

**MINUTES OF THE INAUGURAL MEETING  
OF THE BOARD OF DIRECTORS  
OF  
PUBLIC REALM IMPROVEMENT FUND GOVERNING GROUP, INC.**  
*October 24, 2017*

The inaugural combined meeting of the Initial Directors, Members, and Directors of the East Midtown Public Realm Improvement Fund Governing Group was held at 12:00pm on October 24, 2017 at New York City Hall, City Hall Park, New York, NY 10007.

Public notice of this inaugural meeting was given and posted in accordance with the Open Meetings Law.

The meeting was chaired by Council Member Garodnick on behalf of Deputy Mayor Alicia Glen. A welcome and opening remarks were made by Caitlin Lewis on behalf of Deputy Mayor Glen; Council Member Garodnick; Director Lago of the Department of City Planning; and Commissioner Trottenberg of the Department of Transportation.

The following Initial Directors/Members were present:

- Marisa Lago, Director of the Department of City Planning.
- Polly Trottenberg, Commissioner of the Department of Transportation
- Hon. Gale Brewer, Manhattan Borough President
- Hon. Dan Garodnick, Council Member for District 4
- Keith Powers, Designee of Speaker of the Council
- Vikki Barbero, Chairperson and Designee of Manhattan Community Board Five
- Terrence O'Neal, Member and Designee of Manhattan Community Board Six

The following Members acted by proxy:

- Alicia Glen, Deputy Mayor of Housing and Economic Development
- Dean Fuleihan, Director of the Office of Management and Budget
- Mitchell Silver, Commissioner of the Department of Parks and Recreation
- James Patchett, President of the Economic Development Corporation
- Vincent Sapienza, Commissioner of the NYC Department of Environmental Protection
- Susan Chin, Executive Director of the Design Trust for Public Space

The following Directors and Alternate Directors were present:

- Caitlin Lewis, Alternate Director for Deputy Mayor of Housing and Economic Development
- Marisa Lago, Director of the Department of City Planning.
- Polly Trottenberg, Commissioner of the Department of Transportation
- Lizette Christoff, Alternate Director for the Director of the Office of Management and Budget

- Nicholas Molinari, Alternate Director for the Commissioner of the Department of Parks and Recreation
- Tom McKnight, Alternate Director for the President of the NYC Economic Development Corporation
- Michael DeLoach, Alternate Director for the Commissioner of the Department of Environmental Protection
- Hon. Gale Brewer, Manhattan Borough President
- Martha Snow, Alternate Director for the Executive Director of the Design Trust for Public Space
- Hon. Dan Garodnick, Council Member for District 4
- Keith Powers, Designee of the Speaker of the Council
- Vikki Barbero, Chairperson and Designee of Manhattan Community Board Five
- Terrence O'Neal, Member and Designee of Manhattan Community Board Six

The inaugural Meeting of Initial Directors was opened, a quorum being present.

1. **By-Laws:** It was announced that adoption of the By-Laws was in order. Questions were posed about the meeting public meeting notification process. It was stated that the process is defined in By-Laws Section 2.04 for Meetings of Members and Section 3.08 for Meetings of Directors. No changes to the process were proposed. Additionally, it was noted that in Section 2.01 of the By-Laws, “Chairperson of the City’s Department of City Planning” should be changed to “Director of the City’s Department of City Planning.” Upon a motion made and unanimously carried, the Governing Group’s bylaws, modified as noted above, were adopted.

The inaugural Meeting of Members commenced, a quorum being present.

1. **Directors:** It was announced that elections were in order to elect Directors and Alternate Directors of the corporation. There were no questions or comments. Upon a motion made and unanimously carried, a resolution was adopted to elect the following Directors and Alternate Directors.

**Director:**

Alicia Glen  
 Marisa Lago  
 Polly Trottenberg  
 Mitchell Silver  
 Dean Fuleihan  
 James Patchett  
 Vincent Sapienza  
 Susan Chin  
 Gale Brewer  
 Daniel Garodnick  
 Keith Powers  
 Vikki Barbero  
 Terrence O'Neal

**Alternate Director:**

Caitlin Lewis  
 Bob Tuttle  
 Ed Pincar  
 Nicholas Molinari  
 Lizette Christoff  
 Tom McKnight  
 Michael DeLoach  
 Martha Snow  
 Basha Gerhards  
 Marianna Vaidman Stone  
  
 Clayton Dean Smith  
 Jesus Perez

The inaugural Meeting of Directors commenced, a quorum being present.

