

Gateway Development Commission
Regular Meeting of the Board
Held In Person and Via Teleconference

August 1, 2024

MINUTES

The following Commissioners were present:

NEW JERSEY

Balpreet Grewal-Virk, Co-Chair
Janine Bauer
Amy Rosen

NEW YORK

Alicia Glen, Co-Chair
Jamey Barbas
Marie Therese Dominguez

AMTRAK

Anthony R. Coscia, Vice Chair

I. Call to Order

The public meeting was called to order by Co-Chair Grewal-Virk at approximately 10:00 AM.

Co-Chair Grewal-Virk advised that public comments were being solicited virtually, public comments were being solicited both in-person and virtually, and audio of the meeting was being live-streamed from the Gateway Program website.

Co-Chair Grewal-Virk noted that the Commission was continuing to solicit virtual comments, and that a form for soliciting these comments was posted on the Gateway website for those who wished to submit a comment for today's meeting.

Acting Secretary Anderson conducted a roll call and confirmed that all Commissioners were present (with the exception of Commissioner Glen who joined at approximately 11:15 AM), and there was a quorum.

Acting Secretary Anderson stated that adequate notice of today's public meeting of the Board of Commissioners of the Commission had been provided in accordance with the Commission's enabling legislation.

II. Report on Minutes of the July 2, 2024 Meeting

Acting Secretary Anderson reported that copies of the Minutes of the meeting of July 2, 2024 were delivered in electronic form by Acting Secretary Caulfield to the Governors of New York and New Jersey on July 2, 2024, and expedited approval was granted by the Governors of New York and New Jersey on July 2, 2024 at which time the actions recorded in the Minutes went into full force and effect.

III. Gateway Program Update

The Commission's Chief Executive Officer, Kris Kolluri, provided an update on the execution of the Capital Improvement Program Full Funding Grant Agreement ("FFGA") for the Hudson Tunnel Project ("HTP") approved by the Board on July 2, 2024. The Commission's Chief Financial Officer, Patrick J. McCoy, provided an update on funding secured for the Hudson Tunnel Project.

Chief Executive Officer, Kris Kolluri, provided an update on the Palisades Tunnel Project, and Chief Technical Officer, James Anderson, provided an update on the Hudson River Ground Stabilization

(“HRGS”) Project. Anthony Gardner, Senior Director of Procurement, provided an update on the Palisades Tunnel Project contract award, and the Notice to Proceed for Phase Two of the HRGS Project.

Following the presentation, Co-Chair Grewal-Virk thanked Mr. Kolluri, Mr. McCoy, Mr. Morrison and Mr. Gardner for the updates, and there were no questions or comments from the Board.

IV. Public Comments

Co-Chair Grewal-Virk announced that the Commission had solicited virtual comments from the public in advance of, and during, today’s meeting. She indicated that a form for soliciting these comments was posted to the Gateway Program website and was available throughout today’s meeting.

There were two (2) written comments received by 5:00 PM on July 31, 2024:

Commenter	Topic
Shelley Armato, My Smart Plans	Document Commissioning
John Harmon, The African American Chamber of Commerce of New Jersey	Hudson Tunnel Project

Co-Chair Grewal-Virk noted that all written comments received by 5:00 p.m. on July 31, 2024 before the meeting were distributed to the Board, posted on the Gateway Program website, and would be filed in the Commission’s records after the meeting. Gateway did not receive any additional written comments on the day of the Board Meeting.

The following individuals provided in-person public comments during the August 1, 2024 Board Meeting:

Commenter	Topic
Brian Fritsch, PCAC	Hudson Tunnel Project
Daniel Ortega, Local 825	Hudson Tunnel Project
William Healey, NJ Alliance for Action	Hudson Tunnel Project
Dr. Sam Bowden Akbari, Regional Plan Association	Hudson Tunnel Project

V. Action Items

#0824-01: Authorization to Award Contract GDC-24-006-HTP for the Palisades Tunnel Project

The Board acted on this referenced action item, enclosed herewith. Commissioners did not have any comments on this Resolution. Commissioner Rosen made a motion, and Commissioner Bauer seconded the motion. The roll call vote is referenced in the attached Resolution.

