

**ROSWELL PARK CANCER INSTITUTE CORPORATION
SPECIAL MEETING
OF THE
BOARD OF DIRECTORS**

A Special Meeting of the Board of Directors of Roswell Park Cancer Institute Corporation was held on Thursday, August 3, 2023 at 8:30 a.m. in the Scott Bieler Clinical Science Center, 9th Floor, Patrick P. Lee Board Room.

Present:

Leecia Eve, Esq. (Chair)
Gregory Daniel, MD (*Virtual*)
Linda A. Dobmeier (*Virtual*)
Donna Gioia
Anne D. Gioia
Candace S. Johnson, PhD, President & CEO
Kenneth A. Manning, Esq.
Gail Mitchell, Esq.
Elyse NeMoyer (*Virtual*)
R. Buford Sears
Dennis Szefel
Johanne Morne, Representative for New York State Commissioner of
Department of Health (*Virtual*)

**Staff Present
by Invitation:**

Annie Deck-Miller, Director of Public Relations
Laurel DiBrog, SVP, Chief Marketing Officer
Betsy Doty-Lampson, Board Administrator
Errol Douglas, PhD, SVP/Chief Human Resource Officer
Ryan Grady, Chief Financial Officer
James C. Kennedy, Vice President, Government & Community
Relations
Crystal Rodriguez-Dabney, Esq. SVP Chief & Diversity Officer
Michael B. Sexton, Esq., Sr. Vice President & Chief Legal Officer,
Corporate Secretary

Bart Bailey, Consultant Courage to Care, LLC
Steven Watson, *Buffalo News*

Opening Remarks

Ms. Eve opened the meeting with an introduction and summary of the agenda items for today's special meeting. She particularly emphasized the discussion the Board would be having

with respect to the issue of publicly disclosing the Cozen internal report issued in April, 2020. She discussed her views as an attorney publicly disclosing a report that is subject to attorney-client privilege, and also the importance of taking action to ensure that the organization can move forward without being continually burdened by public questions about this report. She discussed the balancing of concerns and risks of this decision. She indicated that the discussion will take place in executive session later in the meeting. She then turned the meeting over to Mr. Sexton for the Theranostics agenda item.

[REDACTED]

LeChase construction was selected in an RFP procurement to be the construction manager at risk. The bid procurement conducted by LeChase for the design, construction and FFE for the project exceeded the \$3.1 million budget. The cost for the Theranostics facility itself came in at \$360,000 over budget and the cost of the additional storage room came in at \$435,000, for a total overage of \$795,000. Mr. Sexton noted that the Alliance Foundation is paying the \$3.1 million cost for the Theranostics facility and has agreed to also cover the \$360,000 overage. Mr. Sexton ask for approval of the new budget of \$3,895,000.

[REDACTED] At least two different locations at the facility are being contemplated with one of them immediately next to the Theranostics facility. In the event that is the selected site, that construction will also permit a needed extension to the operating room area above the MRI guided radiation oncology system facility. If this is done, it is likely to require removal of the 400sq ft OR storage facility.

Mr. Sexton assured the board that the Theranostics project would not include the storage facility if it was determined that the MRI system facility will be next door. He said a decision on that will take place within the next several weeks.

At that point a motion was made for approval of the budget increase for the Theranostics project to \$3,895,000, which was seconded and unanimously carried.

