

# THE TRUST FOR GOVERNORS ISLAND

## MINUTES OF THE MEETING OF THE MEMBERS OF GOVERNORS ISLAND CORPORATION d/b/a THE TRUST FOR GOVERNORS ISLAND

November 15, 2022

The meeting of the Members of Governors Island Corporation d/b/a The Trust for Governors Island (the “Trust”) was held on Tuesday, November 15, 2022 at the Governor’s Room in City Hall, New York, New York 10007.

Members of the Trust were present as follows:

Andrea Shapiro Davis, delegate for the Mayor of the City of New York (the “City”); Sarah Mallory, delegate for the Deputy Mayor for Economic and Workforce Development; and Gabrielle Dann-Allel, delegate for the First Deputy Mayor of the City.

Clare Newman, President & CEO of the Trust, acted as the Chairperson.

Also present were Trust staff and a member of the public.

Ms. Newman started the meeting at approximately 2:05pm. Daniel Hantman, the Trust’s Secretary, confirmed that a quorum was present.

1. Approval of the Minutes of the Members Meeting on December 17, 2021.

Upon motion duly made and seconded, the minutes of the Members’ Meeting held on December 17, 2021 were unanimously approved. Ms. Shapiro Davis noted that she had not been personally present at the December 2021 meeting.

2. Appointment of the Chairperson of the Board of Directors of the Trust.

Ms. Newman presented the item, which proposed Alicia Glen for re-appointment as Chairperson of the Trust’s Board of Directors. Ms. Newman noted that Ms. Glen has served as Chairperson since June 2019.

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

3. Appointment of Directors to the Board of Directors of the Trust.

Ms. Newman presented the item, which proposed Carl Weisbrod, Susan Mercandetti, and Gaurav Kapadia for re-appointment and Tim Cawley as a new appointment to the Trust’s Board of Directors.

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

5. Presentation of the Fiscal Year 2022 Audited Financial Statements, Certification of Audited Financial Statements, and the Fiscal Year 2022 Investment Report (Non-Voting Item).

Ms. Newman presented the item. The Trust's Finance Department prepared the Trust's Fiscal Year 2022 Financial Statements, which were audited by Mayer Hoffman McCann CPAs ("MHM"). The Trust's Audit Committee met on September 27, 2022, where MHM presented a report on the audit materials. MHM found that the Fiscal Year 2022 Financial Statements presented fairly, in all material respects, the Trust's financial position and that MHM did not identify any deficiencies in internal controls considered to be material weaknesses. Ms. Newman then discussed the Trust's audit process with the Members.

6. President's Report (Non-Voting Item).

Ms. Newman provided and discussed with the Members a report about the Trust and Governors Island (the "Island"), including information on the Trust's mission, current Island tenants and users, public access to the Island, public programming, art exhibits, and the request for proposals for an anchor educational and research institution for the Center for Climate Solutions.

8. Public Comment and Adjournment.

Ms. Newman asked if any of the Members had additional questions or comments. Hearing none, Ms. Newman then asked if anyone from the public had a statement to make. Richard E. Pravda noted his positive experience with the Island and in particular as a volunteer guide with the Friends of Governors Island.

Ms. Newman requested a motion to adjourn the meeting. The motion was duly made, seconded, and unanimously approved, and the meeting was adjourned at approximately 2:28pm.

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**SCHEDULE 1**

November 15, 2022

**APPOINTMENT OF THE CHAIRPERSON OF THE BOARD OF DIRECTORS OF THE TRUST FOR GOVERNORS ISLAND**

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BE IT RESOLVED that Alicia Glen is hereby appointed Chairperson of the Board of Directors of Governors Island Corporation d/b/a The Trust for Governors Island, to serve in this capacity until the earlier of the next annual Members' meeting or the appointment of her successor.

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## **SCHEDULE 2**

November 15, 2022

### **APPOINTMENT OF DIRECTORS OF THE TRUST FOR GOVERNORS ISLAND**

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 appointed by the Members as Directors of the Trust to serve for a term of three years or as otherwise indicated below or until their death, resignation or removal:

<u>Name</u>	<u>Appointment Details</u>	<u>Term</u>
Carl Weisbrod	Appointed by the Members	Through November 19, 2025
Susan Mercandetti	Appointed by the Members	Through November 19, 2025
Gaurav Kapadia	Appointed by the Members	Through November 19, 2025
Tim Cawley	Appointed by the Members	Through November 19, 2025

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