

# THE TRUST FOR GOVERNORS ISLAND

MINUTES OF THE MEETING  
OF THE BOARD OF DIRECTORS  
OF  
GOVERNORS ISLAND CORPORATION d/b/a  
THE TRUST FOR GOVERNORS ISLAND  
October 16, 2018

A meeting of the Board of Directors of Governors Island Corporation d/b/a The Trust for Governors Island (“The Trust”) was held on Tuesday, October 16, 2018, at City Hall in New York, New York.

The following members of the Board of Directors of The Trust were present:

Carl Weisbrod, Chairperson  
Cheryl Effron  
Alicia Glen  
Catherine Hughes  
Patrick Kennell  
Susan Mercandetti  
Daniel Neidich  
Kevin Ryan  
Tokumbo Shobowale (via telephone)  
Daniel Squadron

Also present were staff from The Trust, the Mayor’s Office, Council Member Margaret Chin’s office and The Friends of Governors Island (“FGI”).

Carl Weisbrod, Chairperson of the Board, started the meeting by welcoming the Board and asking Marni Friedlander to confirm that a quorum was present, to which she responded affirmatively.

1. Approval of the minutes of meeting of Directors held on June 19, 2018

There were no questions or comments. A motion to approve the minutes, as submitted, was made, seconded, and unanimously adopted.

2. Chairperson’s Report

Mr. Weisbrod delivered a brief Chairperson’s report to the Board, stating that the Audit Committee met on September 25<sup>th</sup>, the Real Estate Committee met on September 28<sup>th</sup>, the

Programming Committee met on October 9<sup>th</sup>, the Governance Committee met on October 11<sup>th</sup>, and the Finance Committee met on October 12<sup>th</sup>. He added that 2018 has been a successful public access season, which Michael Samuelian discussed further in his President's Report.

Mr. Weisbrod then proceeded to deliver the Audit Committee Report, as the Committee Chair, Ben Lawksky, was unable to attend.

3. Audit Committee Report

Mr. Weisbrod reported that The Trust had a clean audit, with no significant changes from the previous year. He mentioned that the auditors are currently reviewing The Trust's 990 and 990T forms. In closing, he noted that an uneventful report from The Trust's auditors is a very good thing.

Hearing no questions, Mr. Weisbrod asked Tokumbo Shobowale to give the Finance Committee Report.

4. Finance Committee Report

Mr. Shobowale reported that the Finance Committee met to review The Trust's budget. Mr. Shobowale also updated the Board on the Finance Committee's recent meeting with First Republic, The Trust's investment advisor, during which the committee decided to transfer the investment funds into a more stable account such as CDs for future use.

Hearing no questions, Mr. Weisbrod asked Susan Mercandetti to give the Programming Committee Report.

5. Programming Committee Report

Ms. Mercandetti noted that the Programming Committee met to review the 2018 public access season and to begin brainstorming for 2019. Ms. Mercandetti stated that the committee is focusing on food and beverage options and art installations for next year, and in particular, exploring the possibility of making art installations more permanent.

Hearing no questions, Mr. Weisbrod proceeded to deliver the Governance Committee Report.

6. Governance Committee Report

Mr. Weisbrod reported that the Governance Committee met to review the Board's self-evaluation questionnaires, The Trust's new risk management strategy, and two board items for consideration today. He noted that the results from the Board's self-evaluation questionnaire, which were shared with the Board as well, were positive.

Mr. Weisbrod also explained that The Trust has undertaken a risk management study to identify and manage risks. Going forward, Trust department heads will share risk management updates with the appropriate Board committees to solicit their input. Lastly, Mr. Weisbrod noted that the Governance Committee reviewed the next two voting items on the day's agenda, and the committee supports the approval of both items. He asked Ms. Friedlander to present the next voting item.

