

MINUTES OF THE MEETING
of the
MASSACHUSETTS CONVENTION CENTER AUTHORITY

October 14, 2010

A meeting of the Massachusetts Convention Center Authority was held on October 14, 2010 in Room 205 at the Boston Convention & Exhibition Center, 415 Summer Street, Boston, Massachusetts 02210. Members in attendance were: Chair Michelle Shell, David Giblin, Mark Erlich, Ann Conlon Roosevelt, Paul Sacco, Ronald Rakow (designee of the Acting Collector-Treasurer of the City of Boston), Michelle Consalvo, Darryl Settles, Vanessa Otero and Scott Jordan (designee of the Secretary of Administration and Finance). Staff members in attendance were: James E. Rooney, Kenneth A. Sinkiewicz, Fred Peterson, Jack Haley, Steve Snyder, Shu Hsia, Lily Daly, Johanna Storella, Michelle Ho, Milton Herbert, Maureen Baker, Colleen Richards Powell, Todd Mattuchio, Joann Washington, Howard Davis, Robert O'Shea, Mac Daniel, Katie Hauser, Megan Linebarger, Dennis Callahan, and William Smith.

I. ROLL CALL

Chair Shell called the meeting to order at 8:35 a.m., and a quorum was established by a call of the roll.

II. MINUTES

After suggested amendments by Chair Shell and Mr. Rakow, upon a motion duly made and seconded, the minutes of the September 16, 2010 meeting and Executive Session were approved.

III. EXECUTIVE DIRECTOR'S REPORT

1. Mr. Rooney expressed pride in the work of the Finance department staff as will become apparent during the Auditor's presentation of the Audit of the Financial Statements performed by Sullivan, Rodgers the Authority's outside audit firm.

2. Mr. Rooney indicated there was a tornado of activity in the Authority's properties. President Barack Obama is scheduled to appear at an event for Governor Deval Patrick at the Hynes Convention Center on October 16th. At the same time, the American Banking Association and the Comicon convention were occupying other space at the Hynes. Natural Products East is scheduled for the BCEC as well. Mr. Rooney indicated that the Levy "Taste of MCCA" went very well.

3. Mr. Rooney reported the defendants in the Hynes bridal show hoax were set to plead guilty. Last February Authority staff spotted advertising for a show at the Hynes that was not properly booked and called in the Boston Police and the FBI.

Although the Authority didn't lose any money on the fraudulent scheme, some persons seeking to be exhibitors did lose amounts paid to the nonexistent show.

4. Mr. Rooney indicated that the Springfield Falcons were 1-2 after two road games and the home opener.

5. Mr. Rooney reported that Teamsters International Union put Local 82, the local servicing the Hynes and BCEC, into trusteeship. He indicated that there have been several meetings with the Union appointed trustee, and no effect on any shows is anticipated.

6. Mr. Rooney indicated that a meeting of the Customer Advisory Group (CAG) is scheduled for next week. The CAG is a group of high profile leaders in the customer side of the convention industry, and discussions with them about what is happening in the industry and aspects of the administration of our facilities always yield helpful ideas in making our products more desirable. Mr. Rooney also indicated that he attended a meeting of the International Convention Center Congress and was surprised and gratified by talk of BCEC's technological superiority. The newly deployed myBCEC and myHynes iPhone Apps were featured as evidence. He also indicated that a soon to be published report by the Convention and Exhibition Industry Research Group would create a new category of centers—Game Changers—and that the BCEC would be placed in that category.

IV. APPROVALS

Mr. Rooney introduced two votes that the Board would be asked to approve, and requested that Mr. Smith make the presentation describing them as follows:

A. Board Vote: Designer Selection Panel Member

The Authority's designer selection panel consists of six members, including the Authority's executive director (who serves as chairman *ex officio*) and five members appointed by the Authority. The five appointed members must include an engineer, two architects, a person experienced in building construction and a public member.

Under designer selection procedures approved by the State Designer Selection Board, appointed members of the panel serve for two-year terms and will continue to serve until a successor is appointed. Each may be re-appointed for a second term, but may not serve more than two terms consecutively.

There are currently two other vacant positions to be filled on the panel, one being an architect designee of the Boston Society of Architects and the other a public member.

In conjunction with the Authority's Designer Selection Procedures, the Authority has solicited recommendations from the Boston Society of Architects and will be interviewing three prospective candidates that have been recommended.

