



ANDREW M. CUOMO
Governor

SUSAN G. ROSENTHAL
President & CEO

BOARD OF DIRECTORS

RuthAnne Visnauskas, Chair, Commissioner of NYSHCR
Robert F. Mujica Jr., Director of Budget
David Kraut
Howard Polivy
Michael Shinozaki

**MINUTES OF THE APRIL 18, 2018 MEETING OF THE
ROOSEVELT ISLAND OPERATING CORPORATION BOARD OF DIRECTORS**

A meeting of the Board of Directors was held at the Cultural Center Theater, 548 Main Street, Roosevelt Island, New York, on April 18, 2018 at 5:30 p.m.

Directors Present:

Alejandro J. Varella	Representing RuthAnne Visnauskas, RIOC Chair and Commissioner, the New York State Division of Housing and Community Renewal
Monique Reeser	Representing Robert F. Mujica, Director, the State of New York Division of Budget
David Kraut	Director
Howard Polivy	Director
Michael Shinozaki	Director ¹

Officers and Staff Attending:

Susan G. Rosenthal	President/Chief Executive Officer
Jacqueline P. Flug	Vice President/General Counsel
Shelton J. Haynes	Vice President of Operations
Kimberly L. Quinones	Vice President/Chief Financial Officer
Mary C. Cunneen	Director, Parks and Recreation
Arthur G. Eliav	Associate General Counsel
Muneshwar Jagdharry	Comptroller
Claudia McDade	Director of Human Resources
John McManus	Director of Public Safety Department
Stephen Noone	Assistant Vice President of Capital Planning and Projects
Alonza Robertson	Public Information Officer
Gretchen K. Robinson	Internal Controls and Compliance Officer
Indranie Sanichar	Director of Information Technology
Sean Singh	Grant Writer/Budget Analyst
Lada V. Stasko	Assistant General Counsel

Others Attending:

Jamar Adams	Development Associate, The Related Companies, L.P.
Richard J. Famigletti	Area President, Arthur J. Gallagher Risk Management Services, Inc. ("AJG")
Sydni Keppen	Transportation Engineer and Planner, Philip Habib & Associates
Christopher Rizzo	Partner, Carter Ledyard & Milburn LLP

¹ Mr. Shinozaki arrived during the discussion of item #1 of new business.

1 Chair's Designee Mr. Valella called the Board meeting to order at 5:34 p.m. The roll was
2 called and a quorum found to be assembled and present.

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4 * * *

5 **APPROVAL OF MINUTES**

6
7 The first item of business was the approval of the minutes of the March 1, 2018 meeting
8 of the RIOC Board of Directors. The proposed draft of the March 1, 2018 Board meeting minutes
9 had been previously distributed to all Board members for their consideration.

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11 Upon a motion duly made, seconded and carried by a unanimous vote in favor (Mr. Valella,
12 Ms. Reeser, Mr. Kraut and Mr. Polivy), the minutes were **APPROVED** and ordered filed.

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14 * * *

15
16 **NEW BUSINESS ITEM #1**

17
18 The first item of new business was the authorization to 'override' the New York City
19 Zoning Resolution in connection with the Development of Southtown Buildings 8 & 9 and take
20 related actions.

21
22 Mr. Christopher Rizzo, RIOC's outside counsel and Partner at Carter Ledyard & Milburn
23 LLP, explained the proposed zoning 'override' in connection with the development of the final
24 two Southtown ("ST") Buildings - 8 & 9. He stated that RIOC has carried out environmental
25 review of the project under the State Environmental Quality Review Act ("SEQRA"). The
26 Environmental Assessment concluded that the project would not have any significant adverse
27 environmental impacts.

28
29 Mr. Rizzo noted that Hudson Companies Incorporated and The Related Companies, L.P.
30 (Hudson Related"), the developers of the ST Project, have also requested that RIOC exercise its
31 authority to 'override' the New York City Zoning Resolution for the ST Buildings 8 & 9. Handel
32 Architects, LLP, the architect-of-record for Building 8, now provided RIOC with a letter
33 requesting the zoning 'override' for ST Building 8.

