

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

September 30, 2020

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, September 30, 2020 via Zoom.

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

Alicia Glen, *Chairperson*
Karen Brooks-Hopkins
Margaret Chin
Carolee Fink
Catherine Hughes
Gaurav Kapadia
Patrick Kennell
Susan Mercandetti
Daniel Neidich
Tokumbo Shobowale
Daniel Squadron
Carl Weisbrod

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

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

Ms. Glen then introduced the first voting item.

1. Approval of the minutes of the meeting of the Board of Directors held on June 17, 2020

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

2. President's Report

Ms. Clare Newman began her report by thanking the Board of Directors and the Trust staff for their support throughout this unique 2020 season. Ms. Newman gave a brief overview of the season, stating that the Trust opened Governors Island (the "Island") in mid-July. As a part of health and safety planning, the Trust acquired a new timed ticketing system to limit the number of visitors on ferries.

The Trust started the Governors Island Residency Initiative (GIRI), which offered residency for more than 100 artists through the end of October in the place of programming not permitted due to COVID-19.

Ms. Newman noted that the rezoning of the South Island was announced recently, and the hope is for the Island to continue to move toward financial self-sufficiency and to expand public access. She further stated that the plan is for the Island to serve as a future home for a center for climate solutions. Ms. Karen Brooks-Hopkins asked if the Trust anticipated any problems with the rezoning, to which Ms. Newman responded that the Trust is engaging in robust outreach. Gaurav Kapadia praised the hard work by Ms. Newman, Trust staff and the Trust's Board.

3. Committee Reports

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

Programming Committee Report

Ms. Mercandetti stated that the Programming Committee discussed the July reopening of the Island, the new artist residency program and future arts work and strategic planning. They also discussed potential programming partners for next season.

Ms. Glen then asked 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 in September, and it shared brief updates on the RFP for Nolan Park and potential tenancies on the Island.

Ms. Glen asked Mr. Carl Weisbrod, Chair of the Governance Committee, to present the Governance Committee Report.

Governance Committee Report

Mr. Weisbrod said the Governance Committee discussed the policies the Board ratifies each year in accordance with the Public Authorities Reform Act of 2009 ("PARA"), the election of officers and an amendment to the Trust By-Laws, which will be discussed and voted on today.

Ms. Glen asked Ms. Willa Padgett to present the Audit Committee Report.

Audit Committee Report

Ms. Padgett stated that the Audit Committee discussed the Marks Paneth's audit report, which contained a clean audit without material deficiencies. Marks Paneth reported that the audit was consistent with audits from prior years.

Ms. Glen then asked Ms. Friedlander to present the next voting item.

4. Authorization to ratify and adopt certain Trust policies for the 2021 Fiscal Year

Ms. Friedlander noted that each year, PARA requires the Trust Board to ratify and/or adopt certain policies. Nine (9) of the ten (10) PARA policies had no substantive changes; only the mission statement had changes. She thanked the Board for its hard work with Trust staff to craft the Trust's new mission statement. Also, she directed the Board Directors' attention to Exhibit I, the Code of Ethics form, which indicates whether a Director has a conflict of interest with any companies with which the Trust does business. She informed all Directors that they would need to review and return this form to the Trust. There were no comments or questions.

A motion to ratify and adopt the PARA policies was made, seconded and unanimously adopted. Ms. Glen asked Ms. Friedlander to present the next item.

5. Authorization to amend the Trust's By-Laws

Ms. Friedlander stated that the Trust was seeking to amend its By-Laws to increase the number of Directors from thirteen (13) to seventeen (17) to add a greater breadth of expertise, including in the areas of sustainability and environmental justice. She explained that the Board of Directors would be increased as follows: two (2) Directors would be appointed by the Members, one (1) Director would be nominated by the Manhattan Borough President and one (1) Director would be nominated by the City Council Member for District 1, or their successor districts.

Ms. Glen asked if there were any questions or comments. Mr. Daniel Squadron thanked The Trust and stated that Senator Brian Kavanagh was in support of this change. He expressed gratitude to the Trust leadership for its discussions for future inclusivity of community members across the City. Ms. Mercandetti asked if the Trust had a list of candidates for the Board vacancies that would be created by this increase. Ms. Glen responded saying that candidates who have climate change expertise are currently being considered. Ms. Newman added that it is the Trust's hope to have the new Directors appointed by the December 2020 Board Meeting.

A motion to authorize the amendment to the By-Laws was made, seconded and unanimously adopted. Ms. Glen asked Ms. Friedlander to present the next item.

6. Authorization for the election of officers for the Trust

Ms. Friedlander explained that each year, the Board votes on the Trust officers in accordance with its By-Laws. She also noted that the four corporate officers remain as follows: Clare Newman as President, Willa Padgett as Treasurer, Chris Tepper as Contracting Officer and Marni Friedlander as Secretary. There were no questions.