The executive director recommends appointment of the following individual: Mr. Dean Stratouly (filling the vacancy previously held by James Julian).

Upon a motion duly made and seconded the Board voted unanimously as follows:

VOTE: The Massachusetts Convention Center Authority hereby votes to appoint Mr. Dean Stratouly to the Authority's designer selection panel, for a term of two years.

B. Board Vote: Contract for BCEC Roof Expansion Joint Repairs

This project is to perform roof modifications to the Boston Convention & Exhibition Center. The Work includes removal, replacement and repair of existing expansion joints and associated roofing at the Boston Convention & Exhibition Center.

This project is subject to bidding in accordance with the State's construction bid law, M.G.L. c.149. The invitation for bids was advertised on August 25, 2010. The following general bids were received from contractors prequalified by DCAM:

Contractor	Contract Price
Greenwood Industries	\$853,000
Titan Roofing	\$879,900

At the September meeting the Board voted to authorize the award of this contract to Titan Roofing. The award to Titan was based on the fact that the bid documents contained a requirement that general bidders propose utilizing Minority Business Enterprises (MBE) for 7.4% of the work, no waivers were sought or granted, and Greenwood Industries the apparent low bidder did not include with its bid any MBE utilization as required and its bid was rejected.

Greenwood has filed a bid protest with the Office of the Attorney General asserting that the requirement that this information be included on the bid form was impermissible and that it should be awarded the contract. A hearing in this matter is scheduled on October 14, 2010. If it is finally determined that Greenwood's position is correct, Greenwood is the lowest eligible and responsible bidder and should be awarded the contract assuming it can document its compliance with the MBE/WBE utilization provisions of the bid documents.

A vote to authorize award of this contract to Greenwood Industries would take the following form:

VOTE: The Massachusetts Convention Center Authority hereby authorizes the executive director to award to Greenwood Industries a contract for the Boston

Convention & Exhibition Center Roof Expansion Joint Repairs in the amount of \$853,000, in accordance with the bidding documents August 25, 2010.

V. REPORT OF THE AUDIT COMMITTEE

Board Vote: Acceptance of Financial Statements and Independent Auditor's Report

Mr. Rooney introduced Mr. Christopher Sullivan of Sullivan, Rodgers & Company, Certified Public Accountants, the Authority's outside auditor to give a presentation concerning Auditors Report and Report on Internal Control and Compliance for the Year Ended June 30, 2010. In the course of the detailed presentation Mr. Sullivan discussed the history of the engagement, all relevant financial information of the Authority, it's procedures and controls, the resolution of certain matters contained in prior years audits, and the fact that the audit was clean and required no Management Letter, which is a compliment to the management of the Authority's fiscal management staff. Johanna Storella, the CFO, indicated that while the entire finance team deserves credit for a clean audit, she would single out Shu Hsia (who led the MCCA Audit team) for special recognition. The Board complimented Shu and her team with a round of applause.

The Audit Committee on October 7, 2010 heard a similar presentation and the Committee recommended that the Board accept Sullivan, Rogers & Company Report for Fiscal Year 2010.

At the conclusion of the auditors' presentation and after discussion and receipt of the Committee's recommendation upon a motion duly made and seconded the Board voted unanimously as follows:

VOTED—The Massachusetts Convention Center Authority hereby votes to accept Financial Statements for the Year Ended June 30, 2010 and Independent Auditors Report and Report on Internal Control and Compliance for the Year Ended June 30, 2010 prepared by Sullivan, Rogers & Company.

VI. ELECTION OF OFFICERS, ESTABLISHMENT OF COMMITTEES AND APPOINTMENT OF COMMITTEE MEMBERS

1. Board Vote- Election Of Officers

Chair Shell made the following nominations for officers of the Massachusetts Convention Center Authority:

Vice Chairman- David Giblin
Treasurer- Scott Jordan
Secretary - Michelle Consalvo
Assistant Treasurer- Kenneth Sinkiewicz
Assistant Secretary- William Smith

The nominations were duly seconded, and the Board voted unanimously as follows:

VOTED: The following shall serve as officers of the Massachusetts Convention Center Authority for a term of one year and until their successors are duly elected:

**Vice Chairman- David Giblin
Treasurer- Scott Jordan
Secretary - Michelle Consalvo
Assistant Treasurer- Kenneth Sinkiewicz
Assistant Secretary- William Smith**

2. Board Vote- Establishment of Committees

Upon a motion made by Chair Shell and duly seconded the Board voted unanimously to establish the following committees:

1. Executive Committee

VOTE: There shall be an Executive Committee of the Board charged with the responsibility of guiding the Authority's efforts on future development strategy, board oversight during the implementation of any major facility expansion and policy formation related to Top 5 strategy; engaging the executive director on setting annual performance goals and emerging strategic business issues or needs, including but not limited to annual review of executive director duties, responsibilities, performance, and such other matters as the Board Chair shall direct.