34
35 Mr. Rizzo further addressed two specific questions previously discussed at the Real Estate
36 Advisory Committee Meeting. First, Mr. Rizzo noted that the construction for the Building 8
37 would last 24 months. According to Mr. Rizzo, during the construction period, there will never be
38 more than three or four truck trips per hour. Further, he discussed the anticipated overlap of
39 construction activities for ST Building 8 and Cornell's hotel. Mr. Rizzo also noted that there will
40 69 affordable housing units in Building 8. With regard to public daycare, he stated that the number
41 of units does not trigger any level of significance for daycare establishments.

42
43 Then, Mr. Jamar Adams, Development Associate at The Related Companies answered the
44 questions from the Board Members. In response to a question from Director Kraut, Mr. Adams
45 explained what steps would be taken between the zoning resolution approval and the construction
46 commencement in June. In response to Director Polivy's question, Mr. Adams discussed
47 transportation impacts associated with the project and mitigation measures. In response to Director
48 Polivy's question regarding the affordability plan for Building 8, Mr. Adams noted that HR still

1 intends to create the plan previously presented to the Board and if there is a need to change it, HR
2 will come to the Board.

3
4 General Counsel Jacqueline Flug noted that the Fifth Amendment to the Development
5 Agreement provides a greater level of affordability for middle income and low income residents
6 than provided by any of the previous Southtown buildings. The Amendment requires this
7 affordability level regardless of City funding.

8
9 Ms. Sydni Keppen, Transportation Engineer and Planner from Philip Habib & Associates
10 further discussed the potential impacts of the ST Buildings 8 & 9 development on transit on RI.
11 She stated that there will be no significant adverse impacts on transit.

12
13 In response to concerns expressed by Mr. Shinozaki regarding the subway and ferry usage
14 on the Island, Mr. Rizzo noted that the ST Buildings 8 & 9 development will not have a significant
15 adverse impact on ferry and subway capacity.

16
17 The Board then voted separately on two parts/sections of the proposed resolution. Mr.
18 Rizzo explained that the proposed zoning override resolution only relates to Building 8, while the
19 Environmental Assessment relates to both ST Buildings 8 & 9.

20
21 First, Ms. Flug requested a motion to approve the notice of determination of no significance
22 under SEQRA and to adopt the Environmental Assessment (Section 2 of the proposed resolution).

23
24 Upon a motion duly made, seconded and carried by four votes in favor (Mr. Valella, Ms.
25 Reeser, Mr. Kraut, and Mr. Polivy) and one vote against (Mr. Shinozaki), Section 2 of the proposed
26 resolution was approved.

27
28 Mr. Valella then moved to approve the zoning ‘override’ resolution for ST Building 8.

29
30 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Valella,
31 Ms. Reeser, Mr. Kraut, Mr. Polivy and Mr. Shinozaki), Section 4 (for Building 8 only) of the
32 proposed resolution was approved and the following resolution was ADOPTED:

33
34 **RESOLUTION**

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36 **AUTHORITY TO 'OVERRIDE' THE NEW YORK CITY**
37 **ZONING RESOLUTION IN CONNECTION WITH THE**
38 **DEVELOPMENT OF SOUTHTOWN BUILDINGS 8 & 9 AND TAKE RELATED ACTIONS**
39

40
41 **WHEREAS**, the Roosevelt Island Operating Corporation (the "Corporation) consistent with
42 Section 6389(3) of the RIOC Act (N.Y. Unconsolidated Laws Sections 6385-6399), has the authority
43 to waive compliance with local laws, ordinances, codes, charters and regulations, including but not
44 limited to, the New York City Zoning Resolution (the "Override Authority") for the development of
45 Southtown to the extent that the requirements of the Zoning Resolution are at variance with the General
46 Development Plan for Roosevelt Island, the Revised Roosevelt Island Southtown Plan and Project
47 approved by the Board of Directors on September 22, 1999 and the Design Guidelines for the
48 construction of Southtown (the "Southtown Planning Documents");

1 **WHEREAS**, the Related Companies, L.P. and the Hudson Companies Incorporated
2 (collectively, "Developer" of the Southtown Project) have requested that the Corporation exercise its
3 Override Authority to waive compliance with certain zoning provisions in connection with the
4 development of Southtown Buildings 8 & 9 ("Project"), as set forth in the attached letter dated January
5 29, 2018 from Handel Architects LLP; and

