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

655 West 34<sup>th</sup> Street New York, NY 10001-1188

#### **MINUTES**

DATE: June 22, 2022 Time: 1:00 p.m.

Location: Large Conference Room and

Audio/Video Webex

**MEMBERS PRESENT:** 

Lee H. Perlman, Chairman

Quenia Abreu Hugh L. Carey II

Joseph F. Chan

Fred W. Dixon

Christine Ferer - Webex

Ronald Goldstock

Steven C. Koppel - Webex

Gary Lavine

Andrew Murstein - Webex

Brian O'Dwyer - Webex

Joseph Spinnato

**STAFF:** 

Alan E. Steel, CEO

Bradley A. Siciliano, President

Doreen Guerin, SVP, Sales & Marketing

Mark S. Sims, SVP & CFO

Christine McMahon, SVP, Labor Relations and Show Operations

Sonia Low, VP, General Counsel and Corporate Secretary

Timothy Gaburungyi, SVP & CIO

Kenneth Sanchez, Chief Sustainability Officer and SVP, Facilities Management

Kenneth Dixon, SVP of Security & Safety Solutions

Tony Sclafani, SVP & CCO

Shane Beardsley, VP Guest Experiences

Melissa Kanes, Paralegal

ABSENT:

Robert Azeke

**Guests/Visitors:** 

Robin Stout, President, NY Convention Center Development Corporation

Douglas E. Zimmerman, EFPR Group Brian D. Sawma, MBA, EFPR Group

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The meeting of the Board of Directors for the New York Convention Center Operating Corporation (CCOC) was called to order at 1:00 p.m. A quorum was present. The meeting was presided over by Lee H. Perlman, Chairman. Pursuant to the amendments of the Open Meetings Law, members were permitted to attend via video and telephone conferencing call.

Agenda	Discussion	Recommendation Action/Follow-up
I.	Introduction by NYCCOC Chair Lee H. Perlman	Action/Ponow-up
Introduction by the Chairman	Mr. Perlman addressed the Board Members and management in his new role as the Chair. He expressed his excitement about the Javits Center and the great work that Mr. Steel, Mr. Siciliano and Mr. Stout had done in managing and supervising the expansion of the Center. He emphasized that the general population should know about the Javits Center and the uniqueness of its space, and consider the Center as the next destination for all conferences and events.	
	Approval of the Minutes of April 12, 2022 (Attachment 22-35) A motion was made and seconded to approve the minutes of the Board of Directors meeting held on April 12, 2022. The following resolution passed by unanimous vote:	
	Resolution No. 1532 NOW THEREFORE BE IT RESOLVED that the minutes of the Board of Directors meeting held on April 12, 2022, are hereby approved.	
	Before proceeding further, Mr. Perlman asked the Members 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 Member having indicated such a potential conflict, the meeting proceeded.	
	Appointment of Vice Chair  Mr. Perlman recommended that Hugh L. Carey II be appointed Vice Chair of the New York Convention Center Operating Corporation.	
	A motion was made and seconded. The following resolution passed by unanimous vote:	
	Resolution No. 1533 NOW THEREFORE BE IT RESOLVED that the Board of Directors hereby ratify and approve Hugh L. Carey II to serve as the Vice Chair of New York Convention Center Operating Corporation.	

# Recognition of Former Chair Henry Silverman (Attachment 22-36) The Board recognized Mr. Silverman for overseeing the expansion, renovation, and transformation of the Javits Center during his tenure as Chairman. The Board thanked Mr. Silverman for his dedicated service to the Javits Center and wished him the best in all his future endeavors. A motion was made and seconded. The following resolution passed by unanimous vote: Resolution No. 1534 NOW THEREFORE BE IT RESOLVED that the Board of Directors hereby recognizes the nine years of distinguished service of Henry Silverman as Chairman of the New York Convention Center Operating Corporation and expresses gratitude for such service. During his tenure as Chairman, Mr. Silverman is recognized for overseeing the expansion, renovation and transformation of the Javits Center. The Board thanks Mr. Silverman for his dedicated service to the Javits Center and wishes him the best in all his future endeavors. Review and Approval of the Financial Statements for the Fiscal Year Ended March 31, II. **Corporate Matters** 2022 (Attachment 22-37) Mr. Sims presented the draft March 31, 2022 financial statements for review and approval. He also introduced Douglas E. Zimmerman and Brian D. Sawma of the EFPR Group, the Corporation's external auditors, to respond to any questions that the Members might have on the draft financial statements. Mr. Zimmerman reported that they met with the Audit and Finance Committees immediately preceding the Board Meeting to review the audited financials for the fiscal year ended March 31, 2022, which were submitted to the Members for approval. Mr. Zimmerman indicated that they did not identify any deficiencies in internal controls and would issue an unqualified audit opinion. Mr. Zimmerman noted that there was a high level of cooperation by management with the audit team to provide the necessary information. He further stated that management was able to navigate the re-opening of shows and obtain the financial results presented. Mr. Zimmerman indicated that the Audit Committee members questioned EFPR Group extensively throughout the meeting and the Committee members were informed II. Corporate Matters that the Javits Center was in the top 5 of all the audits they recently performed. Mr. Zimmerman (continued) also noted that there was a seamless transition to the new Chief Financial Officer Mark Sims. A motion was made and seconded to approve the Corporation's Financial Statements for the fiscal year ended March 31, 2022. The following resolution passed by unanimous vote:

