



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
Fay Fryer Christian
David Kraut
Howard Polivy
Michael Shinozaki
Margaret Smith

**MINUTES OF THE MARCH 1, 2018 MEETING OF THE
ROOSEVELT ISLAND OPERATING CORPORATION BOARD OF DIRECTORS**

A meeting of the Board of Directors was held at the Manhattan Park Community Center, 8 River Road, Roosevelt Island, New York, on March 1, 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
Erica Levendosky	Representing Robert F. Mujica, Director, the State of New York Division of Budget
Fay Fryer Christian	Director
David Kraut	Director
Howard Polivy	Director
Michael Shinozaki	Director
Margaret Smith	Director

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
John McManus	Director, Public Safety Department
Stephen Noone	Assistant Vice President of Capital Planning and Projects
Mary C. Cunneen	Director of Parks and Recreation
Alonza Robertson	Public Information Officer
Gretchen K. Robinson	Internal Controls and Compliance Officer
Lada V. Stasko	Assistant General Counsel

Others Attending:

David Evans	Chair of Public Purpose Finds Committee, Roosevelt Island Residents Association (RIRA)
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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 6:13 p.m. The roll was
2 called and a quorum found to be assembled and present.

3
4 * * *

5 **APPROVAL OF MINUTES**

6
7 The first item of business was the approval of the minutes of the January 25, 2018 meeting
8 of the RIOC Board of Directors. The proposed draft of the January 25, 2018 Board meeting
9 minutes had been previously distributed to all Board members for their consideration.

10
11 Upon a motion duly made, seconded and carried by six votes in favor (Mr. Valella, Ms.
12 Levendosky, Ms. Christian, Mr. Kraut, Mr. Polivy and Ms. Smith), and one abstention (Mr.
13 Shinozaki), the minutes were **APPROVED** and ordered filed.

14
15 * * *

16
17 **NEW BUSINESS ITEM #1**

18
19 The first item of new business was the authorization to amend the contract with Gandhi
20 Engineering, Inc. ("Gandhi") for the engineering design services in connection with the Roosevelt
21 Island Helix Ramp Rehabilitation project.

22
23 Assistant Vice President of Capital Planning and Projects Noone provided a brief
24 background of this project. He noted that the request for the amendment of this contract is two-
25 fold: first, to extend the contract for the consultant-of-record, Gandhi, through July 15, 2018; and,
26 second, to add necessary construction support services of a full-time Resident Engineer for the
27 duration of the project plus 30 days.

28
29 Mr. Noone discussed the responsibilities of a Resident Engineer and noted that the resume
30 for the Gandhi Resident Engineer has been provided to the Board. Mr. Noone further stated that
31 RIOC still retains the money from the initial 2013 contract. Therefore, the requested total amount
32 is only for \$83,220, which includes 15% contingency, to add Residential Engineering services to
33 the Gandhi contract and complete this project. The new contract amount will be \$441,620. Mr.
34 Noone recommended the amendment of contract with Gandhi for Board approval. In response to
35 the comments from Director Shinozaki, Mr. Noone noted that he would make sure the concrete
36 debris are removed from the Helix.

37
38 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Valella,
39 Ms. Levendosky, Ms. Christian, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith), the
40 following resolution was ADOPTED:

41
42 **RESOLUTION**

43
44 **AUTHORIZATION TO AMEND THE CONTRACT WITH GANDHI ENGINEERING, INC.**
45 **FOR THE ENGINEERING DESIGN SERVICES IN CONNECTION WITH THE**
46 **ROOSEVELT ISLAND HELIX RAMP REHABILITATION PROJECT**

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

3
4 Section 1. that RIOC is hereby authorized to amend the contract with Gandhi
5 Engineering, Inc. for the engineering design services in connection with the
6 Roosevelt Island Helix Ramp rehabilitation project, upon such terms and
7 conditions substantially similar to those outlined in the Memorandums from
8 Stephen T. Noone to RIOC Board of Directors/Susan G. Rosenthal, both
9 dated February 26, 2018, attached hereto;

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

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

16
17 * * *

18
19 **NEW BUSINESS ITEM #2**

20
21 The second item of new business was the authorization to amend the purpose of the
22 expenditure of Public Purpose Funds (“PPF”) to Roosevelt Island Visual Arts Association
23 (“RIVAA”).

