

Governors Island Corporation d/b/a
The Trust for Governors Island
Meeting of the Directors
Held at City Hall, New York, NY

October 13, 2010

MINUTES

The following members of the Board of Directors were present at the meeting:

Ronay Menschel, Chair
Elizabeth Berger
Doug Blonsky
Amanda Burden
Mark Costello
Patricia Harris
Jeffrey H. Lynford
Julie Menin
Seth Pinsky
Judy Rapfogel
David Saltzman
Dennis Walcott
Carl Weisbrod

Also present were staff of The Trust for Governors Island (hereafter “TGI” or the “Corporation”), the Mayor’s Office and New York City Economic Development Corporation (“NYCEDC”), and members of the press and public.

Ronay Menschel, Chairperson of the Board of Directors, called the meeting to order at approximately 2:33 P.M. Paul Kelly, Secretary and General Counsel of TGI, served as secretary of the duly constituted meeting, at which a quorum was present.

Chairperson Menschel noted that the meeting was open to the public and requested that comments be held until the end of the meeting.

The first order of business was the approval of the minutes of the June 30, 2010 meeting of the Directors. Chairperson Menschel asked if there were any changes or corrections. There being none, she then requested a motion to approve the resolution. Upon the motion being duly made and seconded, the following resolution was unanimously adopted:

APPROVAL OF MINUTES TAKEN AT THE JULY 13, 2010 MEETING OF THE DIRECTORS OF THE GOVERNORS ISLAND CORPORATION

RESOLVED, that the Board of Directors hereby approves the minutes of the Board of Directors meeting held on July 13, 2010, as distributed to the Board of Directors in advance of the meeting.

Next, Chairman Menschel announced the second item on the agenda, which was the authorization of the Corporation to enter into a consulting contract with AKRF, Inc. She asked Betty Chen, Vice-President for Planning, Design, and Preservation to present the item.

Ms. Chen presented the item, which was a proposed amendment to a consultant contract with AKRF, Inc. (“AKRF”) for environmental planning and consulting services (the “Services”) in connection with the planning, permitting, preservation and redevelopment of the Island.

Ms. Chen explained that the original contract with AKRF had been procured and executed by TGI’s predecessor in interest, the Governors Island Preservation and Education Corporation (“GIPEC”). GIPEC assigned the AKRF contract to TGI at the time of Island transfer on July 14, 2010.

Leslie Koch, President of TGI, added that this item was included in the budget previously approved by the Board of Directors and TGI had worked with sister City agencies on the scope and review of the work AKRF was contracted to perform.

In response to a comment made by Chairperson Menschel, Ms. Chen confirmed that the pricing for this contract was current and reflective of today’s climate. Mr. Weisbrod noted, for the record, that Trinity Church was in contract with AKRF and believed this was not a conflict with the Conflict of Interest rules.

There being no further questions, Chairperson Menschel then requested a motion to approve the resolution. Upon the motion being duly made and seconded, the following resolutions were unanimously adopted:

October 13, 2010

GOVERNORS ISLAND CORPORATION d/b/a THE TRUST FOR GOVERNORS ISLAND (the “TRUST”) - Environmental Consulting Services – Authorization to Amend and Restate the Environmental Consulting Services Contract between the Trust and AKRF, Inc. and Take Related Actions

BE IT RESOLVED, that upon the basis of the materials presented to this meeting (the “Materials”), a copy of which is hereby ordered filed with the records of the Trust, the Trust is hereby authorized to amend the existing Environmental Consulting Services Contract between the Trust and AKRF, Inc. (the “AKRF Contract”) to include additional scope of work as described in the Materials, and be it further

RESOLVED, that the term of the AKRF Contract is extended for an additional three-year period to April 15, 2014; and be it further

RESOLVED, that the AKRF Contract Price is amended to an amount not to exceed: One Million, Six Hundred Seventy-Four Thousand, Nine Hundred Ninety-eight Dollars (\$ 1,674,998) for the performance of environmental consulting services as set forth in the Materials; and be it further

RESOLVED, that AKRF Contract be further amended to include certain boilerplate language as required pursuant to the Master Contract between the Trust and The City of New York; 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 and that all activities heretofore and hereafter taken in furtherance of the foregoing be and hereby are ratified, confirmed and approved as the acts and deeds of the Trust.

