

# 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, 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, September 21, 2022 at 902 Broadway, 13<sup>th</sup> Floor, New York NY 10010.

The following members of the Board of Directors of the Trust were present:<sup>1</sup>

Alicia Glen, *Chairperson*  
Alice Blank  
Carolee Fink  
Patrick Kennell  
Grace Lee  
Michael Oppenheimer  
Tokumbo Shobowale  
Daniel Squadron  
Matthew Washington  
Carl Weisbrod

Also present were staff from the Trust.

Director Weisbrod, acting as temporary Chairperson until the arrival of Chairperson Glen, started the meeting at approximately 9:37am. Dan Hantman, the Trust’s Secretary, confirmed that a quorum was present.

1. Approval of the Minutes of the Board of Directors Meeting Held June 22, 2022

Upon motion duly made and seconded, the minutes of the Board of Directors Meeting held on June 22, 2022 were approved unanimously.

2. Approval of the Minutes of the Meeting of the Executive Committee Held September 6, 2022.

Upon motion duly made and seconded, the minutes of the Executive Committee held on September 6, 2022 were approved unanimously.

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<sup>1</sup> Chairperson Glen joined the meeting during Item #7. Director Fink joined the meeting during Item #3. Director Oppenheimer left the meeting during Item #11. Director Shobowale left the meeting prior to the start of the Executive Session during Item #13

3. Committee Reports (Non-Voting Items).

Director Shobowale reported the actions of the Executive Committee at its September 6, 2022 Meeting. Director Washington presented a report of the Real Estate Committee, and Director Weisbrod presented a report of the Governance Committee.

4. Authorization of Use of Videoconferencing Under Certain Circumstances and Adoption of Videoconferencing Procedures.

Director Weisbrod introduced the item, and Director Oppenheimer, Director Shobowale, Director Washington, and Clare Newman, the Trust's President & CEO, discussed the item and practicalities of hybrid-style meetings.

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

5. Election of Trust Officers

Director Weisbrod introduced the item, noting that there were no changes to the slate of Officers.

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

6. Approval of Trust Policies in Accordance with the Public Authorities Reform Act.

Director Weisbrod introduced the item, noting that there were no changes to the policies.

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

7. Authorization to Enter into a License Agreement with Upsilon Ventures, LLC for an Outdoor Ice-Skating Rink.

Chris Pepper, Chief Development Officer for the Trust, presented the item. Discussion followed, including the Trust's plans for its upcoming Winter Village programming. In response to questions and comments from Directors Oppenheimer, Shobowale, Squadron, Blank, and Washington, Ms. Newman, Mr. Pepper, and Sarah Krauthaim, the Trust's Senior Vice President of Public Affairs, discussed the details of the Trust's plans for its upcoming Winter Village programming, the expansion of year-round programming on Governors Island, and the business terms and procurement process for the License Agreement.

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

8. Authorization to Enter into a Lease Amendment with the New York City School Construction Authority for the Operation of the Harbor School on Governors Island.

Mr. Pepper presented the item. In response to questions and comments from Directors Weisbrod, Oppenheimer, Blank, Kennell, and Glen, Mr. Pepper, Ms. Newman discussed details of the proposed lease amendment. Additionally, the Directors and Trust staff discussed the extensive engagement process involving multiple stakeholders (including the New York City School Construction Agency, the New York City Department of Education, the Harbor School community, and members of the public) that resulted in the proposed lease amendment.

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

9. **Authorizations Related to the Renovation and Lease of Building 301 to a Developer Entity led by Buttermilk Labs LLC.**

Mr. Tepper presented this item. In response to questions and comments from Directors Squadron, Shobowale, Oppenheimer, Washington, Glen, Weisbrod, Mr. Tepper, Ms. Newman, and Mr. Hantman discussed the structure of the proposed transaction, including reference to other historic tax credit transactions involving comparable nonprofit organizations.

Upon motion duly made and seconded, resolutions attached hereto as **Schedule 6** were unanimously adopted.

10. **Authorization to Amend the Contract with Intelligent Crowd Solutions LLC for Emergency Medical Services.**

Ms. Newman presented this item. In response to questions and comments from Directors Weisbrod and Shobowale, Ms. Newman discussed the provision of emergency medical services on Governors Island, including changes in overall Island operations since the contract under discussion was first executed.

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

11. **Approval of Resolutions Related to Design and Construction Projects on Governors Island**

Mr. Tepper presented the item, noting that there were four separate resolutions that the Directors were being asked to consider relating to the following Design and Construction projects on Governors Island: (1) the permitting, demolition and removal of Tango Pier; (2) the reconstruction and redesign of Yankee Pier and Lima Pier; (3) on-call contracts for Architecture Design Services; and (4) the emergency repair of Slip 7 at the Battery Maritime Building.