#0824-02: Approval of Market Case Estimate for the Palisades Tunnel Project

The Board acted on this referenced action item, enclosed herewith. Commissioners did not have any comments on this Resolution. Commissioner Bauer made a motion, and Commissioner Rosen seconded the motion. The roll call vote is referenced in the attached Resolution.

#0824-03: Authorization of Notice to Proceed for Phase 2 of Contract GDC24-004-HTP, Performance of Expert Professional Design-Build Services for the Hudson River Ground Stabilization Project

The Board acted on this referenced action item, enclosed herewith. Commissioners did not have any comments on this Resolution. Commissioner Barbas made a motion, and Commissioner Bauer seconded the motion. The roll call vote is referenced in the attached Resolution.

#0824-04: Appointment of the Inspector General of the Gateway Development Commission

The Board acted on this referenced action item, enclosed herewith. Commissioners did not have any comments on this Resolution. Commissioner Rosen made a motion, and Vice Chair Coscia seconded the motion. The roll call vote is referenced in the attached Resolution.

VI. Executive Session

Co-Chair Grewal-Virk stated that the Board would enter Executive Session to discuss contract negotiations, personnel matters, and matters in which the release of information could impair a right to receive funds from the United States. Co-Chair Grewal-Virk noted that the Board would reconvene the public meeting for the purpose of adjourning the meeting and no further business would be conducted. Co-Chair Grewal-Virk motioned to enter into Executive Session, Commissioner Bauer seconded the motion, and the motion was unanimously adopted at approximately 10:40 AM.

VII. Reconvening of Public Meeting

The public meeting was reconvened by Co-Chair Grewal-Virk at approximately 11:15 AM. Acting Secretary Anderson confirmed that there was a quorum of Commissioners present. Acting Secretary Anderson also noted that Commissioner Barbas was recused from the Additional Action Item.

VIII. Additional Action Item

#0824-05: Authorization of Delegation of Authority to Chief Executive Officer in Connection with Contract GDC-24-005-HTP for the Performance of Professional Services by Delivery Partner to Support the Hudson Tunnel Project and Authorization of Amendment of Phase A Task Orders

The Board acted on this referenced action item, enclosed herewith. Commissioners did not have any comments on this Resolution. Commissioner Rosen made a motion, and Commissioner Bauer seconded the motion. The roll call vote is referenced in the attached Resolution.

IX. Adjournment

Co-Chair Grewal-Virk noted that there was no further business to conduct, and then motioned to adjourn the meeting. Upon the motion being duly made by Co-Chair Grewal-Virk and seconded by Commissioner Bauer the meeting was adjourned at approximately 11:25 AM.

DRAFT – PENDING GUBERNATORIAL REVIEW

Respectfully submitted,

/s/ Maria C. Anderson
Maria C. Anderson, Acting Secretary

#0824-01: AUTHORIZATION TO AWARD CONTRACT GDC-24-006-HTP FOR THE PALISADES TUNNEL PROJECT

To help ensure the functionality of intercity and commuter rail infrastructure between the State of New Jersey ("**New Jersey**") and the State of New York ("**New York**") and throughout the Northeast Corridor (the "**NEC**"), New Jersey and New York created the Gateway Development Commission ("**GDC**") through the enactment of parallel legislation by each state codified as the Gateway Development Commission Act (2019 N.Y. Laws, Ch. 108 and N.J.S.A. 32:36-1, et seq.) (collectively, the "**GDC Act**").

The GDC Act empowers the Commission to "enter into, execute and deliver contracts and agreements and other documents and instruments as may be necessary or appropriate to carry out any power of the Commission under this act and to otherwise accomplish any lawful purpose which the commissioners determine will Facilitate the Project, including, without limitation, with the federal government, the state of New Jersey, any local government thereof, the state of New York, with any local government thereof, with any agency, instrumentality, department, commission or authority of any one or more of the foregoing, any bi-state agency, Amtrak, any individual or private firm, entity or corporation, or with any one or more of them." 2019 N.Y. Laws, Ch. 108, Section 2(7)(e); N.J.S.A. 32:36-8(e).