7. Approval of Trust policies in accordance with the requirements of the Public Authorities Reform Act (“PARA”)

Ms. Friedlander introduced this item. Ms. Friedlander reminded the Board that The Trust is bound by PARA, which imposes requirements on The Trust, including requirements to adopt certain policies. She further stated that PARA recommends that The Trust’s Board review and ratify its PARA policies every year. She added that all ten of The Trust’s PARA policies have not changed from the previous year and briefly explained the changes Board approved in October 2017 to The Trust’s Salary Policy and Investment Policy.

Catherine Hughes asked if The Trust’s Investment Policy conforms with the requirements set by the New York City Comptroller, to which Mr. Samuelian answered that The Trust is not required to follow the Comptroller’s guidelines but that the policy is in line with other city non-profits.

Hearing no further questions, Mr. Weisbrod asked for a motion to approve the ratification of The Trust’s PARA policies. The motion was made, seconded, and unanimously adopted.

8. Election of Officers

Ms. Friedlander also presented this item. Ms. Friedlander asked the Board to reelect the current officers: Michael Samuelian as President, Alexis Offen as Treasurer, Marni Friedlander as Secretary, and Willa Padgett as Chief Financial Officer and Contracting Officer.

There were no questions or comments. A motion to approve the election of officers was made, seconded, and unanimously adopted.

Mr. Weisbrod then asked Cheryl Effron to proceed with the Real Estate Committee Report.

9. Real Estate Committee Report

Ms. Effron reported that the Real Estate Committee met to discuss the rezoning of the South Island as well as potential tenants interested in locations throughout the North Island. She shared that The Trust is on schedule with its rezoning efforts.

Lastly, Ms. Effron stated that the Real Estate Committee reviewed the next three voting items on the day’s agenda, and the committee supports the approval of all three items.

10. Authorization to enter into a 1-year Task Agreement with the National Park Service (“NPS”) for the provision of certain services performed by The Trust on behalf of the NPS National Monument Property on Governors Island

Mr. Weisbrod introduced this item. He explained that the Task Agreement delineates the fee that NPS pays The Trust each year for providing various services. Ms. Effron noted that the fee increases three percent every year. Mr. Samuelian added that The Trust has a separate five-year cooperative management agreement with NPS, which outlines services provided by The Trust, and explained that NPS requires annual renewal of the Task Agreement, which sets forth the fees paid by NPS to The Trust each fiscal year.

Daniel Neidich asked what services the Task Agreement covers and Mr. Samuelian answered that it includes ferry service, grounds maintenance, and security. Patrick Kennell asked

which properties NPS owns, and Mr. Samuelian answered that NPS owns 22 acres of the Island, which include two historic forts and Building 107. Daniel Squadron asked if NPS has a strong negotiating position when revisiting the fee paid to The Trust each new fiscal year. Mr. Samuelian answered affirmatively but added that The Trust has a good relationship with NPS.

With no other questions, the motion to authorize The Trust to enter into a one-year Task Agreement with NPS was unanimously approved. Mr. Weisbrod asked Alexis Offen to present the next voting item.

11. Authorization to enter into a five-year lease with NPS for various NPS properties on Governors Island

Ms. Offen presented this item. Ms. Offen stated that The Trust wishes to enter a lease with NPS that will allow The Trust to utilize several NPS properties—Building 107, the Fort Jay Courtyard, the Castle Williams Courtyard, the Castle Williams Rooftop, and the parking lot and lawn between Kimball Road and Hay Road—for various activities, including art exhibitions, public events, private events, and office space. Mr. Weisbrod added that The Trust will keep roughly one-third of any revenue generated from private events held at these properties and will remit two-thirds to NPS. Mr. Shobowale asked if the revenue share is net or gross, and Mr. Samuelian answered gross.

Mr. Kennell asked if the NPS properties will require renovations. Mr. Samuelian answered that Building 107 is in good shape. He added that The Trust may make additional improvements, but NPS will still maintain the properties. Mr. Shobowale asked if it would be possible for some revenue to be funneled directly into capital improvements on these NPS properties and Mr. Samuelian answered that he would discuss that possibility with NPS. Mr. Squadron asked if The Trust is concerned that getting NPS approval to use the properties may be overly bureaucratic. Ms. Offen answered that she is optimistic that the process will go smoothly, based on The Trust's relationship with NPS and NPS's experience hosting private events at its Federal Hall location.

