

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 21, 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 Tuesday, September 21, 2021 via Zoom.

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

Alicia Glen, *Chairperson*

Alice Blank

Carolee Fink

Lisa Garcia

Karen Hopkins

Gaurav Kapadia

Patrick Kennell

Ben Lawskey

Grace Lee

Susan Mercandetti

Michael Oppenheimer

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

Chairperson Glen then noted that the agenda has been changed to begin with the Real Estate Committee Report, followed by the authorization to enter into a lease for Building 301, to ensure that all board items have sufficient time to be discussed and voted upon.

1. Real Estate Committee Report

Ms. Glen asked Ms. Carolee Fink, Chair of the Real Estate Committee, to present the Real Estate Committee Report.

Real Estate Committee Report

Ms. Fink stated that the Real Estate Committee met on September 14 and discussed an exciting seasonal vendor update, the lease terms for Building 301, which was the result of a competitive Request for Proposal (“RFP”) process, and future demolition and abatement work for Nolan 20.

Ms. Glen then asked Mr. Chris Tepper, Chief Development Officer, to present the first voting item.

2. Authorization of material lease terms for Building 301

Mr. Tepper reminded the Board that the Trust issued an RFP in October, 2020 to attract a development partner to renovate Building 301 into a multi-tenant hub for green and blue technology businesses as well as environmental advocacy not-for-profits. Mr. Tepper explained that a joint venture known as Buttermilk Labs was selected out of nine proposers. He stated that the project will support the Trust’s Climate Center initiative and provide additional amenities to the public, including a year-round café and a convening space. He further pointed out provisions related to ferry service at Yankee Pier.

Ms. Glen asked Ms. Newman to explain how the activation of Building 301 relates to ferry service at Yankee Pier. Ms. Newman responded that working in partnership with the Board, the Trust has developed a plan to make Yankee Pier the arrival point for visitors in the future, which will allow visitors to be closer to a greater number of attractions on the Island.

Mr. Daniel Squadron asked whether ferry service to Yankee Pier will be coming from Brooklyn or Manhattan and whether the commencement of new ferry service would coincide with the year-round opening of the Island. Ms. Newman responded that the transit specifics around frequency and point-of-arrival will not be a part of the lease which will allow flexibility for the Trust.

Mr. Squadron also asked whether the convening space must be for climate sustainability or whether it is just for revenue generation to which Ms. Newman responded it is for revenue generation, but that there is a clear market for climate related convening.

Dr. Michael Oppenheimer asked what role, if any, the Trust plays in determining whether a tenant is in the sustainability sector to which Mr. Tepper responded that the Trust has approval rights over major leases over a certain size and lease term. He added that Buttermilk Labs will have discretion over attracting businesses that are making contributions in sustainable technology or climate resiliency.

Mr. Ben Lawsky asked whether the Trust knows who the other partners of the joint venture are and for the exact equity breakdown of Buttermilk Labs. Mr. Tepper stated that the Trust does not yet have the exact equity breakdown of the joint venture but stated that North River Company LLC will be the managing partner. He continued by stating that the other partners will be BJH Advisors, Baretto Bay Strategies, and Greenwood Strategies.

Mr. Matthew Washington asked what the maximum Trust contribution towards tenant improvements would be, to which Ms. Newman stated \$5 million.

A motion to authorize the material lease terms was made, seconded and unanimously adopted.

Ms. Glen then asked the Board to approve the minutes of the previous Board of Directors meeting held on June 23, 2021.

3. Approval of the Minutes of the Meeting of Directors on June 23, 2021

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

4. Governance Committee Report

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

Governance Committee Report

Mr. Weisbrod stated that the Governance Committee met a few weeks ago where it reviewed the Trust's policies in accordance with the Public Authorities Reform Act ("PARA") and the slate of officers for the upcoming year.

Ms. Glen thanked Mr. Weisbrod for his report and further stated that the Programming and Audit Committees will be presenting reports to the Board at the next meeting in December.

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

5. Approval of Trust policies in accordance with the Public Authorities Reform Act

Ms. Friedlander started by noting that each year, PARA requires the Trust's Board of Directors to ratify and/or adopt certain policies. Ms. Friedlander indicated that nine (9) of the ten (10) PARA policies had no substantive changes and that only the Trust's sole source procurement policy had a substantive change.

Ms. Friedlander continued by stating that the change to the sole source method of the Trust's procurement policy for contracts valued in excess of \$25,000, in which the Trust would be required to notify the City's Department of Small Business Services' Commissioner (the "Commissioner") for approval. Should the Commissioner not respond to the sole source procurement notice within five business days, it shall be deemed that the Trust is authorized to proceed with the contract. She emphasized that the sole source method of procurement has only been used four times in the past seven years because it is the Trust's practice to publicly bid its procurements.