A motion to authorize the election of officers was made, seconded and unanimously approved. Ms. Glen asked Mr. Chris Tepper to present the next item.

7. Authorization to enter into a lease with Island Oyster, LLC (“Island Oyster”)

Mr. Tepper commenced by stating that the Trust has been very happy to see the success and resilience of Island food vendors. He explained that Island Oyster has been a premier food vendor on the Island, and the Trust was seeking Board approval for a five-year (5-year) lease for Island Oyster at its current premises of Soissons Landing. The property was recently appraised at \$88,000 or \$2.75 per square foot.

Mr. Weisbrod asked whether Island Oyster’s sales had increased over its time on the Island to which Mr. Tepper responded yes. There were no other questions. A motion to authorize the lease with Island Oyster was made, seconded and unanimously adopted. Ms. Glen then asked Ms. Friedlander to present the next item.

8. Authorization for the Trust to enter into a one-year (1) Task Agreement with the National Park Service (“NPS”) for Federal Fiscal Year 2021

Ms. Friedlander began by explaining to the Board that the Cooperative Management Agreement between the Trust and NPS sets forth the services the Trust provides to NPS properties and the annual Task Agreement delineates the fee the Trust receives from NPS in exchange for those services. She also noted that this Task Agreement had a 3% increase in the fee compared to last Federal Fiscal Year’s agreement. There were no questions.

A motion to approve the Federal Fiscal Year 2021 NPS Task Agreement was made, seconded and unanimously adopted. Ms. Glen asked Mr. Tepper to present the next item.

9. Authorization to enter into a contract for the repair of the Battery Maritime Building (“BMB”) Slips 5/6 pile cluster

Mr. Tepper began by stating that the pile cluster is what frames ferry Slips 5 and 6. The work is funded by a Federal Highway Administration grant and City capital.

LiRo Program and Construction Management P.E., P.C. (“LiRo”) issued a request for proposals (“RFP”) and received seven (7) responses. Reicon Group, LLC (“Reicon”) was the lowest most responsible bidder. Patrick Kennell asked if the repair work would impact ferry service when the Island reopens for the next public access season, to which Mr. Tepper responded no, as one slip will remain available.

A motion to authorize a contract with Reicon was made, seconded and unanimously approved. Ms. Glen then asked Mr. Tepper to present the next item.

10. Authorization to enter into a contract with a master plumber

Mr. Tepper began by explaining that the project to replace the storm and sanitary sewer mains and the installation of fire suppression water mains and related equipment was imperative for the rehabilitation of the North Island and future development of the South Island. LiRo, on behalf of the Trust, issued an RFP and received seven (7) responses. JR Cruz Corporation (“JR Cruz”) was chosen as the lowest most qualified bidder. The project is fully funded by the Trust’s capital plan.

Mr. Tokumbo Shobowale asked about LiRo’s involvement in the project. Mr. Tepper responded by explaining that this is a longer-term project and that LiRo has led the design and bidding. Ms. Catherine Hughes asked if the sewer was in any way connected to the sewer system in Manhattan to which Mr. Tepper responded that sewage from the Island goes to a treatment facility in Red Hook, Brooklyn.

The motion to authorize a contract with JR Cruz was made, seconded and unanimously approved. Ms. Glen asked Mr. Tepper to present the next item.

11. Authorization to enter into a contract with an electrical contractor

Mr. Tepper explained that due to flooding caused by Hurricane Sandy, electrical conduits have experienced corrosion over time. LiRo, on behalf of the Trust, issued an RFP. Eight (8) firms submitted proposals. Inter Contracting Corporation was selected, as it was the lowest most responsible bidder. The project is fully funded by FEMA funds. There were no questions. The motion to authorize a contract with Inter Contracting Corporation was made, seconded and unanimously approved. Ms. Glen then asked Mr. Tepper to present the last item.

12. Authorization to enter into a contract with a general contractor

Mr. Tepper began by expressing excitement regarding the addition of new amenities to the passenger waiting area. He further stated that Marvel Architects designed the improvements and renovations.

LiRo, on behalf of the Trust, issued an RFP and received three (3) proposals. LiRo recommends the selection of JCC Construction, as it was the lowest most responsible bidder. This project will be paid for by funds allocated for capitably eligible projects. Mr. Daniel Neidich commented that he thought this was an incredible opportunity for the Trust.

There were no other questions or comments. The motion to authorize the contract with JCC Construction was made, seconded and unanimously approved.

13. Director Questions and Comments

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

14. Public Comment and Adjournment

Ms. Glen 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 asked the Directors to support its upcoming online fundraising event.

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.

DRAFT