

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

September 17, 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, September 17, 2025, at 4 Irving Place, New York, NY 10003.

The following members of the Board of Directors were present:

Alicia Glen, *Chairperson*
Alice Blank
Wendy Brawer
Tim Cawley
Richard Corman
Gaurav Kapadia
EB Kelly
Ben Lawsky
Susan Mercandetti
Daniel Neidich
Marc Norman
Michael Oppenheimer
Tokumbo Shobowale
Carl Weisbrod

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

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 and the status of ongoing development and construction projects on Governors Island.

In response to questions from Directors Shobowale, Neidich, Mercandetti, and Weisbrod, Ms. Newman and Chairperson Glen discussed outreach efforts for future tenants, the intended mix of uses for Island spaces, potential tax credits for developers, and Island infrastructure projects. In response to questions from Directors Neidich, Mercandetti, and Lawsky, Ms. Newman, Chairperson Glen, Director Oppenheimer, and Patti Davis, the Trust’s Chief Advancement Officer, discussed outreach efforts for potential Governors Island sponsorships and other funding sources

for the Trust. In response to a question from Director Brawer, Ms. Newman commented on the schedule and other service commitments related to the Governors Island ferry.

2. Committee Reports (Non-Voting Items).

Chairperson Glen presented a report of the Real Estate Committee. Director Mercandetti presented a report of the Programming Committee.

3. Approval of the Minutes of the Board of Directors Meeting held June 11, 2025.

Chairperson Glen presented the item. Upon motion duly made and seconded, the minutes of the Board of Directors Meeting held on June 11, 2025 were approved unanimously.

4. Ratification of certain corporate policies required by the Public Authorities Accountability Act of 2005, as amended by the Public Authorities Reform Act of 2009.

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

5. Election of Officers.

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

6. Authorization to enter into a contract for construction services for lighting installation at the Battery Maritime Building.

Alex Brady, the Trust's Chief Real Estate Officer, presented the item. In response to questions from Directors Neidich, Shobowale, and Weisbrod, Mr. Brady, Chairperson Glen, Ms. Newman, and Sarah Krauthaim, the Trust's Chief of Staff, discussed the funding sources and procurement process for the project. In response to a question from Director Brawer, Ms. Newman discussed the Trust's arts and climate programs and noted the signage and amenities available on the Governors Island Ferry.

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

7. Authorization to enter into a task order with Langan Engineering, Environmental, Surveying, Landscape Architecture and Geology, D.P.C. for construction inspection services under an existing on-call contract.

Mr. Brady presented the item. In response to a question from Director Cawley, Mr. Brady confirmed that the cost of the task order is included within the overall project budget. Upon motion duly made and seconded, the resolutions attached hereto as **Schedule 4** were unanimously adopted.

8. Authorization to amend the contract with Buttermilk Labs LLC for construction services for Building 301.

Mr. Brady presented the item. In response to questions from Directors Cawley, Weisbrod, and Shobowale, Mr. Brady and Ms. Newman discussed funding sources and corresponding project requirements, including commitments for workforce development programming. Upon motion duly made and seconded, the resolutions attached hereto as **Schedule 5** were unanimously adopted.

9. Authorization to enter into a contract with SeniorCare Emergency Medical Services Inc. for emergency medical services.

Jennifer Rentas, the Trust's Chief Operating Officer, presented the item. In response to questions from Directors Weisbrod and Corman, Mercandetti, and Blank, Ms. Rentas and Ms. Krautheim discussed standard operating procedures for emergency medical services on the Island. In response to questions from Chairperson Glen and Director Shobowale, Ms. Rentas discussed the frequency of medical incidents and use of electric vehicles by EMTs and paramedics on the Island.

Upon motion duly made and seconded, the resolutions attached hereto as **Schedule 6** were unanimously adopted.

10. Report on Governors Island Arts 2026 (Non-Voting Item)

Lauren Haynes, the Trust's Head Curator, Governors Island Arts, presented a report focused on plans for Governors Island Arts' 2026 season. In response to questions from Directors Brawer, Weisbrod, Blank, and Mercandetti, Ms. Haynes discussed artwork siting locations and fundraising efforts. In response to questions from Directors Blank and Weisbrod, Ms. Haynes discussed outreach efforts for new Governors Island Arts exhibitions. In response to a question from Director Norman, Ms. Haynes discussed public art in the Battery Maritime Building and potential public-art initiatives on the Governors Island ferries. In response to questions from Director Brawer, Ms. Newman reviewed operating procedures for the Governors Island Ferry and construction projects on the Island.