## Resolution No. 1535

**NOW THEREFORE BE IT RESOLVED** that the New York Convention Center Operating Corporation's Financial Statements for the fiscal year ended March 31, 2022 are hereby approved.

#### CEO's Report (Attachment 22-38)

Mr. Steel presented the status of event operations. On the event calendar, 47 events were booked between January to June 2022, a 21% decrease from that in the same period in 2019. There is greater demand from corporate clients who are becoming a core audience. Due to its flexibility and diverse offerings, North Javits continues to attract corporate style events which are good business. Also, event planners continue to utilize North Javits in new ways including a recent gala in Hall 3. For the upcoming year, the 2023 event calendar anticipates reaching prepandemic levels with strong interest from the tech industry looking to create annual events.

Mr. Steel next reported on recent events which included the following:

- Greenhouse Open\*
- Univision Upfront\*
- MongoDB World\*
- Service Now
- Robin Hood Benefit Mayor Eric Adams attended
- CWCB Expo Mayor Eric Adams attended
- Summer Fancy Food Show
- American Immigration Lawyers Annual Conference\*

(\*New Event)

# II. Corporate Matters (continued)

Mr. Steel then reported on NYC's Fighting 69th Farewell Ceremony. On June 14th, the Javits Center hosted 600 soldiers from the New York National Guard, 1st Battalion, 69th Infantry for a farewell ceremony in Hall 1E. Soldiers were being deployed to Cap Lemonier, Djibouti in the Horn of Africa for an 11-month security mission. Members of the New York National Guard were instrumental in the operation of the Javits Center's emergency hospital and vaccination center in 2020 and 2021.

Mr. Steel next discussed NYC's bid submission to host the 2024 Democratic National Convention (DNC). Madison Square Garden will serve as the primary event site with the Javits Center being available as an ancillary center to host different components of the event and

provide meeting space. The bid was formally submitted on May 26th in competition with 20+ other cities. The Board held a general discussion about New York hosting the DNC.

On recent coverage regarding the Javits Center, Mr. Steel described the following events:

- BizBash piece on planning the Robin Hood Benefit
- New York Times and CBS pieces on the Fancy Food Show
- NBC piece on The Farm
- West 42nd Street piece on new tour program
- Profile of SVP of Sales + Marketing Ms. Doreen Guerin was featured and profiled in Northstar Meetings and Events
- Upcoming piece in Bloomberg on the future of convention centers this is great for the corporate business community
- Upcoming National Geographic series with host Chris Cooper

In addition to the above recent coverage, Mr. Steel informed that there was a press release issued in conjunction with NYC Audubon, and that there two new bird species—Killdeer and Ovenbird—identified on the Javits Center green roof.

Regarding the Javits Juniors Scholarship Program, it is in its fifth year since inception, and more than \$120,000 in college scholarships have been distributed since 2018. Six students from two high schools on Manhattan's West Side will each receive a \$10,000 scholarship in 2022. The ceremony is scheduled for Tuesday, June 28th at the Javits Center. Funds for this program were donated by the Marian B and Jacob K. Javits Foundation as well as business partners, such as Emerald, Informa and MetroMultiMedia. This program was created in collaboration with the NYC Department of Education and the Fund for Public Schools.

## II. Corporate Matters (continued)

Mr. Steel indicated that the Javits Center was lit at night with colors in recognition of Pride Month and Juneteenth Day.

Mr. Steel next presented to the Board for approval the following resolutions regarding the Corporation's organizational chart and the updated Board Member Committee Assignments list.

Mr. Steel set forth the organizational chart of the executive team for the Board's approval.