1. **Acts of Incorporator:** It was announced that ratification of the actions of the Incorporator as reflected in the Certificate of Incorporation was in order. There were no questions or comments. Upon a motion made and unanimously carried, a resolution was adopted to ratify, accept and confirm the actions of the Incorporator as reflected in the Certification of Incorporation.
2. **Officers:** It was announced that elections were in order to elect Officers of the corporation. There were no questions or comments. Upon a motion made and unanimously carried, a resolution was adopted to elect the following Officers.

**Vice-Chairperson:** Daniel Garodnick

**Treasurer:** James Patchett

**Secretary:** Marisa Lago

3. **Audit Committee and Governance Committee:** It was announced that the designation of an Audit Committee and a Governance Committee and appointment of their members were in order. Director Powers noted that not all Directors serve on a Committee. The Deputy Mayor's Alternate Director noted that all Committees have at least one member who is not a mayoral appointee and that no Members had indicated that they wanted to be on the Audit Committee or Governance Committee when asked prior to the meeting. The Economic Development Corporation's Alternate Director noted that the resolution contained an error regarding the chairpersons of the Audit Committee and Governance Committee, and that the resolution should read that the Economic Development Corporation Director should be the chairperson of the Audit Committee and that the Department of City Planning Director should be the chairperson of the Governance Committee. Upon a motion made and unanimously carried, an amended resolution was adopted to appoint the following members of the Audit Committee and Governance Committee.

**Audit Committee:**

James Patchett (Chair)

Dean Fuleihan

Dan Garodnick

Alicia Glen (ex officio)

**Governance Committee:**

Marisa Lago (Chair)

Dean Fuleihan

Gale Brewer

Alicia Glen (ex officio)

4. **Concept Plan:** It was announced that a vote would be taken to adopt the Public Realm Improvement Fund Concept Plan. The Community Board Five Director voiced concerns that certain text in the Concept Plan, namely "significant ridership into and out of East Midtown", could allow stations to become eligible for the Concept Plan that are not adjacent to East Midtown. The Deputy Mayor's Alternate Director pointed out that this language is pulled directly from the Zoning Resolution, and that, as an example, MTA would have to make a presentation to the Governing Group in order to add another station to the list of

those eligible to receive funds. The text “As set forth in the zoning resolution” was added to the Concept Plan, in order to clarify this matter.

The Community Board Six Director posed questions about the procedures and provisions in the Governing Group by-laws regarding the selection of a public realm improvement when solely mayoral appointees vote in favor. The questions were discussed and sufficiently answered. A vote to adopt the Concept Plan took place, and, upon motion made and unanimously carried, the Concept Plan was adopted.

5. **Mission Statement:** It was announced that a motion would be made to adopt the Mission Statement, and upon motion made and unanimously carried, it was adopted.
6. **General Authority:** It was announced that a motion would be made to adopt the statement of General Authority, and upon motion made and unanimously carried, it was adopted.
7. **General Discussion of Directors:** The Community Board Six Director posed questions regarding the initial outlay of city funds. Representatives from City Hall and the Department of Transportation (DOT) addressed the questions, noting that \$12 million was allotted for four projects which DOT will start with interim materials. Before those projects receive capital funding from the Governing group, they will be presented to the Governing Group and Community Boards. They further noted that \$38 million in seed funding would be allocated towards projects of the Governing Group’s selection at following meetings.

The City Council District 4 Director and the Community Board Six Director requested specific information to be covered during the DOT presentation at the following meeting, including the various projects’ approximate costs and timelines. The Community Board Six Director requested that the Community Boards be permitted to review public realm improvement projects before the Governing Group vote. It was clarified that this would be inconsistent with the By-Laws but that the Community Boards would have ample time for consideration and feedback as both Directors of the Public Realm Improvement Fund Governing Group and during the standard DOT outreach and public review process.

There were no further questions, and the meeting was, upon motion made and carried, adjourned at approximately 1:00pm.