

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

December 10, 2025

A meeting of the Board of Directors of Governors Island Corporation d/b/a The Trust for Governors Island (the “Trust”) was held on Wednesday, December 10, 2025, at 4 Irving Place, New York, NY 10003.

The following members of the Board of Directors were present:

Alicia Glen, *Chairperson*
Alice Blank
Christian Braneon
Wendy Brawer
Tim Cawley
Richard Corman
Carolee Fink
Daniel Neidich
Marc Norman
Michael Oppenheimer
Carl Weisbrod

Also present were staff from the Trust.

Clare Newman, the Trust’s President and CEO, started the meeting at approximately 9:35am. Dan Hantman, the Trust’s General Counsel and Secretary, confirmed that a quorum was present.

1. President’s Report (Non-Voting Item).

Ms. Newman presented a report focused on upcoming events, as well as arts and climate initiatives on Governors Island. William Johnson, the Trust’s Vice President, Facilities and Parks, and Jenn Rentas, the Trust’s Chief Operating Officer, presented a report on the Trust’s horticulture program and other amenities in the Island’s open spaces. In response to a question from Director Corman, Sarah Krautheim, the Trust’s Chief of Staff and Patti Davis, the Trust’s Chief Advancement Officer, discussed public outreach efforts. In response to questions from Directors Blank, Brawer, and Cawley, Ms. Newman and Ms. Rentas discussed the Trust’s horticulture practices, including care for the Island’s trees.

2. Committee Reports (Non-Voting Items).

Director Fink presented reports of the Real Estate and Audit Committees. Director Weisbrod presented a report of the Finance Committee. Ms. Krautheim presented a report of the Programming Committee.

3. Approval of the Minutes of the Board of Directors Meeting held September 17, 2025.

Chairperson Glen presented the item. Upon motion duly made and seconded, the minutes of the Board of Directors Meeting held on September 17, 2025 were approved unanimously.

4. Amendment to the Trust's Certificate of Incorporation.

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

5. Authorization to enter into contracts with Mark D. Jackson, PLLC and Couch White, LLP, for the provision of real estate and other legal counsel services

Mr. Hantman presented the item. In response to questions from Directors Oppenheimer, Neidich, Braneon, and Weisbrod, Mr. Hantman discussed the Trust's procurement process and rates for the proposed contracts. Upon motion duly made and seconded, the resolutions attached hereto as **Schedule 2** were unanimously adopted.

6. Authorization to enter into a contract with Hornblower Ferry Holdings II, LLC for retrofit, drydock, and redelivery of the Governors 1.

Ms. Newman presented the item. In response to a question from Director Brawer, Ms. Newman discussed the project designs. Upon motion duly made and seconded, the resolutions attached hereto as **Schedule 3** were unanimously adopted.

7. Authorization to enter into a contract with Sienia Construction, Inc. for construction services and to amend the contract with Jaklitsch Gardner Architects PC for design services, both in connection with the renovation of Nolan Park Building 19.

Alex Brady, the Trust's Chief Real Estate Officer, presented the item. In response to questions from Directors Blank and Weisbrod, Mr. Brady and Ms. Newman discussed project costs, funding sources, and the Trust's master plan for Nolan Park, with further comment from Chairperson Glen and Director Fink. In response to questions from Directors Corman and Brawer, Ms. Newman and Ms. Glen discussed the project designs and Island construction logistics. Upon motion duly made and seconded, the resolutions attached hereto as **Schedule 4** were unanimously adopted.

8. Authorization to enter into a contract with Scientific Electric Co., for construction services in connection with the installation of a new transformer serving Building 140 and associated civil and electrical work.

Mr. Brady presented the item. In response to questions from Directors Cawley and Oppenheimer, Mr. Brady discussed the procurement process and the project scope, with further comment from Chairperson Glen. Upon motion duly made and seconded, the resolutions attached hereto as **Schedule 5** were unanimously adopted.

9. Authorization to enter into a contract with Aron Security Inc. d/b/a Arrow Security for security services.

Ms. Rentas presented the item. In response to questions from Directors Braneon, Corman, Blank, and Oppenheimer, Ms. Rentas and Ms. Newman discussed the scope of services, Island operations, training protocols, and the Trust's rules and regulations for Island visitors. Upon motion duly made and seconded, the resolutions attached hereto as **Schedule 6** were unanimously adopted.

