The meeting of the Members of Governors Island Corporation d/b/a The Trust for Governors Island (the “Trust”) was held on Monday, January 29, 2024 at the Governor’s Room in City Hall, New York, New York 10007.

Members of the Trust were present as follows:
Andrea Shapiro Davis, delegate for the Mayor of the City of New York (the “City”); and
Sarah Mallory, delegate for the Deputy Mayor for Housing, Economic Development and Workforce.

Daniel Hantman, the Trust’s Secretary and General Counsel, acted as the Chairperson.

Also present were Trust staff.

Mr. Hantman started the meeting at approximately 4:35pm. Louis Coppersmith, the Trust’s Senior Counsel, confirmed that a quorum was present.

1. Approval of the Minutes of the Members’ Meeting on September 11, 2023.

Upon motion duly made and seconded, the minutes of the Members’ Meeting held on September 11, 2023 were unanimously approved.

2. Appointment of Alicia Glen as Chairperson of the Board of Directors of the Trust.

Mr. Hantman presented the item, which proposed Alicia Glen for re-appointment as Chairperson of the Trust’s Board of Directors. Upon motion duly made and seconded, the resolution attached hereto as Schedule 1 was unanimously adopted.

3. Appointment of Directors to the Board of Directors of the Trust.

Mr. Hantman presented the item, which proposed Alicia Glen, Alice Blank, Daniel Neidich, and Tokumbo Shobowale for re-appointment to the Trust’s Board of Directors.

Upon motion duly made and seconded, the resolution attached hereto as Schedule 2 was unanimously adopted.


Willa Padgett, the Trust’s Chief Financial Officer, presented the item. The Trust’s Finance Department prepared the Trust’s Fiscal Year 2023 Financial Statements, which were audited by
Mayer Hoffman McCann CPAs ("MHM"). The Trust’s Audit Committee met on September 26, 2023, where MHM presented a report on the audit materials. MHM found that the Fiscal Year 2023 Financial Statements presented fairly, in all material respects, the Trust’s financial position and that MHM did not identify any deficiencies in internal controls considered to be material weaknesses. Ms. Padgett then discussed current capital projects on the Island and projected revenues.

5. **President’s Report (Non-Voting Item).**

Mr. Hantman provided the Members a 2023 year-end report about the Trust and the Island, including information on the Trust’s mission, current Island tenants and users, public access to the Island, public programming, art exhibits, and the Center for Climate Solutions project.

6. **Adjournment.**

Mr. Hantman asked if any of the Members had additional questions or comments. Hearing none, Mr. Hantman requested a motion to adjourn the meeting. The motion was duly made, seconded, and unanimously approved, and the meeting was adjourned at approximately 4:43pm.

* * *
SCHEDULE 1

January 29, 2024

APPOINTMENT OF ALICIA GLEN AS CHAIRPERSON OF THE BOARD OF DIRECTORS OF THE TRUST FOR GOVERNORS ISLAND

BE IT RESOLVED that Alicia Glen is hereby appointed Chairperson of the Board of Directors of Governors Island Corporation d/b/a The Trust for Governors Island, to serve in this capacity until the earlier of the next annual Members’ Meeting or the appointment of her successor.

* * *
**SCHEDULE 2**

January 29, 2024

**APPOINTMENT OF DIRECTORS OF THE TRUST FOR GOVERNORS ISLAND**

BE IT RESOLVED that in accordance with the provisions of the By-Laws of Governors Island Corporation d/b/a The Trust for Governors Island (the “Trust”), the following persons are hereby appointed by the Members as Directors of the Trust to serve for a term of three years or as otherwise indicated below or until their death, resignation or removal:

<table>
<thead>
<tr>
<th>Name</th>
<th>Appointment Details</th>
<th>Term</th>
</tr>
</thead>
<tbody>
<tr>
<td>Alicia Glen</td>
<td>Appointed by the Members</td>
<td>Through November 19, 2026</td>
</tr>
<tr>
<td>Alice Blank</td>
<td>Nominated by the Chair of Manhattan Community Board 1 and appointed by the Members</td>
<td>Through November 19, 2026</td>
</tr>
<tr>
<td>Daniel Neidich</td>
<td>Appointed by the Members</td>
<td>Through November 19, 2026</td>
</tr>
<tr>
<td>Tokumbo Shobowale</td>
<td>Appointed by the Members</td>
<td>Through November 19, 2026</td>
</tr>
</tbody>
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