

## EXHIBIT A

### 1735 NY AVENUE INVESTMENTS, LLC CHARTER

February 19, 2025

#### **Establishment & Formation**

1735 NY Avenue Investments, LLC ("1735 Investments") is a single-member LLC owned and controlled exclusively by The American Institute of Architects ("AIA"). This charter has been approved and adopted by the AIA Board of Directors effective February 19, 2025.

#### **Purpose**

The broad mandate of 1735 Investments is to generate acceptable risk adjusted returns that can be used to support AIA's mission. The Board of Directors of AIA has delegated to 1735 Investments responsibility for oversight of the net proceeds from the divestiture of AIA's Contract Documents Division ("ACD") and additional financial assets as may be allocated from time to time. 1735 Investments and its sub investment vehicles are chartered to (1) serve as trustee for the referenced assets and establish investment guidelines, (2) develop a strategy for meeting investment returns pursuant to direction from AIA's Board of Directors and (3) perform such related functions as may be requested by the AIA Board of Directors from time to time. The management of these objectives is to be entrusted to a Board of Directors ("Board") of 1735 Investments. The Board of 1735 Investments shall carry out their mandate solely in the interest of AIA.

#### **Membership & Membership Terms**

The Board of 1735 Investments shall be populated with a mix of (1) AIA operational management and staff members, (2) AIA Board of Director designees, and (3) 1735 Investments Board designees. The initial Board membership will be comprised of eight (8) directors ("Directors.") Membership shall include:

Five (5) Directors appointed by the AIA Board of Directors, as follows:

- Four (4) at-large Directors who shall be AIA members in good standing; and
- One (1) Director who shall be an AIA staff member.

Three (3) *ex officio* Directors

- The AIA CEO & Executive Vice President
- The AIA Treasurer

- The AIA President (non-voting)

The chairperson ("Chair") of the 1735 Investments Board shall be the CEO & EVP of AIA. Should for any reason the CEO & EVP position be vacant, a new or interim chair shall be selected by the affirmative vote of the majority of the other 1735 Investments Board.

All members of the 1735 Investments Board shall be free of any conflict of interest with respect to the matters before 1735 Investments. All members of the 1735 Investments Board shall be subject to AIA's Code of Ethics and Professional Conduct with respect to their activity with 1735 Investments. All members of the 1735 Investments Board will have equal voting rights.

### **Meetings, Guidelines, and Procedures**

The 1735 Investments Board shall meet at least four (4) times per year. The Chair may call additional meetings based on the business needs and/or at the request of any two (2) members of the 1735 Investments Board. 1735 Investments Board meetings can be held with all members physically present or through video or telephonically as deemed appropriate by the Chair.

A quorum is achieved upon the participation of a majority of the 1735 Investments Board members. A member of the 1735 Investments Board shall not be authorized by more than one (1) member to act as proxy on their behalf. If the Chair is unable to attend a meeting, the Chair may authorize one of the other 1735 Investments Board members to chair the meeting. Decision-making shall be based on the majority of votes present, with the Chair of such a meeting casting the deciding vote in the event of a tie.

Meeting agendas shall be agreed upon by the Chair in consultation with the AIA Board leadership. The Chair or a person designated as Secretary of 1735 Investments shall be authorized to distribute materials and inform other Directors of the time and location of meetings. In the usual course of business, meeting materials will be sent to directors 5 days prior to the scheduled meeting date to allow for proper review and consideration. If a special or emergency meeting is called, materials can be sent on shorter notice as deemed appropriate by the Chair.

Attendance at meetings shall include all Board members, executive staff, as appropriate as determined by the Chair, and other persons invited by the Chair to provide information on specific matters.

Meeting minutes shall be drafted by the person designated as Secretary of the 1735 Investments and reviewed by the Chair and the other Directors for accuracy and approved by the 1735 Investments Board of directors prior to or at the next Board meeting. Regular meetings of the 1735 Investments Board, any committees and any sub investment vehicles shall be scheduled in advance prior to the beginning of the

year, on an annual basis for the whole year. Additional special or emergency meetings can be called by the Chair.

### **1735 Investments Secretary Roles & Responsibilities**

The 1735 Investments Board shall appoint a Secretary from AIA's employees, with approval from the AIA CEO & Executive Vice-President. The Secretary shall not be a member of the Board and will have no voting rights. The Secretary shall be responsible for meeting organization, administrative and logistical support, drafting agenda, resolutions, recording meeting minutes, communications with members and other legalities and other functions as determined by the Chair.

### **1735 Investments Responsibilities**

1735 Investments and its Board members, as trustees, are responsible for developing and implementing an investment portfolio with an appropriate risk profile that generates investment returns that support the mission, vision, and values of AIA. 1735 Investments will engage in the following investment-related activities and others as mandated by the 1735 Investments Board:

- Establish policies, objectives, and guidelines for investing 1735 Investments' assets to achieve return on investment goals that support the mission of AIA;
- Select qualified investment professionals to assist in implementing Investment goals and managing investments to meet AIA's investment return objectives;
- Monitor investment asset manager performance, and when necessary, terminate investment managers;
- Establish and monitor the performance of sub investment vehicles that provide flexibility for investments in emerging technologies, strategic partnerships and product development that support the mission of AIA. Said sub-investment vehicles would be populated by AIA employees and would be under the preview of 1735 Investments;
- Evaluate aggregate 1735 Investments performance, including performance of all investment mandates;
- Annually review the audited financial reports of the investment managers and report on the annual performance to the AIA Board;

- Periodically review and assess the 1735 Investments Charter to determine its adequacy and make and seek approval of revisions from the 1735 Investments and AIA Boards when deemed appropriate; and
- Annually conduct a self-evaluation and report findings to the AIA Board of Directors.

### **Remuneration & Expense reimbursement**

1735 Investments will cover travel, accommodation and other out of pocket expenses or any other expenses related to the performance by members of the Board of Directors of 1735 Investments, or of the AIA or other third parties in the context of the execution of their duties related to 1735 Investments.

### **Charter Amendments**

This Charter shall be implemented and complied with by 1735 Investments upon the date approved by the AIA as sole Member of 1735 Investments. This Charter shall be published and available for review on the AIA website after approval by AIA's Board of Directors. The Charter may be amended or modified by a majority of the Board of Directors of 1735 Investments, subject to approval by AIA, and any such changes will be made public on AIA's website.