



CONVENTION AND VISITORS AUTHORITY

Special Committee Meeting
September 6, 2005
Minutes

The Special Committee of the Board of Directors of the Las Vegas Convention and Visitors Authority met on the 6th day of September 2005 at the Las Vegas Convention Center in the Board Room at 3150 Paradise Road, Las Vegas, Nevada. This meeting had been properly noticed and posted in compliance with the "Nevada Open Meeting Law."

CALL TO ORDER The meeting was called to order at 1:30 p.m. On roll call the following committee members were present constituting a quorum of the Committee thereof:

Committee Oscar Goodman, Chair
Members Present Charles Bowling
 James Gibson
 Tom Jenkin

Committee None
Member Absent:

LVCVA Staff in Rossi Ralenkotter, President/CEO
Attendance Terry Jicinsky, Senior Vice President - Marketing
 E. James Gans, Senior Vice President - Operations
 Luke Puschnig, Legal Counsel

APPROVAL OF **Committee Member James Gibson moved and it was carried**
THE **by unanimous vote of the Committee members to approve the**
SEPTEMBER 6, **September 6, 2005 agenda as presented.**
2005 AGENDA

Report and
Recommendations
concerning the
Assignment of
Trademark by
Morrison &
Foerster

President/CEO Rossi Ralenkotter stated that the Board accepted the Report and Recommendations by Morrison & Foerster and established this Special Committee to 1) Consider the recommendations in the Report and take actions that may be appropriate with regard to the Report; 2) Formulate potential changes to the Board Policies; and 3) Evaluate the potential changes and recommend those changes to the full Board for possible action.

Zane Gresham, Partner in the law firm Morrison & Foerster, presented the Principal Options for Policy Revisions. At the August 9 Board of Directors Meeting their Report and Recommendations were presented and accepted by the Board. The purpose of this meeting was to discuss the principal options for the proposed policy revisions in light of the findings and recommendations of their Report.

The Principal Options for Policy Revisions was prepared based on a review of numerous public agencies within and outside Nevada, consultation of the writings of experts in the field of public governance, ethics and procurement as well as Morrison & Foerster's expertise. This document focuses on the Board's oversight roll in governance responsibilities. Options were presented for asset management and contracting activities of LVCVA. After acting on the conceptual recommendations, the options and related recommendations selected by this Committee are to be presented to the Board on September 13, 2005. Following this presentation, Counsel and staff will prepare specific language to be presented at the October 6, 2005 Special Committee meeting. Thereafter the approved language will be presented for final adoption at the October 11, 2005 Board of Director's meeting.

Intellectual
Property
Management

Issue IA. Authorization required for assignment, transfer, and license of trademarks, service marks, and other intellectual property owned by LVCVA.

Option 2: Prior Board approval required for any assignment, transfer, or license of intellectual property owned by LVCVA.

Following the discussion, Committee Member James Gibson moved and it was carried by unanimous vote of the Committee Members to approve Option 2.

Issue IB. Authorization required for registration of trademarks and service marks owned by LVCVA.

Option 1: President and CEO (with advice of Legal Counsel and consultants, as appropriate) decides on state or federal registration. Requirement to notify full Board at next meeting.

Issue IC. Identification of LVCVA as owner of trademarks or service marks that LVCVA chooses to register

Option 1: LVCVA always identified as owner of trademarks or service marks, and would retain ownership of all marks.

Issue ID. Authorization required for cease and desist letters relating to LVCVA's trademarks, service marks, and other intellectual property.

Option 1: Legal Counsel, with advice from consultants, as appropriate, determines when to send cease and desist letters. Requirement for prompt notice to President and CEO of any cease and desist letter.

Issue IE. LVCVA control over cease and desist letters relating to LVCVA-owned trademarks, service marks, and other intellectual property.

Option 1. Only LVCVA (including its Legal Counsel) or outside legal counsel to LVCVA authorized to send cease and desist letters.

Intellectual
Property
Management
(Continued)

Issue IF. Authorization required to institute litigation to enforce LVCVA intellectual property rights.

Option 2: Board approval required prior to litigation. When prior approval impractical, Board would ratify such action at next Board meeting.

Following lengthy discussion, Committee Member James Gibson moved and it was carried by unanimous vote of the Committee Members to approve the foregoing Options as recommended by Morrison & Foerster for Issues 1B through 1F. In all Issues 1A through 1F, it was agreed to edit all cases referencing "Board or committee to "Board" only.

Acquisition and
Disposition of
Property

IIA: Authorization required for purchases and other acquisitions of personal property.

Option 1: Retain current policy requiring prior Board approval for any purchase and other acquisition of personal property involving an expenditure of \$50,000 or more.

Following the discussion, Committee Member James Gibson moved and it was carried by unanimous vote of the Committee Members to approve Option 1.

Issue IIB: Authorization required for purchases and other acquisition of real property.

Option 1: Retain current policy requiring prior Board approval for any purchase or other acquisition of real property.

Following the discussion, Committee Member James Gibson moved and it was carried by unanimous vote of the Committee Members to approve Option 1.

Acquisition and
Disposition of
Property
(Continued)

Issue IIC. Authorization required for sales and other dispositions of personal property (other than trademarks, service marks and other intellectual property).

Option 1: Require prior Board approval for any disposition of personal property with value of \$50,000 or more.

Following the discussion, Committee Member James Gibson moved and it was carried by unanimous vote of the Committee Members to approve Option 1.

Issue IID. Authorization required for sales and other dispositions of real property.

Option 1: Retain current policy requiring Board approval for any sale of other disposition of real property.

Following the discussion, Committee Member James Gibson moved and it was carried by unanimous vote of the Committee Members to approve Option 1.