Section 3.06 of the GDC Bylaws provides that "[t]he Board may delegate in whole or in part any power, authority, discretion or obligation to any Officer, in each case to the extent to which the Board deems appropriate."

Accordingly, on February 3, 2023, New Jersey, New York, the National Railroad Passenger Corporation ("**Amtrak**"), and GDC (collectively, the "**PDA Parties**") entered into an Agreement (the "**Project Development Agreement**" or "**PDA**") in order to establish their respective roles and responsibilities with respect to the funding, financing, right-of-way acquisition, procurement, delivery, and operation of the Hudson Tunnel Project ("**HTP**").

As further described in the PDA, the HTP has been organized into certain work packages, which may be updated or changed from time-to-time. The Palisades Tunnel Project (the "**Palisades Tunnel Project**") is a work package of the HTP and includes but is not limited to the following work located entirely in New Jersey: furnishing two new hard rock tunnel boring machines ("**TBMs**") and constructing two bored tunnels, with excavation commencing at the tunnel portal at the Tonnelle Avenue site and mining eastward into the Hudson County Shaft, and furnishing and installing a precast concrete tunnel lining; constructing six cross passages in rock, including temporary support of rock and a cast-in-place concrete tunnel lining with a waterproofing membrane system; transportation of excavated tunnel material from the Palisades Tunnels and cross passages through the bored tunnels to the Tonnelle Avenue site; and constructing the Hudson County Shaft, including slurry walls, rock excavation and installing rock support, and rock mass grouting at the toe of the slurry walls, around the entire perimeter of the shaft and within the entire shaft invert.

In May of 2023, Request for Qualifications GDC23-004 was issued by GDC soliciting Statements of Qualifications ("**SOQ**") from entities interested in constructing the Palisades Tunnel Project. SOQs were submitted from the following five (5) firms: Shea-Kiewit Tunnel Constructors,

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Walsh/Skanska/Traylor JV, Gateway Tunnel Contractors, Schiavone, Dragados Lane JV, and FKC Tutor Perini Hyundai JV. On February 6, 2024, GDC issued a federally compliant Request for Proposals GDC23-004 to these five (5) firms to provide construction services. Proposals were received on June 13, 2024 from all five (5) firms. The proposals were reviewed by an Evaluation Panel consisting of technical experts and representatives of GDC, the State of New York, NJ TRANSIT, the Port Authority of New York and New Jersey, and Amtrak. The Evaluation Panel selected Schiavone, Dragados Lane JV through a competitive evaluation of technical and price proposals (together, with the Contract Documents issued as part of the RFP process, referred to as “**Contract GDC-24-006-HTP**”).

Pursuant to the foregoing report, the following resolution was adopted, with Co-Chair Grewal-Virk, Vice-Chair Coscia, Commissioner Barbas, Commissioner Bauer, Commissioner Dominguez and Commissioner Rosen voting in favor:

RESOLVED, that the GDC Chief Executive Officer is authorized to enter into Contract GDC-24-006-HTP with Schiavone, Dragados Lane JV at the Contract Price of \$465,600,000 and further authorizing an additional amount equal to five percent (5%) of the Contract Price for contingencies.

RESOLVED, that the GDC Chief Executive Officer is authorized to issue a notice to proceed for Contract GDC-24-006-HTP, and take any and all other actions consistent with this resolution, and to make, execute, and deliver in the name and on behalf of GDC, Contract GDC-24-006-HTP, and to take all other steps necessary to comply with the terms and conditions of Contract GDC-24-006-HTP.

RESOLVED, that the GDC Chief Executive Officer is authorized to take any and all other actions consistent with this resolution, and to make, execute, and deliver in the name and on behalf of GDC, Contract GDC-24-006-HTP, and to take all other steps necessary to effectuate, enforce and/or comply with the terms and conditions of Contract GDC-24-006-HTP.