Ms. Lisa Garcia asked for an explanation for the change to the sole source procurement policy. Ms. Friedlander responded that this change is in line with the policy of similar agencies, such as the Brooklyn Navy Yard Development Corporation. Ms. Newman agreed.

Mr. Lawskey asked whether the change would only apply to small contracts. Ms. Friedlander further clarified that it would apply to contracts in excess of \$25,000.

Mr. Weisbrod emphasized that the Trust's procurement policy still requires procurements over \$100,000 to go to the Board for approval.

Ms. Glen added that the Board and the Trust are focused on expanding its pool of contractors, including City certified Minority and Women Owned Businesses.

A motion to ratify and adopt the PARA policies was made, seconded and unanimously adopted.

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

6. Election of Officers

Ms. Friedlander explained that each year, the Board votes on the election of the Trust's officers in accordance with the Trust's 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 or comments.

A motion to authorize the election of officers was made, seconded and unanimously adopted.

Ms. Glen then asked Mr. Tepper to present the fifth voting item.

7. Authorization to enter into a contract for demolition/abatement work in Nolan 20

Mr. Tepper started by noting that the Trust intends to commence a full gut renovation to Nolan 20 to allow for year-round cultural and not-for-profit occupants within Building 20 in Nolan Park. Mr. Tepper stated that in anticipation of the full renovations, selective demolition and environmental abatement must be completed. Mr. Tepper continued by noting that the Trust possesses completed designs, filed for a permit with the Department of Buildings, and issued the full renovation scope out to contractors on September 20, 2021, in an RFP. He stated that the Trust is still reviewing proposals and will seek Board approval once a winner is chosen.

Mr. Tepper noted that the Trust will be directly managing the interior demolition and abatement scope for Nolan 20 and that the Trust issued an RFP for the work in August 2021. The Trust is still reviewing proposals and seeks authorization to enter into a contract with either DeFash Global Resources, Inc. or PAL Environmental Services at a maximum contract price of \$490,000, with change order authority of up to 15% of the maximum contract price.

There were no questions or comments. The motion to authorize was made, seconded and unanimously approved.

Ms. Glen then asked Ms. Newman to present the President's Report.

8. President's Report

Ms. Newman began her report by providing a brief overview of the 2021 public access season.

She lauded the fact that visitor demand was up from last year and visitor count numbers showed that over 90% of all New York City zip codes were represented.

Ms. Newman then stated that the Trust had a mix of seasonal artist residencies, some of whom were able to open for public programming. Ms. Newman added that the Trust has been enforcing the vaccination mandate in interior spaces.

Ms. Newman then noted that the Trust was able to host events, including Porch Stomp, the Jazz Age Lawn Party and Pinknic, which did not occur in 2020 due to COVID-19 restrictions. She continued to state that there are several upcoming events scheduled, including the monthly FAD Market, and the annual pumpkin patch, Pumpkin Point. She also informed the Board of new public art commissions coming to the Island, including Mark Dion's *Field Station of the Melancholy Marine Biologist* and Sam Van Aken's *The Open Orchard*.

Ms. Newman informed the Board that the Trust has put out the call for proposals for free programming space in Nolan Park and Colonel's Row for the 2022 public access season.

Ms. Newman continued by providing an update of new tenants on the Island, including Shandaken Projects, the Institute for Public Architecture and QC Termé NY, which will be opening later this Fall.

Ms. Newman then provided an update on the Center for Climate Solutions. She reminded the Board that a Request for Expressions of Interest was released to the public in June 2021 and responses are due October 13, 2021.

Mr. Gaurav Kapadia asked how much information the Trust is receiving from potential respondents. Ms. Newman stated that communication with applicants is mechanized because of the procurement rules that are in place and that the Trust will not have a complete understanding of proposals until the Trust receives proposals.

Ms. Mercandetti also asked whether Longines Global Champions was still scheduled to go forward this year. Ms. Newman responded Longines Global Champions cancelled due to the pandemic.

Ms. Garcia asked how the Island fared after Hurricane Ida. Ms. Newman stated that the Island sustained no damage due to planned resiliency measures. Ms. Jenny Staley, Vice President of Operations and Facilities, reiterated that the Island fared well.

9. Director Questions and Comments

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

Ms. Glen reminded the Board that the annual gala for The Friends of Governors Island is scheduled for October 6, 2021, on the Island and encouraged Directors to attend.

10. Public Comment and Adjournment

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

Merritt Birnbaum, Executive Director of The Friends of Governors Island (“FGI”), thanked Ms. Glen for mentioning the gala. She stated that FGI will be ensuring that all Directors receive invitations to the gala.

Ms. Birnbaum reiterated that Pumpkin Point is scheduled for the last two weeks of October and that FGI will be engaging with the Nolan Park houses to participate. She stated that the volunteer program is stronger than ever with the highest volume of volunteers in both the horticulture and visitors program over the past two months.

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 at 11:00 am.

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