



Roosevelt Island Operating Corporation

ANDREW M. CUOMO
Governor

SHELTON J. HAYNES
Acting 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 JULY 2, 2020 MEETING OF THE ROOSEVELT ISLAND OPERATING CORPORATION BOARD OF DIRECTORS

A meeting of the Board of Directors was held via videoconference on July 2, 2020 at 5:30 p.m.¹

Directors Present:

RuthAnne Visnauskas ²	RIOC Chair and Commissioner, the New York State Division of Housing and Community Renewal
Linda Manley	Representing RuthAnne Visnauskas, RIOC Chair and Commissioner, the New York State Division of Housing and Community Renewal
Erica Levendosky	Representing Robert F. Mujica, Director, the State of New York Division of Budget
Jeffrey Escobar	Director
David Kapell	Director
Howard Polivy	Director
Michael Shinozaki	Director

Directors Absent:

Conway Ekpo	Director
David Kraut	Director

Officers and Staff Attending:

Shelton J. Haynes	Acting President/Chief Executive Officer
John O'Reilly	Vice President/Chief Financial Officer
Gretchen K. Robinson	Vice President/General Counsel
Anthony Amoroso	Deputy Director of Public Safety Department
Kevin Brown	Director of Public Safety Department
Arthur G. Eliav	Associate General Counsel
Terrence McCauley	Director of Communications and Public Affairs/PIO
Muneshwar Jagdharry	Comptroller/ Assistant Chief Financial Officer
Lada V. Stasko	Assistant General Counsel

Others Attending:

John S. Costilow	Director, EFPR Group, CPAs, PLLC
Joseph Klimek	Partner, EFPR Group, CPAs, PLLC

¹ The RIOC Board Meeting commenced following a public comments reading. The public comments were submitted to RIOC in writing prior to the Board meeting. The public comments period was not part of the meeting.

² Ms. Visnauskas left during the discussion of new business item #1 of the agenda.

1 Chair's Designee Ms. Linda Manley called the Board meeting to order at 5:49 p.m. The roll
2 was called, and a quorum found to be assembled and present.

3
4 * * *

5
6 Ms. RuthAnne Visnauskas, Chair of RIOC's Board, made a statement regarding the recent
7 Emergency Board Meeting held on June 19, 2020. She stated that on the evening of Ms. Rosenthal's
8 termination, an Emergency Board Meeting was held to appoint Shelton J. Haynes as Acting President
9 and CEO of RIOC.

10
11 Ms. Visnauskas noted that she would like to address all the Board Members to discuss former
12 President Susan Rosenthal's termination. She mentioned that a complaint from a RIOC employee
13 was reported to the Governor's Office on June 12, 2020 alleging Ms. Rosenthal's inappropriate
14 conduct in the workplace.

15
16 Ms. Visnauskas noted that the complaint was immediately referred to the Governor's Office
17 Employee Relations (GOER). She stated that the GOER investigation substantiated that Susan
18 Rosenthal violated state policy by engaging in racially and sexually offensive language. She stated
19 that once the investigation was completed, Susan Rosenthal was immediately terminated from
20 position of RIOC President.

21
22 Ms. Visnauskas added that Mr. Haynes has a wealth of experience and expertise. She stated
23 that Shelton J. Haynes will have the support of the Board and looks forward to working Mr. Haynes
24 in his new capacity. Finally, she thanked Shelton J. Haynes for assuming the role due to the short
25 notice and circumstances.

26 * * *

27
28 **APPROVAL OF MINUTES**

29
30 The first item of business was the approval of the minutes of the June 4, 2020 meeting of the
31 RIOC Board of Directors. The proposed draft of the June 4, 2020 meeting had been previously
32 distributed to all Board members for their consideration.

33
34 Upon a motion duly made, seconded and carried by unanimous votes in favor (Ms. Manley,
35 Ms. Levendosky, Mr. Escobar, Mr. Kapell, Mr. Polivy and Mr. Shinozaki), the minutes were
36 **APPROVED** and ordered filed.

37 * * *

38
39
40 Chair's Designee Ms. Linda Manley asked the Board to have item #7 of new business first.
41 She noted that while the Board has appointed Mr. Haynes as Acting President on June 19, 2020, the
42 resolution needs to be ratified.

