

Approved 9/29/21



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

MINUTES

MEMBERS PRESENT:

Joseph Spinnato – Acting Chairman
Robert Azeke
Fred W. Dixon
Christine Ferer
Ronald Goldstock
Steven C. Koppel
Gary Lavine
Andrew Murstein - Webex
Brian O’Dwyer
Lee H. Perlman
Mark Schienberg - Webex
Quenia Abreu
Joseph F. Chan

OTHERS PRESENT:

Zachary Miner, Legal Intern

DATE:

June 23, 2021

Time:

1:00 p.m.

Location:

409-413 Conference Rooms

STAFF:

Alan Steel, President & CEO
Bradley A. Siciliano, Chief Operating Officer
Doreen Guerin, Senior SVP, Sales & Marketing
Melanie McManus, SVP & CFO
Christine McMahan, SVP, HR & Labor Solutions
Sonia Low, VP, General Counsel and Corporate Secretary
Mark Sims, SVP, CIO
Timothy Gaburungyi, VP, IT Solutions
Kenneth Sanchez, SVP, Facilities Management
Ken Dixon, VP, Security & Safety Solutions
Tony Sclafani, Senior SVP, CCO
Mike Ruberry, VP Event Solutions & Set-Up
Mariam Karim, VP Guest Experiences
Kareem Salvant, Event Logistics & Facilities Support Manager
Shirley Coley, Legal Assistant

ABSENT:

Henry R. Silverman, Chairman of the Board
Hugh L. Carey II
George Tsunis

Guests/Visitors:

Robin Stout, President, NY Convention Center Development Corporation
Douglas Zimmerman, EFPR Group

<p>Call to Order</p>	<p>The meeting of the Board of Directors for the New York Convention Center Operating Corporation was called to order at 1:00 p.m. A quorum was present. The meeting was presided over by Joseph Spinnato, Acting Chairman. Pursuant to Executive Order 202.1 suspending certain requirements of the Open Meetings Law, members were permitted to attend via video conferencing.</p>	
<p>Agenda</p>	<p>Discussion</p>	<p>Recommendation Action/Follow-up</p>
<p>I. Approval of the Minutes</p>	<p><u>Approval of the Minutes of March 10, 2021 (Attachment 21-28)</u> A motion was made and seconded to approve the minutes of the Board of Directors meeting held on March 10, 2021. The following resolution passed by unanimous vote: <u>Resolution No. 1479</u> NOW THEREFORE BE IT RESOLVED that the minutes of the Board of Directors meeting held on March 10, 2021, are hereby approved.</p>	
<p>II. Corporate Matters</p>	<p>Before proceeding further, Mr. Spinnato 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.</p> <p>Mr. Steel began the meeting by welcoming 2 new board members to the Corporation’s Board: Joseph Chan of the YMCA of Greater New York and Quenia Abreu of the New York Women’s Chamber of Commerce.</p> <p><u>Review and Approval of the Financial Statements for the Fiscal Year Ended March 31, 2021 (Attachment 21-29)</u> Ms. McManus presented the draft March 31, 2021 financial statements for review and approval. She also introduced the Partner of the EFPR Group, Douglas Zimmerman, 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</p>	

