

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

December 14, 2022

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, December 14, 2022 at 902 Broadway, 13th Floor, New York NY 10010.

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

Carolee Fink, *acting chairperson*

Alice Blank

Karen Brooks Hopkins

Tim Cawley

Gaurav Kapadia

Ben Lawskey

Grace Lee

Susan Mercandetti

Michael Oppenheimer

Tokumbo Shobowale

Daniel Squadron

Matthew Washington

Also present were staff from the Trust.

Director Fink, acting Chairperson in the absence of Director Glen, started the meeting at approximately 9:37am. 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 September 21, 2022

Upon motion duly made and seconded, the minutes of the Board of Directors Meeting held on September 21, 2022 were approved unanimously.

2. President’s Report

Ms. Newman welcomed Director Cawley to the Board of Directors, and congratulated Director Lee on her recent election to the New York State Assembly. Ms. Newman then provided a report on current developments in the Trust’s operations and plans, including the Living Laboratory and

¹ Director Shobowale, Director Squadron, and Director Lee joined the meeting during Item #2. Director Shobowale left the meeting prior to the start of the Executive Session (Item #7). Director Squadron, Director Lawskey, and Director Kapadia left the meeting during the course of the Executive Session (Item #7).

the Winter Village with ice rink on Governors Island. Ms. Newman then discussed her report with the Directors.

3. Committee Reports (Non-Voting Items).

Director Lawskey presented a report of the Governance Committee. Director Shobowale presented a report of the Finance Committee, noting that budgeted spending to date is in line with projected expectations. Director Lawskey presented a report from the Audit Committee. Lastly, Director Fink presented a report of the Real Estate Committee.

4. Amendment to the Trust's By-Laws and Procurement Policy.

Mr. Hantman presented the item. Director Lawskey and Director Shobowale noted that the Governance Committee had held a robust discussion of the proposed amendment, and that Director Weisbrod, chair of the Governance Committee, supported the amendment. Mr. Hantman noted that Trust staff would provide the Board with periodic updates identifying all contracts with payment obligations between \$100,000 and \$250,000 that the Trust executes through the end of calendar year 2023.

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

5. Authorization to Enter into a Contract with CP Marine Services, LLC for Ferry Retrofit Construction and Delivery Services.

Chris Tepper, Chief Development Officer for the Trust, presented the item. In response to a question from Director Mercandetti, Ms. Newman discussed potential sponsor partnership opportunities related to the naming of the Trust's ferries. In response to questions from Director Squadron, Director Cawley, and Director Shobowale, Mr. Tepper and Ms. Newman discussed the Trust's procurement process, diligence related to awarding the contract and securing its performance, and the scope of the retrofit-construction services. In response to questions from Director Oppenheimer, Director Blank, and Director Mercandetti, Mr. Tepper, Ms. Newman and Director Squadron discussed the timeline for designing and constructing a new ferry, the Island's long-term transit plan, and the potential to incorporate green technology into the Trust's existing and future ferries.

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

6. Authorization to Enter into On-Call Contracts for (1) Master Planning and Urban Design Services and (2) Landscape Architecture Design Services.

Mr. Tepper presented the item. In response to a question from Director Washington, Mr. Tepper noted that any individual task orders with payment obligations over the threshold set out in the Trust's By-Laws would come to the Directors for approval, and Ms. Newman discussed that the Trust and the Directors could review performance of the Trust's on-call contractors and consultants with the Real Estate Committee. In response to a question from Director Kapadia, Mr. Tepper noted that all expenditures under the Trust's on-call contracts are within the Trust's approved budget, and that the on-call process has significantly improved procurement efficiencies. Mr. Tepper also noted that the Trust's Finance Department has been tracking expenditures to Minority and Women-owned Business Enterprises, in response to a question from Director Shobowale.

Upon motion duly made and seconded, the resolutions attached hereto as **Schedule 3** were unanimously adopted. Director Oppenheimer abstained from the vote.

Prior to the beginning of the executive session, in response to a comment from Director Brooks Hopkins, Ms. Newman, Sarah Krautheim, the Trust's Senior Vice President, Public Affairs, and Director Mercandetti discussed *Moving Chains*, an art installation by Charles Gaines on Governors Island. In response to a question from Director Washington, Ms. Newman discussed the winter plans for *Moving Chains*.

7. Executive Session.

Chairperson Fink asked for a motion to go into Executive Session pursuant to Public Officers Law, Article 7, Section 105(1)(d) and (h), which allow for Executive Session to discuss pending litigation and a proposed lease of real property when publicity would substantially affect its value.

The motion was duly made, seconded, and unanimously approved, and Executive Session began at 10:15am. Director Shobowale recused himself from the Executive Session. No actions were taken during the Executive Session.

8. Public Comment and Adjournment.

Following the end of the Executive Session, Chairperson Fink asked if anyone from the public had a statement they would like to make. Hearing none, Chairperson Fink adjourned the meeting at approximately 11:04am.

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SCHEDULE 1

December 14, 2022

AMENDMENT TO THE TRUST'S BY-LAWS AND PROCUREMENT POLICY

BE IT RESOLVED that Section 4.01 of the By-Laws of Governors Island Corporation d/b/a The Trust for Governors Island (the "Trust") is amended as set out in the written materials presented to the Trust Board, to increase the dollar threshold for contracts requiring the approval of the Board of Directors from \$100,000 to \$250,000, and to clarify that all purchases, sales, and leases of real property require the approval of the Board of Directors; and be it further

RESOLVED that Section XIII of the Procurement Policy of the Trust is amended as set out in the written materials presented to the Trust Board, to refer to the By-Laws to provide the governing requirements for contracts subject to Board of Directors approval; 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 2

December 14, 2022

AUTHORIZATION TO ENTER INTO A CONTRACT WITH CP MARINE SERVICES, LLC FOR FERRY RETROFIT CONSTRUCTION AND DELIVERY 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 CP Marine Services, LLC for the retrofit and delivery of the vehicle ferry known as the *Mark G. Goode* with a maximum contract price of One Million Six Hundred Thousand Dollars (\$1,600,000); plus change-order authority for 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 3

December 14, 2022

AUTHORIZATION TO ENTER INTO ON-CALL CONTRACTS FOR (1) MASTER PLANNING AND URBAN DESIGN SERVICES AND (2) LANDSCAPE ARCHITECTURE DESIGN SERVICES

BE IT RESOLVED, that Governors Island Corporation d/b/a The Trust for Governors Island (the “Trust”) is hereby authorized to enter into on-call contracts with the following consultants for the provision of services set forth opposite their respective names, with maximum contract prices of Five Hundred Thousand Dollars (\$500,000) each:

<u>Consultant</u>	<u>Services</u>
Arup US, Inc.	Master Planning and Urban Design
FXCollaborative Architects LLP	Master Planning and Urban Design
Practice for Architecture Urbanism, D.P.C.	Master Planning and Urban Design
VHB Engineering, Surveying, Landscape Architecture and Geology, P.C.	Master Planning and Urban Design
Claire Weisz Architects LLP, d/b/a WXY Architecture and Urban Design	Master Planning and Urban Design
James Corner Field Operations, L.L.C.	Landscape Architecture Design
Quennell Rothschild & Partners LLP	Landscape Architecture Design
SCAPE Landscape Architecture D.P.C.	Landscape Architecture Design
Starr Whitehouse Landscape Architects and Planners PLLC	Landscape Architecture Design

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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