6 **WHEREAS**, the Corporation's staff and outside counsel have reviewed the Developer's
7 request including the architect's letter, and recommend that the Corporation exercise its Override
8 Authority to waive compliance with certain zoning provisions in connection with the development;

9 **WHEREAS**, the Corporation has carried out environmental review of the Project under the
10 State Environmental Quality Review Act ("SEQRA") and prepared an environmental assessment,
11 which supports a finding of no significant impact from the Project;

12 **WHEREAS**, the Corporation previously approved the Southtown Project and all nine
13 buildings in 1990 and met its obligations under SEQRA by preparing an environmental impact
14 statement (updated in 1999) but has prepared the present environmental assessment to ensure the
15 passage of time has not changed findings;

16 **WHEREAS**, as documented in the environmental assessment, the construction of the Project
17 is consistent with the purpose, mission and governing statute of RIOC, including the obligation to
18 oversee the construction of improvements like Southtown as outlined in the General Development
19 Plan;

20 **NOW THEREFORE**, be it

21 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation as
22 follows:

23 Section 1. Under SEQRA RIOC shall serve as lead agency for the environmental review
24 of the proposed override of certain requirements of the New York City Zoning
25 Resolution for Southtown Building 8 and 9, which review has been coordinated
26 with other necessary reviews pursuant to other applicable laws and regulations.

27 Section 2. RIOC hereby approves the March 23, 2018 Environmental Assessment,
28 supplemental report and exhibits ("EA") in the form provided to board
29 members, a copy of which is hereby ordered filed with the records of RIOC.

30 Section 3. On the basis of the EA, including its appendices, RIOC hereby (a) determines
31 that the proposed override will not, either individually or cumulatively with
32 other actions, have a significant adverse environmental impact and,
33 accordingly, that no environmental impact statement is required under
34 SEQRA; and (b) authorizes the issuance of a Negative Declaration under
35 SEQRA.

36 Section 4. Except as to requirements that adversely affect public safety or health,
37 consistent with Section 6389(3) of the RIOC Act, the President/Chief
38 Executive Officer or her designee, after consultation with architects and
39 environmental consultants for developer, is hereby authorized to exercise the
40 Corporation's Override Authority for the development of Southtown Building

1 8 to the extent that the requirements of the N.Y.C. Zoning Resolution are at
2 variance with the Southtown Planning Documents.

3 Section 5. The President/Chief Executive Officer or her designee, after consultation with
4 construction consultants, is hereby authorized to amend the design guidelines
5 for Southtown as necessary to carry out this resolution.

6 Section 6. The President/Chief Executive Officer is hereby authorized to take such actions
7 and execute such agreements as she deems necessary to effectuate the
8 foregoing.

9 Section 7. This resolution shall take effect immediately.

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13 Mr. Valella noted that item #9 of new business will be discussed before item #2 of new
14 business.

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16 **NEW BUSINESS ITEM #9**

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18 The ninth item of new business was the authorization to take certain actions to assume the
19 responsibility for the FDR Hope Memorial project execution within the Southpoint Open Space area.

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21 President Rosenthal provided the brief background of the Hope Memorial project. She
22 credited Mr. Jim Bates, late President of the Roosevelt Island Disabled Association (RIDA) who
23 initiated this project. Ms. Rosenthal stated that RIOC is willing to complete this project, per the
24 request from RIDA. She noted that RIOC's General Counsel Ms. Flug now directly works with
25 the NYC Department of Parks and Recreation on this matter who will provide \$150,000 grant
26 towards this project. Ms. Rosenthal also noted that Mr. Stephen Noone, Assistant Vice President
27 of Capital Planning and Projects, will be involved in this project, too. According to Ms. Rosenthal,
28 Mr. Mark Diamond, an architect, will be assisting with regrading the site to make it more
29 accessible.

