



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 DECEMBER 13, 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 December 13, 2018 at 5:30 p.m.¹

Directors Present:

Alejandro J. Valella	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

Officers and Staff Attending:

Susan G. Rosenthal	President/Chief Executive Officer
Jacqueline P. Flug	Vice President/General Counsel
Shelton J. Haynes	Vice President Chief Operations Officer
John O'Reilly	Incoming Vice President/Chief Financial Officer
Arthur G. Eliav	Associate General Counsel
Muneshwar Jagdharry	Comptroller
Sean Singh	Grant Writer
Lada V. Stasko	Assistant General Counsel
Keith Thompson	Incoming Records Management Officer

Other Participants:

David Evans	Chair of Public Purpose Finds Committee, Roosevelt Island Residents Association (RIRA)
Lynne Strong-Shinozaki	President, RIRA

¹ The RIOC Board Meeting commenced following a public comment period. The public comment period was not part of the meeting.

1 Chair's Designee Mr. Valella called the Board meeting to order at 5:40 p.m. The roll was called
2 and a quorum found to be assembled and present.

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4 * * *

5 **APPROVAL OF MINUTES**

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7 The first item of business was the approval of the minutes of the October 18, 2018 and November
8 20, 2018 meetings of the RIOC Board of Directors. The proposed drafts of the October 18, 2018 and
9 November 20, 2018 Board meeting minutes had been previously distributed to all Board members for their
10 consideration.

11
12 Upon a motion duly made, seconded and carried by a unanimous vote in favor (Mr. Valella, Ms.
13 Reeser, Mr. Kraut, Mr. Polivy and Mr. Shinozaki), the minutes the October 18, 2018 and November 20,
14 2018 Board meetings were **APPROVED** and ordered filed.

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16 * * *

17
18 **NEW BUSINESS ITEM #1**

19
20 The first item of new business was the designation of Keith Thompson to serve as Records
21 Management Officer of the Roosevelt Island Operating Corporation.

22
23 General Counsel Jacqueline Flug explained that the position of Records Management Officer
24 (RMO) is required by law. It is currently vacant after the long-time RIOC archivist/RMO passed away and
25 the next RMO resigned. Ms. Flug noted that RIOC has performed a diligent search for a qualified candidate.
26 She then introduced Mr. Keith Thompson, who previously held this position with RIOC in 1991-1998, to
27 the Board. Mr. Thompson expressed his enthusiasm in assuming the RMO position where he can utilize
28 his prior knowledge of the corporation and relevant experience.

29
30 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Valella, Ms.
31 Reeser, Mr. Kraut, Mr. Polivy and Mr. Shinozaki), the following resolution was **ADOPTED**:

32
33 **RESOLUTION**

34
35 **DESIGNATION OF KEITH THOMPSON TO SERVE AS RECORDS MANAGEMENT OFFICER OF**
36 **THE ROOSEVELT ISLAND OPERATING CORPORATION**

37
38
39 **WHEREAS**, the Roosevelt Island Operating Corporation (the "Corporation" or "RIOC") was
40 created as "a body corporate and politic constituting a public benefit corporation and a political subdivision
41 of the state of New York" under Title 16, Chapter 26 of the New York Unconsolidated Laws; and

42
43 **WHEREAS**, Article 57-A of Arts & Cultural Affairs Law ("Local Government Records Law")
44 requires all public benefit corporations to "promote and support" a records management program and to
45 designate a records management officer ("RMO") to coordinate the development of, and oversee such
46 program; and

47 **WHEREAS**, under Section 57.19 of the Local Government Records Law, chief executive official
48 shall designate an RMO, subject to the approval of the governing body; and

1 Roosevelt Island, New York, unless notified otherwise, at the following dates and
2 times:

3 January 24, 2019 at 5:30 p.m.

4 March 7, 2019 at 5:30 p.m.

5 April 11, 2019 at 5:30 p.m.

6 May 23, 2019 at 5:30 p.m.

7 June 27, 2019 at 5:30 p.m.

8 September 5, 2019 at 5:30 p.m.

9 October 17, 2019 at 5:30 p.m.

10 December 12, 2019 at 5:30 p.m.

11
12 Section 2. That the Secretary is hereby authorized, upon the request of the Chairperson or upon
13 the request of three (3) or more of the Directors to the Secretary, to cancel or
14 reschedule any regular meetings of the Board of Directors previously authorized by
15 the Board of Directors, and to provide written notice of the cancellation, if personally
16 or by tele facsimile, at least 72 hours prior to the authorized regular meeting date, or
17 if by mail, at least ten days prior thereto, in accordance with the provisions of Article
18 III, Section 2 of the By-Laws; and

19
20 Section 3. That this resolution shall take effect immediately.

