

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

March 20, 2024

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, March 20, 2024, 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
Carolee Fink
J. Kelly McGowan
Susan Mercandetti
Daniel Squadron

Also present were staff from the Trust and members of the public.

Director Glen started the meeting at approximately 9:30am by welcoming Lauren Haynes, the Trust’s new Head Curator and Vice President for Arts and Culture. Daniel Hantman, the Trust’s General Counsel and Secretary, confirmed that a quorum was present.

1. Approval of the Minutes of the Board of Directors Meeting held December 13, 2023.

Upon motion duly made and seconded, the minutes of the Board of Directors Meeting held on December 13, 2023 were approved unanimously.

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

Clare Newman, the Trust’s President and CEO, provided a report on current developments concerning the Trust’s operations and plans for Governors Island, including a preview of the 2024 peak season, public programming, recreational activities, and updates on climate-related programming. Ms. Newman then discussed topics from her report in response to questions from the Directors, including additional details on upcoming public art exhibitions, the Trust’s Water Abundance Challenge, and the Climate Center project anchored by the New York Climate Exchange.

3. Committee Reports (Non-Voting Items).

Director Fink presented a report of the Real Estate Committee. Willa Padgett, the Trust's Chief Financial Officer, presented a report of the Audit Committee. Director Mercandetti presented a report of the Programming Committee.

4. Authorization for LiRo Program and Construction Management P.E., P.C., ("LiRo"), on behalf of the Trust to enter into a contract with AECOM USA, Inc. for design services in connection with electric ferry rapid charging infrastructure.

Chris Tepper, the Trust's Chief Development Officer, presented the item. In response to questions from Directors Squadron, McGowan, and Brawer, Mr. Tepper and Chairperson Glen discussed lifecycle cost estimates for the relevant ferry infrastructure. In response to questions from Directors Squadron, Blank, Cawley, and Squadron, Mr. Tepper and Chairperson Glen discussed anticipated functionalities of the rapid ferry charging infrastructure.

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

5. Authorization for LiRo, on behalf of the Trust, to enter into contracts with CTA Architects P.C. for design services in connection with the Building 110 roof replacement

Mr. Tepper presented the item. In response to questions from Director Blank, Mr. Tepper discussed the anticipated total project cost. In response to questions from Directors McGowan and Braneon, Mr. Tepper discussed the scope of the design services, including explorations of a photovoltaic array and a wind study.

Upon motion duly made and seconded, the resolutions attached hereto as **Schedule 2** were unanimously adopted.

6. Authorization for LiRo, on behalf of the Trust, to enter into a contract with Bel-Air Electric Construction, Inc. for construction services in connection with the installation of transformers and associated electrical work

Mr. Tepper presented the item. In response to a question from Director McGowan, Mr. Tepper discussed ongoing projects in connection with the expansion of the electrical utility supply on the Island.

Upon motion duly made and seconded, the resolutions attached hereto as **Schedule 3** were unanimously adopted.

7. Authorization to: (i) amend the contract between the Trust and Reicon Group, LLC in connection with the reconstruction of the pile cluster separating Slips 5&6 at the Battery Maritime Building ("BMB") and (ii) amend the contract between the Trust and Torvalsen Consulting, LLC d/b/a TMS Waterfront ("TMS") for resident engineering services

Mr. Tepper presented the item. Ms. Newman highlighted the work of the Trust's Design and Construction team to identify a design solution that was reviewed and approved by the Metropolitan Transportation Authority. In response to a question from Director Braneon, Mr. Tepper and Ms. Newman noted that this project would not affect pedestrian access to the BMB, and once complete, would result in the restored availability of two maritime slips for ferry service.

Upon motion duly made and seconded, the resolutions attached hereto as **Schedule 4** were unanimously adopted.

8. Additional Discussion, Public Comment, and Adjournment.

Chairperson Glen then asked if anyone from the public had a statement they would like to make. Patti Davis, the Executive Director of Governors Island Alliance, Inc. d/b/a The Friends of Governors Island (“Friends”), made an announcement regarding upcoming Friends fundraising programs to benefit the Island.

Chairperson Glen adjourned the meeting at approximately 10:35am.

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DRAFT

SCHEDULE 1

March 20, 2024

AUTHORIZATION FOR LIRO PROGRAM AND CONSTRUCTION MANAGEMENT P.E., P.C., ON BEHALF OF THE TRUST, TO ENTER INTO A CONTRACT WITH AECOM FOR DESIGN SERVICES IN CONNECTION WITH THE ELECTRIC FERRY RAPID CHARGING INFRASTRUCTURE

BE IT RESOLVED, that LiRo Program and Construction Management P.E., P.C., on behalf of Governors Island Corporation d/b/a The Trust for Governors Island (the “Trust”) is hereby authorized to enter into a contract with AECOM USA, Inc. for the provision of design services with a maximum contract price of \$2,000,000 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 2

March 20, 2024

AUTHORIZATION FOR LIRO PROGRAM AND CONSTRUCTION MANAGEMENT P.E., P.C., ON BEHALF OF THE TRUST, TO ENTER INTO CONTRACTS WITH CTA ARCHITECTS P.C. FOR DESIGN SERVICES IN CONNECTION WITH THE BUILDING 110 ROOF REPLACEMENT

BE IT RESOLVED, that LiRo Program and Construction Management P.E., P.C., on behalf of Governors Island Corporation d/b/a The Trust for Governors Island (the “Trust”) is hereby authorized to enter into a contract with CTA Architects P.C. for the provision of design services in connection with the design of the Building 110 roof replacement with a cumulative maximum contract price of \$450,000 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 3

March 20, 2024

AUTHORIZATION FOR LIRO PROGRAM AND CONSTRUCTION MANAGEMENT P.E., P.C., ON BEHALF OF THE TRUST, TO ENTER INTO A CONTRACT WITH BEL-AIR ELECTRIC CONSTRUCTION, INC., FOR CONSTRUCTION SERVICES IN CONNECTION WITH THE INSTALLATIONS OF TRANSFORMERS AND ASSOCIATED ELECTRICAL WORK

BE IT RESOLVED, that LiRo Program and Construction Management P.E., P.C., on behalf of Governors Island Corporation d/b/a The Trust for Governors Island (the "Trust"), is hereby authorized to enter into a contract with Bel-Air Electric Construction, Inc. for the provision of construction services in connection with transformer installation and associated electrical work, with a maximum contract price of \$5,500,000 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 4

March 20, 2024

AUTHORIZATION (I) TO AMEND THE CONTRACT WITH REICON GROUP, LLC IN CONNECTION WITH THE RECONSTRUCTION OF THE PILE CLUSTER SEPARATING SLIPS 5&6 AT THE BATTERY MARITIME BUILDING AND (II) TO AMEND THE CONTRACT WITH TORVALSEN CONSULTING, LLC D/B/A TMS WATERFRONT FOR RESIDENT ENGINEERING SERVICES

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 Reicon Group, LLC dated on or about December 11, 2020 (the “Pile Cluster Replacement Contract”) in accordance with the material contract terms presented to the Directors; and be it

RESOLVED that the maximum contract price of the Pile Cluster Replacement Contract be increased to \$6,432,750, plus change-order authority of up to 15% of the maximum contract price; and be it

RESOLVED that the Trust is hereby authorized to amend the contract with Torvalsen Consulting, LLC d/b/a TMS Waterfront dated as of July 29, 2022 (the “Resident Engineering Contract”) in accordance with the material contract terms presented to the Directors; and be it

RESOLVED that the maximum contract price of the Resident Engineering Contract be increased to \$523,750, 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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