30
31 Ms. Rosenthal further discussed the steps necessary to effectuate RIOC's assumption of
32 the project. She noted that the same granite will be used for the FDR Hope sculpture as for the
33 FDR memorial in the Four Freedoms State Park. In response to Director Kraut's question, Ms.
34 Rosenthal confirmed that RIOC has enough money to complete the project. She noted that Mr.
35 Sean Singh, RIOC's Grant Writer, was working on the project for seven years, and the funds are
36 available. Mr. Kraut also praised Mr. Bates for his work, and expressed his satisfaction with
37 RIOC's taking over this project.

38
39 Director Polivy inquired whether he needs to recuse himself from voting, as he was also
40 involved in this project from inception. Ms. Flug noted that this is not necessary.

41
42 Ms. Flug stated that RIOC will assume responsibility for the FDR Hope Memorial Project
43 execution and recommended this item for Board approval.

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45 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Valella,
46 Ms. Reeser, Mr. Kraut, Mr. Polivy, and Mr. Shinozaki), the following resolution was ADOPTED:

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RESOLUTION

AUTHORIZATION TO TAKE CERTAIN ACTIONS TO ASSUME THE RESPONSIBILITY
FOR THE FDR HOPE MEMORIAL PROJECT EXECUTION
WITHIN THE SOUTHPOINT OPEN SPACE AREA

RESOLVED by the Board of Directors of the Roosevelt Island Operating Corporation of the State of New York (“RIOC”), as follows:

Section 1. that RIOC is hereby authorized to take certain actions to assume the responsibility for the FDR Hope Memorial Project execution within the Southpoint Open Space area, upon such terms and conditions substantially similar to those outlined in the Memorandum from Susan G. Rosenthal to RIOC Board of Directors dated April 10, 2018, attached hereto;

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

Section 3. that this resolution shall take effect immediately.

* * *

Mr. Valella noted that the discussion moves back to the agenda item #2.

NEW BUSINESS ITEM #2

The second item of new business was ratification of insurance binders for FY 2018-19.

Comptroller Jagdharry noted that Mr. Famigletti of AJG, RIOC’s insurance broker, is present in the audience to answer any questions. Mr. Jagdharry stated that RIOC’s insurance binders had expired on March 31, 2018. RIOC’s insurance brokers successfully secured renewals of RIOC’s insurance policies for FY 2018-19. Mr. Jagdharry discussed the changes in insurance premiums for various coverages. He recommended the ratification of the FY 2018-19 insurance binders for Board approval.

In response to Director Polivy’s questions, Mr. Jagdharry stated that the new rates are reasonable, as well as the apportionment for the Tram.

Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Valella, Ms. Reeser, Mr. Kraut, Mr. Polivy, and Mr. Shinozaki), the following resolution was ADOPTED:

RESOLUTION

RATIFICATION OF INSURANCE BINDERS FOR FY 2018-19

1 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the State
2 of New York (“RIOC”), as follows:

3
4 Section 1. that the insurance policy binders for the period of April 1, 2018 through
5 March 31, 2019, upon such terms and conditions substantially similar to
6 those outlined in the Memorandum from Muneshwar Jagdharry to Susan G.
7 Rosenthal/Board of Directors, dated March 29, 2018, attached hereto, are
8 hereby ratified;

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10 Section 2. that the President/Chief Executive Officer or her designee is hereby
11 authorized to take such actions and execute such instruments as she deems
12 necessary to effectuate the foregoing; and

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

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18 **NEW BUSINESS ITEM #3**

19
20 The third item of new business was the authorization to enter into a Settlement Agreement
21 in Connection with the Rivercross Arbitration and Second Amendment of the Rivercross Ground
22 Lease.

23
24 Vice President and General Counsel Jacqueline P. Flug provided the background of the
25 Rivercross arbitration. She noted that in 2011, RIOC extended the Ground Lease for Rivercross
26 until 2068. On March 27, 2014, Rivercross withdrew from the Mitchell-Lama Housing Program
27 (“ML”). Per the 2011 Lease Amendment, the withdrawal from ML prompted an escalation of
28 residential and commercial ground rent. Ms. Flug explained that per the amendment, if Rivercross
29 withdrew without an Affordability Plan approved by the NYS Homes and Community Renewal
30 (“HCR”), the rent would be escalated to market rate. There were also additional financial terms
31 that would change. However, Rivercross and RIOC were unable to agree on the market rate and
32 financial terms. Accordingly, per the Lease Agreement, the parties entered into arbitration and
33 took steps toward having the matter presented to the arbitrator. Ms. Flug stated that the parties
34 have now reached a settlement.