<p>Corporate Matters (continued)</p>	<p>ended March 31, 2021 being submitted to the Members for approval. Mr. Zimmerman indicated that they did not identify any deficiencies in internal controls and that they would be issuing an unqualified audit opinion. Mr. Zimmerman also noted that there was a high level of cooperation by management with the audit team. Mr. Zimmerman stated that management performed an excellent job in managing expenses to minimize the net operating loss during the pandemic. Mr. Goldstock agreed and reiterated that NYCCOC adapted well to converting temporarily into a Medical Facility at a financial cost far less than any other medical facility that was built as well as the country’s largest Vaccination Center.</p> <p>A motion was made and seconded to approve the Corporation’s Financial Statements for the fiscal year ended March 31, 2021. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1480</u> NOW THEREFORE BE IT RESOLVED that the New York Convention Center Operating Corporation’s Financial Statements for the fiscal year ended March 31, 2021 are hereby approved.</p> <p><u>President’s Report (Attachment 21-30)</u> Mr. Steel presented Mr. Stout to give an update on the expansion project. Mr. Stout reported that the construction of the expansion site is complete, and the pavilion and the rooftop farm are expected to be completed in July. Mr. Stout presented slides showing views of the completed spaces, including the Atrium, exposition space, meeting rooms, pre-function and special events space, pavilion, greenhouse, farm and orchard. He reported that there was a ribbon cutting ceremony in the Atrium a few weeks prior.</p> <p>Mr. Steel reported that the tours of the expansion site were well received, and that the Javits Center is going to host a series of opening events and introduce partners to the expansion space in July. The Javits Center will also hold its first event, NY Now, on August 8th, followed by the NY Auto Show on August 20th. Mr. Steel also reported that negotiations are ongoing with the DOB regarding permitting.</p> <p>As for the vaccination enter, the last vaccine is scheduled to be administered on July 9th. Since January 13th, more than 639,000 vaccines were distributed. The vaccination station will be</p>	
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<p>Committee Reports (continued)</p>	<p><u>Resolution No. 1481</u> NOW THEREFORE BE IT RESOLVED that the Board of Directors authorizes the Corporation/Management to set aside sufficient assets to cover the Fiscal 2021 OPEB liability of \$38,971,000.</p> <p><u>Review and Approval of Annual Procurement Report (Attachment 21-32)</u> Ms. McManus presented the Corporation’s Annual Procurement Report for the required annual review and approval. Ms. McManus noted that there were 463 purchase orders issued for a total of \$36.9M. In comparison to Fiscal 2020 there were over 1700 procurements for approximately \$83M, a decrease of more than 50%. Ms. McManus also noted that the purchases for the Javits New York Medical Station and the Vaccination Center were done through the Emergency Critical process, which is provided for in the procurement guidelines. A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1482</u> NOW THEREFORE BE IT RESOLVED that the Annual Procurement Report is hereby approved.</p> <p><u>Approval of Procurement Guidelines – (Attachment 21-33)</u> 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. 1483</u> 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 21-34)</u> Ms. McManus presented the Corporation’s Disposition of Property Process 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. 1484</u></p>	
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<p>Committee Reports (continued)</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 21-35)</u> Ms. McManus presented the Corporation’s Investment Guidelines for the required annual review and approval. The only change noted is that the Division of Treasury is no longer active in the repurchase agreement market. A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1485</u> NOW THEREFORE BE IT RESOLVED that the Corporation’s Investment Guidelines are hereby approved without changes.</p> <p><u>Procurement Summaries for Approval (Attachments 21-36 through 21-38)</u> Ms. McManus presented the Board Members with procurements for approval. The Chairman advised the Members that by voting to approve the listed procurements, the Board 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.</p> <p><u>Approval of Contract – Cody Builders Supply - Attachment 21-36</u> Ms. McManus presented a procurement summary seeking Board approval to award a contract to Cody Builders Supply (Cody) to manufacture and install the powder coated aluminum trellises on the rooftop terrace as part of the furniture, fixtures, and equipment (FFE) requirement at the Jacob K. Javits Convention Center (Javits Center) expansion at a cost of \$1,823,465. The contract term is from June 4, 2021 to November 15, 2021.</p> <p>A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1486</u> NOW THEREFORE BE IT RESOLVED that the award of a contract to Cody to manufacture and install the powder coated aluminum trellises on the rooftop terrace as part of the FFE requirement at the Javits Center expansion; for a contract term from June 4, 2021 to November 15, 2021 at a cost of \$1,823,465 is hereby approved.</p>	
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<p>Committee Reports (continued)</p>	<p><u>Approval of Contract – G. Fiore Concrete & Construction, Inc. - Attachment 21-37</u> Ms. McManus presented a procurement summary seeking Board approval to award a single source contract to G. Fiore Concrete & Construction, Inc. (G. Fiore) for the installation of truck weight scales at the Jacob K. Javits Convention Center (Javits Center) at a cost of \$285,000, plus a 20% contingency of \$57,000 for a total cost of \$342,000. The contract term is from June 24, 2021-August 31, 2021.</p> <p>A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1487</u> NOW THEREFORE BE IT RESOLVED that the award of a single source contract to G. Fiore for the installation of truck scales at the Javits Center for a contract term from June 24, 2021 to August 31, 2021; at the cost of \$285,000 plus a 20% contingency of \$57,000 for a total cost of \$342,000 is hereby approved.</p> <p><u>Approval of Contract – Siemens Building Technologies, Inc. - Attachment 21-38</u> Ms. McManus 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 Jacob K. Javits Convention Center (Javits Center) for a period of one year at a total cost of \$140,304 beginning May 1, 2021 – April 30, 2022.</p> <p>A motion was made and seconded. The following resolution passed by unanimous vote:</p> <p><u>Resolution No. 1488</u> 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 from May 1, 2021-April 30,2022 at a total cost of \$140,304 is hereby approved.</p> <p><u>Review of Contracts – (Attachments 21-39 through 21-42)</u> 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</p>	
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Committee Reports (continued)