21 * * *

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24 **NEW BUSINESS ITEM #6**

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26 The sixth item of new business was the authorization to amend the expenditure of Public Purpose
27 Funds for Fiscal Year 2017-18.

28
29 RIOC Grant Writer Sean Singh stated that RIOC has received requests for modification and
30 extension of Public Purpose Funds for Fiscal Year 2017-18 from two Island organizations: Island Kids and
31 Roosevelt Island Visual Arts Association (“RIVAA”). He explained the reasons for these requests and
32 recommended the amendment of the expenditure of Public Purpose Funds for Island Kids and RIVAA for
33 Fiscal Year 2017-18.

34
35 In response to Mr. Valella’s question, Mr. Singh confirmed that Island Kids would use the money
36 previously requested for contractual services, for salaries and equipment purchases instead. Director
37 Shinozaki asked Mr. Evans, Chair of RIRA’s Public Purpose Funds Committee, for RIRA’s opinion on
38 these changes. Mr. Evans stated that these requests have not been discussed at the RIRA Committee. Mr.
39 Evans deferred the decision to the Board. Director Polivy noted that the modification is in accordance with
40 the rubrics RIRA has advanced last year.

41
42 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Valella, Ms.
43 Reeser, Mr. Kraut, Mr. Polivy and Mr. Shinozaki), the following resolution was ADOPTED:

1 **RESOLUTION**

2
3 **AUTHORIZATION TO AMEND THE EXPENDITURE OF PUBLIC PURPOSE FUNDS**
4 **FOR FISCAL YEAR 2017-18**
5

6
7 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the State of New
8 York, as follows:
9

10 Section 1. that the expenditure of Public Purpose Funds for Fiscal Year 2017-18, upon such
11 terms and conditions substantially similar to those outlined in the Memorandum
12 from Sean Singh to RIOC Board of Directors/Susan G. Rosenthal dated December
13 7, 2018, attached hereto, is hereby amended;
14

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

19 Section 3. that this resolution shall take effect immediately.
20

21 * * *

22
23 **NEW BUSINESS #7**

24
25 The seventh item of new business was the authorization of expenditure of Public Purpose Funds
26 (“PPF”) for Fiscal Year 2018-19.
27

28 President Rosenthal noted that she has reviewed RIRA’s recommendations for the expenditure of
29 PPF for Fiscal Year 2018-19 and felt that recommended amounts were unfair to Carter Burden Network
30 (“CBN”) in comparison to other organizations. Ms. Rosenthal stated that CBN has done an impressive job
31 for the Island community providing vital services to the elderly. She noted that CBN receives no specific
32 funding for the center and services on Roosevelt Island. Ms. Rosenthal recommended 5% reduction of the
33 RIRA recommended amounts for each organization, which would increase CBN’s funds by about 50%,
34 and sought approval of expenditure of PPF for Fiscal Year 2018-19 by the Board.
35

36 Director Kraut stated that he is a member of Roosevelt Island Seniors Association (“RISA”), and
37 inquired whether he needs to recuse himself from voting. General Counsel Ms. Flug advised that absent
38 Mr. Kraut’s financial interest in RISA, Mr. Kraut can vote on this item. In response to Director Kraut’s
39 question regarding CBN, Mr. Evans, Chair of RIRA’s Public Purpose Funds Committee, stated that RIRA
40 has diligently followed internal review criteria and has not discriminated against any of the applicants.
41

42 President Rosenthal reiterated that it is RIOC’s ultimate responsibility to give out grants to the
43 community and make decisions, while RIRA just provides recommendations. Responding to Chair’s
44 Designee Valella, Mr. Evans stated that he has no objection to RIOC’s decision.
45

46 Director Polivy noted that RIRA perhaps needs to review its PPF review process to avoid similar
47 issues in the future. Ms. Lynne Strong-Shinozaki, President of RIRA, came to the podium to speak. She

1 stated that she agrees with Mr. Polivy. Director Shinozaki noted that Ms. Lynne Strong-Shinozaki is his
2 wife.