In response to questions from Directors Shobowale, Blank, Squadron, Weisbrod, and Glen, Mr. Tepper and Ms. Newman discussed the details of the proposed items, noting that each was procured in line with the Trust's Procurement Policy.

Upon motion duly made and seconded, the resolutions attached hereto as **Schedule 8** were unanimously adopted.

12. **President's Report**

Ms. Newman provided a report on current developments in the Trust's operations and plans, including visitor traffic to the Island, public programming, art exhibits, concessionaires, winter-season activities, and other ongoing and upcoming events. Ms. Newman then discussed her report with the Directors.

13. **Executive Session**

Chairperson Glen 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. Director Shobowale recused himself from the Executive Session. No actions were taken during the Executive Session.

14. 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. Hearing none, Chairperson Glen requested a motion to adjourn the meeting. The motion was seconded and unanimously approved, and the meeting was adjourned at approximately 11:19am.

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## **SCHEDULE 1**

September 21, 2022

### **AUTHORIZATION OF USE OF VIDEOCONFERENCING UNDER CERTAIN CIRCUMSTANCES AND ADOPTION OF VIDEOCONFERENCING PROCEDURES**

BE IT RESOLVED, that the Board of Directors of Governors Island Corporation d/b/a The Trust for Governors Island (the “Trust”) authorizes the use of videoconferencing in all meetings governed by Chapter 56 of the Laws of 2022 and/or Article 7 of the Public Officers Law (together, “Open Meetings Law”), to the extent consistent with all limitations and requirements of Open Meetings Law; and be it further

RESOLVED that the written procedures governing member and public attendance attached hereto as Exhibit A be established, adopted, and posted conspicuously on the Trust’s public website; 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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## **EXHIBIT A**

Governors Island Corporation  
d/b/a The Trust for Governors Island (the “Trust”)  
Procedures for Videoconferencing  
Pursuant to Public Officers Law § 103-a

[Adopted \_\_\_\_\_, 2022]

In compliance with Public Officers Law (“POL”) § 103-a(2)(a), the Trust adopted a resolution authorizing the use of videoconferencing to conduct meetings that are subject to POL Article 7 (“Meetings” and each a “Meeting”). The following procedures apply to remote participation by members from private locations and are established to satisfy the requirement of POL § 103-a(2)(b).

1. Members shall be physically present at any Meeting unless such member is unable to be physically present at any Meeting location due to extraordinary circumstances. For purposes of these procedures, extraordinary circumstances include disability, illness, caregiving responsibilities, or any other significant or unexpected factor or event which precludes the member’s physical attendance at a Meeting in accordance with POL § 103-a(2)(c).
2. Except in the case of executive sessions, the Trust shall ensure that members can be heard, seen and identified, while any Meeting utilizing videoconferencing is being conducted, including but not limited to any motions, proposals, resolutions, and any other matter formally discussed or voted upon in accordance with POL § 103-a(2)(d).
3. The minutes of the Meetings involving videoconferencing shall include which, if any, members participated remotely and shall be available to the public in accordance with POL § 103-a(2)(e).
4. If videoconferencing is used to conduct a Meeting, the public notice for the Meeting shall inform the public that videoconferencing will be used, where the public can view and/or participate in such Meeting, where required documents and records will be posted or available, and identify the physical location for the Meeting where the public can attend in accordance with POL § 103-a(2)(f).
5. Each Meeting conducted using videoconferencing shall be recorded and such recordings posted or linked on the Trust’s public website within five business days following the Meeting, and shall remain so available for a minimum of five years thereafter and such recordings shall be transcribed upon request, in accordance with POL § 103-a(2)(g).
6. If videoconferencing is used to conduct a Meeting, the Trust shall provide the opportunity for members of the public to view such Meeting via video, and to participate in proceedings via videoconference in real time where public comment or participation is authorized and

shall ensure that videoconferencing authorizes the same public participation or testimony as in person participation or testimony in accordance with POL § 103-a(2)(h).