#0824-02: APPROVAL OF MARKET CASE ESTIMATE FOR THE PALISADES TUNNEL PROJECT

To help ensure the functionality of intercity and commuter rail infrastructure between New Jersey and New York and throughout the Northeast Corridor (the "**NEC**"), the State of New Jersey ("**New Jersey**") and the State of New York ("**New York**") created the Gateway Development Commission ("**GDC**") through the enactment of parallel legislation by each state codified as the Gateway Development Commission Act (2019 N.Y. Laws, Ch. 108 and N.J.S.A. 32:36-1, et seq.) (collectively, the "**GDC Act**").

The GDC Act empowers the Commission to "enter into, execute and deliver contracts and agreements and other documents and instruments as may be necessary or appropriate to carry out any power of the Commission under this act and to otherwise accomplish any lawful purpose which the commissioners determine will Facilitate the Project, including, without limitation, with the federal government, the state of New Jersey, any local government thereof, the state of New York, with any local government thereof, with any agency, instrumentality, department, commission or authority of any one or more of the foregoing, any bi-state agency, Amtrak, any individual or private firm, entity or corporation, or with any one or more of them." 2019 N.Y. Laws, Ch. 108, Section 2(7)(e); N.J.S.A. 32:36-8(e).

On February 3, 2023, New Jersey, New York, the National Railroad Passenger Corporation ("**Amtrak**"), and the Gateway Development Commission ("**GDC**") (collectively, the "**PDA Parties**") entered into an agreement (the "**Project Development Agreement**" or "**PDA**") in order to establish their respective roles and responsibilities with respect to the funding, financing, right-of-way acquisition, procurement, delivery, and operation of the Hudson Tunnel Project ("**HTP**").

As further described in the PDA, the HTP has been organized into certain work packages, which may be updated or changed from time-to-time. The Palisades Tunnel Project (the "**Palisades Tunnel Project**") is a work package of the HTP, to be performed primarily pursuant to a construction contract and includes but is not limited to the following work located entirely in New Jersey: furnishing two new hard rock tunnel boring machines ("**TBMs**") and constructing two bored tunnels, with excavation commencing at the tunnel portal at the Tonnelle Avenue site and mining eastward into the Hudson County Shaft, and furnishing and installing a precast concrete tunnel lining; constructing six cross passages in rock, including temporary support of rock and a cast-in-place concrete tunnel lining with a waterproofing membrane system; transportation of excavated tunnel material from the Palisades Tunnels and cross passages through the bored tunnels to the Tonnelle Avenue site; and constructing the Hudson County Shaft, including slurry walls, rock excavation and installing rock support, and rock mass grouting at the toe of the slurry walls, around the entire perimeter of the shaft and within the entire shaft invert.

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Subject to approval of the GDC Board of Commissioners, GDC staff have calculated the Market Case Estimate for the Palisades Tunnel Project based on bid pricing in accordance with the terms of the PDA. The Market Case Estimate is \$744,791,972 and includes all final negotiated costs and contingencies related to the construction and delivery of the Palisades Tunnel Project.

Pursuant to the foregoing report, the following resolution was adopted, with Co-Chair Grewal-Virk, Vice-Chair Coscia, Commissioner Barbas, Commissioner Bauer, Commissioner Dominguez and Commissioner Rosen voting in favor:

RESOLVED, that the GDC Board of Commissioners hereby approves the attached Market Case Estimate for the Palisades Tunnel Project.

EXHIBIT A

MARKET CASE ESTIMATE

Palisades Tunnel Project

(“Palisades Tunnel Project”)

Market Case Estimate for Palisades Project	Estimate (\$M)
Construction, Mandatory Mitigations, Professional Services, ROW, Permits, and Third Party Agreements	\$700,762,567
Contingency – Construction and Support Costs	\$44,029,405
Total	\$744,791,972

#0824-03: AUTHORIZATION OF NOTICE TO PROCEED FOR PHASE 2 OF CONTRACT GDC-24-004-HTP, PERFORMANCE OF EXPERT PROFESSIONAL DESIGN-BUILD SERVICES FOR THE HUDSON RIVER GROUND STABILIZATION PROJECT

To help ensure the functionality of intercity and commuter rail infrastructure between the State of New Jersey (“**New Jersey**”) and the State of New York (“**New York**”) and throughout the Northeast Corridor (the “**NEC**”), New Jersey and New York created the Gateway Development Commission (“**GDC**”) through the enactment of parallel legislation by each state codified as the Gateway Development Commission Act (2019 N.Y. Laws, Ch. 108 and N.J.S.A. 32:36-1, et seq.) (collectively, the “**GDC Act**”).