11. Additional Discussion, Public Comment, and Adjournment.

Chairperson Glen then asked if there were any comments from the public. A member of the public thanked the Directors for their work and invited all those interested to attend a public program on the Island. Chairperson Glen then adjourned the meeting at approximately 10:48 a.m.

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SCHEDULE 1

September 17, 2025

RATIFICATION OF CERTAIN CORPORATE POLICIES REQUIRED BY THE PUBLIC AUTHORITIES ACCOUNTABILITY ACT OF 2005, AS AMENDED BY THE PUBLIC AUTHORITIES REFORM ACT OF 2009

BE IT RESOLVED that Governors Island Corporation d/b/a The Trust for Governors Island (the “Trust”) ratifies the previously adopted policies set forth below:

1. Policy on Protection for Whistleblowers, originally adopted on October 13, 2010 and revised October 4, 2019;
2. Policy on Indemnification and Defense of Members, Directors and Officers, originally adopted on October 13, 2010;
3. Policy on Extension of Credit to Officers, Directors and Employees, originally adopted on October 13, 2010;
4. Policy on Real Property Acquisitions and Dispositions, originally adopted on October 13, 2010 and revised April 7, 2014;
5. Policy on Personal Property Dispositions, originally adopted on October 13, 2010;
6. Policy on Salary, Compensation, Travel, Reimbursement, Time, and Attendance, originally adopted on October 13, 2010 and revised October 11, 2017;
7. Investment Guidelines, originally adopted on July 13, 2010 and revised October 11, 2017;
8. Code of Ethics for Members, Directors and Officers, originally adopted on October 13, 2010;
9. Mission Statement, originally adopted on October 13, 2010 and revised September 30, 2020;
10. Procurement Policy, originally adopted on October 13, 2010, and revised April 13, 2011, December 18, 2012, April 7, 2014, October 11, 2017, October 4, 2019, December 14, 2022, and June 11, 2025; and
11. Videoconferencing Policy, originally adopted on September 21, 2022; and be it further

RESOLVED that the President of the Trust and her designees be, and each hereby is, authorized and empowered to take all actions as she or they may deem necessary or appropriate to effectuate these resolutions.

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SCHEDULE 2

September 17, 2025

ELECTION OF OFFICERS

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 elected or re-elected to the offices of the Trust set forth opposite their respective names, each such person to serve in the capacity indicated until the election or appointment and qualification of his or her successor or until his or her prior death, resignation or removal:

<u>Name</u>	<u>Office</u>
Clare Newman	President
Willa Padgett	Treasurer
Daniel Hantman	Secretary
Alexander Brady	Vice President & Contracting Officer
Jennifer Rentas	Vice President

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SCHEDULE 3

September 17, 2025

AUTHORIZATION TO ENTER INTO A CONTRACT FOR CONSTRUCTION SERVICES FOR LIGHTING INSTALLATION AT THE BATTERY MARITIME BUILDING

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 one of Scientific Electric Co., Inc. and Interphase Electric Corp. for construction services for the maximum contract price of \$1,350,000, 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 4

September 17, 2025

AUTHORIZATION TO ENTER INTO A TASK ORDER WITH LANGAN ENGINEERING, ENVIRONMENTAL, SURVEYING, LANDSCAPE ARCHITECTURE AND GEOLOGY, D.P.C. FOR CONSTRUCTION INSPECTION SERVICES UNDER AN EXISTING ON-CALL CONTRACT

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 Langan Engineering, Environmental, Surveying, Landscape Architecture and Geology, D.P.C. (“Langan”) for construction inspection services with a maximum contract price of \$600,000, 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

September 17, 2025

AUTHORIZATION TO AMEND THE CONTRACT WITH BUTTERMILK LABS LLC FOR CONSTRUCTION SERVICES FOR BUILDING 301

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 Buttermilk Labs LLC dated as of October 11, 2023 (the “Buttermilk Contract”) in accordance with the material contract amendment terms presented to the Directors; and be it

RESOLVED that the maximum contract price of the Buttermilk Contract be increased to \$10,200,000, plus change-order authority of up to 15% of the maximum contract price and with further increases in accordance with the material contract amendment terms presented to the Directors; 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

September 17, 2025

AUTHORIZATION TO ENTER INTO A CONTRACT WITH SENIORCARE EMERGENCY MEDICAL SERVICES INC. FOR EMERGENCY MEDICAL 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 SeniorCare Emergency Medical Services Inc. for the provision of emergency medical services to the Trust with a maximum contract price of \$1,200,000 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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