



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
Conway S. Ekpo
Jeffrey R. Escobar
David Kapell
David Kraut
Howard Polivy
Michael Shinozaki

**MINUTES OF THE SEPTEMBER 5, 2019 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 September 5, 2019 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
Jeffrey Escobar	Director
David Kapell	Director
David Kraut	Director
Howard Polivy	Director

Directors Absent:

Conway Ekpo	Director
Michael Shinozaki	Director

Officers and Staff Attending:

Susan G. Rosenthal	President/Chief Executive Officer
Shelton J. Haynes	Vice President/Chief Operations Officer
John O'Reilly	Vice President/Chief Financial Officer
Gretchen K. Robinson	Incoming Vice President/General Counsel
Arthur G. Eliav	Associate General Counsel
Muneshwar Jagdharry	Comptroller
Terrence McCauley	Consultant
Lada V. Stasko	Assistant General Counsel

Other Participants:

Margie Smith	Consultant, Roosevelt Island Visual Arts Association ("RIVAA")
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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 5:35 p.m. The roll was
2 called and a quorum found to be assembled and present.

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5 **CHANGES TO COMMITTEES**

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7 Mr. Valella stated that the new members of the Board of Directors have expressed the
8 desire to participate in work of the Board Committees. Mr. Valella proposed increasing the
9 membership on each of the Committees from three to four. He also suggested that one member of
10 each Committee should be replaced with a new member. Mr. Valella noted that the Commissioner
11 of the New York State Division of Housing and Community Renewal ("DHCR") would resign
12 from the Real Estate Development Advisory Committee ("REDAC") and that Director Polivy
13 would leave the Governance Committee.

14
15 Associate General Counsel Arthur Eliav noted that the Committee resolutions will need to
16 be amended to increase the number of members to four. Mr. Valella requested that such
17 amendments be presented for Board approval at the next Board meeting.

18
19 Mr. Valella then noted the following changes to the Committee membership:

20
21 Mr. Polivy is leaving the Governance Committee. Directors Kapell and Escobar will be
22 joining that Committee. The Commissioner is leaving REDAC. Directors Kapell and Escobar will
23 join that Committee as well. Operations Advisory Committee will have the same composition for
24 the time being, unless one or two of the new Directors ask to join. Mr. Valella noted that Mr. Kraut
25 would like to leave Audit Committee and asked the new Board members to join. Mr. Valella noted
26 that the resignation and appointment letters shall follow.

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28 * * *

29 **APPROVAL OF MINUTES**

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32 The first item of business was the approval of the minutes of the June 25, 2019 meeting of
33 the RIOC Board of Directors. The proposed draft of the June 25, 2019 Board meeting minutes
34 had been previously distributed to all Board members for their consideration.

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

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40 * * *

41 **NEW BUSINESS ITEM #1**

42
43
44 The first item of new business was the appointment of Gretchen K. Robinson to the position
45 of Secretary and Vice President for Legal Affairs of the Corporation.

46
47 President/CEO Susan Rosenthal noted that she is seeking the Board approval of Ms.
48 Robinson's appointment. Ms. Rosenthal noted that Ms. Robinson has almost 20 years of

1 experience and that she has joined the State service in January 2015. She discussed Ms.
2 Robinson’s experience, emphasizing her work at the District Attorney’s Office and especially her
3 prior work at RIOC as the Internal Controls and Compliance Officer.
4

5 Ms. Rosenthal noted that Ms. Robinson had left RIOC to assume the position of Senior
6 Counsel at the Empire State Development’s (“ESD”) Division of Minority and Women’s Business
7 Development. While at ESD, Ms. Robinson was responsible for the administration and execution
8 of the MWBE program for the State of New York, as well as for training judges on Article 15-A
9 and the appeal process. She also represented ESD on administrative appeals and advised agencies
10 and public benefit corporations on matters involving Article 15-A. Ms. Rosenthal stated that Ms.
11 Robinson’s experience as a criminal prosecutor, her entire career, and her relationship with the
12 Board coupled with her ability to be a leader would make her an excellent candidate for the General
13 Counsel position.
14

15 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Valella,
16 Ms. Reeser, Mr. Escobar, Mr. Kapell, Mr. Kraut, and Mr. Polivy), the following resolution was
17 ADOPTED:
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19 **RESOLUTION**
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21 **APPOINTMENT OF GRETCHEN K. ROBINSON TO THE POSITION OF SECRETARY**
22 **AND VICE PRESIDENT FOR LEGAL AFFAIRS OF THE CORPORATION**
23