* * *

Chairperson Menschel announced that the next item for consideration by the directors was a proposed agreement with the Triborough Bridge and Tunnel Authority (“TBTA”). She asked Paul Kelly to present such item.

Mr. Kelly requested authorization from the directors for TGI (i) to enter into a proposed agreement with TBTA for the performance by TBTA of work on the electric and telecommunications lines located in the Brooklyn Battery Tunnel (the “Tunnel”) that serve the Governors Island, (ii) to pay \$3.3MM TGI to TBTA for previous work performed by TBTA on water lines in the Tunnel serving Governors Island, and (iii) to take related actions.

Mr. Kelly stated that agreement terms were discussed over the course of several months with the City. Ms. Koch added that the work needed to be performed by TBTA due to the location of the pipes in the Tunnel. Ms. Koch noted that the work was being completed in conjunction with another major capital project which was cost effective for TGI and provided capacity for future scenarios of expanded tenancy and use on the Island. Mr. Pinsky stated that this item was previously reviewed by the Corporation’s Audit and Finance Committee and that the Committee recommended authorization of the agreement with TBTA.

Ms. Rapfogel entered the meeting at this time.

In response to a question from Mr. Blonsky, Mr. Kelly stated that the previous work was primarily relining a large portion of the water pipes and replacement of some of the water meter rooms. Mr. Kelly added that the majority of the equipment was old, had never been upgraded or replaced and the majority of the cost was due to relining long lengths of the pipe for the water line. Mr. Kelly further stated that the water line replacement work was not intended to cause the water reaching the Island to become potable.

There being no further questions, Chairperson Menschel then requested a motion to approve the resolution. Upon the motion being duly made and seconded, the following resolutions were unanimously adopted:

October 13, 2010

GOVERNORS ISLAND CORPORATION d/b/a THE TRUST FOR GOVERNORS ISLAND (the “Trust”); Authorization for the Trust to enter into a contract with the Triborough Bridge and Tunnel Authority (“TBTA”) for the performance by TBTA of work on the electric and water lines in the Brooklyn Battery Tunnel (the “Tunnel”) servicing Governors Island; Authorization for the Trust to pay \$3,300,000 to TBTA for work previously performed by TBTA to water lines in the Tunnel serving Governors Island; and Authorization to Take Related Actions

BE IT RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Trust (the "Materials"), the Trust is hereby authorized to enter into a Contract with TBTA for the performance by TBTA of certain repair and upgrade work to electric and telecommunications lines in the Tunnel serving Governors Island, as such work is more particularly described on Exhibit A attached hereto; and be it further

RESOLVED, that the Corporation shall provide an escrow deposit to TBTA for the full bid price to perform the work described in Exhibit A, which escrow sum shall be used by TBTA to pay for the performance of such work; and be it further

RESOLVED, that the Corporation is authorized to pay TBTA the sum of \$3,300,000 for work previously performed by TBTA to water lines in the Tunnel that service Governors Island; 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 (s)he or they may deem necessary or appropriate to effectuate these resolutions and that all activities heretofore and hereafter taken in furtherance of the foregoing be and hereby are ratified, confirmed and approved as the acts and deeds of the Trust.

* * *

EXHIBIT A

TRUST ELECTRIC AND TELECOMMUNICATIONS WORK

The Trust electric and telecommunications work shall consist of the following items:

- a. BVB to GIVB Power: Four (4) conduits for 27 KV power (2 west tube, 2 east tube). Maintain two active feeders to GI at all times.
- b. BVB to GIVB Communications: One (1) conduit with smooth wall inner-ducts. No communication cables to be installed.
- c. MBB to GIVB Power: None.
- d. MBB to GIVB Communications: One (1) conduit with smooth wall inner-ducts; use one inner-duct for the installation only of 50 pair copper and one inner-duct for the installation only of 24 single mode fiber cable. Termination of these communication cables to be completed by TGI under a separate contract.
- e. Power cable runs will extend from the existing ConEd vault in the BVB to Building 130 GI end of the existing footbridge.
- f. The BB-45 contractor will be responsible to coordinate connection and termination of the two primary power feeders to maintain continuous electrical power (one feeder to a SKV Con Ed source and one feeder to a 27kv Con Ed source). The secondary power feeders and communication cables will be completed at a future date and are the sole responsibility of TGI and to be completed under a separate contract.
- g. All work affecting the asbestos-containing transite ducts must be completed in accordance with Section 02080 Asbestos Abatement of the BB-45 Contract Specifications.

* * *

Chairperson Menschel announced that the next item for consideration by the directors was the adoption by the Corporation of a proposed Code of Ethics. She asked Paul Kelly to present such item.

Mr. Kelly presented a proposed Code of Ethics which provided the directors and officers of TGI with rules and guidelines for handling conflicts of interest and appropriate reporting.

There being no questions, Chairperson Menschel then requested a motion to approve the resolution. Upon the motion being duly made and seconded, the following resolutions were unanimously adopted:

October 13, 2010

GOVERNORS ISLAND CORPORATION d/b/a THE TRUST FOR GOVERNORS ISLAND -
Authorization to adopt a Code of Ethics and Authorization to take Related Actions

BE IT RESOLVED, that upon the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, the Corporation is hereby authorized to adopt the Code of Ethics attached hereto as Exhibit A; and be it further

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

* * *

EXHIBIT A

**GOVERNORS ISLAND CORPORATION
d/b/a The TRUST FOR GOVERNORS ISLAND**

**CODE OF ETHICS FOR DIRECTORS AND OFFICERS
Board of Directors Meeting
October 13, 2010**

I. INTRODUCTION AND PURPOSE

The Board of Directors ("Board") of Governors Island Corporation d/b/a The Trust for Governors Island (the "Corporation") has adopted this code of ethics ("Code") with respect to its directors and officers (collectively, the "Directors"). This Code is intended to promote (a) honest and ethical conduct, including the proper handling of actual or apparent conflicts of interest between personal and professional relationships, and (b) full, fair and understandable disclosure in the periodic reports required to be filed hereby. This Code (a) provides examples of situations involving conflicts of interest; (b) establishes disclosure procedures; and (c) outlines corrective action for violations. It is vitally important to the public trust that both the fact and the appearance of conflicting interests and improper corporate conduct be avoided. Each Director will be expected to read and understand this Code and to

review it periodically in order to be alert to situations that could create a conflict of interest or otherwise be contrary to the established policies of the Corporation.

II. GUIDELINES

A. Prohibition. A Director may not make personal investments in enterprises that he or she has reason to believe may be directly involved in decisions to be made by him or her, in his or her capacity as Director of the Corporation, or that will otherwise create substantial conflict between his or her duty in the public interest and his or her private interest. Additionally, a Director is prohibited from accepting employment that impairs his or her independence of judgment in the exercise of his or her official duties.

B. Personal Interest. A Director shall be deemed to be "interested" in cases in which the Director's personal interest conflicts with the interest of the Corporation. The following are situations in which a Director would be deemed to be "interested", which list is not intended to be exhaustive:

- Where a Director or a member of his or her immediate family¹ is a member, director, owner² or officer of an entity from which the Corporation purchases services or supplies.
- Where a Director or a member of his or her immediate family is a member, director,

owner or officer of an organization with which the Corporation contracts.

- Where a Director or a member of his or her immediate family is a member, director, owner or officer of an entity with which the Corporation negotiates or effects a transaction or an entity that substantially benefits from a transaction that the Corporation negotiates or effects.

A Director shall not be deemed to be "interested" by virtue of his or her status as an official or employee of the City of New York, the State of New York or any of their respective authorities or instrumentalities.