43 * * *

44
45 **NEW BUSINESS #7**

46
47 The seventh item of new business was the Appointment of Shelton J. Haynes to the Position
48 of Acting President/Chief Executive Officer of the Corporation.

1 Upon a motion duly made, seconded and carried by unanimous vote in favor (Ms. Manley,
2 Ms. Levendosky, Mr. Escobar, Mr. Kapell, Mr. Polivy, and Mr. Shinozaki), the following resolution
3 was ADOPTED:
4

5 **PROPOSED RESOLUTION**
6

7 **APPOINTMENT OF SHELTON J. HAYNES TO THE POSITION OF**
8 **ACTING PRESIDENT/CHIEF EXECUTIVE OFFICER OF THE CORPORATION**
9

10
11 **WHEREAS**, the Roosevelt Island Operating Corporation (the “Corporation”) is a public
12 benefit corporation empowered by Public Authorities Law §2799 to carry out the operation,
13 maintenance, and development of Roosevelt Island; and
14

15 **WHEREAS**, Article IV, Section 2, of the Corporation’s By-Laws provides that the Board of
16 Directors shall elect the officers of the Corporation;
17

18 **NOW, THEREFORE, IT IS HEREBY RESOLVED BY THE BOARD OF**
19 **DIRECTORS OF THE ROOSEVELT ISLAND OPERATING CORPORATION OF THE**
20 **STATE OF NEW YORK AS FOLLOWS:**
21

22 Section 1. that Shelton J. Haynes is elected Acting President/Chief Executive Officer of the
23 Corporation;
24

25 Section 2. that the Chairperson is hereby authorized to take such actions and/or execute such
26 instruments as deemed necessary to effectuate the foregoing;
27

28 Section 3. that this resolution shall be effective as of June 19, 2020.
29

30 * * *

31
32 **NEW BUSINESS ITEM #1**
33

34 The first item of new business was the presentation of the Audited Financial Statements for
35 Fiscal Year Ending March 31, 2020.
36

37 RIOC Chief Financial Officer John O’Reilly invited Joseph Klimek, Partner and John S.
38 Costilow with EFPR Group, CPAs, PLLC, RIOC's external auditors, to present their report to the
39 Board.
40

41 Mr. Klimek presented a summary of the auditors’ report to the Board. He explained that after
42 reviewing RIOC's financial statements, all the determinations ended with clean opinions and RIOC
43 was compliant with all the required government accounting standards. He further noted that despite
44 the pandemic which required them to conduct their findings remotely, they were confident in working
45 with RIOC’s staff to complete the audit to their satisfaction.
46

47 Director Polivy stated that the Audit Committee reviewed RIOC’s Audited Financial
48 Statements for FY 2019-20 on June 18, 2020. Mr. Polivy noted that all questions posed by the Audit
49 Committee regarding this report were answered to the Committee’s satisfaction. Mr. Polivy stated

1 that the Audited Financial Statements would be posted on the RIOC website and PARIS reporting
2 system.

3
4 * * *

5
6 Ms. Manly suggested voting on items two through five of new business at once in the
7 interest of saving time, if there were no questions.

8
9 * * *

10
11 **NEW BUSINESS ITEM #2**

12
13 The second item of new business was the approval of Annual Report for Fiscal Year Ending
14 March 31, 2020.

15
16 Mr. Jagdharry stated that the Annual Report is being presented to the Board pursuant to
17 Section 2800 of the Public Authorities Law. He briefly went over the details of the Annual Report
18 for fiscal year ending March 31, 2020 and listed some of the major accomplishments of the
19 Corporation. Mr. Jagdharry recommended the report for Board approval.

20
21 Mr. Polivy noted that this item was reviewed by the Audit Committee on June 18, 2020.

