

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

October 4, 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 Friday, October 4, 2019, at 80 Fifth Avenue located in New York, New York.

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

Alicia Glen, *Chairperson*
Margaret Chin
Carolee Fink
Karen Brooks Hopkins
Catherine Hughes
Patrick Kennell
Ben Lawsky
Susan Mercandetti (via telephone)
Daniel Squadron
Tokumbo Shobowale
Carl Weisbrod

Also present were staff from The Trust, The Friends of Governors Island (“FGI”) and a member of the public.

Ms. Glen started the meeting by welcoming the Directors and asking Marni Friedlander, Trust Secretary, to confirm that a quorum was present, to which she responded affirmatively.

Ms. Glen then noted that there is a lengthy agenda and introduced the first voting item.

1. Approval of the minutes of the meeting of Directors held on June 19, 2019

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

2. President’s Report

Ms. Newman delivered a brief President’s report to the Board. Ms. Newman began by noting the new ferry, the Governors 1, expanded service to Governors Island with service every twenty minutes on the weekends, adding 12 additional ferry runs per weekend day.

In addition, Ms. Newman stated that the Lower Manhattan Cultural Council opened its arts center on September 19th which houses 40,000 square feet of space for arts of all disciplines, with 20 semi-private studios and gallery space. It also features the Island's first indoor café. This building will be open year-round. She also noted that QC Terme, the day spa, has begun construction and anticipates opening in 2021.

Ms. Newman continued by noting that in 2019, nearly 80 programs, events and activities happened on Island, both free and ticketed and nearly 70 free public events and programs were offered. In addition, 30 organizations were on Island with programs in Nolan Park and Colonels Row houses. Some of the highlighted events this year included Global Champions, an equestrian event, the Vendy awards and Shantell Martin's artwork in the Our Lady of Star of the Sea.

Ms. Newman concluded by noting that Governors Island was named one of 13 great places in America by the American Planning Association. Several members of the Board lauded The Trust for this recognition and suggested that perhaps The Trust note this on its website.

With that, Ms. Glen then noted that the committee chairs will now present their committee reports.

3. Committee Reports

Ms. Glen then asked Ben Lawsky, Chair of the Audit Committee, to proceed with the Audit Report.

Audit Committee Report

Mr. Lawsky reported that The Trust had a clean audit, with no significant changes from the previous year and that the auditors praised The Trust's staff. He mentioned that the auditors are currently preparing The Trust's 990 and 990T forms. In closing, he noted that an uneventful report from The Trust's auditors is a very good thing.

Hearing no questions, Ms. Glen asked Carl Weisbrod to deliver the Governance Committee Report.

Governance Committee Report

Mr. Weisbrod reported that the Governance Committee met to review The Trust's policies in accordance with the Public Authorities Law. He noted that Ms. Newman will introduce some changes to three policies today. He also said that the election officers will be a slate that is no surprise to the Directors. He then noted that the committee reviewed the results of the Board's self-evaluation questionnaires and expressed that the results were positive.

Hearing no further questions, Ms. Glen asked Ms. Friedlander to deliver the Real Estate Committee Report.

Real Estate Committee Report

Ms. Friedlander noted that the Real Estate committee had a conference call to discuss updates on the North Island, the status of the rezoning of the South Island and the recent security and ferry service provider requests for proposals. She further stated that the Board will be discussing some action items today which include the contracts for ferry and security as well as with Elliott Bay Design Group (“Elliott Bay”) and the National Park Service (“NPS”).

Hearing no questions, Ms. Glen then asked Ms. Newman to present the second voting item.

4. Approval of Trust policies in accordance with the requirements of the Public Authorities Reform Act (“PARA”)

Ms. Newman presented this item, reminding the Board that The Trust is bound by PARA, which imposes requirements on The Trust, including requirements to adopt certain policies. She further stated that PARA recommends that The Trust’s Board review and ratify its PARA policies every year.

Ms. Newman noted that three of the ten PARA policies have changed from the previous year, namely the Salary, Procurement and Whistleblower policies. The change to the salary policy was procedural. In addition, small changes were made to the whistleblower and procurement policies to strengthen the language of each.

Hearing no questions, a motion to approve the ratification of Trust PARA policies was made, seconded, and unanimously adopted. Ms. Glen asked Ms. Friedlander to present the next item.

5. Authorization to Elect Officers

Ms. Friedlander stated that in accordance with The Trust’s bylaws, the Directors are required to elect The Trust’s officers. Ms. Friedlander requested that the Trust Board elect Clare Newman as President, Marni Friedlander as Secretary, Willa Padgett as Treasurer and Chris Tepper as Chief Contracting Officer.