24
25 President Rosenthal noted that RIOC has received a request from RIVAA, wherein they
26 asked the Board to modify the previously approved PPF grant for FY 2017-18, so that RIVAA can
27 use their grant for heating, ventilation, and air conditioning (HVAC) system replacement. Ms.
28 Rosenthal explained that HVAC repairs/maintenance were included in RIVAA’s PPF application,
29 but because RIRA had questions that went unanswered, it was not included in the grant. In order
30 for the gallery to remain open to the public in the winter, RIVAA now must replace the HVAC
31 system. Ms. Rosenthal recommended the approval of the grant purpose amendment to the Board.

32
33 Responding to Director Shinozaki’s inquiry, Mr. Evans, Chair of RIRA’s Public Purpose
34 Funds Committee, stated that he would take a broader view on definition of utilities, which would
35 include HVAC system, and support reassignment of RIVAA’s funds for this new purpose, as
36 requested by RIVAA.

37
38 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Valella,
39 Ms. Levendosky, Ms. Christian, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith), the
40 following resolution was ADOPTED:

41
42 **RESOLUTION**

43
44 **AUTHORIZATION TO AMEND PURPOSE OF EXPENDITURE OF PUBLIC PURPOSE**
45 **FUNDS TO ROOSEVELT ISLAND VISUAL ARTS ASSOCIATION**

46
47
48 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the

1 State of New York (“RIOC”), as follows:

2
3 Section 1. that RIOC is hereby authorized to amend the expenditure of Public Purpose
4 funds to the Roosevelt Island Visual Arts Association, upon such terms and
5 conditions substantially similar to those outlined in the Memorandum from
6 Sean Singh to Susan G. Rosenthal/ Board of Directors dated February 20,
7 2018, attached hereto;

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

12
13 Section 3. that this resolution shall take effect immediately.

14
15 * * *

16
17 **NEW BUSINESS ITEM #3**

18
19 The third item of new business was the authorization to enter into a project agreement with
20 the New York State Office of Parks, Recreation and Historic Preservation (“OPRHP”) for the
21 financial assistance for the Smallpox Hospital stabilization.

22
23 President Rosenthal stated that in July 2017, the Corporation applied to the OPRHP for a
24 planning grant for the Smallpox Hospital stabilization. The grant application for \$500,000
25 (approximately 75% of the anticipated costs), has been now approved by the OPRHP. Ms.
26 Rosenthal noted that the total anticipated cost of this phase of the Smallpox Hospital stabilization
27 project is \$671,500.

28
29 Ms. Rosenthal explained that in order to receive these funds, which will be a
30 reimbursement, RIOC must enter into a Project Agreement with the OPRHP for a financial
31 assistance for the Smallpox Hospital stabilization. In addition, RIOC is required to approve and
32 file the corresponding authorizing resolution. In response to questions from the Board Members,
33 Ms. Rosenthal discussed the previous Smallpox Hospital stabilization efforts, and assured the
34 Board that RIOC has the remaining money necessary to complete this phase of the project. Ms.
35 Rosenthal recommended this item for Board approval.

36
37 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Valella,
38 Ms. Levendosky, Ms. Christian, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith), the
39 following resolution was ADOPTED:

40
41 **RESOLUTION**

42
43 **AUTHORIZATION TO ENTER INTO A PROJECT AGREEMENT WITH THE NEW YORK**
44 **STATE OFFICE OF PARKS, RECREATION AND HISTORIC PRESERVATION FOR**
45 **FINANCIAL ASSISTANCE FOR THE SMALLPOX HOSPITAL STABILIZATION**

46
47
48 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the

1 State of New York (“RIOC”), as follows:
2

3 Section 1. that RIOC is hereby authorized to accept the grant funds for the stabilization
4 of the Smallpox Hospital, upon such terms and conditions substantially
5 similar to those outlined in the Memorandum from Sean Singh to RIOC Board
6 of Directors/Susan G. Rosenthal dated February 14, 2018, attached hereto.
7

8 Section 2. that the President/Chief Executive Officer is hereby authorized to and
9 directed to enter into and execute a Project Agreement with the New York
10 State Office of Parks, Recreation and Historic Preservation for financial
11 assistance for a planning project for the Roosevelt Island Smallpox Hospital
12 Stabilization in accordance with the provisions of Title 9 of the
13 Environmental Protection Act of 1993, in an amount not to exceed \$500,000.
14

