

OCOVI, Inc.

RESOLUTIONS RELEVANT TO PROJECT DIRECTORSHIP
March 23, 2020

RESOLUTION #1 for OCOVI's Special Board Meeting of March 23, 2020

... regarding Roy A. Watlington as incumbent Project Director

RESOLUTION

Whereas Roy A. Watlington has founded and served OCOVI from its creation in 2016, ably conducting the duties of Project Director, and

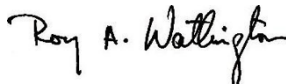
whereas he continues as Co-Principal Investigator for OCOVI's relations with NOAA/IOOS and with CARICOOS through the end of OCOVI's present five-year Subaward cycle (May 31, 2021), and

whereas he presently serves as an "Associate of the Corporation" at the Board's pleasure,

Now be it resolved that OCOVI's Board of Directors accepts the resignation of Roy A. Watlington from the position of Project Director effective 5:00 PM, AST on March 27, 2020, thanks him for his praiseworthy service, and acknowledges his continuance as Co-Principal Investigator for NOAA/IOOS/CARICOOS and Associate of the Corporation.

On a motion by Jennifer Nugent-Hill, seconded by Luis A. Sylvester, this resolution was **adopted** with 4 of 4 members present voting in favor and None against, March 23, 2020.

Attested by:



Roy A. Watlington, Acting Secretary

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RESOLUTION #2 for OCOVI's Special Board Meeting of March 23, 2020

... accepting the retirement of Luis A. Sylvester from OCOVI Board Membership and appointing and empowering him as OCOVI Project Director

RESOLUTION

Whereas Luis A. Sylvester has served OCOVI from its creation in 2016, ably conducting the duties of the Treasurer, and **whereas** the contractual position of Project Director, which is specified in OCOVI's Bylaws, has become vacant, and **whereas** Luis A. Sylvester and the OCOVI Board of Directors find it mutually desirable for him to assume the contractual duties of Project Director while maintaining a separate close association with the Board,

Now be it resolved that OCOVI's Board of Directors accepts the resignation of Luis A. Sylvester from the elected voting Board, effective 24 hours after the adjournment of this

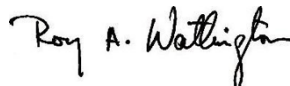
meeting, thanks him for his praiseworthy service, and appoints him as a non-voting "Associate of the Corporation" serving at the pleasure of the Board.

Further be it resolved, the OCOVI Board of Directors appoints him to assume the duties of Project Director, authorizing him as specified in OCOVI's ByLaws, and **further be it resolved** that the Board directs its Chairperson to execute a Professional Service Contract with Luis A. Sylvester, contracting him as Project Director effective March 27, 2020 at 5:00 PM AST with supervision by its Chairperson and with fiscal oversight by its Treasurer.

This authority includes negotiating and signing subawards with UPR-CARICOOS, contracts with USVI government agencies, with WICO, WAPA, non-governmental collaborators, and with purveyors of goods and services. It also includes supervising employees, interns and contractors and sharing responsibility for OCOVI's accounts and for maintaining a continuously current checkbook with the Treasurer, executing checks and monetary commitments as directed by the Board.

On a motion by Jennifer Nugent-Hill that was seconded by Scott Hartshorn, this resolution was **adopted** with 3 of 4 members voting in favor, with one member abstaining, and with None voting against on March 23, 2020.

Attested by:



Roy A. Watlington, Acting Secretary