NYCCOC Organizational Chart of the Executive Team (Attachment 22-39)

A motion was made and seconded. The following resolution passed by unanimous vote:

#### Resolution No. 1536

**NOW THEREFORE BE IT RESOLVED** that the Board of Directors hereby authorizes and approves the organizational chart of the executive team of the New York Convention Center Operating Corporation to serve in the various roles on an at-will basis as set forth below:

**Alan Steel, Chief Executive Officer** - Lead the strategic vision and direction of the Javits Center and serve as the final authority on all key decisions for the organization.

**Bradley Siciliano, President** – Oversee day-to-day operations at the Javits Center, including Catering, Event Operations, Facilities Management, Finance, Human Resources, Legal, Sales and Marketing, Security, Technology and Communications.

Kenneth Dixon, Senior Vice President, Security and Safety Solutions - Oversee security and safety operations at the Javits Center.

**Timothy Gaburungyi, Senior Vice President, Chief Information Officer -** Oversee technology operations at the Javits Center, including the management of all campus-wide technology systems.

**Doreen Guerin, Senior Vice President, Sales and Marketing** - Oversee the booking and event-related operations at the Javits Center including Sales and Marketing, Event Solutions, Exhibitor Solutions, Event Set-Up, Environmental Solutions, Security and Safety Solutions and food and beverage services.

## II. Corporate Matters (continued)

Christine McMahon, Senior Vice President, Labor Relations and Show Operations - Oversee Human Resources and Labor Solutions at the Javits Center, coordinate the scheduling and assignments of event staff as well as manage the hiring of skilled labor for each trade show and special event.

Kenneth Sanchez, Chief Sustainability Officer and Senior Vice President, Facilities Management - Manage operations at the Javits Center and oversee all construction projects designed to maintain and improve the building's operations, including daily engineering activities, sustainability improvements and customer-facing equipment.

Tony Sclafani, Senior Vice President, Chief Communications Officer - Lead corporate communications, community relations and government affairs at the Javits Center.

Mark S. Sims, Senior Vice President, Chief Financial Officer - Responsible for the day-to-day planning, implementing, managing and controlling of all finance-related activities of the Javits Center.

**Shane Beardsley, Vice President, Guest Experiences -** Oversee the implementation of comprehensive and strategic programs designed to further enhance the customer experience throughout the Javits Center, including overseeing the third-party catering operations.

**Sonia Low, Vice President, General Counsel and Corporate Secretary -** Oversee all legal and government affairs, including corporate governance and ethics, contracts, litigation management, commercial transactions, insurance and government regulatory requirements.

Michael Ruberry, Vice President, Set-Up and Event Solutions - Oversee all internal and external set-up operations at the Javits Center, and manage set-up operations for events.

II. Corporate Matters (continued) Mr. Steel advised the Board that there were vacancies on the Audit/Labor Committee (given Lee Perlman's new position on the Board as Chair), Facilities/Operations Committee and Sales and Marketing Committee. The new board members have agreed to fill some of the vacancies. Mr. Chan has agreed to serve on the Audit/Labor Committee and as Chair on the Facilities/Operations Committee, and Ms. Quenia will serve on the Sales and Marketing Committee with Mr. Dixon agreeing to serve as the Chair of such Committee.

## **NYCCOC Board Member Committee Assignments List**

A motion was made and seconded. The following resolution passed by unanimous vote: **Resolution No. 1537** 

NOW THEREFORE BE IT RESOLVED that the Board of Directors hereby authorizes and approves the NYCCOC Board Member Committee Assignments List as set forth below:

Lee H. Perlman Chairman of the Board

CommitteeBoard MembersStaffAudit/LaborRonald Goldstock (Chair)Mark Sims

		Hugh L. Carey II	Christine McMahon
		Joseph Chan	Bradley A. Siciliano
		Gary Lavine	Sonia Low
	Facilities/	Joseph Chan (Chair)	Kenneth Sanchez
	Operations	Fred Dixon	Doreen Guerin
		Quenia Abreu	Mark Sims
	Finance/	Gary Lavine (Chair)	Mark Sims
	MWBE	Robert Azeke	
		Hugh L. Carey II	
		Ronald Goldstock	
	Governance	Ronald Goldstock (Chair)	Sonia Low
		Steven C. Koppel	
		Brian O'Dwyer	
	Human	Hugh I. Coway II (Chair)	Christine McMahon
	Resources/	Hugh L. Carey II (Chair) Andrew Murstein	Christine McManon
	EEO	Joseph Spinnato	
		• •	
	Sales and	Fred Dixon (Chair)	Doreen Guerin
	Marketing	Christine Ferer	Tony Sclafani
		Quenia Abreu	
	Mr. Steel noted th	at Robin Stout, President of CCDC, was pre	sent and asked Mr. Stout to
	provide an update on the building. Mr. Stout reiterated that they had reached substantial		
III.	completion last summer with LLT and there is still testing on the fire alarm system to be		
Committee	completed. There was a general Board discussion on hotel occupancy taxes, and the return of		
Reports	Broadway theater shows and international visitors, particularly from Asia, and their impact on		
	the Javits Center.		
	Audit & Finance Committees – Ronald Goldstock and Gary Lavine, Committee Chairmen		
	It was reported that the Audit and Finance Committees met prior to the board meeting today and		
	on April 21, 2022 via telephone for an interim meeting. Mr. Sims introduced a series of items for		
	the Members' consideration.		

## **OPEB Resolution for Review and Approval:**

## Restriction of funds for OPEB Liability (Attachment 22-40)

Mr. Sims requested a resolution restricting sufficient assets to cover the Fiscal 2022 OPEB (Other Post Employment Benefit) Liability. In 2021, a resolution for \$38,971,000 was approved. For 2022, the Javits Center management team is seeking approval of \$43,255,000. This represents an increase of \$4,284,000. A motion was made and seconded. The following resolution passed by unanimous vote:

#### Resolution No. 1538

NOW THEREFORE BE IT RESOLVED that the Board of Directors authorizes the Corporation/Management to set aside sufficient assets to cover the Fiscal 2022 OPEB liability of \$43,255,000.

## Approval of Procurement Guidelines – (Attachment 22-41)

Mr. Sims 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:

## III. Committee Reports (continued)

#### Resolution No. 1539

**NOW THEREFORE BE IT RESOLVED** that the Procurement Guidelines are hereby approved without changes.

## Review and Approval of Property Disposal Policy – (Attachment 22-42)

Mr. Sims presented the Corporation's Disposition of Property Process 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:

## Resolution No. 1540

NOW THEREFORE BE IT RESOLVED that the Disposition of Property Process Policy is hereby approved without changes.

# Review and Approval of Investment Policy – (Attachment 22-43)

Mr. Sims 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:

#### Resolution No. 1541

NOW THEREFORE BE IT RESOLVED that the Investment Guidelines are hereby approved without changes.

#### Procurement Summaries for Approval (Attachments 22-44 through 22-45)

Mr. Sims presented the Board Members with procurements for approval. The Chairman advised the Members that by voting to approve the listed procurements, the Members would be passing separate resolutions reflecting each procurement individually; and the minutes will reflect that each procurement was the subject of a separate resolution.

### **Approval of Contract – United Rentals (Attachment 22-44)**

Mr. Sims presented a procurement summary seeking Board approval to award United Rentals (UR) a contract for the forklift concessionaire at the Jacob K. Javits Convention Center (Javits Center). The Javits Center requested a forklift concessionaire to be stationed and available to provide fueled rental equipment on a preferred basis. The equipment will be rented primarily to private contractors retained by show organizers to move their events in and out of the Javits Center. The term of the contract shall be for a period of five years commencing on the date the contract is approved by the New York State Comptroller. The parties may, by mutual consent and upon the further approval of the New York State Comptroller, renew the agreement for an additional two-year period. The concessionaire will pay a rental fee for office space and storage in the amount of \$75,000 per year. A motion was made and seconded. The following resolution passed by unanimous vote:

## III. Committee Reports (continued)

## Resolution No. 1542

**NOW THEREFORE BE IT RESOLVED** that the award of a five-year contract to United Rentals for the forklift concessionaire at the Javits Center is hereby approved.

## Approval of Contract - Siemens Building Technologies, Inc. (Attachment 22-45)

Mr. Sims presented a procurement summary seeking Board approval to award a single source contract to Siemens Building Technologies, Inc. (Siemens) to provide technical support for the Building Management System (BMS) at the Javits Center for a period of one year at a total cost of \$148,021 beginning May 1, 2022 to April 30, 2023. A motion was made and seconded. The following resolution passed by unanimous vote:

## Resolution No. 1543

**NOW THEREFORE BE IT RESOLVED** that the award of a single source contract to Siemens to provide technical support for the BMS at the Javits Center for a period of one year at a total cost of \$148,021 beginning May 1, 2022 – April 30, 2023 is hereby approved.