Ms. Friedlander noted that Willa Padgett, The Trust’s Chief Financial Officer, will now serve as Treasurer and not Chief Contracting Officer and that Chris Tepper will serve as the Chief Contracting Officer in his new role of Chief Development Officer. Before taking a formal vote, Ms. Friedlander spoke about Mr. Tepper’s background.

There were no questions or comments. A motion to approve the election of officers was made, seconded, and unanimously adopted. Ms. Glen asked Ms. Newman to present the next item.

6. Authorization to enter into a contract for ferry services

Ms. Newman began by requesting authorization to enter into an agreement with Port Imperial Ferry Corp. d/b/a NY Waterway (“NY Waterway”) for an initial three-year term with two, two-year options to renew at The Trust’s sole discretion.

Ms. Newman explained that LiRo Program and Construction Management P.E., P.C. (“LiRo”), on behalf of The Trust, issued a Request for Proposals for ferry services on May 22, 2019 to which three companies responded. She further noted that NY Waterway’s bid was the most competitive and offered the opportunity for The Trust to combine its existing Brooklyn ferry service, its ticketing service and base ferry service into one agreement with NY Waterway. Ms. Newman concluded by recommending that the Board authorize The Trust to enter into a contract with NY Waterway.

There were no questions or comments. A motion to authorize The Trust to enter into a contract with NYWW was made, seconded, and unanimously adopted. Ms. Glen asked Ms. Newman to present the next item.

7. Authorization to enter into a contract for security services

Ms. Newman requested that the Board authorize The Trust to enter into an agreement with Summit Security Services, Inc. (“Summit”) with two, two-year options to renew at The Trust’s sole discretion.

Ms. Newman explained that LiRo, on behalf of The Trust, issued an RFP on July 9, 2019 seeking a company to provide high-quality, comprehensive, twenty-four hour a day, seven days per week security services for Governors Island at a competitive price. She then noted that fourteen companies responded. Given the critical importance of providing a safe environment on Governors Island, price was only one of the selection criteria for the winning respondent. Based on the review of the proposals, Ms. Newman stated that The Trust recommends entering into a contract with Summit.

Councilmember Chin asked whether Summit has collective bargaining agreements with unions to which Ms. Newman responded affirmatively. Mr. Shobowale asked whether we can require officers to ride bicycles instead of cars to be more in line with our mission of sustainability to which Ms. Newman responded yes.

Hearing no further questions, a motion to approve the ratification of Trust PARA policies was made, seconded, and unanimously adopted. Ms. Glen asked Mr. Tepper to present the next item.

8. Authorization to enter into a contract with Elliott Bay

Mr. Tepper introduced this item. He explained that The Trust is seeking to replace the Coursen, its existing ferry that carries up to 1,200 passengers and 30 cars, with two ferries due as it nears the end of its service life. The Trust believes that the best way to provide and improve service is to replace the Coursen with two vessels, one passenger and one vehicle ferry.

Mr. Tepper explained that under The Trust’s contract with the City, The Trust is permitted to utilize an existing contract with NYCEDC to obtain services. NYCEDC has a contract with Elliott Bay for the citywide ferry service. Mr. Tepper concluded by requesting authorization to enter into a contract with Elliott Bay.

There were no questions or comments. A motion to authorize The Trust to enter into a contract with Elliott Bay was made, seconded, and unanimously adopted. Ms. Glen asked Ms. Friedlander to present the next item.

9. Authorization to enter into a one-year Task Agreement with NPS

Ms. Friedlander introduced this item. She explained that The Trust enters into two agreements with NPS, namely the Cooperative Management Agreement (“CMA”) and an annual Task Agreement.

The CMA is a five-year agreement which outlines services provided by The Trust. The Task Agreement delineates the fee that NPS pays The Trust each year for providing various services and the fee increases by approximately three percent each year. The Task Agreement is aligned with the federal fiscal year and the most recent Task Agreement expired on September 30, 2019.

There were no questions or comments. A motion to authorize The Trust to enter into a one-year Task Agreement was made, seconded, and unanimously adopted.

10. Public Comment and Adjournment

Ms. Glen asked if anyone had a statement to make. Merritt Birnbaum, Executive Director of FGI, noted that FGI will hold its upcoming gala on October 22 and discussed some recent initiatives that FGI spearheaded.

Ms. Glen next entertained a motion to adjourn the meeting. The motion was seconded and unanimously approved, and the meeting was adjourned.