When a Director is "interested" in a matter: (a) the Director must disclose the nature and extent of his or her interest to the Board or committee of the Board, whichever will be considering the matter; and (b) the Director, acting as a Director, must take no part in the consideration, determination or approval of the matter on the part of the Corporation.³

C. Confidential and Inside Information. Confidential information acquired by a Director in the course of his or her duties as a Director must be held in confidence and may not be used as a basis for personal gain by the Director, his or her immediate family or others. Information relating to

¹ Immediate family means a spouse, domestic partner, unemancipated child, and if they live with the Director, parent or sibling.

² Owner means a person having an interest in an entity that exceeds 5% of the entity or an investment of \$35,000 in cash or other form of commitment, whichever is less, or 5% or \$35,000 of the entity's indebtedness, whichever is less, and any lesser interest in a entity when the person exercises managerial control or responsibility regarding any such entity, but shall not include interests held in any pension plan, deferred compensation plan or mutual fund, the investments of which are not controlled by the person, or in any blind trust that holds or acquires an ownership interest.

³ All persons acting as Members of the Corporation may take part in the consideration, and determination or approval, of any matter.

transactions pending with the Corporation is not to be given to any person unless it has been published or otherwise made generally available to the public by the Corporation.

A Director must refrain from transmitting any information about the Corporation or its deliberations or decisions or any other information the Director obtained from the Corporation that might be prejudicial to the interests of the Corporation to any person other than in connection with the discharge of the Director's responsibilities, except to the extent the information is publicly available.

A Director must not accept employment or engage in any business or professional activity that will require him or her to disclose confidential information that he or she has gained by reason of his or her official position of authority.

D. Gratuities/Conduct. A Director must not be placed under actual or apparent obligation to anyone by accepting, or permitting his or her immediate family to accept, gifts or other favors where it might appear that they were given for the purpose of improperly influencing the Director in the performance of his or her corporate duties. In addition, a Director should never use his or her official position to secure unwarranted privileges or exemptions; nor should a Director, by his or her conduct, give any reasonable basis for the impression that any person can improperly influence him or her or unduly enjoy his or her favor in the performance of his or her official duties or that he or she is affected by the kinship, rank, position or influence of any party or person. Instead, a Director should endeavor to pursue a course of conduct that will not raise suspicion that he or she is likely to be engaged in acts that are in violation of his or her trust.

III. DISCLOSURE PROCEDURE

A. If at any time a Director is in doubt as to the proper application of this Code; the Director should immediately make all the facts known to the General Counsel of the Corporation and be guided by the instructions he or she receives. Except as otherwise directed by those instructions, the Director should refrain from exercising responsibility with regard to the Corporation in any matter that might reasonably be thought to be affected by his or her interest.

B. Each Director must complete a disclosure statement in the form attached hereto promptly after appointment and annually thereafter at the time required for the filing by the Director of an annual financial disclosure statement pursuant to N.Y. Pub. Auth. Law § 2825(3).

C. Each Director shall make the annual filings required of Directors under N.Y. Pub. Auth. Law § 2825(3).

IV. VIOLATIONS

If a Director violates any of the provisions of this Code, such Director shall be subject to an appropriate remedy under the circumstances. In addition to any penalty contained in any provision of law, the Director may be subject, at the Board's discretion, to removal for cause.

V. OFFICERS WHO ARE EMPLOYEES OF THE CORPORATION

Notwithstanding anything contained herein, if an officer is also an employee of the Corporation, that officer shall be subject to the restrictions set forth in Chapter 68 of the City Charter and not subject to this Code.

DISCLOSURE STATEMENT FOR DIRECTORS

Chairperson:

I have read the Code of Ethics for Directors of Governors Island Corporation d/b/a The Trust for Governors Island adopted on October 13, 2010 and have received a copy for my guidance. I advise you that I am not involved in any activity that would be considered to be in violation of the aforesaid Code, except as follows: (If answer is "None", please indicate in the space provided)

Attach additional sheets as needed.