The GDC Act empowers the Commission to "enter into, execute and deliver contracts and agreements and other documents and instruments as may be necessary or appropriate to carry out any power of the Commission under this act and to otherwise accomplish any lawful purpose which the commissioners determine will Facilitate the Project, including, without limitation, with the federal government, the state of New Jersey, any local government thereof, the state of New York, with any local government thereof, with any agency, instrumentality, department, commission or authority of any one or more of the foregoing, any bi-state agency, Amtrak, any individual or private firm, entity or corporation, or with any one or more of them." 2019 N.Y. Laws, Ch. 108, Section 2(7)(e); N.J.S.A. 32:36-8(e).

Section 3.06 of the GDC Bylaws provides that “[t]he Board may delegate in whole or in part any power, authority, discretion or obligation to any Officer, in each case to the extent to which the Board deems appropriate.”

On February 3, 2023, New Jersey, New York, the National Railroad Passenger Corporation (“**Amtrak**”), and GDC (collectively, the “**PDA Parties**”) entered into an Agreement (the “**Project Development Agreement**” or “**PDA**”) in order to establish their respective roles and responsibilities with respect to the funding, financing, right-of-way acquisition, procurement, delivery, and operation of the Hudson Tunnel Project (“**HTP**”).

As further described in the PDA, the HTP has been organized into certain work packages, which may be updated or changed from time-to-time. The Hudson River Ground Stabilization project (the “**HRGS Project**”) is a critical early work package of the HTP, to be performed primarily pursuant to a design-build contract for ground stabilization of the bed in the Hudson River, that includes the construction of a test section cofferdam, full cofferdam and ground stabilization improvements within the cofferdams in preparation for the subsequent passage of tunnel boring machines associated with the Hudson River Tunnel. The HRGS Project will be located under the Hudson River entirely on the New York side.

Under GDC Resolution 0224-02, the GDC Chief Executive Officer was authorized to enter into Contract GDC-24-004-HTP with Weeks Marine, Inc. (“**Weeks**”), at the Contract Price of \$284,000,000 and further authorized an additional amount equal to five percent (5%) of the Contract Price for contingencies. The HRGS Project is divided into two phases. Phase One of the Project was authorized by a limited notice to proceed to Weeks under GDC Board Resolution 0224-02 in an amount not to exceed \$100 million subject to the availability of funds, for work that began in March 2024 and scheduled through September 2024 and included surveying, design and

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construction of the test cofferdam. Phase Two of Contract GDC-24-004-HTP is anticipated to be performed by Weeks from October 2024 to April 2027 and includes the design and construction of remaining work related to the HRGS Project. GDC Board Resolution 0224-02 required a return to the Board, as may be required, to authorize Phase Two of Contract GDC-24-004-HTP.

Funding is available for Phase Two of the HRGS Project via the Full Funding Grant Agreement entered into by GDC and the Federal Transit Administration on July 8, 2024 under GDC Board Resolution 0724-01 approved on July 2, 2024, and the various agreements entered into among GDC, the United States Department of Transportation acting by and through the Executive Director of the Build America Bureau under the Railroad Rehabilitation and Improvement Financing Program, the State of New York, the Treasurer of the State of New Jersey, the New Jersey Turnpike Authority, NJ Transit Corporation and Port Authority of New York and New Jersey on July 8, 2024 under GDC Board Resolution 0724-02 approved on July 2, 2024.

Pursuant to the foregoing report, the following resolution was adopted, with Co-Chair Grewal-Virk, Vice-Chair Coscia, Commissioner Barbas, Commissioner Bauer, Commissioner Dominguez and Commissioner Rosen voting in favor:

RESOLVED, that the GDC Chief Executive Officer is authorized to issue a notice to proceed for Phase Two of Contract GDC-24-004-HTP, for an amount not to exceed \$184,000,000 plus five percent (5%) of the Contract Price for contingencies, subject to the availability of funds, and take any and all other actions consistent with this resolution and take all other steps necessary to comply with the terms and conditions of Contract GDC-24-004-HTP.

