RESOLVED by the Board of Directors of the Roosevelt Island Operating Corporation of the State of New York, as follows:

Section 1. that the contract with Thomson Reuters for Westlaw Subscription, upon such terms and conditions substantially similar to those outlined in the Memorandum from Gretchen K. Robinson to Shelton J. Haynes/RIOC Board of Directors dated June 22, 2020, attached hereto, is hereby ratified;

Section 2. that the Acting President/Chief Executive Officer or his designee is hereby authorized to take such actions and execute such instruments as he deems necessary to effectuate the foregoing; and

Section 3. that this resolution shall take effect immediately.
MEMORANDUM

TO: RIOC Board of Directors/Shelton J. Haynes, Acting President/CEO
FROM: Gretchen K. Robinson, VP/General Counsel
DATE: June 22, 2020
RE: Thomson Reuters Westlaw legal subscription renewal

Background

The current basic Westlaw subscription for three RIOC attorneys will expire on June 30, 2020. For the Legal Department to effectively service the Corporation, it is essential that staff continues to have access to systematic, reliable, and accurate legal research materials which are available only through paid-for subscriptions with specialized providers. Thomson Reuters Westlaw is the award-winning legal research system with proven power, accuracy, and built-in efficiencies, offering plans targeted for government entities. While there is, at least, one other major legal research provider operating in the United States (LexisNexis), given the existing familiarity of RIOC’s staff with Westlaw, as well as the fact that the prices between Westlaw and LexisNexis are generally comparable, we recommend to continue the services provided by Westlaw.

Terms of Contract

The current Westlaw contract covers a basic online legal subscription for three RIOC attorneys. Many valuable features offered for government entities, including access to Practical Law and Litigation, are not included in RIOC’s current plan. These features are available ad-hoc via additional out-of-plan fees. Therefore, for the upcoming three-year contract renewal, Legal considered and negotiated few new, more comprehensive Westlaw Plan for Government, based on the advanced Westlaw Edge Platform.

The option that best meets RIOC’s needs includes Practical Law and Litigation access. It has 2% annual increase for years two and three, for total amount for 3 years of $60,045.00, as shown below:

<table>
<thead>
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<th>Year</th>
<th>Monthly Fee</th>
<th>Annual Fee</th>
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<tr>
<td>1</td>
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<td>3</td>
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<td><strong>TOTAL</strong></td>
<td><strong>$60,045.00</strong></td>
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This subscription is offered exclusively through the vendor’s Government Market Segment, which tailors the search engines to government authority needs, as well as provides a special government-discounted rate.

**Recommendation**

This comprehensive plan would give the Legal Department the necessary tools to conduct appropriate legal research and serve the needs of the Corporation. For the reasons noted above, the Legal Department requests Board ratification of the multi-year contract with Thomson Reuters Westlaw for online legal research libraries for RIOC attorneys for a total amount of $60,045.00.