7. By electing to utilize videoconferencing to conduct its Meetings, the Trust must maintain an official website in accordance with POL § 103-a(2)(i).
8. These procedures shall be conspicuously posted on the Trust's public website in accordance with POL § 103-a(2)(b).
9. Open Meetings of the Trust that are broadcast or that use videoconferencing shall utilize technology to permit access by members of the public with disabilities consistent with the 1990 Americans with Disabilities Act (ADA), as amended, and corresponding guidelines in accordance with POL § 103-a(5). For purposes of this procedure, "disability" shall have the meaning defined in Executive Law § 292.
10. The in-person participation requirements of these procedures and POL § 103-a(2)(c) shall not apply during a state disaster emergency declared by the governor pursuant to Executive Law § 28, or a local state of emergency proclaimed by the chief executive of a county, city, village or town pursuant to Executive Law § 24, if the Trust determines that the circumstances necessitating the emergency declaration would affect or impair the ability of the Trust to hold an in person Meeting in accordance with POL § 103-a(3).

## **SCHEDULE 2**

September 21, 2022

### **ELECTION OF OFFICERS**

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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 3**

September 21, 2022

#### **APPROVAL OF TRUST POLICIES IN ACCORDANCE WITH 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; and
10. Procurement Policy, originally adopted on October 13, 2010, and revised April 13, 2011, December 18, 2012, April 7, 2014, October 11, 2017 and October 4, 2019; 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 4**

September 21, 2022

#### **AUTHORIZATION TO ENTER INTO A LICENSING AGREEMENT WITH UPSILON VENTURES, LLC FOR AN OUTDOOR ICE-SKATING RINK**

BE IT RESOLVED, that Governors Island Corporation d/b/a The Trust for Governors Island (the “Trust”) is hereby authorized to enter into a license agreement with Upsilon Ventures, LLC to provide, install, operate, and deinstall an outdoor, seasonal ice-skating rink for a maximum contract price of Four Hundred Eighty Thousand Dollars (\$480,000) with 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 21, 2022

### **AUTHORIZATION TO ENTER INTO A LEASE AMENDMENT WITH THE NEW YORK CITY SCHOOL CONSTRUCTION AUTHORITY FOR THE OPERATION OF THE HARBOR SCHOOL ON GOVERNORS ISLAND**

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BE IT RESOLVED, that Governors Island Corporation d/b/a The Trust for Governors Island (the “Trust”) is hereby authorized to enter into an amendment of the lease with the New York City School Construction Agency acting on behalf of the New York City Department of Education (the “Lease Amendment”) in accordance with the material lease terms presented to the Directors; and be it

RESOLVED, that the Board of Directors of the Trust, upon consideration of the information provided to it by the Staff of the Trust and in accordance with the Trust’s Policy on the Acquisition and Disposition of Real Property, hereby determines that there is no reasonable alternative to the Lease Amendment that would achieve the same purposes of the Lease Amendment; 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 21, 2022

### **AUTHORIZATIONS RELATED TO THE RENOVATION AND LEASE OF BUILDING 301 TO A DEVELOPER ENTITY LED BY BUTTERMILK LABS LLC**

BE IT RESOLVED, that the Board of Directors of Governors Island Corporation d/b/a The Trust for Governors Island (the “Trust”) authorizes the formation of 301 Manager, Inc. (the “Company”) as a New York for-profit corporation and wholly-owned subsidiary of the Trust for purposes of participation in a Historic Tax Credit redevelopment of certain real property owned by the Trust and commonly referred to as Building 301 (and adjacent land) (the “Premises”) on Governors Island; and it is further

RESOLVED, that the three individuals presented to the Trust Board are approved as the initial directors of the Company (“Initial Company Directors”), to serve until their successors are elected by the Trust and have been qualified (each, a “Company Director” and collectively, the “Company Board of Directors”); and it is further

RESOLVED, that the Initial Company Directors are hereby authorized to cause the Certificate of Incorporation and By-laws of the Company, to be drafted, executed, and filed, as applicable, in the form and substance approved by the Initial Company Directors (“Formation Documents”) which Formation Document will include the right of the Trust to appoint the Company Board of Directors on an annual basis; and it is further

RESOLVED, that the Trust shall have access to the meeting minutes of the Company Board of Directors, as well as all financial information compiled and maintained by the Company; and it is further

RESOLVED, that the Trust shall enter into a lease for the Premises with the Company on the material terms presented to the Trust Board of Directors (the “Prime Lease”); and it is further

RESOLVED, that the Trust deems it to be in the best interest of the Company for the Company to enter into any and all documents, including, but not limited to, the Prime Lease, a memorandum of prime lease agreement (the “Prime Lease Documents”), and any and all other types of agreements or documents necessary for the Trust to lease the entire Premises to the Company all in form and substance deemed acceptable by the Company Board of Directors consistent with the terms of this Resolution and the Company is authorized to execute the Prime Lease Documents as approved and authorized by the Company Board of Directors; and it is further

