

APPROVED on 11/19/2014



**BOARD OF DIRECTORS MEETING  
NEW YORK CONVENTION CENTER OPERATING CORP.**  
655 West 34<sup>th</sup> Street  
New York, NY 10001-1188

**MINUTES**

**MEMBERS PRESENT:**

Henry R. Silverman, Chairman of the Board  
Ronald Goldstock  
Mary D'Elia  
Joseph E. Spinnato  
J. Lee Compton  
Daniel De Vita  
David Emil  
Sherida E. Paulsen  
Robert Azeke  
Gary Lavine  
Karen He  
Marc Ricks  
Hugh L. Carey II  
Eric Komitee

**ABSENT:**

Edward Kane  
Andrew Murstein  
Christine Ferer

**OTHERS PRESENT:**

**STAFF:**

Alan E. Steel, President & CEO  
Edward B. MacDonald, Senior VP, CFO  
Elizabeth Bradford, Senior VP, General Counsel  
Doreen Guerin, Senior VP, Sales & Marketing  
Tony Sclafani, Senior VP, CCO  
Mark Sims, VP, CIO  
Christine McMahon, VP of HR & Labor Solutions  
Kenneth Sanchez, VP of Facilities Management  
Vincent Michello, VP of Event Solutions  
Aleksandra Davydova, Legal Secretary

**Visitors:**

John Erickson, GM, VP - Centerplate  
Patrick Leahy, VP of Business Development – Levy Restaurants

**DATE:**

**September 17, 2014**

**Time:**

**3:00 p.m.**

**Location:**

**Large Conference Room**

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<p><b>Call to Order</b></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. Mr. Silverman welcomed two new Board members: Eric Komitee and Hugh L. Carey II.</p>	
<p><b>Agenda</b></p>	<p><b>Discussion</b></p>	<p><b>Recommendation/Action-Follow-up</b></p>
<p><b>I. Approval of the Minutes</b></p>	<p><b><u>Approval of the Minutes of June 18, 2014 (Attachment 14-58)</u></b></p> <p>A motion was made and seconded to approve the minutes of the Board of Directors meeting held on June 18, 2014. The following resolution passed by unanimous vote:</p> <p><b>Resolution No. 1165</b></p> <p><b>NOW THEREFORE BE IT RESOLVED</b> that the minutes of the Board of Directors meeting held on June 18, 2014, are hereby approved.</p>	
<p><b>II. Corporate Matters</b></p>	<p><b><u>President’s Report - Alan Steel (Attachment 14-59)</u></b></p> <p>Mr. Steel presented the President’s Report, describing building activity for July through September, and an update on the renovation and other building improvements.</p> <p><b><u>New Committee assignments (Attachment 14-60)</u></b></p> <p>The proposed new committee assignments were distributed. Mr. Silverman asked if any members wished to participate on any committees to which they were not already assigned. Mr. Emil asked to be added to the committee reviewing the food and beverage concession and was therefore assigned to the Sales and Marketing committee. A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><b>Resolution No. 1166</b></p> <p><b>NOW THEREFORE BE IT RESOLVED</b> that the new committee assignments reflected in the attachment 14-60 are hereby approved and will supersede the existing Committee Assignments.</p>	

<p><b>II. Corporate Matters (continued)</b></p>	<p><b><u>EEO/MWBE Charge (Attachment 14-61)</u></b>                  A copy of proposed charge was distributed to the Board at the meeting. After review a motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><b>Resolution No. 1167</b></p> <p><b>NOW THEREFORE BE IT RESOLVED</b> that the EEO/MWBE Committee will be charged with the following responsibilities:</p> <ol style="list-style-type: none"> <li>1. To review the Corporation’s compliance with EEO laws and policies, including but not limited to review of:                         <ul style="list-style-type: none"> <li>• management’s distribution of work opportunities to call-in employees,</li> <li>• the nature and disposition of complaints received by the Center’s EEO Compliance Manager,</li> <li>• the nature and disposition of EEO complaints filed with outside agencies and courts</li> <li>• proposed affirmative action plans, and</li> </ul> </li> <li>2. To review the Corporation’s MWBE procurement program</li> </ol>	
<p><b>III. Committee Reports</b></p>	<p><b><u>A. Finance Committee – Ronald Goldstock, Committee Chairman</u></b></p> <p><b><u>July 2014 &amp; YTD Financials (Attachment – 14-62)</u></b>                  Mr. MacDonald presented the financial report for July 2014, showing total gross revenue of \$12,672,000, which is \$1,000,000 better than plan. Total expenses for July 2014 were \$12,272,000, which is \$12,000 over the plan. Net surplus from operations was \$401,000, which is \$988,000 better than plan.</p> <p>Year to Date the Center generated \$71,224,000 in Gross Revenues, which is \$4,068,000 better than plan. Expenses were \$65,886,000, which was \$2,468,000 worse than Plan. Net surplus Year to Date was \$5,338,000 which is \$1,600,000 better than Plan.</p> <p><b><u>Procurement Summaries (Attachments 14-63 through 14-66)</u></b>                  The committee reviewed and recommended approval of all of the procurements presented for the Board’s approval summarized in Attachments 14-63 through 14-66.</p>	