Date: _____

Name (Please Print or type)

S

Chairperson Menschel announced that the next item for consideration by the directors was the adoption by the Corporation of a proposed Procurement Policy. She asked Paul Kelly to present such item. Mr. Kelly presented the proposed procurement rules (the "Policy") which Policy would be applicable to contracts to be entered into by TGI for goods and/or services. He stated the adoption of the Policy would ensure TGI would make procurement decisions in a competitive and fiscally responsible manner.

Mr. Kelly also stated that the Policy would be made available on TGI's web site to advise the public that TGI follows a procurement process when seeking to acquire goods or services. Mr. Kelly added that the Policy was closely modeled on NYCEDC's policy and the only revision made to the Policy was reducing the required amount of bids received from five to three for procurements, which was acceptable to the City's Law Department.

There being no questions, Chairperson Menschel then requested a motion to approve the resolution. Upon the motion being duly made and seconded, the following resolutions were unanimously adopted:

October 13, 2010

GOVERNORS ISLAND CORPORATION d/b/a THE TRUST FOR GOVERNORS ISLAND -
Authorization to adopt Procurement Rules and Authorization to take Related Actions

BE IT RESOLVED, that upon the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation, the Corporation is hereby authorized to adopt the Procurement Rules attached hereto as Exhibit A; and be it further

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

* * *

EXHIBIT A

**GOVERNORS ISLAND CORPORATION
d/b/a THE TRUST FOR GOVERNORS ISLAND
CONTRACTS BY THE CORPORATION - PROCUREMENT POLICY
BOARD OF DIRECTORS MEETING
OCTOBER 13, 2010**

The procurement requirements applicable to contracts of the Corporation set forth below shall be hereafter referred to as the "Requirements".

Section 1. Methods of Source Selection

Unless otherwise authorized by law, all contracts by the Corporation shall be awarded by competitive sealed bidding, pursuant to Section 6 below, except as otherwise provided in these Requirements. Where federal or State law, rules or regulations applicable to any funds received by the Corporation prescribe procurement requirements that differ from these Requirements, the requirements of such laws, rules or regulations shall govern with respect to contracts funded with such funds.

Section 2 Personal and Professional Services

(a) Personal and professional services shall be procured by the Corporation in accordance with this Section, except as otherwise authorized by Sections 3, 4, 5, 8 and 9 below, unless the First Deputy Mayor shall specifically or by general guidelines specify procurement by the Corporation pursuant to Section 6 or 7 for particular kinds of such services. The above notwithstanding, outside legal counsel shall be retained only in accordance with Section 3.02 of the Corporation's Master Contract with The City of New York.

(b) It shall be the policy of the Corporation to announce publicly all requirements for personal and professional services, and to negotiate contracts for such services on the basis of demonstrated competence and qualification for the type of services required, and at fair and reasonable prices.

(c) In the procurement of personal or professional services, the President shall encourage firms or persons engaged in the lawful practice of their profession, including local, minority and women owned firms, to submit annually a statement of qualifications and performance data. A committee of qualified personnel of the Corporation shall comprise a Consultant Selection Committee for each personal or professional services contract procured pursuant to this Section 2. The Consultant Selection Committee shall evaluate current statements of qualification and performance data on file with the Corporation, together with those that may be submitted by other firms regarding the proposed contract. The Consultant Selection Committee or President shall obtain proposals from no less than three persons or firms regarding the contract and the relative utility of alternative methods of approach for furnishing the required services, and then shall select therefrom, in order of preference, based upon written criteria of the Consultant Selection Committee or President, no less than three of the firms deemed to be the most highly qualified to provide the services required.

(d) The President shall negotiate a contract with the highest qualified firm or person, at compensation that the President determines in writing to be fair and reasonable to the Corporation and the City. In making this decision, the President shall take into account the estimated value, the scope, the complexity and the professional nature of the services to be rendered. Should the President be unable to negotiate a satisfactory contract with the firm considered to be the most qualified at a price the President determines to be fair and reasonable to the Corporation and the City, the President shall terminate negotiations with that firm, and the President shall undertake negotiations with the second most qualified firm. Failing accord with the second most qualified firm, the President shall terminate negotiations and the President shall undertake negotiations with the third most qualified firm. Should the President be unable to negotiate a contract at a fair and reasonable price with any of the selected firms, the President shall select additional firms in order of their competence and qualifications, and shall continue negotiations in accordance with this Section until an agreement is reached.

