

**Flushing Meadows Corona Park Alliance (“the Alliance”
First Board Meeting, Tuesday, December 15, 2015, 9am**

Board Directors in attendance: Carol Conslato, Con Ed; Julissa Ferreras-Copeland (Council Speak Melissa Mark-Viverito’s designee); Raul Garcia, Local 32BJ; James M. Haddad, Law Office of James M. Haddad; Peter Hatch (First Deputy Mayor Anthony Shorris’ designee), Andrea Hirsch, USTA, Janice Melnick, Executive Director, FMCP Alliance/Park Administrator; Melva Miller, Deputy Borough President (BP Melinda Katz’s designee); Patricia Ornst, Delta Airlines; Jean Silva, Community Advisory Board (“CAB”) representative; Mitchell J. Silver, FAICP, NYC Parks Commissioner; Javier Valdes, Make the Road NY; Edwin Wong, HSBC Bank; Daniel Zausner, USTA. **Did not attend:** Leonard Jacobs (Edwin Torres, Acting Commissioner of Cultural Affairs’ designee).

Also in attendance: Sam Biederman, NYC Parks; Vickie Karp, NYC Parks; Alessandro Olivieri, NYC Parks; Kate Spellman, NYC Parks; Anna Dioguardi, CAB Co-chair; Jorge Fanjul, Office of Council Member Ferreras-Copeland; Vicki Morales, Office of the Borough President Melinda Katz;.

Welcome and Introductions

At approximately 9:05, Commissioner Silver confirmed that a quorum was present and called the meeting to order. He invited all Board Directors to introduce themselves and introduction were given by each Board Director or designee present..

Then Janice Melnick presented a PowerPoint™ overview including: The Flushing Meadow Corona Park’s (“the Park) budget/staffing/programming/volunteers; examples of public private partnerships (Fort Tryon Trust, Washington Square Conservancy, Prospect Park Alliance); roles and responsibilities of NYC Parks Department/Alliance/CAB; and the Alliance Board’s structure.

Commissioner Silver invited questions: James Haddad asked if the marina is part of the Park and Janice Melnick confirmed that it is as is the entire promenade leading from the Marina to the LaGuardia Airport.

Election of CAB Director

Commissioner Silver explained that the CAB met the prior week and recommended that Jean Silva to serve as their representative to the Alliance Board. He then asked for a motion to elect Jean Silva as the CAB Board Director. A motion was made and seconded and subsequently passed with one abstention (Melva Miller).

Election of Officers

Commissioner Silver gave an explanation of the responsibilities of the Board Officers and identified the proposed slate. He asked each nominee to tell the Board about themselves. Afterward, a motion was made and seconded and subsequently passed to approve the full slate as

proposed: Commissioner Silver, Chairperson; Javier Valdes, Vice-Chairperson; Edwin Wong, Treasurer; Carol Conslato, Secretary.

Expression of Interest for Committees

Commissioner Silver read from the by-laws regarding the various required committees for the Alliance, which are Audit/Finance, Governing, and Executive Committees and then invited members to fill out -- and hand in at the end of the meeting to Janice Melnick -- expression of interest forms for joining the Audit/Finance, Governing, and Executive Committees. Forms will be reviewed and taken up at the next meeting.

Melva Miller asked if the rules and regulations allow *ex officio* directors to serve on Committees. Alessandro Olivieri explained there was no provision in the by-laws that either required or prohibited ex-officio directors from serving on Committees.

Approval of Proposed License Agreement between the Alliance and NYC Parks (“License Agreement”)

Commissioner Silver then noted that James Haddad requested a few changes to License Agreement. At Mr. Haddad’s request, Alessandro Olivieri described the proposed changes, which entailed two typographical errors and a clarification to an exhibit regarding the boundaries of the park).

CM Ferreras also requested clarification on the map of Flushing Meadows Corona Park identifying what different properties are (i.e. concessions). Alessandro Olivieri explained that the map exhibit would be so revised.

Commissioner Silver asked for a motion to vote on adopting the license agreement as modified, a motion was made and seconded and subsequently passed. All Directors present voted in favor with two abstentions (Melva Miller and Jean Silva).

Commissioner Silver asked for a motion for the Vice Chair, Javier Valdes, to execute the license agreement, a motion was made and seconded and subsequently passed. All Directors present voted in favor with two abstentions (Melva Miller and Jean Silva).

Approval for Fiscal Sponsorship by City Parks Foundation (CPF)

At Commissioner Silver’s request, Alessandro Olivieri explained that there was a question by Jim Haddad regarding a blank notice provision, and that the notice would be “populated and filled in” to indicate that notices would be sent to Janice Melnick on behalf of the Alliance.

Alessandro Olivieri further explained that Jim Haddad also requested (i) a modification to the indemnification section to clarify that the indemnification was deemed to exclude any indemnification that would be in violation of the law of the public policy of New York State and (ii) a technical change to the counter-parts provision. There was also discussion concerning who should receive notice and consensus was that Edwin Wong as Treasurer should also be copied on notices sent to the Alliance under this sponsorship agreement.

Commissioner Silver then invited other questions: Melva Miller asked if the term of the fiscal sponsorship runs concurrently with the term of the license agreement? Alessandro Olivieri replied that the fiscal sponsorship runs for three years for the initial term, while the license agreement runs for five. Jean Silva asked if the information packets had been given to the Board members in advance of the meeting? Commissioner Silver confirmed they had. He added that since Ms. Silva had just been appointed, which was why she did not get one in advance. Jean Silva asked to abstain from voting until she could review the packet.

Commissioner Silver asked for a motion to approve fiscal sponsorship by CPF as modified, a motion was made and seconded and subsequently passed by all Directors present, except for Ms. Silva who abstained.

Conflict of Interest Policy and Code of Ethics

Commissioner Silver then presented the proposed Conflicts of Interest Policy and Code of Ethics and asked for a motion to adopt the Policy and Code, a motion was made and seconded and subsequently passed by all Directors present, except Jean Silva and Melva Miller who abstained.

Report from Community Advisory Board (CAB)

Commissioner Silver invited Jean Silva and Anna Dioguardi to give a report on the CAB. Jean Silva summarized the CAB meeting as positive and provided details on its discussion (voting for committees, how often to meet) and Anna Dioguardi talked about next steps for CAB (meeting in January to create a core group and administrative structure).

Closing Remarks

Commissioner Silver stated that the by-laws call for the Board to meet quarterly, but he suggested that they hold one additional meeting in January/February to determine committees and next steps. The Directors all agreed.

James Haddad asked if the Director can participate through video conference, which Alessandro Olivieri confirmed.

Daniel Zausner offered to make the USTA conference room available for future meetings and, with notice, would be able to arrange for teleconferencing.

Meeting was then adjourned at approximately 10:00 am. .