

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

April 14, 2021

The meeting of the Board of Directors of Governors Island Corporation d/b/a The Trust for Governors Island (the “Trust”) was held on Wednesday, April 14, 2021 via Zoom.

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

Alicia Glen, *Chairperson*

Donnel Baird

Alice Blank

Carolee Fink

Lisa Garcia

Gaurav Kapadia

Patrick Kennell

Ben Lawsky

Grace Lee

Susan Mercandetti

Daniel Neidich

Michael Oppenheimer

Tokumbo Shobowale

Daniel Squadron

Matthew Washington

Carl Weisbrod

Also present were Trust staff, The Friends of Governors Island (“FGI”) and members of the public.

Chairperson Alicia Glen started the meeting by asking Ms. Marni Friedlander, the Trust’s Secretary, to confirm that a quorum was present, to which she responded affirmatively.

Ms. Glen then welcomed the newest members of the Board of Directors who were recently appointed by the Members of the Corporation. Ms. Glen subsequently introduced Donnel Baird, Alice Blank, Lisa Garcia, Grace Lee, Michael Oppenheimer, and Matthew Washington to the recently expanded Board of Directors. Ms. Glen then introduced the first voting item.

1. Approval of the minutes of the meeting of the Board of Directors held on January 26, 2021

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

Ms. Glen then asked Ms. Clare Newman, President and CEO of the Trust, to present the President's Report.

2. President's Report

Ms. Newman began her report by welcoming the newly appointed Directors and expressing her excitement to have such accomplished Directors on the Board. Ms. Newman then presented the 2021 Public Access Season preview, emphasizing that the Trust will be open to the public May 1 through October 31 from 10AM to 6PM on weekdays with extended hours on the weekends. Ms. Newman noted that the Trust would continue to implement COVID-19 health and safety protocols.

Ms. Newman continued by taking a moment to thank New York State Senator Brian Kavanagh for supporting the Island through funding Brooklyn ferry service on the weekends.

Ms. Newman then responded to a question regarding the possibility of requiring the public to provide COVID-19 vaccine passports in order to access the Island. Ms. Newman explained that the Trust would welcome the public without passports but underscored the importance of public safety, which the Trust continues to prioritize in light of the pandemic.

Ms. Newman also highlighted the various public amenities that the Island features, including concessions and activities. Ms. Newman then expressed her excitement for the revamped Battery Maritime Building ("BMB"), which will include a coffee vendor, Joe's Coffee.

Ms. Newman then informed the Board that all the public programming organizations from last season will be returning for the 2021 Public Access Season, with artist residencies and public programming. Ms. Newman explained that the LMCC Art Center, located on the Island, will undergo its first full season on the Island since becoming a tenant.

Ms. Newman then mentioned that the Trust is transitioning facilities management work, from LiRo Program and Construction Management, P.C. ("LiRo"), to the Trust. However, Ms. Newman explained that LiRo will continue to act as a construction manager for capital projects on Island.

Ms. Newman subsequently discussed the recent renovation of the BMB, lauding the updated building which will be brighter, include enhanced open space and amenities, and include a mural designed by local artist, Duke Riley.

Ms. Newman concluded with an update on the Climate Center. Ms. Newman explained that the City Planning Commission approved the South Island Rezoning on March 17, 2021 and that the South Island Rezoning is currently before City Council for approval. Ms. Newman then explained that the Trust is finalizing the timeline for solicitation of the Climate Center with City Hall.

3. Committee Reports

Ms. Glen asked Ms. Carolee Fink, Chair of the Real Estate Committee, to present a brief report.

Real Estate Committee Report

Ms. Fink stated that the Real Estate Committee met on April 8, and discussed updates regarding the 2021 seasonal vendors, the Request for Proposals ("RFP") for building 301, and a capital construction project. Ms. Fink also mentioned that the Committee discussed an update about on-call contracts, which the Board will vote on later today.

Ms. Glen then asked Susan Mercandetti, Chair of the Programming Committee, to present a brief Programming report.

Programming Committee Report

Ms. Mercandetti stated that the Programming Committee met on April 6, and discussed updates about the 2021 Public Access Season, including new programming and public art. Ms. Mercandetti also mentioned that the Committee discussed ways in which the Trust can expand partnerships with cultural organizations and artists located in New York City.

Ms. Glen then asked Ms. Newman about the status of Committee assignments to which Ms. Newman responded that the Committee assignments will be completed prior to the June 2021 Board Meeting.

Ms. Glen then asked Mr. Ben Lawsky, Chair of the Audit Committee, to present a brief report.

Audit Committee Report

Mr. Lawsky stated that the Audit Committee met on February 9 and discussed three main topics: the Trust's Form 990, the progress of the RFP to select an auditing firm, and the status of the Trust's PPP loan applications. Mr. Lawsky explained that there were no issues with the Form 990. Mr. Lawsky continued by noting that the Trust received seven responses to the auditor RFP and that the Trust selected Marks Paneth LLP, as it was the most qualified and lowest bidder. He concluded by discussing the two PPP loans the Trust has applied for previously.