Section 3 Small Purchases

Any procurement (other than contracts for legal counsel) for an amount larger than \$5,000 but not exceeding \$100,000 may be made without compliance with any other Requirements herein, provided the Corporation shall use reasonable efforts to obtain offers from at least three responsible persons or entities to perform the work, unless the First Deputy Mayor agrees otherwise. If the City's Procurement Policy Board Rules permit the City to make a small purchase procurement for goods, information technologies, construction, construction-related services or other services or any other matter for a larger amount than the limit set forth above for the Corporation, then such higher limit shall also apply to the Corporation under this Section 3. With regard to procurements of \$5,000 or less, the Corporation shall obtain offers from one or more persons or entities as it deems appropriate. If the Corporation only obtains an offer from one person or entity under this Section, it will not be considered a sole source procurement under these Requirements. Procurements shall not be artificially divided so as to constitute a small purchase under this Section. The Corporation shall maintain records of the contractors approached and their responses.

Section 4 Sole Source Procurement

A contract may be awarded for a supply, service or construction item without competition when permitted specifically by, or under general guidelines of, the First Deputy Mayor, or when, with the First Deputy Mayor's approval, the President determines in writing that there is only one source for the required supply, service or construction item.

Section 5 Emergency Procurement

Notwithstanding any other provision of these Requirements, the President may make or authorize others to make emergency procurement when there exists a threat to public health, welfare or safety or to property in which the City or the Corporation has an interest, or under emergency conditions as identified specifically by, or under general guidelines of, the First Deputy Mayor, provided that such emergency procurement shall be made with such competition as is practicable under the circumstances. A written determination of the basis for the emergency and for the selection of the particular contractor shall be included in the contract file.

Section 6 Competitive Sealed Bidding

(a) Contracts by the Corporation shall be awarded by competitive sealed bidding except as otherwise provided in these Requirements.

(b) An Invitation for Bids shall be issued and shall include (whether by attachment or reference) a purchase description, and all contractual terms and conditions applicable to the procurement. Adequate public notice of the Invitation for Bids shall be given by publication in the City Record a reasonable time prior to the date set forth therein for the opening of bids. In addition, the Corporation may publish such notice in a newspaper of general circulation for a reasonable time prior to bid opening.

(c) Bids shall be opened publicly in the presence of one or more witnesses at the time and place designated in the Invitation for Bids. The amount of each bid, the name of each bidder and the bid security, if any, shall be recorded. The record and each bid shall be open to public inspection.

(d) Bids shall be unconditionally accepted without alteration or correction on the part of the bidder except as authorized in this Section. Correction or withdrawal of inadvertently erroneous bids before or after award, or cancellation of awards or contracts based on such bid mistakes, shall be permitted in instances in which the President finds that it is in the Corporation's and the City's interest to do so. After bid opening, no changes in bid prices or other provisions of bids prejudicial to the interest of the Corporation or the City or fair competition shall be permitted. All decisions to permit the correction or withdrawal of bids, or to cancel awards or contracts based on bid mistakes, shall be supported by a written determination made by the President.

(e) Bids shall be evaluated based on the requirements set forth in the Invitation for Bids, which may include criteria to determine acceptability such as inspection, testing, quality, workmanship, delivery and suitability for a particular purpose. Those criteria that will affect the bid price and be considered in evaluation for award shall be objectively measurable, such as discounts, transportation costs, and total or life cycle costs. The Invitation for Bids shall set forth the evaluation criteria to be used.

(f) The contract shall be awarded to the lowest responsible and responsive bidder whose bid meets the requirements and criteria set forth in the Invitation for Bids. Notwithstanding the foregoing, any or all bids may be rejected when the Corporation reasonably deems it is in the Corporation's or the City's interest to do so.