35
36 Ms. Flug further explained the terms of the settlement agreement, to be included in a
37 Second Amendment to the Restated Ground Lease for Rivercross. She stated that the ground rent
38 will be \$2.5 million annually and that commercial space will continue to be rented to RIOC. She
39 noted that Rivercross will also pay Tax Equivalent Payments (“TEP”) to Empire State
40 Development (“ESD”) at a reduced rate of 80%, per a new agreement with ESD. Ms. Flug also
41 noted that Second Amendment will provide for an Affordability Plan. In response to Director
42 Kraut’s question, Mr. Flug confirmed that Rivercross will not have the Affordability Plan approved
43 by HCR. Rather, the Affordability Plan will be administered by a third-party administrator, to be
44 determined. Further responding to Mr. Kraut, Ms. Flug noted that those tenants who want
45 maintenance deferral, would have to meet certain income criteria.

46
47 Director Polivy recused himself from voting on this matter.

1 Upon a motion duly made, seconded and carried by four votes in favor (Mr. Valella, Ms.
2 Reeser, Mr. Kraut, and Mr. Shinozaki), the following resolution was ADOPTED:

3
4 **RESOLUTION**

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6 **AUTHORIZATION TO ENTER INTO SETTLEMENT AGREEMENT**
7 **IN CONNECTION WITH THE RIVERCROSS ARBITRATION AND SECOND**
8 **AMENDMENT OF THE RIVERCROSS GROUND LEASE**
9

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11 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the State
12 of New York (“RIOC”), as follows:

13
14 Section 1. that RIOC is hereby authorized to enter into the settlement agreement in
15 connection with the Rivercross arbitration and the Second Amendment of
16 the Rivercross Ground Lease, upon such terms and conditions substantially
17 similar to those outlined in the Memorandum from Jacqueline P. Flug to
18 RIOC Board of Directors/Susan G. Rosenthal dated April 9, 2018, attached
19 hereto;

20
21 Section 2. that the President/Chief Executive Officer or her designee is hereby
22 authorized to take such actions and execute such instruments as she deems
23 necessary to effectuate the foregoing; and

24
25 Section 3. that this resolution shall take effect immediately.

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29 **NEW BUSINESS ITEM #4**

30
31 The fourth item of new business was the authorization to enter into contract with Gardiner
32 & Theobald, Inc. for Owner's Representative services for capital projects & strategic planning.

33
34 Mr. Stephen Noone, Assistant Vice President of Capital Planning and Projects, explained
35 the need for Owner's Representative services to assist the corporation with strategic planning and
36 numerous capital projects on the Island. According to Mr. Noone, these services would provide
37 the additional project management oversight, professional expertise in areas such as design,
38 engineering and estimate, as well as staffing on an as-needed basis.

39
40 Mr. Noone further described the procurement process for this contract. He noted that RIOC
41 received 14 submissions in response to the RFP. Of the firms interviewed, the firm of Gardiner &
42 Theobald, Inc., received the highest score. According to Mr. Noone, Gardiner & Theobald, Inc.,
43 through its proposal and interview, demonstrated the best understanding of RIOC's needs and
44 presented the best approach to meet those needs. Mr. Noone recommended the contract with
45 Gardiner & Theobald, Inc. in the amount of \$1,617.100, including a 10% contingency, for Board
46 approval.

