

*license agreement.*

*external*

Neilson, Sarah

**From:** Neilson, Sarah  
**Sent:** Tuesday, April 23, 2013 1:01 PM  
**To:** [REDACTED]; [REDACTED]; [REDACTED]  
**Subject:** RE: Washington Square Park Conservancy, Inc. 501(c)(3) Application and Amended and Restated Bylaws

Hi,

Just want to make sure you all saw this. Apparently Alessandro sent it late yesterday but I only got it when I went in for my meeting with BC Castro just now.

Were the materials sent out already?

Thanks

Sarah

**From:** Neilson, Sarah  
**Sent:** Tuesday, April 23, 2013 11:57 AM  
**To:** [REDACTED]; [REDACTED]; [REDACTED]  
**Subject:** Fw: Washington Square Park Conservancy, Inc. 501(c)(3) Application and Amended and Restated Bylaws  
**Importance:** High

See below

I am meeting with Castro now.

**From:** Castro, William  
**Sent:** Tuesday, April 23, 2013 11:47 AM  
**To:** Neilson, Sarah  
**Subject:** Fw: Washington Square Park Conservancy, Inc. 501(c)(3) Application and Amended and Restated Bylaws

**From:** Olivieri, Alessandro  
**Sent:** Monday, April 22, 2013 02:21 PM  
**To:** Castro, William; Smith, Betsy  
**Subject:** Fw: Washington Square Park Conservancy, Inc. 501(c)(3) Application and Amended and Restated Bylaws

I think this is a mistake - they should fix the bylaws now

**From:** Neilson, Sarah  
**Sent:** Monday, April 22, 2013 02:18 PM  
**To:** Olivieri, Alessandro; Castro, William  
**Subject:** FW: Washington Square Park Conservancy, Inc. 501(c)(3) Application and Amended and Restated Bylaws

Hi,

The executive committee of the WSPC intends to submit the organization's 501c3 materials to the State TODAY – their plan is to submit all the bylaw changes as amendments to the existing documents at a later date.

If this is going to pose a major problem, please let me know immediately so I can request that they postpone. Otherwise they intend to go forward.

Thank you,  
Sarah

Washington Square Park Administrator  
Executive Director, Washington Square Park Conservancy  
212 406 6297  
[Sarah.Neilson@parks.nyc.gov](mailto:Sarah.Neilson@parks.nyc.gov)

**From:** Gwen E. Evans [mailto: [REDACTED]]  
**Sent:** Monday, April 22, 2013 2:01 PM  
**To:** Neilson, Sarah  
**Cc:** betsey ely; Veronica Bulgari; Justine Leguizamo; Van Name, John; Justin Reda  
**Subject:** Re: Washington Square Park Conservancy, Inc. 501(c)(3) Application and Amended and Restated Bylaws

Sarah,

We have agreed to make the changes as outlined in our email last Tuesday (to which we have received no response). There is no change to our position.

However, WSPC is still at a stage where there are many decisions to be made related to its formation and organization. We believe this is best done in a small group which can act quickly rather than through a cumbersome board meeting process involving notification, etc. Once we adopt the changed by laws, you and the Commissioner will immediately become board members. We would also at that time elect to the board the future board members we have waiting in the wings.

As you know, we were ready to file our 501(c)(3) with the IRS at the beginning of March; we are now at the end of April. Our lawyers have informed us that we can submit the changed bylaws later as an amendment to our filing without slowing down an already lengthy process. Enacting all of these changes before filing will add at least another 2 weeks of delay. Please note that we have changed the 501(c)(3) application as requested by the City; we are only discussing a delay in adopting the revised bylaws.

We look forward to agreeing a license agreement with the City. Please send us a proposed draft. We will make sure that the bylaws are changed before the license agreement is executed so that should not be a concern.

As noted in the email on Friday, we are going to proceed with filing today or first thing tomorrow as we believe that is the best course of action for WSPC. Please let us know if there are any critical changes which need to be made in advance of filing. Thank you.

On Mon, Apr 22, 2013 at 1:20 PM, Neilson, Sarah <[Sarah.Neilson@parks.nyc.gov](mailto:Sarah.Neilson@parks.nyc.gov)> wrote:

Hi Gwen,

Can you help me make sure I understand this email and the plan of action? I think you're saying that WSPC wants to just submit these documents to the State, as they are now. Later on, we'll make the agreed-upon changes as amendments, at the same time that we also file my appointment as E.D., once we have COIB approvals.



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Am I getting that right?

If so, is there a reason to go this route, since we know the changes already (except maybe the number of ex officio seats)? I can picture that Alessandro might prefer we submit the agreed-upon changes.

The next step will be a "license agreement" with WSPC and he'll want the changes in the bylaws at that time.

BC Castro isn't in the office now (he had off site meetings all morning) and I'm trying to get him this afternoon but I'm not sure if I will.

Once I'm sure I understand the plan I can send a reminder note to the Commissioner and Alessandro. Give a call if it's easier to explain on the phone or if I'm missing something! 212.408.0297

Sarah

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**From:** Gwen E. Evans [mailto: [REDACTED]]  
**Sent:** Friday, April 19, 2013 7:32 PM  
**To:** Castro, William; Olivieri, Alessandro  
**Cc:** Neilson, Sarah; Betsey Ely; Veronica Bulgari; Justine Leguizamo; Van Name, John; Justin Reda; Gwen Evans

**Subject:** Fwd: Washington Square Park Conservancy, Inc. 501(c)(3) Application and Amended and Restated Bylaws

Bill and Alessandro,

Attached is a form of bylaws that WSPC will adopt to include the ex-officio directors on our board as well as the previously agreed changes to the bylaws such as your suggestion to add an audit committee. As previously communicated, we have agreed to have ex-officio directors from the Department of Parks & Recreation as they will offer expertise and add to WSPC's vision of park maintenance and preservation. Also attached are the components of our revised 501(c)(3) application reflecting your team's input.

However, to further WSPC's organization and implementation of a fundraising program in support of Washington Square Park, it is our preference file WSPC's 501(c)(3) application on Monday and postpone the amendment and restatement of our bylaws. WSPC's 501(c)(3) application is based on our current corporate structure and it is ready to file. From a corporate governance perspective, and for the purpose of updating our

501(c)(3) application when necessary, it will be most efficient for WSPC to simultaneously undertake the major corporate actions of (i) amending and restating WSPC's bylaws, (ii) establishing ex-officio directors, (iii) increasing elected directors and (iv) officially appointing Sarah as executive director upon COIB clearance at a point after the 501(c)(3) application has been filed. Please note this is not a reflection of our willingness to make the changes.

When you get a chance, please review the revised 501(c)(3) application, including Attachment A, and let us know if you have any final comments before the end of the day on Monday.

Thank you for your attention to this matter.

Best regards,

Betsey Ely  
Veronica Bulgari  
Gwen Evans  
Justine Leguizamo

cc: Bill Castro

Sarah Neilson

Gibson, Dunn