24
25 **WHEREAS**, the Roosevelt Island Operating Corporation (the “Corporation”) is a public
26 benefit corporation empowered by Title 16, Chapter 26 of the New York Unconsolidated Laws to
27 carry out the operation, maintenance, and development of Roosevelt Island; and
28

29 **WHEREAS**, Gretchen K. Robinson is the candidate for the position of General Counsel
30 and Director of Legal Affairs for the Corporation and is qualified to serve as a Secretary and Vice
31 President of the Corporation; and
32

33 **WHEREAS**, the President/Chief Executive Officer proposes the appointment of Gretchen
34 K. Robinson to the position of Secretary, and Vice President for Legal Affairs of the Corporation;
35 and
36

37 **WHEREAS**, Article IV, Section 1, of the Corporation’s By-Laws provides that the Board
38 of Directors shall determine the officers of the Corporation, including the Vice President, the
39 Secretary, and such other officers as may be determined by the Board; and
40

41 **WHEREAS**, the Board of Directors has reviewed and found satisfactory the qualifications
42 and experience of Gretchen K. Robinson;
43

44 **NOW, THEREFORE, IT IS HEREBY RESOLVED BY THE BOARD OF**
45 **DIRECTORS OF THE CORPORATION, AS FOLLOWS:**
46

47 Section 1. that Gretchen K. Robinson is elected Secretary and Vice President for Legal
48 Affairs of the Corporation at an annual salary of not more than \$147,500 for

1 the Fiscal Year ending March 31, 2020 and thereafter not more than that
2 which is approved by the Board of Directors;

3
4 Section 2. that the President/Chief Executive Officer is authorized to take such actions
5 and/or execute such instruments as she deems necessary to effectuate the
6 foregoing;

7
8 Section 3. that this resolution shall take effect immediately.
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12 **NEW BUSINESS ITEM #2**

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14 The second item of new business was the presentation by Margie Smith, Consultant for
15 Roosevelt Island Visual Arts Association (“RIVAA”).
16

17 Ms. Smith stated that RIVAA appreciates the collaboration with RIOC on The Island of
18 Arts Initiative. In this spirit, RIVAA is suggesting that the renowned Italian artist Silvio Wolf (the
19 “Artist”) temporarily install his art work on the Roosevelt Island Tram station. Ms. Smith noted
20 that all costs associated with the art installation will be covered by the Artist and that RIOC will
21 not incur any expenses. She described the project and distributed the Artist’s bio and project
22 proposal to Board members. Ms. Smith noted, however, that there is a deadline for the Artist to
23 apply for grants for this project and that the Artist wants assurances that RIOC will allow his
24 artwork to be installed on the Tram station before applying. Ms. Smith asked whether RIOC’s
25 Board of Directors would allow the art installation on the Roosevelt Island Tram station provided
26 that the Artist will incur all of the expenses.
27

28 Ms. Rosenthal asked the Board to authorize Silvio Wolf to move forward with his grant
29 application and that RIOC would allow such installation on the Tram station provided that the
30 Artist secures 100% of funds for this project; that the work will be done at night when the Tram is
31 not in operation, and that the installation will be temporary.
32

33 In response to Director Escobar’s question, Ms. Smith noted that there has not yet been any
34 significant community input on this project, and that she speaks on behalf of RIVAA as their art
35 consultant. Mr. Valella noted that there he would be more comfortable if there is a formal
36 recommendation from RIVAA for this project.
37

38 Director Polivy suggested that the Board approve the art installation based on a formal
39 letter recommendation from RIVAA, which would include a formal declaration that: (1) this
40 project will have no impact on Tram operation and structure; (2) the Artist will secure 100% funds
41 for the project; (3) the project will be temporary; and (4) the Artist will provide the details on the
42 removal of his installation.
43

44 Mr. Valella proposed conditional approval of the project on the terms suggested by
45 Director Polivy.
46

47 Upon a motion duly made, seconded and carried by five votes in favor (Mr. Valella, Mr.
48 Escobar, Mr. Kapell, Mr. Kraut, and Mr. Polivy), and one abstention (Ms. Reeser) the Board

1 conditionally approved the art installation by Silvio Wolf on the Roosevelt Island Tram station
2 subject to conditions to be outlined in RIVAA's recommendation to the Board.

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6 **NEW BUSINESS ITEM #3**

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8 The third item of new business was the presentation of RIOC's Proposed Budget for Fiscal
9 Year 2020-21.

10
11 Director Polivy stated the Proposed Budget for FY 2020-21 was discussed at the Audit
12 Committee Meeting earlier that day. Mr. Polivy explained the Budget approval process, noting
13 that modifications are anticipated before its final version is presented to the Board in December.
14 He thanked RIOC's Chief Financial Officer John O'Reilly and Comptroller Muneshwar Jagdharry
15 for the budget preparation.

