

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 20, 2023

A 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 20, 2023, at Building 108 on Governors Island, New York NY 10004.

The following members of the Board of Directors were present:¹

Alicia Glen, *Chairperson*

Alice Blank

Wendy Brawer

Tim Cawley

Carolee Fink

Kelly McGowan

Susan Mercandetti

Michael Oppenheimer

Tokumbo Shobowale

Daniel Squadron

Carl Weisbrod

Also present were staff from the Trust and members of the public.

Chairperson Glen began the meeting at approximately 9:18am by greeting the Directors and welcoming two recently appointed Directors: Kelly McGowan and Marc Norman. Dan Hantman, the Trust’s General Counsel & Secretary, confirmed that a quorum was present.

1. Approval of the Minutes of the Board of Directors Meeting held June 21, 2023.

Upon motion duly made and seconded, the minutes of the Board of Directors Meeting held on June 21, 2023 were approved unanimously.

2. President’s Report (Non-Voting Item).

Clare Newman, the Trust’s President and CEO, provided a report on current developments concerning the Trust’s operations and plans, including updates on the Climate Center project anchored by the New York Climate Exchange, Inc. (the “Exchange”) and public programming. In response to questions from Director Weisbrod, Ms. Newman discussed the governance of the

¹ Directors Weisbrod and Shobowale left the meeting during the course of the Executive Session (Item #11).

Exchange and the Trust's ongoing efforts to attract and expand climate-focused activities on Governors Island.

3. Committee Reports (Non-Voting Items).

Director Mercandetti presented a report of the Programming Committee. Director Weisbrod presented a report of the Governance Committee, including a discussion of Governance Committee's informational review of certain Trust contracts with payment obligations between \$100,000 and \$250,000.

4. Appointments to the Executive, Audit, Finance, Governance, Programming and Real Estate Committees.

Mr. Hantman presented the item. Upon motion duly made and seconded, the resolutions attached hereto as **Schedule 1** were unanimously adopted.

5. Ratification of certain corporate policies required by the Public Authorities Reform Act.

Mr. Hantman presented the item, noting that there were no changes to the policies.

Upon motion duly made and seconded, the resolutions attached hereto as **Schedule 2** were unanimously adopted.

6. Election of Trust Officers.

Mr. Hantman presented the item, noting that it reflected re-election of the slate of Officers currently serving without change.

Upon motion duly made and seconded, the resolutions attached hereto as **Schedule 3** were unanimously adopted.

7. Authorization to enter into a contract with Holland & Knight LLP for the provision of maritime legal counsel services.

Mr. Hantman presented the item. In response to questions from Director Squadron, Director McGowan, and Director Weisbrod, Mr. Hantman and Ms. Newman discussed the scope and pricing of the proposed contract.

Upon motion duly made and seconded, the resolutions attached hereto as **Schedule 4** were unanimously adopted.

8. Authorization for LiRo Program and Construction Management ("LiRo"), on behalf of the Trust, to enter into a contract with one of Trevcon Construction Company, Inc. or Reicon Group, LLC, for maritime permitting and construction services in connection with the installation of ferry barges.

Chris Pepper, the Trust's Chief Development Officer, presented the item. In response to questions from Director Oppenheimer and Director Weisbrod, Mr. Pepper discussed the selection process, and in response to a question from Chairperson Glen, Mr. Pepper noted that the contract would be held by LiRo. In response to a question from Directors Mercandetti, Mr. Pepper, Director Weisbrod, Director Shobowale, and Ms. Newman discussed potential sponsored naming opportunities on Governors Island. In response to a question from Director Shobowale, Mr.

Tepper and Ms. Newman discussed the Trust's encouragement of competition among contractors in the procurement process.

Upon motion duly made and seconded, the resolutions attached hereto as **Schedule 5** were unanimously adopted.

9. Authorization to enter into contract with Risa Heller Communications, LLC for public relations services.

Ms. Newman presented the item. Upon motion duly made and seconded, the resolutions attached hereto as **Schedule 6** were unanimously adopted.

10. Authorization to increase the maximum contract price of on-call consulting contracts with Jan Hird Pokorny, H2M Architects + Engineers, Syska Hennessy and WJE Engineers and Architects for MEP services and building inspections.

Jenny Staley, the Trust's Senior Vice President of Operations, presented the item. In response to questions from Director Oppenheimer, Director Shobowale, Director Weisbrod and Director Mercandetti, Ms. Staley, Ms. Newman and Mr. Tepper discussed pricing and other commercial terms of the on-call contracts, as well as general efficiencies of on-call contracting. In response to a question from Director Squadron, Ms. Newman and Chairperson Glen discussed cost-savings achieved by the Trust's in-house operations and facilities work.