packet sent to the Board in advance of the meeting. No Board Member had any comment or question with respect to these procurements.

Procurement Contracts for Review – USI Insurance Services LLC, All Seated, Ron Antonelli Photography LLC, New York City Audubon (Attachments 21-39 through 21-42)

Vendor	# of Year	Amount/Year
USI Insurance Services, LLC	3/3	\$0
All Seated	3/3	\$10,000
Ron Antonelli Photography, LLC	3/3	\$30,000
New York City Audubon	3/3	\$73,903

Procurement 1 Year Contract Extension

Ms. McManus noted that during the pandemic there was a significant effort to minimize operating costs and a majority of vendor contracts were paused as part of this effort. At this time, there are certain service contracts that need to be restarted to prepare the facility for events again. Ms. McManus reviewed the list with the Board and noted that they were previously approved vendors for services such as carpet cleaning, window cleaning and pest control. Ms. McManus noted that their contracts were being extended for one year under Executive Order 202.1 and any extension thereof, suspending the procurement law requirements. Ms. McManus noted that the Finance Department was working with a limited staff and this would provide additional time for the Corporation to conduct the RFP process before the current contracts expired and to address the requirements of the expansion building.

Financial Update:

Ms. McManus presented the Members with a chart on the cash forecast. The cash forecast anticipates negative cash after August 2021 without the collection of at least some of the remaining Medical Station and/or vaccination site billing.

<p>Committee Reports (continued)</p>	<p>Ms. McManus noted the management team is working closely with the Department of Budget to get reimbursed for the services provided for the Medical Station and the Vaccination Center and that they were also in discussion to collect the rent for the space for both the Medical Station and the Vaccination Center. This would extend the positive cash position out into the fall.</p> <p><u>B. Human Resources Committee – Hugh L. Carey II, Committee Chairman</u></p> <p>No report.</p> <p><u>C. Facilities/Operations Committee - Mark Schienberg, Committee Chairman</u></p> <p>No report.</p> <p><u>D. Sales & Marketing Committee, Doreen Guerin, Committee Chairman – (Attachment 21-43)</u></p> <p>Ms. Guerin presented a report of the Sales and Marketing Committee. She informed the board that inquiries for new events are increasing following announcement of NYC’s re-opening. The tech industry has been the most active industry seeking event space as they are looking to rebuild sales pipelines through live events. 2022 licenses continue to be issued. In addition, the Javits Center hired a new marketing firm, Ruckus, which will primarily focus on promoting and marketing the expansion site in 3 phases. Phase 1 is the launch of Javits Center’s digital marketing campaign with Google and Facebook. Phase 2 is creating videos, photography and a virtual tour. Phase 3 will complete the project with updated marketing collateral representing the larger Javits Center campus. Ms. Guerin also reported that the sales team is currently working on customer engagement through promotion of the expansion site through tours, events, and industry collaborations with NYC & Company. The sales team has been very active in attending virtual events.</p> <p><u>E. Governance Committee – Ronald Goldstock, Committee Chairman - (Attachments 21-44 through 21-46)</u></p> <p>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, its Mission Statement and Performance Measurements, and requested the following actions:</p> <p><u>Approval of the Corporation’s Performance Measurements for 2019 - Attachment 21-44</u></p> <p>Ms. Low presented the 2019 Performance Measurements to the Board for its approval.</p>	
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Committee Reports (continued)	A motion was made and seconded. The following resolution passed by unanimous vote: <u>Resolution No. 1489</u> NOW THEREFORE BE IT RESOLVED that the 2019 Performance Measurements are hereby approved. <u>Corporation's By-Laws and Mission Statement – Attachment 21-45 and 21-46</u> 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 2:00 PM with the next meeting to be held on September 29, 2021.	