15 Section 3. that the President/Chief Executive Officer or her designee is hereby
16 authorized to take such actions and execute such instruments as she deems
17 necessary to effectuate the foregoing; and
18

19 Section 4. that this resolution shall take effect immediately
20

21 * * *
22

23 The fourth item of new business was the authorization to enter into contract U. Arias, Corp.
24 for landscaping and maintenance services.
25

26 Director of Parks and Recreation Ms. Cunneen noted that U. Arias, Corp. has been
27 successfully overseeing landscaping of certain areas on the Island for several years. RIOC now
28 would like this firm to expand the landscaping and maintenance services onto 19 acres of
29 landscaping areas of the entire Island. In response to questions from the Board Members
30 concerning the procurement process, Chief Financial Officer Ms. Quinones stated that RIOC
31 reached out directly to four M/WBE companies for pricing, and U. Arias, Corp. was the only firm
32 that responded to RIOC’s quote request. Director Polivy noted that RIOC can make discretionary
33 awards up to \$200,000 to M/WBEs.
34

35 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Valella,
36 Ms. Levendosky, Ms. Christian, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith), the
37 following resolution was ADOPTED:
38

39 **AUTHORIZATION TO ENTER INTO CONTRACT WITH U.ARIAS, CORP. FOR**
40 **LANDSCAPING AND MAINTENANCE SERVICES**
41

42
43 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the
44 State of New York (“RIOC”), as follows:
45

46 Section 1. that RIOC is hereby authorized to enter into a contract with U. Arias Corp
47 for landscaping and maintenance services, upon such terms and conditions
48 substantially similar to those outlined in the Memorandum from Mary C.

1 Cunneen to RIOC Board of Directors/Susan G. Rosenthal, dated February
2 27, 2018, attached hereto;

3
4 Section 2. that the President/Chief Executive Officer or her designee is hereby
5 authorized to take such actions and execute such instruments as she deems
6 necessary to effectuate the foregoing; and
7

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

10 * * *

11
12 **OLD BUSINESS ITEM #1**

13
14 The first item of old business was the authorization to enter into contract with the Roosevelt
15 Island Youth Program (RYIP) for the operation of the Roosevelt Island Youth Center.
16

17 Mr. Valella stated that RIOC would like to exercise its reserved right under Request for
18 Applications (RFA) to withdraw this RFA for the grant for the operation of the Roosevelt Island
19 Youth Center.
20

21 Vice President and General Counsel Flug noted that prior to the last Board meeting, RIOC
22 had received numerous complaints containing allegations of misconduct by the RIYP Executive
23 Director. She noted that at the last Board meeting, the Public Comment Period was filled with
24 both supporters and persons with objections to RIYP. Some objectors also made allegations of
25 misconduct. Based on these complaints, the Board adjourned the agenda item regarding the award
26 of the grant for the operation of the Youth Center.
27

28 Ms. Flug stated that based on the concern of the Board members, RIOC retained the
29 services of Bond, Schoeneck & King, PLLC, a law firm that was selected via an RFP for legal
30 employment services in 2016. Bond, Schoeneck & King was one of the three law firms on the
31 panel that was produced from the RFP, but was selected for their expertise in sexual harassment
32 and misconduct investigations as well as their experience representing RIOC.
33

34 Ms. Flug noted that Bond, Schoeneck & King reviewed the written complaints and
35 interviewed over twenty people including the Executive Director of RIYP. These interviews
36 showed that there was sufficient evidence to conclude that Mr. DeFino, the Executive Director,
37 had in fact made inappropriate comments on several occasions. These comments and actions were
38 such that they would be objectionable to a reasonable person.
39

40 Ms. Flug further noted that allegations concerning Mr. DeFino's intoxication while
41 working at RIYP were found to be non-conclusive. Bond, Schoeneck & King recognized and took
42 into account that many of the people interviewed have a bias or strong feelings against Mr. DeFino
43 for numerous reasons and also recognizes that there are a large number of Island residents who
44 support RIYP and Mr. DeFino and who have benefited a great deal from the services they have
45 offered.
46

47 Ms. Flug stated that nonetheless, the investigation still concluded that Mr. DeFino has
48 made a number of inappropriate and offensive comments within the Roosevelt Island community.