Upon motion duly made and seconded, the resolutions attached hereto as **Schedule 7** were unanimously adopted.

11. Executive Session.

Chairperson Glen asked for a motion to go into Executive Session pursuant to Public Officers Law, Article 7, Section 105(1)(d), for discussion of ongoing litigation.

The motion was duly made, seconded, and unanimously approved, and Executive Session began at approximately 10:01am. No actions were taken during the Executive Session.

12. Public Comment and Adjournment.

Following the end of the Executive Session, Chairperson Glen asked if anyone from the public had a statement they would like to make. Patti Davis, the Executive Director of Governors Island Alliance, Inc. d/b/a The Friends of Governors Island ("Friends"), made an announcement regarding the upcoming Friends gala event and upcoming seasonal programming.

Chairperson Glen adjourned the meeting at approximately 10:12am.

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SCHEDULE 1

September 20, 2023

APPOINTMENTS TO THE EXECUTIVE, AUDIT, FINANCE, GOVERNANCE, PROGRAMMING AND REAL ESTATE COMMITTEES

BE IT RESOLVED, that in accordance with the provisions of the By-Laws of the Trust, the Chairperson of the Board of Directors of Governors Island Corporation d/b/a The Trust for Governors Island appoints, with the consent of the full Board of Directors, the following Directors to serve as members of the Board committees as indicated below:

EXECUTIVE COMMITTEE

Alicia Glen, Chair and Ex-Officio member

Carolee Fink

Ben Lawskey

Susan Mercandetti

Tokumbo Shobowale

Carl Weisbrod

AUDIT COMMITTEE

Ben Lawskey, Chair

Alicia Glen, Ex-Officio member

Carolee Fink

James Kelly McGowan

Marc Norman

FINANCE COMMITTEE

Tokumbo Shobowale, Chair

Alicia Glen, Ex-Officio member

Christian Braneon

Daniel Neidich

Carl Weisbrod

GOVERNANCE COMMITTEE

Carl Weisbrod, Chair

Alicia Glen, Ex-Officio member

Alice Blank

Ben Lawskey

Tokumbo Shobowale

Daniel Squadron

PROGRAMMING COMMITTEE

Susan Mercandetti, Chair

Alicia Glen, Ex-Officio member

Alice Blank

Karen Brooks-Hopkins

Gaurav Kapadia

Michael Oppenheimer

Daniel Squadron

Wendy Brawer

REAL ESTATE COMMITTEE

Carolee Fink, Chair

Alicia Glen, Ex-Officio member

Daniel Neidich

Marc Norman

Carl Weisbrod

Tim Cawley

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SCHEDULE 2

September 20, 2023

RATIFICATION OF CERTAIN CORPORATE POLICIES REQUIRED BY THE PUBLIC AUTHORITIES REFORM ACT

BE IT RESOLVED that Governors Island Corporation d/b/a The Trust for Governors Island (the “Trust”) ratifies the previously adopted policies set forth below:

1. Policy on Protection for Whistleblowers, originally adopted on October 13, 2010 and revised October 4, 2019;
2. Policy on Indemnification and Defense of Members, Directors and Officers, originally adopted on October 13, 2010;
3. Policy on Extension of Credit to Officers, Directors and Employees, originally adopted on October 13, 2010;
4. Policy on Real Property Acquisitions and Dispositions, originally adopted on October 13, 2010 and revised April 7, 2014;
5. Policy on Personal Property Dispositions, originally adopted on October 13, 2010;
6. Policy on Salary, Compensation, Travel, Reimbursement, Time, and Attendance, originally adopted on October 13, 2010 and revised October 11, 2017;
7. Investment Guidelines, originally adopted on July 13, 2010 and revised October 11, 2017;
8. Code of Ethics for Members, Directors and Officers, originally adopted on October 13, 2010;
9. Mission Statement, originally adopted on October 13, 2010 and revised September 30, 2020;
10. Procurement Policy, originally adopted on October 13, 2010, and revised April 13, 2011, December 18, 2012, April 7, 2014, October 11, 2017, October 4, 2019, and December 14, 2022; and
11. Teleconferencing Policy, originally adopted on September 21, 2022; and be it further

RESOLVED that the President of the Trust and her designees be, and each hereby is, authorized and empowered to take all actions as she or they may deem necessary or appropriate to effectuate these resolutions.