22
23 Upon a motion duly made, seconded and carried by unanimous vote in favor (Ms. Manley,
24 Ms. Levendosky, Mr. Escobar, Mr. Kapell, Mr. Polivy, and Mr. Shinozaki), the following resolution
25 was ADOPTED:

26
27 **RESOLUTION**

28
29 **APPROVAL OF ANNUAL REPORT**
30 **FOR FISCAL YEAR ENDING MARCH 31, 2020**

31
32
33 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the State
34 of New York, as follows:

35
36 Section 1. that the Annual Report for fiscal year ending March 31, 2020, annexed hereto,
37 is hereby approved and may be submitted to the Governor, the chairman and
38 ranking minority member of the Senate Finance Committee, the chairman and
39 ranking minority member of the Assembly Ways and Means Committee, the
40 State Comptroller, the Authorities Budget Office, and any other governmental
41 entity as required by law;

42
43 Section 2. that the Acting President/Chief Executive Officer or his designee is hereby
44 authorized to take such actions and execute such instruments as deemed
45 necessary to effectuate the foregoing;

46
47 Section 3. that this resolution shall take effect immediately.
48
49

1 **NEW BUSINESS ITEM #3**

2
3 The third item of new business was the approval of Report on Procurement Contracts for
4 Fiscal Year Ending March 31, 2020.

5
6 Mr. Jagdharry stated that the Board had reviewed the Report on Procurement Contracts before
7 as quarterly procurement reports. He noted that the Report on Procurement Contracts was discussed
8 at the Audit Committee meeting and recommended its approval by the Board.

9
10 Mr. Polivy noted that the Audit Committee reviewed all of their reports required by the Public
11 Authorities Law on June 18, 2020.

12
13 Upon a motion duly made, seconded and carried by unanimous vote in favor (Ms. Manley,
14 Ms. Levendosky, Mr. Escobar, Mr. Kapell, Mr. Polivy, and Mr. Shinozaki), the following resolution
15 was ADOPTED:

16
17 **RESOLUTION**

18
19 **APPROVAL OF REPORT ON PROCUREMENT**
20 **CONTRACTS FOR FISCAL YEAR ENDING MARCH 31, 2020**

21
22
23 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the State
24 of New York, as follows:

25
26 Section 1. that the report of procurement contracts for fiscal year ending March 31, 2020
27 (the "Procurement Contract Report") and the Guidelines Regarding the Use,
28 Awarding, Monitoring and Reporting of Procurement Contracts, annexed
29 hereto, are hereby approved, and the Procurement Contract Report may be
30 submitted to the Division of the Budget, the Department of Audit and Control,
31 the Senate Finance Committee, the Assembly Ways and Means Committee,
32 and the Department of Economic Development, and any other governmental
33 entity as required by law;

34
35 Section 2. that the Acting President/Chief Executive Officer or his designee is hereby
36 authorized to take such actions and execute such instruments as deemed
37 necessary to effectuate the foregoing;

38
39 Section 3. that this resolution shall take effect immediately.

40
41 * * *

42
43 **NEW BUSINESS ITEM #4**

44
45 The fourth item of new business was the approval of the Report on Investments for Fiscal
46 Year Ending March 31, 2020.

47
48 Mr. Jagdharry noted that the report is being presented for Board approval per Section 2925 of the
49 Public Authorities Law. He stated that the report assesses the Corporation's compliance with the law and

1 its investment guidelines. Mr. Jagdharry stated that RIOC’s auditors found the Corporation to comply
2 with those requirements. He recommended the Report for Board approval.
3

4 Upon a motion duly made, seconded and carried by unanimous vote in favor (Ms. Manley,
5 Ms. Levendosky, Mr. Escobar, Mr. Kapell, Mr. Polivy, and Mr. Shinozaki), the following resolution
6 was ADOPTED:
7

8 **RESOLUTION**
9

10 **APPROVAL OF REPORT ON INVESTMENTS**
11 **FOR FISCAL YEAR ENDING MARCH 31, 2020**
12

13
14 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the State
15 of New York, as follows:
16

17 Section 1. that the report of the corporation’s investments for fiscal year ending March
18 31, 2020 (the “Investment Report”), and the Investment Guidelines, annexed
19 hereto, are hereby approved, and the Investment Report may be submitted to
20 the NYS Division of the Budget, the Department of Audit and Control, the
21 Senate Finance Committee and Assembly Ways and Means Committee, and
22 any other governmental entity as required by law;
23

24 Section 2. that the Acting President/Chief Executive Officer or his designee is hereby
25 authorized to take such actions and execute such instruments as deemed
26 necessary to effectuate the foregoing;
27

