the By Laws to be its own stand-alone document; (b) language was added making the Ethics Officer, as well as the Board Chair, an arbiter of conflicts issues;</p>	
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III. Committee Reports (continued)	<p>(c) the amended version clarifies the issue that Directors should not seek to influence, not just the Board, but also management regarding items which they may have a conflict; (d) a process was created for Directors to share information with the Board even if they have a conflict; (e) language was added clarifying that if a Director has interests or activities that are impacted by the Javits Center, such fact is not a de facto conflict of interest.</p> <p>A motion was made and seconded to approve the Amended By Laws of the Corporation, effective June 13, 2018. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1372</u> NOW THEREFORE BE IT RESOLVED that the By Laws of the Corporation, as amended effective June 13, 2018, are hereby approved.</p> <p><u>Approval of the Board of Directors Code of Ethics (Attachment 18-69)</u> A motion was made and seconded to approve the Board of Directors' Code of Ethics, effective June 13, 2018. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1373</u> NOW THEREFORE BE IT RESOLVED that the Board of Directors' Code of Ethics, effective June 13, 2018, is hereby approved.</p> <p><u>Approval of the Corporations Performance Measurements for 2016 (Attachment 18-70)</u> The committee presented the Center's 2016 Performance Measurements to the Board for its approval. Mr. Siciliano explained that the Performance Measurement were more than a full year behind because certain key benchmarks were taken from an industry report which takes more than a full year for the vendor to generate.</p> <p>A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1374</u> NOW THEREFORE BE IT RESOLVED that the Corporations 2016 Performance Measurements are hereby approved.</p>	
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Approved – 9/12/2018

IV. Approval of the Minutes	<p><u>Approval of the Minutes of April 5, 2018 (Attachment 18-71)</u></p> <p>The Chair requested a motion to approve the minutes for the Board of Directors meeting held on April 5, 2018.</p> <p>A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1375</u></p> <p>NOW THEREFORE BE IT RESOLVED that the minutes of the Board of Directors meeting held on April 5, 2018, are hereby approved.</p>	
V. Other Business	<p><u>Appointment of Vice President of Guest Experiences (Attachment 18-72)</u></p> <p>Mr. Siciliano requested a motion to approve the appointment of Mariam Karim as Vice President of Guest Experiences at the Jacob K. Javits Center. A motion was made and seconded to and following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1376</u></p> <p>NOW THEREFORE BE IT RESOLVED that the appointment of Mariam Karim as Vice President of Guest Experiences at Jacob K. Javits Center is hereby approved.</p> <p><u>Appointment of the Chairperson of the Human Resources/EEO Committee to the Audit and Labor Committee (Attachment 18-73)</u></p> <p>Mr. Siciliano advised the Directors that the members of the Audit and Labor Committee felt that it was best practice for the Chairperson of the Human Resources Committee to also serve, as a matter of course, on the Audit and Labor Committee given some of the overlapping responsibilities. A motion was made and seconded to approve the making the Chairperson of the Human Resources/EEO Committee a member of the Audit and Labor Committee. The following resolution passed by unanimous vote:</p>	



Approved – 9/12/2018

V. Other Business (continued)	<p><u>Resolution No. 1377</u></p> <p>NOW THEREFORE BE IT RESOLVED that the Chairperson of the Human Resources /EEO Committee, regardless of who shall hold that position, shall also serve as a member of the Audit and Labor Committee is hereby approved.</p> <p><u>Building Congress Award</u></p> <p>Mr. Steel reported to the Board the award received by the Center by the New York Building Congress for its contributions to the City.</p>	
VI. Adjournment	By motion and agreement, the meeting was adjourned at 3:55 PM with the next meeting to be held on September 12, 2018.	