RESOLVED, that it is in the best interest of the Company to enter into a sub-lease or similar transfer of the Premises on the material terms presented to the Trust Board of Directors (“Prime Sublease”) to the single-purpose joint-venture entity formed by Buttermilk Labs LLC to carry out the Historic Tax Credit redevelopment of the Premises (“JV Landlord LLC”) in form and

substance acceptable to Company Board of Directors and the terms of this Resolution; and it is further;

RESOLVED, that the Trust deems it to be in the best interest of the Company for the Company to enter into any and all documents in form and substance acceptable to Company Board of Directors, including, but not limited to, the Prime Sublease, a memorandum of prime sublease agreement (the "Prime Sublease Documents"), and any and all other types of agreements or documents as necessary for the Company to lease the entire Premises to JV Landlord LLC and the Company is authorized to execute such Prime Sublease Documents as approved and authorized by Company Board of Directors; and it is further

RESOLVED, that the Trust deems it to be in the best interest of the Company to become a member of JV Landlord LLC and execute an operating agreement on the material terms presented to the Trust Board of Directors and otherwise on terms and conditions negotiated by and acceptable to the Company Board of Directors ("Operating Agreement"), and the Company is authorized to execute such Operating Agreement as approved and authorized by Company Board of Directors; and it is further

RESOLVED, that the Trust is hereby authorized to enter into a sole-source contract with Buttermilk Labs LLC for the performance of construction services for the Premises with a maximum contract price of Four Million Dollars (\$4,000,000) and change orders for up to 15% of the maximum contract price; and it is further

RESOLVED, that the Trust is hereby authorized to enter into a contract with a contractor to be procured in accordance with a competitive process (consistent with the requirements to receive funds from the Federal Emergency Management Agency) for the performance of construction services for the Premises with a maximum contract price of One Million Four Hundred Thousand Dollars (\$1,400,000) and change orders for up to 15% of the maximum contract price; and it is 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 21, 2022

### **AUTHORIZATION TO AMEND THE CONTRACT WITH INTELLIGENT CROWD SOLUTIONS LLC FOR EMERGENCY MEDICAL SERVICES**

BE IT RESOLVED, that Governors Island Corporation d/b/a The Trust for Governors Island (the “Trust”) is hereby authorized to amend the contract with Intelligent Crowd Solutions LLC, dated as of July 9, 2020 and assigned to the Trust on March 23, 2021 (the “iCrowd Contract”), to account for the increased provision of emergency medical services to the Trust and a revised contract term; and be it further

RESOLVED that the maximum contract price of the iCrowd Contract be increased to Seven Hundred Fifty Thousand Dollars (\$750,000.00) per year, with 7% annual escalation for the first renewal option year and no escalation for the second renewal option year, 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 8**

September 21, 2022

### **APPROVAL OF RESOLUTIONS RELATED TO DESIGN AND CONSTRUCTION PROJECTS ON GOVERNORS ISLAND**

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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 Weeks Marine, Inc., Lomma Construction Corporation, or D’Onofrio General Contractors Corp. for the provision of permitting, demolition, and removal services for Tango Pier on Governors Island with a maximum contract price of Two Million Five Hundred Thousand Dollars (\$2,500,000) 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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BE IT RESOLVED, that Governors Island Corporation d/b/a The Trust for Governors Island (the “Trust”) is hereby authorized to enter into contracts with one of Indigo River Architecture and Engineering, D.P.C., Langan Engineering, Environmental, Surveying, Landscape Architecture and Geology, D.P.C. or Jacobs Civil Consultants Inc. for the provision of design services with a cumulative maximum contract price of Two Million Four Hundred Thousand Dollars (\$2,400,000) 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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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 architecture design services, with maximum contract prices of Five Hundred Thousand Dollars (\$500,000) each:

1. BSKS Architects LLP
2. Jaklitsch/Gardner Architects, PC
3. Marble Fairbanks Architects
4. Marvel Architects, Landscape Architects, Urban Designers, PLLC

5. Rogers Architects PLLC d/b/a Rogers Partners
6. S9 Architecture and Engineering, DPC
7. Smith-Miller + Hawkinson Architects, LLP

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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BE IT RESOLVED, that Governors Island Corporation d/b/a The Trust for Governors Island (the "Trust") is hereby authorized to amend the contract with Reicon Group, LLC, dated as of July 27, 2022, to increase the maximum contract price by the sum of Three Hundred Eighty-One Thousand Dollars (\$381,000) for a new total not-to-exceed contract price of One Million Thirty-Eight Thousand Dollars (\$1,038,000), 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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