<p><b>III. Committee Reports (continued)</b></p>	<p><b><u>Approval of Contract – Siemens Industry, Inc. (Attachment 14-64)</u></b>                  Mr. Emil questioned the number of items on the FDNY deficiency list and requested assurances from management once the project is complete that the deficiencies have been corrected. Mr. Sanchez advised that the FDNY will inspect upon completion, which is anticipated by the end of September.</p> <p>A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><b>Resolution No. 1168</b></p> <p><b>NOW THEREFORE BE IT RESOLVED</b> that the award of a single source contract to Siemens Industry, Inc. to provide repairs to the Javits Center’s FMS including the fire alarm and sprinkler systems at a total cost of \$130,000 is hereby approved.</p> <p><b><u>Approval of Contract – di Domenico + Partners, LLP. (Attachment 14-65)</u></b>                  A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><b>Resolution No. 1169</b></p> <p><b>NOW THEREFORE BE IT RESOLVED</b> that the award of a single source contract to di Domenico + Partners, LLP to provide architectural and facilities planning services for the interior improvements of the administrative offices at the Javits Center at a total cost of \$182,000 is hereby approved.</p> <p><b><u>Approval of Contract – La Strada General Contracting Corp. (Attachment 14-66)</u></b>                  A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><b>Resolution No. 1170</b></p> <p><b>NOW THEREFORE BE IT RESOLVED</b> that the award of a single source contract to La Strada General Contracting Corp to provide contracted site work for 39<sup>th</sup> Street yard at a cost of \$524,210 is hereby approved.</p>	<p><i>Management will report back to the Board at the November meeting concerning the status of the correction of deficiencies.</i></p>
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<p><b>III. Committee Reports (continued)</b></p>	<p><b><u>Review of Contract – Cintas Corporation (Attachment 14-67)</u></b>                  Mr. MacDonald stated that a previously approved service procurement contract that extended for more than one year was being submitted for annual Board review as required by the Corporation’s procurement guidelines. The procurement summary was included with the packet sent to the Board in advance of the meeting.</p> <p><b><u>B. Audit/Labor Committee – Gary Lavine, Committee Chairman</u></b>                  Mr. Lavine welcomed Hugh L. Carey II to the Audit and Finance Committees. He stated that the Committee had met and received a report from CIO Mark Sims concerning the status of the Oracle ERP project. He asked Mr. Sims to summarize the report.</p> <p>Mr. Sims advised the Board that, as the next stage of ERP implementation, modules for the labor management system, inventory control and reporting would be implemented. Once they are complete, the corporation will be positioned to move forward to completion of the ERP project.</p> <p>Mr. Lavine advised the Board that the Audit Committee had met in Executive Session with Internal Controls Officer Ken Foley who reported on the Oracle/ERP project, the Audit Plan for the next fiscal year (which will be presented to the Board sometime after 1/1/15) and other matters. There were no material issues.</p> <p><b><u>C. Human Resources – Edward Kane, Committee Chairman</u></b>                  No report.</p> <p><b><u>D. Facilities - Mary D’Elia, Committee Chairwoman</u></b>                  No report. Mr. Steel covered the updates in his presentation.</p> <p><b><u>E. Sales &amp; Marketing –Marc Ricks, Committee Chairman (Attachment 14-68)</u></b>                  Ms. Doreen Guerin gave a Power Point presentation summarizing the Economic Impact analysis of the Center’s calendar year 2013 operations, the sales activity for July – September and a look ahead to the October and November show schedules. She advised the Board that the Center would be honored at the Audubon Society’s “Fall Roost” for its work in protecting New York City’s birds. Invitation to the Board members and others will be going out soon.</p>	
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<p><b>III. Committee Reports (continued)</b></p>	<p>There was a discussion of the special events business, how far out it is contracted and what efforts the corporation makes to market itself to this industry sector.</p> <p>The Board convened an Executive Session to discuss matters concerning the appointment of a food and beverage concessionaire.</p> <p><b><u>F. Governance – Ronald Goldstock, Committee Chairman</u></b> No report.</p> <p><b><u>G. Ad Hoc for Javits Expansion/Renovation – Joseph E. Spinnato, Committee Chairman</u></b> Mr. Silverman advised the Board that the Development Corporation would be holding its Board meeting between now and the next Operating Corporation Board meeting.</p> <p><b><u>H. EEO/MWBE</u></b> No report.</p>	<p><i>Mr. Silverman will report to the Board at the November meeting regarding the Development Corporation Board’s discussion of Javits development plans.</i></p>
<p><b>IV. Other Business</b></p>	<p>Nothing to discuss.</p>	
<p><b>V. Adjournment</b></p>	<p>By motion and agreement, the meeting was adjourned at 4:00 PM with the next meeting to be held on November 19, 2014.</p>	