1 Mr. Noone responded to questions from the Board members Kraut and Shinozaki.
2 President Rosenthal noted that she was on a rating committee and was impressed that a half of the
3 firm's contract team are financial professionals. General Counsel Flug also emphasized the
4 importance of having owner's representative for strategic planning and capital projects.
5

6 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Valella,
7 Ms. Reeser, Mr. Kraut, Mr. Polivy, and Mr. Shinozaki), the following resolution was ADOPTED:
8

9 **RESOLUTION**

10 **AUTHORIZATION TO ENTER INTO CONTRACT WITH GARDINER & THEOBALD, INC.**
11 **FOR OWNER'S REPRESENTATIVE SERVICES FOR CAPITAL PROJECTS & STRATEGIC**
12 **PLANNING**
13

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16 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the State
17 of New York ("RIOC"), as follows:
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19 Section 1. that RIOC is hereby authorized to enter into contract with Gardiner &
20 Theobald, Inc. for owner's representative services for capital projects and
21 strategic, upon such terms and conditions substantially similar to those
22 outlined in the Memorandum from Stephen T. Noone to RIOC Board of
23 Directors/Susan G. Rosenthal dated April 10, 2018, attached hereto;
24

25 Section 2. that the President/Chief Executive Officer or her designee is hereby
26 authorized to take such actions and execute such instruments as she deems
27 necessary to effectuate the foregoing; and
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29 Section 3. that this resolution shall take effect immediately.
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33 **NEW BUSINESS ITEM #5**
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35 The fifth item of new business was approval of extension of the FY 2017-18 Public Purpose
36 Grants period.
37

38 Grant Writer Sean Singh explained the need to extend the FY 2017-18 Public Purpose
39 Grants period for certain recipients. He noted that some of the grantees are present, and the Board
40 can ask them any relevant questions. Mr. Singh noted that the grant related activities are taking
41 place, but the second part of the grant has not been provided yet. The extensions are requested
42 through September 30, 2018, which should provide sufficient time for the remaining expenses to
43 be incurred, submitted and reviewed by RIOC. In response to a question from Mr. Valella, Mr.
44 Singh noted that Life Frames will be providing remaining services through the late spring and
45 early summer. In response to Mr. Shinozaki's question, Mr. Singh noted that there is no problem
46 with compliance, but the program has been extended.
47

1 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Valella,
2 Ms. Reeser, Mr. Kraut, Mr. Polivy, and Mr. Shinozaki), the following resolution was ADOPTED:

3
4 **RESOLUTION**

5
6 APPROVAL OF EXTENSION OF THE FY 2017-18 PUBLIC PURPOSE GRANTS PERIOD
7

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9 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the State
10 of New York (“RIOC”), as follows:

11
12 Section 1. that the extension of the FY 2017-18 Public Purpose Grants period
13 substantially as set forth in the Memorandum from Sean Singh to RIOC
14 Board of Directors/Susan G. Rosenthal, dated April 9, 2018, is hereby
15 approved;

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17 Section 2. that the President/Chief Executive Officer or her designee is hereby
18 authorized to take such actions and execute such instruments as she deems
19 necessary to effectuate the foregoing; and

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

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25 **NEW BUSINESS ITEM #6**

26
27 The sixth item of new business was the ratification of contract with Derive Technologies
28 LLC and EIA Datacom, Inc. for the purchase of surveillance cameras.

29
30 Director of the Information Technology Department Indranie Sanichar stated that half of
31 the Close Circuit TV (“CCTV”) video surveillance cameras on the Island are end-of-life and
32 needed to be replaced.

33
34 Director of the Public Safety Department Chief McManus noted that surveillance cameras
35 are essential for police patrol and post event forensics and that RIOC worked with the NYPD 114Th
36 Precinct on that. In response to Director Shinozaki’s question, Chief McManus noted that RIOC’s
37 video surveillance network is not tied to the NYPD surveillance system.

38
39 Ms. Sanichar explained that the cameras will be replaced in phases. She recommended the
40 ratification of contract for the purchase and installation of the surveillance equipment in the amount
41 of \$96,008.10 for Board’s approval.

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43 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Valella,
44 Ms. Reeser, Mr. Kraut, Mr. Polivy, and Mr. Shinozaki), the following resolution was ADOPTED:

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RESOLUTION

RATIFICATION OF CONTRACT WITH DERIVE TECHNOLOGIES LLC AND EIA
DATACOM, INC. FOR THE PURCHASE OF SURVEILLANCE CAMERAS

RESOLVED by the Board of Directors of the Roosevelt Island Operating Corporation of the State of New York (“RIOC”), as follows:

Section 1. that the contract with Derive Technologies LLC and EIA Datacom Inc. for the purchase of surveillance cameras, upon such terms and conditions substantially similar to those outlined in the Memorandum from Indranie Sanichar to RIOC Board of Directors/Susan G. Rosenthal, dated February 26, 2018, attached hereto, is hereby ratified;

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

Section 3. that this resolution shall take effect immediately.