28 Section 3. that this resolution shall take effect immediately.
29

30 * * *
31

32
33 **NEW BUSINESS ITEM #5**
34

35 The fifth item of new business was the approval of Property Report for Fiscal Year Ending
36 March 31, 2020.
37

38 Mr. Jagdharry stated that there were two dispositions of property for the reported period. He
39 noted that the Lease for Southtown Building 8 was executed, and the Ground Lease for Westview
40 was extended. He recommended the Report for Board approval.
41

42 Upon a motion duly made, seconded and carried by unanimous vote in favor (Ms. Manley,
43 Ms. Levendosky, Mr. Escobar, Mr. Kapell, Mr. Polivy, and Mr. Shinozaki), the following resolution
44 was ADOPTED:
45

46 **PROPOSED RESOLUTION**
47

48 **APPROVAL OF PROPERTY REPORT**
49 **FOR FISCAL YEAR ENDING MARCH 31, 2020**

1
2
3 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the State
4 of New York, as follows:

5
6 Section 1. that the Property Report for fiscal year ending March 31, 2020, and the
7 Guidelines Regarding Acquisition and Disposal of Property, annexed hereto,
8 are hereby approved and may be furnished to the State Comptroller, the
9 Director of the Budget, the Commissioner of General Services, the Majority
10 Leader of the Senate, the Speaker of the Assembly, the Authorities Budget
11 Office, and any other governmental entity as required by law;

12
13 Section 2. that the Acting President/Chief Executive Officer or his designee is hereby
14 authorized to take such actions and execute such instruments as deemed
15 necessary to effectuate the foregoing;

16
17 Section 3. that this resolution shall take effect immediately.

18
19 * * *

20
21 **NEW BUSINESS #6**

22
23 The sixth item of new business was the Ratification of Contract with Thomson Reuters for
24 Westlaw Subscription.

25
26 Assistant General Counsel Arthur Eliav explained the need for continuation of the Westlaw
27 subscription for RIOC's staff attorneys, which expired on June 30, 2020. He briefly discussed the
28 terms of the renewal contract. Mr. Eliav recommended the three-year contract with Thomason
29 Reuters in the amount of \$60,045.00 for Board ratification. In response to Mr. Shinozaki's question,
30 Mr. Eliav noted the vendor was selected due to the familiarity of the product and a continuation of
31 services.

32
33 Upon a motion duly made, seconded and carried by unanimous vote in favor (Ms. Manley,
34 Ms. Levendosky, Mr. Escobar, Mr. Kapell, Mr. Polivy, and Mr. Shinozaki), the following resolution
35 was ADOPTED:

36
37 **RESOLUTION**

38
39 **RATIFICATION OF CONTRACT WITH THOMSON REUTERS**
40 **FOR WESTLAW SUBSCRIPTION**

41
42
43 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the State
44 of New York, as follows:

45
46 Section 1. that the contract with Thomson Reuters for Westlaw Subscription, upon such
47 terms and conditions substantially similar to those outlined in the
48 Memorandum from Gretchen K. Robinson to Shelton J. Haynes/RIOC Board
49 of Directors dated June 22, 2020, attached hereto, is hereby ratified;

1 As for the Motorgate Repairs project, the work is scheduled to be completed in December;
2 and RIOC is satisfied with the contractor's work. Regarding the Tram elevator, Mr. Haynes noted
3 that despite the delays, the project is proceeding nicely. He mentioned that the Jack McManus field
4 project will enter into phase 2 of construction of the comfort station restarted in late June.
5

6 Finally, Acting President Haynes thanked the RIOC Board, the Governor's office and RIOC
7 staff for their support and dedication.
8

9 * * *

10
11 **COMMITTEE REPORTS**

12
13 **AUDIT COMMITTEE**

14
15 The Audit Committee met on June 18, 2020 to discuss all the fiscal items approved by the
16 Board at this meeting.
17

18 **GOVERNANCE COMMITTEE**

19
20 The Governance Committee did not meet.
21

22 **OPERATIONS ADVISORY COMMITTEE**

23
24 The Operations Advisory Committee did not meet.
25

26 **REAL ESTATE DEVELOPMENT ADVISORY COMMITTEE**

27
28 The Real Estate Development Advisory Committee did not meet.
29

30 * * *

31
32 **PUBLIC SAFETY REPORT**

33
34 Chair's Designee Ms. Manley noted that the Public Safety Report was included in the Board
35 package.
36

37 * * *

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

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44

Gretchen K. Robinson, Secretary