RESOLVED, that the GDC Chief Executive Officer is authorized, within the total authorized amount for Contract GDC-24-004-HTP, in accordance with the terms of this Resolution, to take all actions necessary to effectuate the Phase One and Phase Two work that is the subject of Contract GDC-24-004-HTP, and take any other actions that may be required to effectuate and enforce the terms of Contract GDC-24-004-HTP.

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#0824-04: APPOINTMENT OF THE INSPECTOR GENERAL OF THE GATEWAY DEVELOPMENT COMMISSION

Section 3.02 of the Bylaws of the Gateway Development Commission (the “**Commission**”) includes the position of Inspector General as an officer of the Commission.

The Board finds that in order to enable the efficient and timely execution of the Commission’s duties, Selvyn William Fletcher should be designated and appointed to the Inspector General position as specified by Section 3.03 of the Commission’s Bylaws.

Pursuant to the foregoing report, the following resolution was adopted, with Co-Chair Grewal-Virk, Vice-Chair Coscia, Commissioner Barbas, Commissioner Bauer, Commissioner Dominguez and Commissioner Rosen voting in favor:

RESOLVED, that pursuant to Section 3.03 of the Commission’s Bylaws, the Board of Commissioners hereby appoints Selvyn William Fletcher, to serve in the capacity of Inspector General of the Commission, directly reporting to and subject to day-to-day supervision by the Chief Executive Officer of the Commission, with such responsibilities and authority described within the Bylaws and any policies promulgated by the Board of Commissioners.

#0824-05: AUTHORIZATION OF DELEGATION OF AUTHORITY TO CHIEF EXECUTIVE OFFICER IN CONNECTION WITH CONTRACT GDC-24-005-HTP FOR THE PERFORMANCE OF PROFESSIONAL SERVICES BY DELIVERY PARTNER TO SUPPORT THE HUDSON TUNNEL PROJECT AND AUTHORIZATION OF AMENDMENT OF PHASE A TASK ORDERS

To help ensure the functionality of intercity and commuter rail infrastructure between the State of New Jersey ("**New Jersey**") and the State of New York ("**New York**") and throughout the Northeast Corridor (the "**NEC**"), New Jersey and New York created the Gateway Development Commission ("**GDC**") through the enactment of parallel legislation by each state codified as the Gateway Development Commission Act (2019 N.Y. Laws, Ch. 108 and N.J.S.A. 32:36-1, et seq.) (collectively, the "**GDC Act**").

The GDC Act empowers the Commission to "enter into, execute and deliver contracts and agreements and other documents and instruments as may be necessary or appropriate to carry out any power of the Commission under this act and to otherwise accomplish any lawful purpose which the commissioners determine will Facilitate the Project, including, without limitation, with the federal government, the state of New Jersey, any local government thereof, the state of New York, with any local government thereof, with any agency, instrumentality, department, commission or authority of any one or more of the foregoing, any bi-state agency, Amtrak, any individual or private firm, entity or corporation, or with any one or more of them." 2019 N.Y. Laws, Ch. 108, Section 2(7)(e); N.J.S.A. 32:36-8(e).

Section 3.06 of the GDC Bylaws provides that "[t]he Board may delegate in whole or in part any power, authority, discretion or obligation to any Officer, in each case to the extent to which the Board deems appropriate."