A motion to approve entering into a five-year lease with NPS was made, seconded, and unanimously adopted. Mr. Weisbrod then asked Mr. Samuelian to present the final voting item.

12. Authorization to amend the contract with FXFOWLE Architects, LLP (“FXFOWLE”)

Mr. Weisbrod first reminded the Board that FXFOWLE is The Trust's master planner for rezoning the Island, as well as an important resource for garnering the public approval required for the rezoning. Mr. Samuelian added that the service provided by FXFOWLE has been excellent thus far. He explained that The Trust is requesting approval to amend its contract with FXFOWLE to increase the maximum contract price by \$150,000 for a new not to exceed contract price of \$900,000 and to amend FXFOWLE's name to reflect its current legal name of “FXCollaborative Architects LLP.”

A motion to approve amending the contract with FXFOWLE was made, seconded, and unanimously adopted. Mr. Weisbrod then asked Mr. Samuelian to deliver his President's Report.

### 13. President's Report

Mr. Samuelian began his President's Report by reviewing some of the major events on Governors Island in the 2018 public access season, including the Holi Hai Festival, the Jazz Age Lawn Party, the music festival "OctFest," and the Friday night film series with Lincoln Center. He reported that weekday attendance was higher in 2018 than it was in 2017 and that the introduction of "late nights" (keeping the Island open after 7:00 PM on Fridays and Saturdays) was received well.

Mr. Samuelian noted that public programming has been as vigorous as ever, with over 50 organizations offering free public programming. He noted that The Trust is giving more space to long-time partners, such as GrowNYC and the Billion Oyster Project, in addition to launching initiatives with new partners, such as Parsons. The new welcome center at Yankee Pier proved valuable, given that about 25 percent of weekend visitors arrive there from Brooklyn ferries. Collective Retreats also did well in its first year of hosting "glamping" on Governors Island. Mr. Samuelian shared his enthusiasm for the upcoming Pumpkin Patch on Governors Island and for a forthcoming artist residency with Shandaken Projects. He also announced that The Trust has started the process of securing arts and culture programmers for the 2019 public access season.

Regarding Island tenants, Mr. Samuelian shared that the New York Harbor School recently celebrated its fifteenth anniversary, and Lower Manhattan Cultural Council is progressing with its construction and expects to launch an artist residency program in May 2019. QC Terme is also proceeding with construction and expects to open in about two years, and Spaceworks NYC has started abatement work to create artist residency and rehearsal spaces in Building 301.

Mr. Samuelian reported that The Trust brought WiFi to Governors Island on July 1<sup>st</sup> through a partnership with the New York City Chief Technology Officer's Office. The WiFi is particularly valuable for a new partnership with New York University's Center for Urban Science & Progress, which involves installing nine environmental sensors across the Island to measure air quality, temperature, noise level, and other environmental indicators.

Mr. Samuelian then informed the Board that construction on The Trust's new passenger ferry is about 80 percent complete. He added that The Trust is in conversation with the City of New York regarding maritime needs including rebuilding docks.

Mr. Samuelian explained that Governors Island is undergoing a rezoning on the South Island as it is currently zoned as R3-2, or low density residential, and residential housing is expressly prohibited by deed restrictions.

### 14. Public Comment and Adjournment

Following Mr. Samuelian's report, Mr. Weisbrod asked if any member of the public had a statement to make. Merritt Birnbaum, Executive Director of FGI, thanked the Board for its contributions to FGI's fundraising efforts.

Following Ms. Birnbaum's comments, Mr. Weisbrod entertained a motion to adjourn the meeting. The motion was seconded and unanimously approved, and the meeting was adjourned.