10. Additional Discussion, Public Comment, and Adjournment.

In response to questions from Director Blank, Chairperson Glen and Director Weisbrod discussed land-use rules applicable to Governors Island. Chairperson Glen then asked if there were any comments from the public. Hearing none, Chairperson Glen adjourned the meeting at approximately 10:48am.

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SCHEDULE 1

December 10, 2025

AMENDMENT TO THE TRUST’S CERTIFICATE OF INCORPORATION

BE IT RESOLVED, that an amendment to the Certificate of Incorporation of Governors Island Corporation d/b/a The Trust for Governors Island (the “Trust”) changing the addresses on file with the New York State Secretary of State to the Trust’s mailing address and Trust’s general email address, respectively, is hereby approved; 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 2

December 10, 2025

AUTHORIZATION TO ENTER INTO CONTRACTS WITH MARK D. JACKSON, PLLC AND COUCH WHITE, LLP, FOR THE PROVISION OF REAL ESTATE AND OTHER LEGAL COUNSEL SERVICES

BE IT RESOLVED that Governors Island Corporation d/b/a The Trust for Governors Island is hereby authorized to enter into a contract with Mark D. Jackson, PLLC for outside-counsel services for up to 5 years in accordance with the material terms presented to the Directors, with a maximum contract price of \$95,000; and be it

RESOLVED that the Trust is hereby authorized to enter into a contract with Couch White, LLP for outside-counsel services for up to 5 years in accordance with the material terms presented to the Directors, with a maximum contract price of \$95,000; 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 3

December 10, 2025

AUTHORIZATION TO ENTER INTO A CONTRACT WITH HORNBLOWER FERRY HOLDINGS II, LLC FOR RETROFIT DRYDOCK AND REDELIVERY OF THE GOVERNORS 1

BE IT RESOLVED, that Governors Island Corporation d/b/a The Trust for Governors Island (the “Trust”) is hereby authorized to enter into a contract with Hornblower Holdings II, LLC for the provision of maritime construction services in connection with the retrofit and re-delivery of the vessel known as the Governors 1 with a maximum contract price of \$923,000 and change-order authority for 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 4

December 10, 2025

AUTHORIZATION TO ENTER INTO A CONTRACT WITH SIENIA CONSTRUCTION, INC. FOR CONSTRUCTION SERVICES AND TO AMEND THE CONTRACT WITH JAKLITSCH GARDNER ARCHITECTS PC FOR DESIGN SERVICES, BOTH IN CONNECTION WITH THE RENOVATION OF NOLAN PARK BUILDING 19

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 Jaklitsch/Gardner Architects PC dated as of August 30, 2023 (“JGA Contract”) in accordance with the material contract terms presented to the Directors; and be it

RESOLVED that the maximum contract price of the JGA Contract be increased to \$1,125,000, plus change-order authority of up to 15% of the maximum contract price; and be it

RESOLVED that the Trust is hereby authorized to enter into a contract with Sienia Construction, Inc. for construction services with a maximum contract price of \$7,000,000, 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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SCHEDULE 5

December 10, 2025

AUTHORIZATION TO ENTER INTO A CONTRACT WITH SCIENTIFIC ELECTRIC CO., INC. FOR CONSTRUCTION SERVICES IN CONNECTION WITH THE INSTALLATION OF A NEW TRANSFORMER SERVING BUILDING 140 AND ASSOCIATED CIVIL AND ELECTRICAL WORK

BE IT RESOLVED, Governors Island Corporation d/b/a The Trust for Governors Island (the “Trust”), is hereby authorized to enter into a contract with Scientific Electric Co., Inc. for the provision of construction services in connection with transformer installation and associated electrical work, with a maximum contract price of \$1,900,000 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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SCHEDULE 6

December 10, 2025

AUTHORIZATION TO ENTER INTO A CONTRACT WITH ARON SECURITY INC, D/B/A ARROW SECURITY FOR SECURITY SERVICES

BE IT RESOLVED, that Governors Island Corporation d/b/a The Trust for Governors Island (the “Trust”) is hereby authorized to enter into a contract with Aron Security Inc. d/b/a Arrow Security for the provision of security services to the Trust with a maximum contract price of \$2,650,000 per year plus 3% annual escalation; 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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