2. Administration, Finance and Personnel:

VOTE: There shall be Administration, Finance and Personnel Committee of the Board charged with the responsibility of reviewing the annual budget and personnel policies; reviewing operations and service contract awards greater than \$250,000; reviewing and assisting in the formulation of the Authority's long term financial planning, and such other matters as the Board Chair shall direct.

3. Development and Construction:

VOTE: There shall be a Development and Construction Committee of the Board whose duties and responsibilities shall include: review and board oversight of major construction, including BCEC, Hynes, Boston Common Garage and MassMutual Center capital projects, design and construction contract awards greater than \$250,000, as well as oversight of engineering issues relating to the protection and

maintenance of the Authority's physical assets and such other matters as the Board Chair shall direct.

4. Social Responsibility:

VOTE: There shall be a Social Responsibility Committee of the Board whose duties and responsibilities shall include ensuring that the MCCA continues to fully integrate community, social and environmental concerns into its business operations and interactions; and, the development and oversight of policies and programs related to minority, women and local business participation, grant programs, art programs and sustainability practices and such other matters as the Board Chair shall direct.

5. Strategic Marketing:

VOTE: There shall be a Strategic Marketing Committee of the Board whose duties and responsibilities shall include assisting in the development of sales and marketing strategies to attract, develop and maintain conventions meetings and other business within of an international nature, key industries and for targeted populations as well as and such other matters as the Board Chair shall direct.

3. Board Vote-Committee Membership

The Board Chair made the following committee appointments and the Board by unanimous vote ratified the appointments as follows:

- 1. Executive Committee: *Michelle Shell (lead), David Giblin, Scott Jordan, Michelle Consalvo, Ron Rakow***
- 2. Administration, Finance and Personnel Committee: *Scott Jordan (lead), Ron Rakow, David Giblin (Michelle Shell, Barbara Capuano will attend as schedules permit)***
- 3. Development and Construction Committee: *Mark Erlich (lead), Paul Sacco, Darryl Settles, Michelle Consalvo, Ron Rakow (David Giblin, Ann Roosevelt will attend as schedules permit)***
- 4. Social Responsibility Committee: *Ann Roosevelt (lead), Vanessa Otero, Darryl Settles, Carol Fulp***
- 5. Strategic Marketing Committee: *Carol Fulp (lead), Vanessa Otero, Michelle Consalvo, Michelle Shell***

Chair Shell noted that all members of the Board were free to attend any committee meetings, and the reference to members in parentheses was to Board members who expressed a particular interest in a committee's work, but were not members of that committee.

VII. BOARD ORIENTATION CONTINUATION

Continuing the comprehensive presentation that was begun on July 28, 2010, the Board received a presentation from:

1. Jack Haley on Cleaning, Trade Employees and Rigging;
2. Fred Peterson on Public Safety and Transportation;
3. Steve Snyder on Audio Visual, Internet and other Technical services;
4. Jim Rooney on Convention Partnership overview and T 5

There were many areas of discussion among presenters and Board members, but, as was the case at the July orientation meeting, no business was conducted or votes presented or taken.

VIII. OLD BUSINESS

There was no old business.

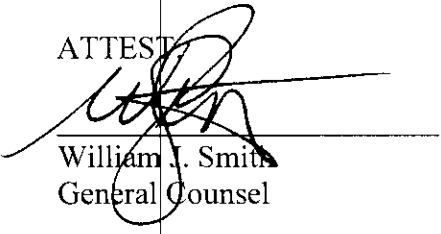
IX. NEW BUSINESS

There was no new business.

VIII. ADJORNMENT

Upon a motion duly made and seconded, the Board voted unanimously to adjourn at 11:20 AM.

ATTEST



William J. Smith
General Counsel