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NEW BUSINESS ITEM #7

The seventh item of new business was the authorization to enter into contract with the Roosevelt Island Public Safety Officers Benevolent Association (“PSOBA”).

Director of Human Resources Claudia McDade discussed the March 29, 2018 Memorandum of Understanding (MOA) between RIOC and PSOBA to modify their Collective Bargaining Agreement (CBA). This MOA is retroactive to April 1, 2017, and will extend the CBA to March 31, 2019.

Ms. McDade then discussed the changes to the CBA that were necessary to bring it in line with the Governor’s Office of Employee Relations directives, including 2% salary increases. She recommended this agreement for Board approval. In response to a question from Chair’s Designee Valella regarding a PSOBA retirement plan, Ms. McDade stated that the current Retirement IRA employer contribution will be replaced with the newly created RIPSOPA 401(k) Plan. She noted that RIOC is contributing approximately 12% of RIOC’s administrative employees’ pensions. According to Ms. McDade, RIOC’s contribution towards PSOBA pension will match what RIOC is contributing to other pension plans.

Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Valella, Ms. Reeser, Mr. Kraut, Mr. Polivy, and Mr. Shinozaki), the following resolution was ADOPTED:

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RESOLUTION

AUTHORIZATION TO ENTER INTO CONTRACT WITH THE ROOSEVELT ISLAND
PUBLIC SAFETY OFFICERS BENEVOLENT ASSOCIATION

RESOLVED by the Board of Directors of the Roosevelt Island Operating Corporation of the State of New York (“RIOC”), as follows:

Section 1. that RIOC is hereby authorized to enter into contract with the Roosevelt Island Public Safety Officers Benevolent Association, upon such terms and conditions substantially similar to those outlined in the Memorandum from Claudia McDade to RIOC Board of Directors dated March 30, 2018, attached hereto;

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

Section 3. that this resolution shall take effect immediately.

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NEW BUSINESS ITEM #8

The eighth item of new business was the ratification of the amendment of contract with New York State Industries for the Disabled, Inc. (“NYSID”) for cleaning services at RIOC’s facilities.

Director of Parks and Recreation Mary C. Cunneen explained the need to expand the existing NYSID’s cleaning services to include additional RIOC’s facilities: the Cultural Center, the Sportspark, the Youth Center and the Bus Garage/Warehouse. She recommended the ratification of the amendment of contract with NYSID for Board’s approval.

Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Valella, Ms. Reeser, Mr. Kraut, Mr. Polivy, and Mr. Shinozaki), the following resolution was ADOPTED:

RESOLUTION

RATIFICATION OF THE AMENDMENT OF CONTRACT WITH NEW YORK STATE
INDUSTRIES FOR THE DISABLED, INC. FOR CLEANING SERVICES AT RIOC’S
FACILITIES

RESOLVED by the Board of Directors of the Roosevelt Island Operating Corporation of the State of New York (“RIOC”), as follows:

Section 1. that the amendment of contract with New York State Industries for the Disabled, Inc. for the cleaning services at RIOC’s facilities, upon such terms

1 and conditions substantially similar to those outlined in the Memorandum
2 from Mary C. Cunneen to RIOC Board of Directors/Susan G. Rosenthal,
3 dated April 10, 2018, attached hereto, is hereby ratified;
4

5 Section 2. that the President/Chief Executive Officer or her designee is hereby
6 authorized to take such actions and execute such instruments as she deems
7 necessary to effectuate the foregoing; and
8

9 Section 3. that this resolution shall take effect immediately.
10

11 * * *
12

13 **PRESIDENT’S REPORT**

14

15 President Rosenthal thanked former Directors Margie Smith and Fay Christian, who
16 recently resigned, for their service on the RIOC Board. Ms. Christian had served on the Board
17 since 2008, and Ms. Smith - since 2010. Ms. Rosenthal stated that, per her conversation with Ms.
18 Smith, Ms. Smith will continue to be involved in projects to bring art to the Island, including the
19 Island of Art and the Hope Memorial projects. Ms. Rosenthal noted that she hasn’t spoken to Ms.
20 Christian yet, but will ask Ms. Christian to continue her involvement in community affairs in areas
21 of interest to her.
22