1 Mr. Valella stated that in light of these findings, RIOC would like to exercise its right under
2 the RFA to withdraw it. He moved to withdraw the RFA for the grant for the operation of the
3 Roosevelt Island Youth Center.
4

5 Director Kraut stated that withdrawing the grant application would have the same effect as
6 voting “No”. This would leave the Youth Center unfunded, and Roosevelt Island kids would need
7 a place to go. Mr. Kraut noted that he does not support this motion. Ms. Flug clarified that RIYP
8 received the funds to provide services through March 31, 2018. Director Smith stated that she
9 doesn’t think this investigation was a due diligence. She noted that RIOC cannot discount the good
10 things RIYP was doing for 40 years. She noted that she would like Ms. Rosenthal to ensure that
11 the services to the youth continue.
12

13 Director Christian noted that sexual harassment issues should be taken seriously and that
14 the investigation specifically focused on the RIYP Executive Director’s character. It is understood
15 that children are happy with the RIYP director and staff. Director Polivy stated that RIOC has had
16 difficult discussions on the issue. He noted that the youth program needs to be preserved in some
17 fashion. Director Shinozaki also stated that it is important that the program services remain
18 available to the youth and that RIOC should provide an operator to run this program.
19

20 Upon a motion duly made, seconded and carried by four votes in favor (Mr. Valella, Ms.
21 Levendosky, Ms. Christian and Mr. Shinozaki) and three votes against (Mr. Kraut, Mr. Polivy and
22 Ms. Smith), the grant application for the operation of the Roosevelt Island Youth Center has been
23 withdrawn.
24

25 * * *

26
27 **PRESIDENT’S REPORT**
28

29 President Rosenthal stated that RIOC will try work out the solution for youth programs at
30 the Youth Center. She then provided the status updates for the ongoing projects.
31

32 Ms. Rosenthal stated that the Tram platforms work will continue for three more weeks in
33 the spring. Starting from next week, the work will also start on the Helix ramp and one lane will
34 be closed. Ms. Rosenthal noted that RIOC is consulting with contractors regarding the Tram
35 elevator on the Second Avenue. She further stated that the Seawall railings project is in
36 mobilization stage, and that the shop drawing are in progress.
37

38 Ms. Rosenthal noted that more manpower is now engaged in the Blackwell House
39 restoration project. The work is also in progress on the Firefighters field and on comfort stations.
40

41 Ms. Rosenthal noted that the Capital Planning and Projects Department headed by Mr.
42 Noone was joined by two new Project Managers and Director of Assets.
43

44 Finally, Ms. Rosenthal stated that the Saturday Farmers Market location has moved from
45 Helix to the Good Shepherd Community Center Plaza.

1 **COMMITTEE REPORTS**

2
3 **AUDIT COMMITTEE**

4
5 Committee Chair Mr. Polivy stated that the Audit Committee did not meet, but will be
6 meeting soon.

7
8 **GOVERNANCE COMMITTEE**

9
10 Committee Chair Ms. Smith stated that the Governance Committee did not meet, but will
11 be meeting soon to discuss the By-laws.

12
13 **OPERATIONS ADVISORY COMMITTEE**

14
15 Committee Chair Mr. Shinozaki stated that the Operations Advisory Committee met on
16 February 27, 2018 to discuss the modification of Public Purpose Fund grants to RIVAA. Also, in
17 Executive Session, the Committee discussed the legal matter in connection with the Youth Center
18 Operator contract awards and the Seawall repairs negotiations. No votes were taken.

19
20 **REAL ESTATE DEVELOPMENT ADVISORY COMMITTEE**

21
22 Committee Chair Mr. Polivy stated that the Real Estate Development Advisory Committee
23 met on February 27, 2018 to discuss the proposed Child School lease extension and the “RI”
24 welcome monument. Also, in Executive Session, the Committee discussed the negotiations in
25 connection with the Island House staircase. No votes were taken.

26
27 * * *

28
29 **PUBLIC SAFETY REPORT**

30
31 Chair’s Designee Mr. Valella noted that the Public Safety Report was included in the Board
32 package. In response to Director Smith’s question regarding 78 calls marked as “Aided/EMS” in
33 the January 2018 PSD report, Director of Public Safety Department Mr. McManus explained that
34 the number does not necessarily mean ambulance have responded. Ms. Smith requested that PSD
35 reports include breakdown of this statistics.

36 * * *

37
38 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Valella,
39 Ms. Levendosky, Ms. Christian, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith), the meeting
40 was adjourned at 6:53 p.m.

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43 _____
Jacqueline P. Flug, Secretary