By Resolution 0224-07 approved on February 28, 2024, the Board authorized the award of Contract GDC-24-005-HTP to provide professional, technical, construction management, project management and other support services ("**Delivery Partner**") to support the Hudson Tunnel Project ("**HTP**") to MPA Delivery Partners (comprised of Mace North America Limited, Parsons Transportation Group of New York, Inc., and Arcadis of New York, Inc.) ("**MPA**"). In addition to Contract GDC-24-005-HTP, Resolution 0224-07 authorized GDC to execute Task Orders 001, 002, 003, 004A, 005, 006, 007, 008 and 009 ("**Phase A Task Orders**") in an amount not to exceed \$26,823,778 ("**Phase A Contract Price**") and further authorized an additional amount equal to five percent (5%) of the Phase A Contract Price for contingencies. Phase A Task Order Services began upon issuance of a notice to proceed in March 2024 to support GDC and its Supporting or Executing Partners, NJ TRANSIT Corporation, the Port Authority of New York and New Jersey, and the National Railroad Passenger Corporation ("**Amtrak**") (collectively "**SEP**") in the delivery of the HTP. Phase A Task Orders 001, 002, 003, 006, 007, and 008 are due to end on September 2, 2024. GDC is required to seek Board approval of Phase B Task Orders.

GDC has determined that Phase A Task Orders 001, 002, 003, 006, 007 and 008 should be extended to December 31, 2024 prior to seeking Board authorization of Phase B Task Orders.

Pursuant to the foregoing report, the following resolution was adopted, with

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Co-Chair Glen, Co-Chair Grewal-Virk, Vice-Chair Coscia, Commissioner Bauer, Commissioner Dominguez and Commissioner Rosen voting in favor:

RESOLVED, that the GDC Chief Executive Officer or designee is authorized to execute an amendment of Phase A Task Orders 001, 002, 003, 006, 007, and 008 of Contract GDC-24-005-HTP to extend the term to December 31, 2024, and further authorizes an increase in the amount of \$34,465,222 to the Phase A Contract Price for a total amount not exceed \$61,289,000 ("**Phase A Increased Contract Price**") and further authorizes an additional amount equal to five percent (5%) of the Phase A Increased Contract Price for contingencies, in each case subject to the availability of funds, and to take any and all other actions, consistent with this resolution, to make, execute, and deliver in the name and on behalf of GDC, any amendments of Phase A Task Orders 001, 002, 003, 006, 007, and 008, and to take all other steps necessary to comply with the terms and conditions of Contract GDC-24-005-HTP.

RESOLVED, that the GDC Chief Executive Officer, Chief Financial Officer, and Chief Administrative Officer are each authorized to take any and all actions consistent with Contract GDC-24-005-HTP and Phase A Task Orders as amended, and make, execute, and deliver in the name of and on behalf of GDC any other documents and certifications as may be necessary or required in connection therewith.

RESOLVED, that the GDC Chief Executive Officer is authorized to approve, create, amend, manage, administer, and terminate Contract GDC-24-005-HTP and Phase A Task Orders on behalf of GDC upon such terms as the Chief Executive Officer may deem proper, and to enter into or execute any such agreements and other documents on behalf of GDC as may be necessary or required in connection with the establishment, maintenance, amendment, and termination of Contract GDC-24-005-HTP and Phase A Task Orders, consistent with this Resolution.

RESOLVED, that the GDC Chief Executive Officer, is authorized to delegate, in writing, the authority to authorize, approve, create, amend, manage, and/or terminate any aspect of Contract GDC-24-005-HTP and/or Phase A Task Orders as may be required to other officers or employees of GDC provided that the Chief Executive Officer provides notice in writing to the Co-Chairs and Vice Chair of the Board of such delegation, and any delegations of authority having occurred prior hereto are hereby ratified.

RESOLVED, that the GDC Chief Executive Officer or his designee may enter into and execute any documents on behalf of GDC in connection with Contract GDC-24-005-HTP and/or the Phase A Task Orders in their discretion, and any such documents having been executed prior hereto are hereby ratified.

RESOLVED, that the GDC Chief Executive Officer is authorized to settle all claims by or against GDC arising out of the Phase A Task Orders where the total payment or amount of the claim is not in excess of \$500,000. Claims against GDC shall include claims against individuals for which GDC would be responsible under Article VII of GDC's Bylaws ("Defense and Indemnification of Individuals"); provided, however, that in the case of claims against individuals for which GDC would be responsible under said Article VII which are covered by insurance purchased by or on

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behalf of such individuals, GDC shall pay such claims only to the extent that they are in excess of the amount for which insurance carriers are responsible.