

Buffalo Niagara Convention Center Management Corp.
Board of Directors Meeting
December 19, 2013

PRESENT: C. Abbott-Letro, D. Boswell, J. Dandes, R. Kramer, L. Marinelli, K. Mitchell,
D. Murphy, M. Roberts, P. Snyder, T. Vazquez, M. Whyte, L. Zemsky

ABSENT: S. Boyd, D. Gallagher-Cohen, D. Hartmayer, J. Mills, M. Patel, G. Praetzel,
J. Sandoro

GUEST: J. Lankford (Jaeckle, Fleischmann & Mugel)

STAFF: D. Marzo, P. Murphy, J. Smith

The meeting was officially called to order at 9:08 a.m. when a quorum was present.

Corporation Status/Future Change to Organization Structure – Dennis Murphy gave a presentation on the history and status of the organization, impending changes resulting from ABO designation, changes to the governance structure and proposed By-Law amendments.

Next Steps and Actions – Paul Murphy reviewed the proposed timeline for next steps and actions to be taken by the BNCC Directors:

- 12/19/13 Board Meeting – distribute a copy of the Directors' and Members' Consent and redlined copies of the Corporation's By-Laws and Certificate of Incorporation, with proposed changes.
- 12/31/13 Director feedback on above.
- Consent and attachments (By-Laws and Certificate of Incorporation) sent simultaneously to City and County. Feedback by 12/31/13.
- Once the feedback period (12/31/13) is complete, a dated copy of the Consent will be circulated to directors for execution.
- 1/15/14 Executed Consent returned to BNCCMC by directors and members.
- Once the Consent is executed, the Certificate of Amendment is filed with the New York Secretary of State. Because Supreme Court approval is needed, this may take 1-2 months to complete.
- Once the Certificate of Amendment is successfully filed, the By-Laws will be deemed to be amended as well. Until the By-Laws and COI are effective, the current Board structure will remain in place.

Dennis Murphy asked the directors to review the documents presented to them today and provide comments and questions to him by December 31 either via email or phone. After the feedback period for the directors and the City and County, we will make any necessary adjustments to the documents and resend them for signature.

Paul Murphy stated we will also need to ask the City to sign a resignation letter, resigning as a member of the corporation.

Ms. Whyte stated the Legislature will be adopting a resolution related to a 5-year Operations and Management Agreement for the Center. The Center will still be required to request funding on an annual basis.

Mr. Murphy asked for a motion to authorize the officers to enter into this agreement with the County on behalf of the Board. Motion made by J. Dandes and seconded by L. Zemsky. Motion carried.

Adjournment: A motion was made by M. Whyte and seconded by K. Mitchell to adjourn the meeting. Motion carried and meeting adjourned at 9:31 a.m.

Minutes prepared by J. Smith

Approved: Dennis P. Murphy
Dennis P. Murphy, Chair *DM*