

**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 Tuesday, June 20, 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 (*Virtual*)
Anne D. Gioia (*Virtual*)
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:**

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
Thomas Schwaab, MD, PhD, Chief of Strategy, Bus Dev & Outreach
Michael B. Sexton, Esq., Sr. Vice President & Chief Legal Officer,
Corporate Secretary
Jeff Walker, EVP - Operations & Transformation

Opening Remarks

Ms. Eve opened the meeting welcoming all and thanking everyone for their attendance. She turned the meeting over to Dr. Johnson, who introduced Crystal Rodriguez-Dabney as the new Senior Vice President and Chief Diversity Officer, who was warmly welcomed. Ms. Eve then went through the agenda for the meeting, and noted that the meeting would be moving to executive session.

Mr. Manning made a motion to proceed to Executive Session for the purposes of discussing a proposal to acquire certain real estate and also to discuss proposed next steps relating to a privileged internal report. The motion was seconded by Mr. Sears and unanimously approved.

Mr. Grady reviewed a right of first refusal that was negotiated into the lease agreement between Roswell Park and Ciminelli Development relating the real estate at 203 Park Club Lane. This is the site currently housing the main location of Roswell's captive professional corporation, and where a large Roswell extension clinic will be opening in September, 2023. [REDACTED]

[REDACTED] Mr. Grady reviewed the lease terms, noting that the annual lease payments will approximate the annual purchase payments using an assumed 30 year mortgage at approximately 6.5% interest. [REDACTED]

The Board discussed the proposal, noting that on paper the financial terms strongly favor Roswell Park making this purchase. The Board is being asked to approve a cash offer, in order to match the current offer on record, with management seeking mortgage financing afterward. There was general approval, and a vote will take place in open session.

Mr. Walker and Mr. Grady then left the meeting.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Ms. Eve said another meeting will be schedule for right after the 4th of July holiday, and she expects a vote will take place at that meeting.

A motion to move back into open session was made by Mr. Manning and seconded by Mr. Sears and unanimously approved.

Mr. Manning made a motion to approve the real estate transaction outlined in Executive Session proposed by management, with an expenditure of [REDACTED] which was seconded by Mr. Sears and unanimously approved.

There being no further business, a motion for adjournment was made, duly seconded, and unanimously carried.

Respectfully submitted,

Michael B. Sexton, Esq., Secretary