Section 7 Competitive Sealed Proposals

(a) When permitted specifically by, or under general guidelines of, the First Deputy Mayor, a contract may be entered into by competitive sealed proposals.

(b) Proposals shall be solicited through a Request for Proposals. Adequate public notice of the Request for Proposals shall be given in the same manner as provided in Section 6(b).

(c) Proposals shall be opened so as to avoid disclosure of contents to competing offerors during the process of negotiation. A register of Proposals shall be prepared and shall be open for public inspection after contract award.

(d) Proposals shall be evaluated on the basis of the quality of the proposals, based on the relative importance of such criteria as: capacity to execute the proposal; if relevant, the experience in the area of knowledge or community to be served or studied or to be the site of the work; and the cost.

(e) As provided in the Request for Proposals and under guidelines of the First Deputy Mayor, discussions may be conducted with responsible offerors who submit proposals determined to be reasonably susceptible of being selected for award for the purpose of clarification to assure full understanding of, and responsiveness to, the solicitation requirements. Offerors shall be accorded fair and equal treatment with respect to any opportunity for discussion and revision of proposals, and such revisions may be permitted after submissions and prior to award for the purpose of obtaining best and final offers. In conducting discussions, there shall be no disclosure of any information derived from proposals submitted by competing offerors.

(f) Award shall be made to the responsible offeror whose proposal is determined in writing to be the most advantageous to the Corporation and the City taking into consideration the evaluation factors set forth in subsection (d). The contract file shall contain the basis on which the award is made

Section 8 Contractors Recommended by Construction Manager

(a) Conditions for Use. When the Corporation has retained a construction manager who or which works on a construction project, any contract for construction or construction-related goods or services (including, without limitation, contracts for fixtures, furnishings and equipment) may be entered into pursuant to the procedure set forth in this Section 8 in lieu of the procedures set forth in Sections 6 and 7. If the Corporation has retained a construction manager who or which performs facilities management services for the Corporation, any contracts related to facilities management services (including, without limitation, contracts for construction or construction-related goods or services, including contracts for fixtures, furnishings and equipment) may also be procured using the procedure set forth in this Section.

(b) Selection of Contractors. If the Corporation decides to enter into a contract pursuant to the procedures set forth in this Section, then, unless the First Deputy Mayor agrees to a lesser number, the Corporation's construction manager shall recommend to the Corporation a minimum of three potential contractors for each contract. The Corporation shall review such list of potential contractors and determine which of them the Corporation considers to be appropriate. Proposal packages will be sent by the construction manager or the Corporation to all such contractors. The construction manager and the Corporation shall review the proposals received from responding contractors, and the construction manager and the Corporation may negotiate with some or all of the responding contractors. Revisions to proposals may be permitted after submissions and prior to the award of a contract for the purpose of obtaining best and final offers.

(c) Award. After consultations between the construction manager and the Corporation, the construction manager or the Corporation (at the Corporation's discretion) shall award the contract to the responsible contractor whose proposal the Corporation determines to be the most advantageous to the Corporation and the City, taking into consideration price and appropriate evaluation factors. The contract file shall contain the basis on which the award is made.

Section 9 Use of Other Governmental Contracts

Notwithstanding any other provision of these Requirements, if, after consultation with the Corporation, the Corporation Counsel determines that there is a Federal, State or City contract for goods or services that permits the Corporation to utilize such contract or to obtain goods and services from the contractor under such contract on terms substantially equal to those under such contract, the Corporation may utilize such contract or obtain goods and services from such contractor on terms substantially equal to those under such contract without using any other procurement Requirements.

Section 10 Construction Manager Subcontracts

When the Corporation, using a procurement method set forth in these Requirements, has retained a construction manager for work with regard to a construction project and/or with regard to facilities management services, such construction manager may only enter into construction, construction-related and/or facilities management-related subcontracts for goods or services (including, without limitation, contracts for fixtures, furnishings and equipment), related to such construction project or facilities management services, using procurement methods similar to those that the Corporation may use were it contracting directly for such goods or services.

Chairperson Menschel announced that the final item for consideration by the directors was establishment of a Corporation retirement plan. She asked Paul Kelly to present such item.