16
17 Mr. O'Reilly presented highlights of the proposed budget for FY 2020-21. He briefly
18 discussed capital projects expenses, revenues, personnel expenses and extraordinary expenses and
19 explained the chief reasons for variances in the budget.

20
21 Mr. O'Reilly noted that RIOC's proposed budget FY 2020-21 projects a revenue increase
22 of 15.88% over the approved Budget FY 2019-20. He explained that RIOC generates most of its
23 revenue from long-term ground leases. In addition, Tramway revenues are projected to increase
24 by 35.93% due to the projected alignment of the \$2.00 fare that RIOC currently receives from
25 MTA New York City Transit (NYCT) for Tram rides to the current charge of \$2.75 that NYCT
26 collects for such ridership.

27
28 Mr. Valella stated that the proposed budget FY 2020-21 is posted on RIOC's website.

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32 **PRESIDENT'S REPORT**

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34 Ms. Rosenthal welcomed back the new VP and General Counsel Gretchen Robinson to
35 RIOC.

36
37 Ms. Rosenthal noted that next year's capital improvements are projected at \$40.8 million,
38 which is an increase of \$6,217,000 from this year's budget. She noted that RIOC plans to use that
39 money for a variety of improvements around the Island, most importantly on infrastructure. Ms.
40 Rosenthal noted the public can now remain up-to-date on all of Capital Projects by visiting the
41 Capital Project Tracker on RIOC's website.

42
43 Ms. Rosenthal then provided updates on RIOC's current projects. Regarding Blackwell
44 House, she stated that there were several issues noted during FDNY and NYC DOB inspections
45 which need to be remedied before RIOC can schedule another inspection and get a certificate of
46 completion. The ribbon cutting ceremony will have to be delayed until then.

1 Octagon Field is still scheduled to be opened by the end of the month, while Phase II
2 involving the comfort station renovation is underway. Yesterday, RIOC sent out an alert detailing
3 what is happening regarding the comfort station and how people can access the open space once it
4 is opened.
5

6 This past summer, in an effort to improve the safety of Island pedestrians and drivers, RIOC
7 had repainted the Island's crosswalks and re-striped Main Street. RIOC also took corrective action
8 to limit speeding on the Island by preventing cars from driving on the promenade and by reducing
9 the speed limit for all authorized vehicles (including RIOC vehicles) to 10 miles per hour on the
10 eastern promenade.
11

12 RIOC staff also met with representatives of Citibike, who are analyzing possible locations
13 for docking stations. RIOC will review their findings and should be able to make a public
14 presentation by the end of the year.
15

16 Another public presentation being planned before the next Board meeting is on the subject
17 of Southpoint Seawall/Riprap Development Project. Last year, the Board authorized staff to
18 proceed with a design which would open up the waterfront in Southpoint open space. DEC and
19 the Army Corps of Engineers are still reviewing RIOC's plans, which will be presented at the next
20 Real Estate Development Advisory Committee meeting.
21

22 Regarding the Tram elevator, Ms. Rosenthal noted that all permits are now in place and
23 the contractor is reassembling its subcontractors so it can move forward with the project.
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27 **COMMITTEE REPORTS**

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29 **AUDIT COMMITTEE**

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31 The Audit Committee met on September 5, 2019 to discuss RIOC's proposed Budget for
32 FY 2020-21, which was presented to the Board at this meeting.
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34 **GOVERNANCE COMMITTEE**

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36 The Governance Committee did not meet.
37

38 **OPERATIONS ADVISORY COMMITTEE**

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40 The Operations Advisory Committee did not meet.
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42 **REAL ESTATE DEVELOPMENT ADVISORY COMMITTEE**

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44 The Real Estate Development Advisory Committee did not meet.
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1 **PUBLIC SAFETY REPORT**

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3 Mr. Valella noted that the Public Safety Report was included in the Board package.

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7 **EXECUTIVE SESSION**

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9 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Valella,
10 Ms. Reeser, Mr. Escobar, Mr. Kapell, Mr. Kraut, and Mr. Polivy), the Board proceeded with
11 Executive Session to discuss personnel matters at 6:20 p.m. No votes were taken at the Executive
12 Session. The Board returned from Executive Session at 7:00 p.m.

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16 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Valella,
17 Ms. Reeser, Mr. Escobar, Mr. Kapell, Mr. Kraut, and Mr. Polivy), the meeting was adjourned at
18 7:02 p.m.

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Susan G. Rosenthal, President/CEO