Procurement of
Goods and
Services

Issue IIIA. Authorization required for procurement of goods and services (other than professional services).

Option 1: Require prior Board approval for any procurement of \$50,000 or more (except budgeted recurring costs such as utilities).

Following the discussion, Committee Member James Gibson moved and it was carried by unanimous vote of the Committee Members to approve Option 1.

Procurement of
Goods and
Services
(Continued)

Issue IIIB. Authorization required for procurement of professional services.

Option 1: Treat procurement of professional services like other services: President and CEO authorized to approve procurement of professional services below applicable approval threshold of \$50,000 and in emergency circumstances approve beyond the \$50,000 threshold subject to report and ratification by the Board.

Following the discussion, Committee Member James Gibson moved to approve and it was carried by unanimous vote of the Committee Members to approve Option 1 as restated.

Issue IIIC. Authorization required for emergency contracts.

Option 1: President and CEO authorized to approve procurement of emergency contracts. Requirement to notify full Board at next meeting.

Committee Chair Oscar Goodman moved and it was carried by unanimous vote of the Committee Members to approve Option 1.

Issue IIID. Authorization required for sole source contracts.

Option 2: Prior Board approval required for procurement of all sole source contracts. When prior approval impractical, Board would ratify such action at next Board meeting.

Following the discussion, Committee Member James Gibson moved and it was carried by unanimous vote of the Committee Members to approve Option 2.

Procurement of
Goods and
Services
(Continued)

Issue IIIE. Authorization required for amendments to contracts and agreements relating to goods and services.

Option 1: Prior Board approval required where amendment exceeds applicable approval threshold. President to report back to the Board any expenditure over the original contract approval.

Following lengthy discussion, Committee Member James Gibson moved and it was carried by unanimous vote of the Committee Members to approve Option 1 as restated.

Issue IIIF. Reports to Board regarding procurements of goods and services (and amendments to contracts and agreements) made without prior Board or Committee approval.

This issue was shelved as having been addressed by Issue IIIE.

Public Works
Projects

Issue IVA. Authorization for procurement of public works projects.

Option 1: Prior Board approval for procurement of public works projects involving cost of \$50,000 or more.

Following the discussion, Committee Member James Gibson moved and it was carried by unanimous vote of the Committee Members to approve Option 1.

Issue IVB. Authorization required for change orders.

Option 1: Retain current policy of permitting President and CEO to approve change orders of up to 10% of original bid amount within the contingency with notification to the Board at the next meeting. Change orders exceeding the contingency require approval by the Board. For emergency change orders, President and CEO can approve subject to notification to and ratification by the Board at the next meeting.

Following lengthy discussion, Committee Member James Gibson moved and it was carried by unanimous vote of the Committee Members to approve Option 1 as restated.

Public Works
Projects
(Continued)

Issue IVC. Approval of plans and specifications prior to advertising for bids.

Option 2: Board approval of plans and specifications not required prior to advertising for bids.

Following the discussion, Committee Member James Gibson moved and it was carried by unanimous vote of the Committee Members to approve Option 2.

Conflict Of
Interests

Issue VA. Authorization of conflict of interests policy and any waivers thereof or amendments thereto.

Committee Member Charles Bowling suggested establishing an annual confidential Conflict of Interest policy for executive staff including a threshold of a \$250 gift disclosure.

Issue VB. Notification of violations of conflict of interest policy.

Option 2: All questions and concerns regarding violations of conflict of interests policy reported in writing to Legal Counsel for consideration and to be discussed with President and CEO and Board Chair as appropriate.

Following the discussion, Committee Chair Oscar Goodman moved and it was carried by unanimous vote of the Committee Members to approve Option 2 as restated.

Powers and
Functions of
Legal Counsel

Issue VIA. Reporting relationship of Legal Counsel.

Option 1: The Legal Counsel will work with President and CEO on a daily basis to foster best business practices for the Authority. For independence and integrity, the employment of Legal Counsel will be determined by the Board.

Following the discussion, Committee Chair Oscar Goodman moved and it was carried by unanimous vote that Morrison & Foerster will work to restate the discussed concepts for presentation at the September 13, 2005 Board of Directors meeting.

Powers and
Functions of
Legal Counsel
(Continued)

Issue VIB. Compensation and annual evaluation of Legal Counsel.

Option 1: The Compensation Committee responsible for performing the annual evaluation of Legal Counsel, would interview the senior executives on Legal Counsel's performance, the Board members based on their interaction with Legal Counsel and consult with Human Resources for comparable market statistics. The Board, based on recommendation of Compensation Committee, is responsible for determining compensation of Legal Counsel.

Following the discussion, Committee Member James Gibson moved and it was carried by unanimous vote of the Committee Members to approve Option 1 as restated.

Issue VIC. Legal Counsel authorization to retain outside legal counsel.

Option 1: Legal Counsel authorized to retain outside legal counsel, subject to ratification by Board at next meeting.

Following the discussion, Committee Member James Gibson moved and it was carried by unanimous vote of the Committee Members to approve Option 1

SCHEDULING OF
THE NEXT MEETING

The next Special Committee meeting is scheduled be held on October 6, 2005.

DIRECTORS'
COMMENTS

There were no comments from the Committee members.

COMMENTS FROM
THE FLOOR BY THE
PUBLIC

There were no comments from the floor by the public.

ADJOURNMENT

There being no further business to come before the Special Committee, Chairman Oscar Goodman adjourned the meeting at 3:15 p.m.

Respectfully submitted,

APPROVED:

(s)

Ginger Norton
Executive Assistant

(s)

Oscar Goodman
Committee Chair