Mr. Kelly presented (i) a proposed establishment of a 401(a) retirement plan, to be called Governors Island Corporation Pension Plan; (ii) a proposed designation of State Street Bank and Trust Company of Boston, Massachusetts, as Trustee of the TGI 401(a) Retirement Savings Plan; (iii) a proposed appointment of Diversified Investment Advisors as recordkeeper of the TGI 401(a) Retirement Savings Plan; and (iv) the proposed authorization of Leslie Koch, President of TGI, Jonathan Meyers, Chief Operating Officer of TGI and Paul Kelly, General Counsel of TGI as the individuals to execute any documents necessary to complete a 401(a) withdrawal, loan, transfer, election change or distribution request from a client/participant, whichever is applicable.

In response to a question from Ms. Berger, Ms. Koch stated that employees of TGI did not remain on the State of New York pension plan and had the option to transfer their credits to a subsequent plan.

There being no questions, Chairperson Menschel then requested a motion to approve the resolution. Upon the motion being duly made and seconded, the following resolutions were unanimously adopted:

October 13, 2010

GOVERNORS ISLAND CORPORATION d/b/a THE TRUST FOR GOVERNORS ISLAND –
Authorization to approve 401(a) Retirement Savings Plan Trustee and Recordkeeper and Related
Actions

BE IT RESOLVED, that State Street Bank and Trust Company of Boston, Massachusetts (“State Street”), and Diversified Investment Advisors (“Diversified”) are duly designated to establish a 401(a) retirement plan, to be called the Governors Island Corporation Pension Plan, effective September 15, 2010, and

BE IT FURTHER RESOLVED, that State Street is duly designated as Trustee of the Governors Island Corporation Pension Plan; and

BE IT FURTHER RESOLVED, that Diversified is duly designated as recordkeeper of the Governors Island Corporation Pension Plan; and

BE IT FURTHER RESOLVED, that State Street and Diversified shall promptly transfer pension funds of Trustee staff that have been contributed to accounts of the New York City Economic Development Corporation Pension Plan into the identical funds that have been established as part of the Governors Island Corporation Pension Plan; and

BE IT FURTHER RESOLVED that the following individuals are authorized to execute any documents necessary to complete a 401(a) withdrawal, loan, transfer, election change or distribution request from a client/participant, whichever is applicable:

Leslie Koch, President
Jonathan Meyers, Chief Operating Officer
Paul Kelly, General Counsel; and

BE IT RESOLVED, that each of the following officers, the President, the Chief Operating Officer and the General Counsel is authorized on behalf of The Trust for Governors Island and the Governors Island Corporation Pension Plan to execute a Trust Agreement and other documents and to perform such acts deemed in the best interest of The Trust for Governors Island and the Governors Island Corporation Pension Plan to implement the foregoing resolutions; evidenced by the execution of any document as he or she deems appropriate.

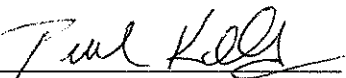
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Following the Directors’ adoption of the foregoing resolutions, Leslie Koch presented the President’s report. Ms. Koch explained TGI’s approach for the revitalization of Governors Island through continued expansion of public access to the Island.

Ms. Koch stated that (i) the 2010 public access season broke records with 443,000 visitors, which exceeded TGI’s goal and was a 60 percent increase from 2009; (ii) boat ridership from Brooklyn to the Island tripled; and (iii) TGI hosted many more arts, cultural, recreational and food events compared to prior years.

Ms. Koch added that TGI had continuously been working on (i) the upgrade of electrical and telecommunication lines; (ii) restoration of potable water; (iii) maintenance of the ferry slips and other marine infrastructure; (iv) stabilization of the Island's historic buildings; and (v) ensuring that the Island infrastructure is ready for the Island's first tenancies.

Being no further business, Chairperson Menschel asked for a motion to adjourn the meeting and upon the motion being duly made and seconded, the meeting was adjourned at 3:14 PM.



Paul Kelly, Secretary

Dated: 1/14/11