

THE TRUST FOR GOVERNORS ISLAND

MINUTES OF THE MEETING
OF THE EXECUTIVE COMMITTEE
OF THE BOARD OF DIRECTORS
OF
GOVERNORS ISLAND CORPORATION d/b/a
THE TRUST FOR GOVERNORS ISLAND

September 6, 2022

The meeting of the Executive Committee of the Board of Directors of Governors Island Corporation d/b/a The Trust for Governors Island (the “Trust”) was held on Tuesday, September 6, 2022, via videoconference.

The following members of the Executive Committee of the Trust were present via videoconference:

Alicia Glen, *Ex-Officio and Chairperson*
Carolee Fink
Ben Lawskey
Susan Mercandetti
Tokumbo Shobowale
Carl Weisbrod

Also present were staff from the Trust.

Chairperson Alicia Glen started the meeting at approximately 12:00pm, and Daniel Hantman, the Trust’s General Counsel, confirmed that a quorum was present.

1. Authorization to enter into a contract with Venable LLP for the provision of commercial real-estate counsel services

Clare Newman, the Trust’s President & CEO, presented the item. In response to a question from Director Weisbrod, Ms. Newman confirmed that the Trust retains several other law firms in connection with other transactional matters. In response to a question from Director Fink, Ms. Newman noted that the budget for the project under discussion was developed by taking into account similar projects by the New York City Economic Development Corporation and Brooklyn Navy Yard Development Corporation. Chairperson Glen noted that the Trust would seek to recoup legal fees from its transaction counterparty in this project in accordance with the terms of the final agreements. Director Shobowale, Mr. Hantman, and Ms. Newman discussed the Trust’s Request for Proposals and the potential workflow by the outside counsel.

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

2. Authorization to enter into a contract with The Proactive Technology Group, LLC for IT managed services and related consulting

Ms. Newman presented the item. In response to questions from Director Shobowale and Director Weisbrod, Ms. Newman discussed the Trust's Request for Proposals procurement process for the contract and the qualifications and experience of the proposed vendor. Director Lawskey, Chairperson Glen, and Ms. Newman discussed the role of the IT managed services provider for the Trust. Ms. Newman and Jenny Staley, the Trust's Senior Vice President, Operations, discussed the relationship between the Trust and the New York City Department of Information Technology and Telecommunications in response to questions from Director Weisbrod and Chairperson Glen. In response to questions from Director Lawskey, Ms. Newman discussed the potential transition period with the Trust's current vendor and the budget for the proposed vendor.

Ms. Newman, and Sarah Krautheim, the Trust's Senior Vice President, Public Affairs, in response to comments from Chairperson Glen, Director Mercandetti, and Director Weisbrod, discussed the Trust's online presence and the separate activities of the Trust and the Friends of Governors Island respectively.

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

3. Adjournment

There being no further business, Chairperson Glen requested a motion to adjourn the meeting, and upon the motion being duly made and seconded, the meeting was adjourned at approximately 12:30pm.

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SCHEDULE 1

September 6, 2022

Authorization to: (i) enter into a contract with Venable LLP for the provision of commercial real-estate counsel services; and (ii) take related actions

BE IT RESOLVED that Governors Island Corporation d/b/a The Trust for Governors Island is hereby authorized to enter into a contract with Venable LLP in accordance with the hourly rates approved by the Corporation Counsel of the City of New York or his or her designee, with a maximum contract price of \$700,000, 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 2

September 6, 2022

Authorization to: (i) enter into a contract with The Proactive Technology Group, LLC for IT managed services and related consulting; and (ii) take related actions

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 The Proactive Technology Group, LLC for IT managed services and related consulting with a maximum contract price of One Hundred and Fifty Thousand Dollars (\$150,000) per year 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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