## Review of Contracts – (Attachments 22-46 through 22-47)

Mr. Sims 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.

# <u>Procurement Contracts for Review – All Seated, Ron Antonelli Photography LLC</u> (Attachments 22-46 through 22-47)

Vendor	# of Year	Amount/Year
All Seated	3/3	\$10,000
Ron Antonelli Photography, LLC	4/4	\$30,000

# III. Committee Reports (continued)

### Review and Approval of Annual Procurement Report (Attachment 22-48)

Mr. Sims presented the Corporation's Annual Procurement Report for the required annual review and approval. Mr. Sims noted that the Javits Center scored an A- on the MWBE report card with New York State.

A motion was made and seconded. The following resolution passed by unanimous vote: **Resolution No. 1544** 

**NOW THEREFORE BE IT RESOLVED** that the Annual Procurement Report is hereby approved.

## Financial Update:

## Statement of Revenues and Expenses (For Year to Date – March 21, 2022:

Mr. Sims reported that there were a total of sixty-two events from August 2021 to March 2022. He stated that revenue was \$44 million better than plan due to an unplanned \$24 million received and funded through FEMA to NYS Department of Budget to CCOC for the operation of the temporary medical facility. There was also an unplanned \$20 million received and funded through FEMA to NYS Department of Budget to CCOC for the operation of Javax. Mr. Sims indicated that even though 19 events were cancelled, which equated to \$21 million less revenue generated, this was offset by \$14 million of unplanned events and \$7 million event performance over plan. Expenses were approximately \$6 million more than plan, mostly attributable to the operation of Javax, related service contracts, an increase in utilities and supplies, and general and

administrative expenses and equipment rentals. The operating surplus and net surplus were favorable to plan by \$48 million due to the net of revenue and expenses described above.

## B. Human Resources Committee - Hugh L. Carey II, Committee Chairman

No report.

## C. Facilities/Operations Committee

No report.

# D. Sales & Marketing Committee, Doreen Guerin, Committee Chairman – (Attachment 22-49)

# III. Committee Reports (continued)

Ms. Guerin presented a report on behalf of the Sales and Marketing Committee. She informed the Board that the Javits Center had a busy first half of the year with a number of events scheduled for the third and fourth quarters. In the fourth quarter, there are 35 events, of which 11 events are new. Ms. Guerin also presented a list of events taking place at North Javits in the third and fourth quarters.

Regarding an update, Ms. Guerin provided that the Javits Center is actively hiring for new members of the Javits sales team to focus on licensing support and special event sales. She reported that the Javits sales team is returning to in-person events to present the North Javits expansion space. Lisa Lopez of the Javits sales team is heading to MPI WEC in San Francisco the week of June 20th to kick off the promotion of the space and meet with West Coast event planners. There will be more trips in the fall for the Javits sales team. In addition, the Javits Center is collaborating with Cultivated and the special event website, PartySlate, to produce an event in North Javits to introduce the space to corporate and special events planners.

Ms. Guerin reported that the Javits Center has received the first version of the new full-campus marketing brochure and it is near completion of project. Also, the Virtual 360 Tour is complete and posted on the Javits Center's website.

There was a general discussion with the Board about the types of events being held at the Javits Center and how to connect companies with their employees and the Javits sales team to discuss reserving space at the Center.

E. Governance Committee – Ronald Goldstock, Committee Chairman - (Attachments 22-50 through 22-52)

	Ms. Low advised the Board Members that the Committee had, pursuant to the Public Authorities Reform Act, completed its annual obligation to review the Corporation's By-Laws, Mission
	Statement and 2020 Performance Measurements, and requested the following action:
	Approval of the Corporation's Performance Measurements for 2020 – (Attachment 22-52) Ms. Low presented the 2020 Performance Measurements to the Board for its approval. Ms. Low reported that, due to the pandemic, some of the performance measurements were not available, and therefore, estimates were provided based on historical benchmarks. A motion was made and seconded. The following resolution passed by unanimous vote:
	Resolution No. 1545 NOW THEREFORE BE IT RESOLVED that the 2020 Performance Measurements are hereby approved.
	Corporation's By-Laws and Mission Statement (Attachment 22-50 and 22-51)  Ms. Low also reported that the Committee determined there was no change necessary on the Corporation's By-Laws and Mission Statement this year.
IV. Other Business	None
V. Adjournment	By motion and agreement, the meeting was adjourned at 2:15 PM with the next meeting to be held on September 28, 2022.