3
4 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Valella, Ms.
5 Reeser, Mr. Kraut, Mr. Polivy and Mr. Shinozaki), the following resolution was ADOPTED:

6
7 **RESOLUTION**

8
9 **AUTHORIZATION OF EXPENDITURE OF PUBLIC PURPOSE FUNDS**
10 **FOR FISCAL YEAR 2018-19**

11
12
13 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the State of New
14 York, as follows:

15
16 Section 1. that the expenditure of Public Purpose Funds for Fiscal Year 2018-19, upon such
17 terms and conditions substantially similar to those outlined in the Memorandum
18 from Susan G. Rosenthal to RIOC Board of Directors dated November 16, 2018,
19 attached hereto, is hereby authorized;

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

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

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27 * * *

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29 **PRESIDENT’S REPORT**

30
31 President Rosenthal welcomed Mr. John O’Reilly as the new Vice President and Chief Financial
32 Officer of the corporation. She also welcomed Ms. Strong-Shinozaki as a new President of RIRA. Ms.
33 Rosenthal stated that she plans to have regular monthly meetings with the President of RIRA.

34
35 Ms. Rosenthal noted that the NYS Division of Budget is finalizing the \$25M transfer in connection
36 with the Cornell transaction, and that RIOC anticipates to receive the funds by the end of the year.

37
38 Ms. Rosenthal further provided updates on the current projects. On Hope Memorial Project, Ms.
39 Rosenthal noted that RIOC has met with the architect who prepared the drawings. All the outstanding
40 issues have been resolved, and the granite has been ordered and shipped. She noted that the RFP would be
41 issued in April 2019, with the Hope Memorial ribbon cutting anticipated in the fall of 2019.

42
43 Ms. Rosenthal noted that all the drawings for the Motorgate waterproofing are finished and that the
44 RFP will be published next month. She further reported that the Tram elevator construction project has
45 been halted due to the soil issues. It is not decided yet whether the original design can be used or redesign
46 is necessary. According to Ms. Rosenthal, the construction will last for a year.

1 Ms. Rosenthal also noted that she and Ms. Flug, General Counsel, visited the DEP site on the Island.
2 She explained that the work is completed but that fencing will remain in place until the spring to permit
3 the sod to knit.
4

5 Finally, President Rosenthal noted that RIOC was seeking community input regarding the small
6 park area adjacent to the New York Public Library location. On January 12, 2019, RIOC will have a
7 meeting with the public to discuss the possible options. Ms. Rosenthal has announced a tree lighting
8 ceremony and wished everyone a happy holiday season.
9

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12 **COMMITTEE REPORTS**

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14 **AUDIT COMMITTEE**

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16 Committee Chair Mr. Polivy stated that the Audit Committee met on December 4, 2018 to review
17 the updated Proposed Budget FY 2019-20, approved today.
18

19 **GOVERNANCE COMMITTEE**

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21 Committee Chair Mr. Shinozaki stated that the Governance Committee did not meet.
22

23 **OPERATIONS ADVISORY COMMITTEE**

24
25 Committee Chair Mr. Shinozaki stated that the Operations Advisory Committee did not meet.
26

27 **REAL ESTATE DEVELOPMENT ADVISORY COMMITTEE**

28
29 Committed Chair Mr. Polivy stated that the Real Estate Development Advisory Committee did not
30 meet.
31

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34 **PUBLIC SAFETY REPORT**

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36 Chair's Designee Mr. Valella noted that the Public Safety Report was included in the Board
37 package.
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41 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Valella, Ms.
42 Reeser, Mr. Kraut, Mr. Polivy and Mr. Shinozaki), the meeting was adjourned at 6:30 p.m.
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Jacqueline P. Flug, Secretary