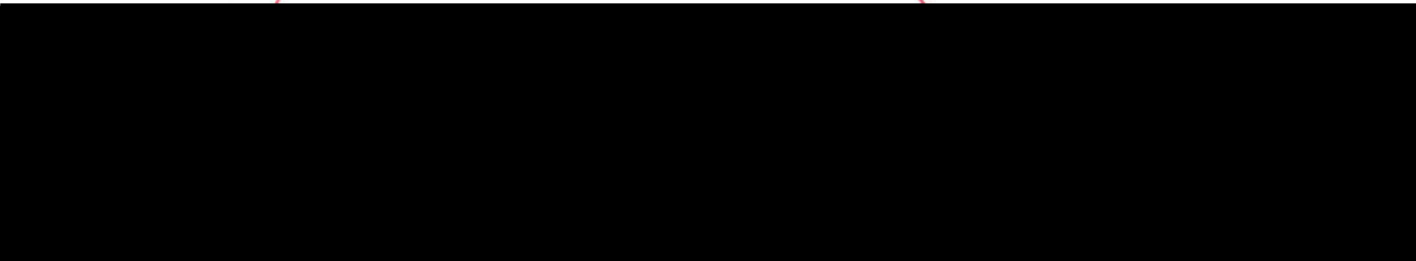
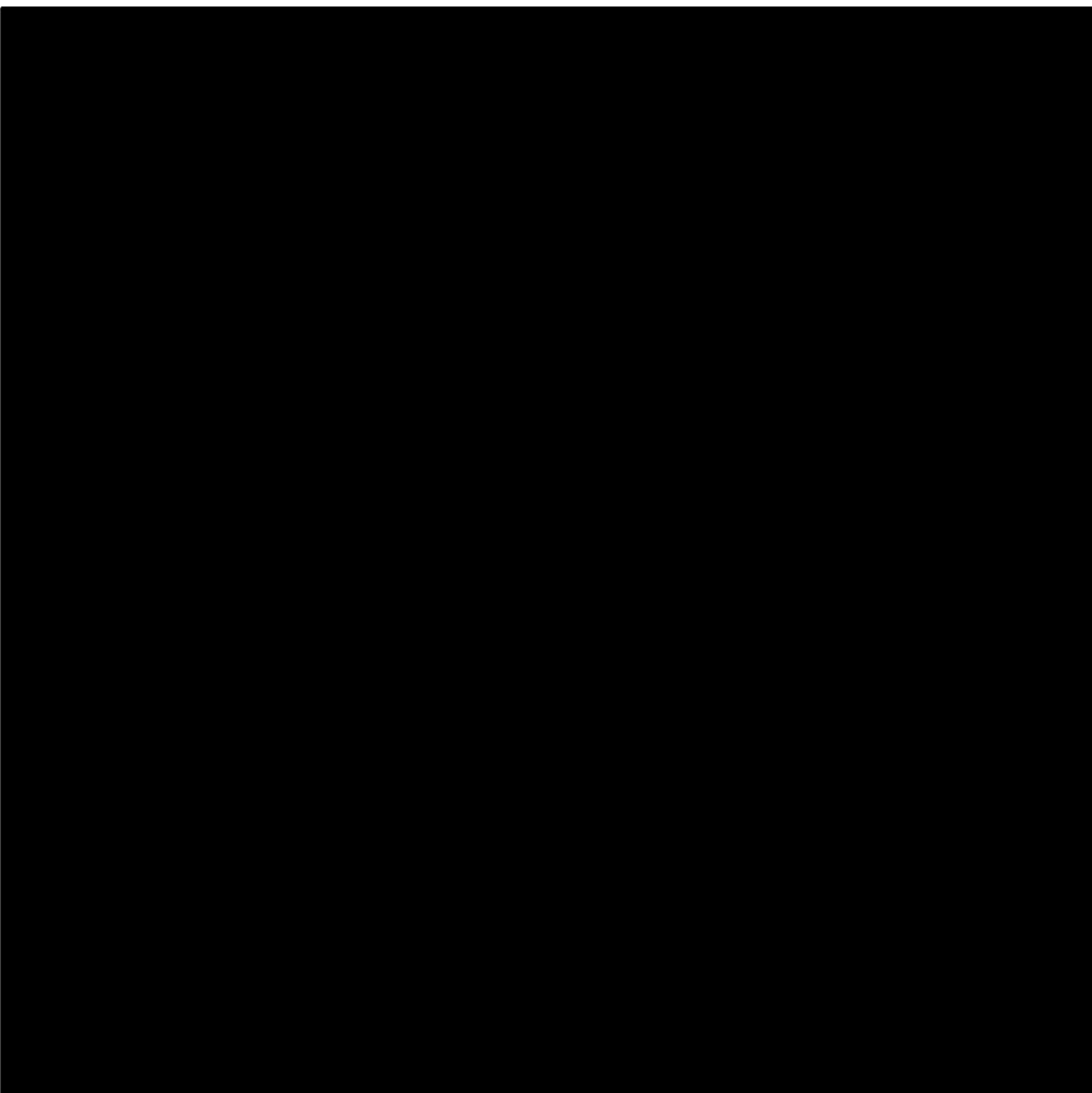
Mr. Manning made a motion to move the meeting to Executive Session for the purposes of evaluating financing options for a pending real estate acquisition, and to discuss a privileged internal review. That motion was seconded by Ms. NeMoyer and unanimously carried.

In Executive Session, Mr. Grady gave a presentation on several financing options that management was considering to help fund the acquisition of 199 and 203 Park Club Lane. These are the sites of the medical office building housing the Roswell Park captive professional corporation (199 PCL) and the soon to be completed location of a large Roswell extension clinic (203 PCL) that will house infusion, radiology and clinic space. Mr. Grady reviewed proposals from M&T Bank, KeyBank, Five Star Bank and northwest Savings Bank.

[REDACTED]

[REDACTED]

[REDACTED]



At that point a motion was made to release the Cozin report in the manner determined by Roswell Park relations staff and management, of the release of the report being in a redacted form. The motion was seconded and there was a unanimous vote in favor of release.

At that point it was motioned by Mr. Manning to return to open session which was seconded by Ms. NeMoyer and unanimously carried.

In open session, Ms. Eve ask whether there was any other business to come for the meeting. Hearing none, a motion for adjournment was made by Ms. Anne Gioia, seconded by Ms. NeMoyer and unanimously carried.

Respectfully submitted,

Michael B. Sexton, Esq., Secretary