Ms. Glen then asked Mr. Lawsky about the likelihood of the Trust receiving loan forgiveness for the PPP loans. Mr. Lawsky responded by indicating that he did not foresee any issues with the Trust receiving PPP loan forgiveness. Ms. Newman agreed.

Ms. Glen then asked Willa Padgett, Chief Financial Officer, to present the second voting item of the day, which sought authorization for the Trust to enter into an agreement with an auditing firm, in which Mr. Lawsky recused himself from the vote.

4. Authorization to enter into a contract with an auditing firm

Ms. Padgett began by explaining that, as Mr. Lawsky already discussed, the Trust issued an RFP and received seven responses. A Selection Committee comprised of Trust staff reviewed the proposals and chose Marks Paneth as the winning respondent. She explained that Marks Paneth has vast experience working with organizations comparable to the Trust, including the Brooklyn Bridge Park Corporation and that Marks Paneth has expertise in areas including real estate which will be helpful to the Trust as it continues to redevelop the Island.

Ms. Padgett subsequently indicated that the contract would be for a three-year term, with two, one-year options to renew. Ms. Padgett said the base fee per year is \$31,100, with a base fee maximum price of \$166,600 and maximum contract price of \$216,500.

Hearing no further questions, Ms. Glen requested a motion to approve authorization to enter into a contract with Marks Paneth, which was subsequently made, seconded and unanimously adopted.

Ms. Glen noted that Mr. Lawsky recused himself from the vote and asked Jenny Staley, Vice President of Operations, to present the third voting item of the day, which sought authorization for the Trust to enter into on-call contracts for various trades.

5. Authorization to enter into on-call contracts for various trades

Ms. Staley started by explaining that the Trust is seeking to directly contract with contractors and consultants for various trades for on-call services to transition some of these responsibilities from LiRo, which was maintaining these kinds of contracts on behalf of the Trust.

Ms. Staley then explained that the Trust received eighty bids for on-call work, forty percent of which were Minority/Women's Business Enterprises ("M/WBE"). In addition, Ms. Staley said, of the nineteen contracts the Trust seeks Board authorization for, fifty percent are M/WBEs.

Ms. Staley then noted that the contracts would be for three-year terms, with a two-year option to renew. Ms. Staley then emphasized that any individual project that exceeds \$100,000 in value would be brought back to the Board for approval.

Ms. Staley then listed the types of contractors and consultants that the Trust is seeking to do business with, which included: five general contractors, three site work contractors, five specialty trade services contractors, two structural engineering groups, and four MEP engineering groups.

Ms. Glen then asked if there were any questions and reiterated that any contracts that exceed \$100,000 would be brought before the Board. Mr. Washington, using general contracting as an example, asked whether the \$500,000 maximum contract value, for a five-year term, is the total amount allocated for the five general contractors combined or for each individual general contractor. Ms. Staley responded that the maximum contract price is for each individual general contractor. Mr. Washington then asked, what is the total value of the approval for all the on-call agreements. Ms. Staley responded, \$5.75 million over three years.

Hearing no further questions, Ms. Glen requested a motion to approve the authorization to enter into on-call contracts for various trades was made, seconded and unanimously adopted.

Ms. Glen then asked Marni Friedlander, General Counsel, to present the non-voting item which involved a maritime counsel update.

6. Maritime Counsel Update

Ms. Friedlander explained that pursuant to the Trust's procurement rules, the Trust must identify outside counsel that the Trust intends to contract with, even when the amounts of said contract are less than \$100,000. Ms. Friedlander highlighted that the Trust is seeking to contract with maritime counsel for the Trust's new vehicle ferry, which will replace the Trust's current ferry, the Coursen. Ms. Friedlander explained that maritime counsel will work with Ms. Friedlander to write a contract, which will be attached to future RFPs, for building the new ferry. Ms. Friedlander then identified the maritime counsel as Holland and Knight LLP, with a contract price of \$15,000.

Subsequently, Ms. Glen asked if there were any questions, to which Mr. Squadron asked what the status is of the new ferry. Chris Tepper, Chief Development Officer, then explained that a notional design has been completed, contract documents will be completed by the end of the summer for the dissemination of an RFP, and the awarding of the RFP should be completed by early next year, which puts the Trust on schedule to complete the new ferry by 2023.

7. Director Questions and Comments

Ms. Glen then asked if any Directors had additional questions or comments. There were no questions or comments.

8. Public Comment and Adjournment

Ms. Glen then asked if anyone from the public had a statement to make.

Merritt Birnbaum, Executive Director of FGI, expressed thanks to the Trust's Board and welcomed the new Directors. Ms. Birnbaum continued by updating the Board about FGI, including the volunteer programs which will be offered this season. Ms. Birnbaum then noted that there will likely be a fundraising gala in the fall. Ms. Birnbaum concluded by stating that FGI launched its spring fundraising campaign for park maintenance.

Ms. Glen then asked if there were any other comments. Hearing none, Ms. Glen next entertained a motion to adjourn the meeting. The motion was seconded and unanimously approved, and the meeting was adjourned.

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