

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

March 27, 2019

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, March 27, 2019, at Dune Real Estate Partners located at 640 Fifth Avenue, 17th Floor, New York, New York.

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

Carl Weisbrod, Chairperson
Carolee Fink
Karen Brooks Hopkins
Catherine Hughes
Ben Lawsky
Susan Mercandetti
Tokumbo Shobowale
Daniel Squadron

Also present were staff from The Trust, New York State Authorities Budget Office, and The Friends of Governors Island (“FGI”).

Mr. Weisbrod started the meeting by welcoming the Board and asking Marni Friedlander to confirm that a quorum was present, to which she responded affirmatively. He then introduced a new board member, Carolee Fink, who is the Chief of Staff, Office of the Deputy Mayor for Housing and Economic Development. Ms. Fink has a history of service to our parklands and waterfronts having served as the lead City Hall advisor for Brooklyn Bridge Park, the Brooklyn Navy Yard, and Hudson River Park Trust. With that, the Board then moved to the voting items.

1. Approval of the minutes of the meeting of Directors held on January 22, 2019

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 Real Estate and Programming committees had a joint meeting on March 11, 2019, and noted that committees continue to meet in between board meetings to keep abreast of ongoing Trust business. Mr. Weisbrod then asked Susan Mercandetti, Chair of the Programming Committee, to deliver her report.

3. Programming Committee Report

Ms. Mercandetti stated that the Programming and Real Estate Committees met to discuss the programming organizations that will occupy houses in both Nolan Park and Colonels Row this season. Organizations like Billion Oyster Project, NYC Audubon and the Climate Museum will be returning to Nolan Park and new organizations like American Indian Community House and the Cooper Union will be on Island for the first time this season.

Ms. Mercandetti further detailed The Trust's new art installation opening on June 1, 2019, by Shantell Martin, which will be an immersive hand drawn outdoor and indoor installation with curated programming located at the Our Lady Star of the Sea Chapel. Ms. Mercandetti also expressed excitement concerning the Open Orchard project being curated by Sam Van Aken. She noted that the committees also discussed some of the food vendors coming this season which she categorized as new and improved, including a first-ever permit to a pizza vendor.

Hearing no questions, Mr. Weisbrod proceeded to discuss the voting items.

4. Authorization to enter into a contract amendment with Blount Boats, Inc. ("Blount")

Alexis Offen, Chief Operating Officer of The Trust, presented this item. Ms. Offen requested the Board authorize The Trust to amend its contract with Blount to include recent change orders increasing the maximum contract price by \$617,157 to a new not-to-exceed price of \$10,035,475 and extend the contract term by 24 days to a total of 632 days.

Ms. Offen continued by stating that the change orders include items such as the installation of new security cameras, installation of vinyl flooring and additional life vests for younger passengers. Ms. Offen commented that with these change orders, the total cost of the ferry is still within the original budgeted amount.

Mr. Weisbrod asked whether these change orders were anticipated earlier and, if so, why The Trust decided not to implement them sooner. Mr. Samuelian responded that, like every construction project, there are change orders and if at the end of construction funding is available, The Trust could decide to add those items, such as extra security cameras. Mr. Samuelian further noted that the United States Coast Guard only requires life vests for adults but with the change orders, The Trust will also have life vests for children, which make up a large percentage of the population visiting Governors Island. Mr. Samuelian added that he felt it was important that The Trust upgrade the ferry's safety features. Mr. Weisbrod then asked whether these changes caused the additional delays of the vessel to which Mr. Samuelian stated yes and no. While the ferry was supposed to be delivered originally in March, it would not have been used until at least May, the

beginning of The Trust’s public access season. Mr. Lawskey asked about the cost of insuring the new boat. Mr. Samuelian replied that The Trust still had money in reserve to pay for these associated costs.

Hearing no further questions, a motion to approve a contract amendment with Blount Boats was made, seconded, and unanimously adopted. Mr. Weisbrod then asked Ms. Offen to present the final voting item.

5. Authorization to enter into a contract amendment with Glosten Associates Inc. (“Glosten”)

Ms. Offen presented this item. Ms. Offen requested the Board authorize The Trust to amend its contract with Glosten, The Trust’s naval architect for the new ferry.

Ms. Offen began by stating that The Trust’s Board previously approved two amendments to the Glosten contract. The current amendment would increase the contract by \$93,300 to a new maximum of \$1,274,900. She further stated that Glosten served as The Trust’s owner’s representative and that the contract amendment reflects change orders and weather delays.

Mr. Shobowale asked what role Glosten serves to which Mr. Samuelian responded that Glosten is The Trust’s representative at the shipyard in Rhode Island. Mr. Weisbrod inquired as to the date the ferry would be launched, to which Mr. Samuelian replied sometime in May.

Hearing no further questions, a motion to approve the amendment to the contract with Glosten was made, seconded, and unanimously adopted. Mr. Weisbrod noted that this concluded the voting portion of the meeting and asked Mr. Samuelian to present his President’s Report.

6. President’s Report

Mr. Samuelian began his President’s Report by updating the Board on plans for the upcoming 2019 public access season, featuring returning events such as Rite of Summer as well as FGI’s first ever community shin-dig, meant to engage visitors in environmental stewardship. He also recognized that Jazz Age and the Unicycle festival will both return this year and that Global Champions will host Governors Island’s first ever equestrian event.

Mr. Samuelian continued by addressing The Trust’s commitment to arts and culture, noting new public art by Shantell Martin featuring an immersive hand drawn installation and the continued activation of two dozen houses in the Historic District with thirty organizations, up from twenty-five in 2018. He further stated that Nolan Park programs will run for one session and Colonels Row will have two sessions with programs rotating in August. He also identified some of the returning programs including Billion Oyster Project, the Climate Museum, 4Heads and NYC Audubon, as well as new programs by organizations such as Cooper Union, American Indian Community House and MoCADA, a residency program for artists and exhibitions.

Mr. Samuelian then discussed how The Trust continues to fulfill its mission of transforming Governors Island into a vibrant and sustainable resource for New York City by, among other things, building environmental partnerships with groups like Earth Matter and Grow

NYC. He described additional ways to accomplish this such as expanding access to the Island by opening it six months a year with some late nights, restoring and activating historic resources, and achieving financial self-sufficiency.

He also updated the Board on the status of the new ferry stating that the new boat is scheduled to arrive in May and that the delivery of the new ferry is an important step in expanding public access as there will be boats available every twenty minutes on weekends.

Mr. Samuelian also noted that The Trust has enhanced the visitor experience with new amenities including Collective Retreats, which hosted approximately 5,000 guests overnight with an occupancy rate of 60%, full service restaurants like Island Oyster, and new food offerings including Governors Island's first ever pizza establishment Neapolitan Express and Threes Brewing.

Mr. Samuelian concluded his presentation by providing an overview of The Trust's FY 19 budget, detailing that City funding has decreased to 81% but The Trust's revenue has grown through event and vendor fees as well as tenant lease payments. He also noted that The Trust continues to activate the historic district, with the Lower Manhattan Cultural Council completing a full renovation of its space to serve 120 artists and QC Terme to begin construction as of May, 2019.

7. 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 continuing to support its relationship with FGI and mentioned that FGI is continuing to search for a new board chair.

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.