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SCHEDULE 3

September 20, 2023

ELECTION OF OFFICERS

BE IT RESOLVED, that in accordance with the provisions of the By-Laws of Governors Island Corporation d/b/a The Trust for Governors Island (the “Trust”), the following persons are hereby re-elected to the offices of the Trust set forth opposite their respective names, each such person to serve in the capacity indicated until the election or appointment and qualification of his or her successor or until his or her prior death, resignation or removal:

<u>Name</u>	<u>Office</u>
Clare Newman	President
Willa Padgett	Treasurer
Daniel Hantman	Secretary
Chris Tepper	Contracting Officer

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SCHEDULE 4

September 20, 2023

AUTHORIZATION TO ENTER INTO A CONTRACT WITH HOLLAND & KNIGHT LLP FOR THE PROVISION OF MARITIME LEGAL COUNSEL SERVICES

BE IT RESOLVED that Governors Island Corporation d/b/a The Trust for Governors Island is hereby authorized to enter into a contract with Holland & Knight LLP for up to 5 years in accordance with the hourly rates approved by the Corporation Counsel of the City of New York or his or her designee, with a maximum contract price of \$300,000, plus change order authority of up to 15% of the maximum contract price; and be it further

RESOLVED, that the President of the Trust and her designees be, and each of them hereby is, authorized and empowered to execute all documents and to take all actions as she or they may deem necessary or appropriate to effectuate these resolutions.

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SCHEDULE 5

September 20, 2023

AUTHORIZATION FOR LIRO PROGRAM AND CONSTRUCTION MANAGEMENT, ON BEHALF OF THE TRUST, TO ENTER INTO A CONTRACT WITH ONE OF TREVCON CONSTRUCTION COMPANY, INC. OR REICON GROUP, LLC, FOR MARITIME PERMITTING AND CONSTRUCTION SERVICES IN CONNECTION WITH THE INSTALLATION OF FERRY BARGES

BE IT RESOLVED, that LiRo Program and Construction Management P.E., P.C., on behalf of Governors Island Corporation d/b/a The Trust for Governors Island (the “Trust”), is hereby authorized to enter into a contract with Trevcon Construction Company, Inc. or Reicon Group, LLC for the provision of permitting and construction services in connection with the installation and relocation of ferry barges at Yankee Pier and Pier 101 on Governors Island with a maximum contract price of \$1,300,000 and change-order authority of up to 15% of the maximum contract price; and be it further

RESOLVED, that the President of the Trust and her designees be, and each of them hereby is, authorized and empowered to execute all documents and to take all actions as she or they may deem necessary or appropriate to effectuate these resolutions.

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SCHEDULE 6

September 20, 2023

AUTHORIZATION TO ENTER INTO CONTRACT WITH RISA HELLER COMMUNICATIONS, LLC FOR PUBLIC RELATIONS SERVICES

BE IT RESOLVED, that Governors Island Corporation d/b/a The Trust for Governors Island (the “Trust”) is hereby authorized to enter into a contract with Risa Heller Communications, LLC for public relations services with a maximum contract price of \$144,000 per year (or \$432,000 total) and change-order authority of up to 15% of the maximum contract price; and be it further

RESOLVED, that the President of the Trust and her designees be, and each of them hereby is, authorized and empowered to execute all documents and to take all actions as she or they may deem necessary or appropriate to effectuate these resolutions.

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SCHEDULE 7

September 20, 2023

AUTHORIZATION TO INCREASE THE MAXIMUM CONTRACT PRICE OF ON-CALL CONSULTING CONTRACTS WITH JAN HIRD POKORNY, H2M ARCHITECTS + ENGINEERS, SYSKA HENNESSY AND WJE ENGINEERS AND ARCHITECTS FOR MEP SERVICES AND BUILDING INSPECTIONS

BE IT RESOLVED, that Governors Island Corporation d/b/a The Trust for Governors Island (the “Trust”) is hereby authorized to increase the maximum contract price of the contracts with each of Jan Hird Pokorny, H2M Architects + Engineers, Syska Hennessy and WJE Engineers and Architects for on-call consulting for mechanical, electrical and plumbing assessment and design, structural surveying and assessment, commissioning and retro-commissioning to \$500,000 per contract and change-order authority of up to 15% of each maximum contract price; and be it further

RESOLVED, that the President of the Trust and her designees be, and each of them hereby is, authorized and empowered to execute all documents and to take all actions as she or they may deem necessary or appropriate to effectuate these resolutions.

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