23 Mr. Valella noted, the he, as a state representative, was very impressed with all the Board
24 Members’ interest and involvement in the Island activities, with Ms. Smith’s, in particular. Mr.
25 Kraut noted that he would like to present plaques to his former fellow Directors.
26

27 On the Youth Center matter, Ms. Rosenthal noted that Ms. Erica Spencer-EL, RIOC’s
28 employee since 2007, was promoted from Community Relations Manager to Director of
29 Community Affairs. This new position includes heading up the Youth Center. According to Ms.
30 Rosenthal, Ms. Spencer and Mr. Shelton Haynes, VP of Operations, have met with the parents at
31 the Parents Advisory Committee, and are now working on programing for the Youth Center. Ms.
32 Rosenthal also noted that the Soccer Program is starting on May 5, 2018 for grades 6-12. RIOC’s
33 Alexis Morant is working on this dealing with St. John’s University Soccer players to teach skills
34 here. Ms. Rosenthal also thanked Roy Magsisi, former RIOC’s Youth Center Director, and
35 members of his staff for their work and commitment to Roosevelt Island kids.
36

37 Ms. Rosenthal then provided the updates on the current RIOC’s projects. She noted that a
38 contract award for the Youth Center renovations is anticipated by the end of June. The Tram
39 platform project completion has been delayed for two-three weeks due to the weather. RIOC
40 continues working on the necessary permits for the Tram Elevators. Ms. Rosenthal noted that the
41 Helix project is moving forward. For this project, RIOC hired an additional transportation
42 engineer, Mr. Samuel Schwartz. Ms. Rosenthal also mentioned that his father, a former N.Y.C.
43 Traffic Commissioner Samuel Schwartz, aka “Gridlock Sam”, is most notable for popularizing the
44 word “gridlock.”
45

46 Finally, Mr. Rosenthal noted that she anticipates to be bringing the Bikes Ramp design
47 contract to the next Board meeting.
48

1 **COMMITTEE REPORTS**

2
3 **AUDIT COMMITTEE**

4
5 Committee Chair Mr. Polivy stated that the Audit Committee met on April 9, 2018 and
6 held an executive session to conduct an interview with RIOC’s auditors EFPR Group, CPAS,
7 PLLC. No votes were taken during the executive session.
8

9 **GOVERNANCE COMMITTEE**

10
11 Mr. Polivy stated that the Governance Committee met on April 9, 2018 to discuss the
12 Corporation’s By-laws. Chair’s Designee Mr. Valella stated that due to Ms. Smith’s resignation,
13 the Committee needs a new Chair. Mr. Shinozaki was named a new Governance Committee Chair,
14 with a confirmation letter to follow.
15

16 **OPERATIONS ADVISORY COMMITTEE**

17
18 Committee Chair Mr. Shinozaki stated that the Operations Advisory Committee did not
19 meet.
20

21 **REAL ESTATE DEVELOPMENT ADVISORY COMMITTEE**

22
23 Committee Chair Mr. Polivy stated that the Real Estate Development Advisory Committee
24 met on April 3, 2018 to discuss the Southtown 8 & 9 Environmental Assessment and Zoning
25 Overrides. During its executive session, the Committee discussed the Rivercross arbitration
26 settlement, and the Westview ground lease negotiations. No votes were taken during the executive
27 session.
28

29 * * *

30
31 **PUBLIC SAFETY REPORT**

32
33 Chair’s Designee Mr. Valella noted that the Public Safety Report was included in the Board
34 package. President Rosenthal thanked Chief McManus for securing the NYPD presence and the
35 ambulance during the Helix repairs.
36

37 * * *

38
39 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Valella,
40 Ms. Reeser, Mr. Kraut, Mr. Polivy, and Mr. Shinozaki), the meeting was adjourned at 6:58 p.m.
41
42

43

Jacqueline P. Flug, Secretary