

**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  
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:**

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 McMahan, 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

**DATE:**

**February 14, 2017**

**Time:**

**2:00 p.m.**

**Location:**

**Large Conference Room**

**ABSENT:**

Sara 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

<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 <b>2:00</b> p.m. A quorum was present. The meeting was presided over by Henry R. Silverman, Chairman.</p>	
<p><b>Agenda</b></p>	<p style="text-align: center;"><b>Discussion</b></p> <p>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.</p> <p>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.</p> <p>No Director indicating any potential conflict, the meeting proceeded.</p>	<p><b>Recommendation Action/Follow-up</b></p>
<p><b>I. Corporate Matters</b></p>	<p><b><u>Expansion Design and Plan - (Attachment 17-25)</u></b></p> <p>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 an 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.</p>	

	<p>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.</p> <p>Mr. Thurm then went through the key aesthetic and design features of the winning bid.</p> <p>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.</p> <p>There being no further questions, a motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><b><u>Resolution No. 1283 – (Attachment 17-26)</u></b>  <b>NOW THEREFORE BE IT RESOLVED</b> 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.</p>	
<p><b>II. Committee Reports</b></p>	<p><b><u>Procurement Contract for Approval - (Attachments 17-27)</u></b>  Ms. McManus presented the Board with an individual procurement for approval.</p> <p><b><u>Approval of Contract – Door Automation Corporation - (Attachment 17-27)</u></b>  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.</p>	

	<p>A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><b><u>Resolution No. 1284</u></b>  <b>NOW THEREFORE BE IT RESOLVED</b> 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.</p>	
<p><b>III. Other Business</b></p>	<p>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.</p> <p>A motion was made and seconded. The following resolution was passed by unanimous vote:</p> <p><b><u>Resolution No. 1285</u></b>  <b>NOW THEREFORE BE IT RESOLVED</b> that the appointment of Andrew Stone as a member of the Governance committee is hereby approved.</p>	
<p><b>IV. Adjournment</b></p>	<p>By motion and agreement, the meeting was adjourned at 2:32 PM with the next meeting to be held on March 15, 2017.</p>	