



ANDREW M. CUOMO
Governor

**MINUTES OF THE OCTOBER 20, 2016 MEETING OF THE
ROOSEVELT ISLAND OPERATING CORPORATION
BOARD OF DIRECTORS**

A meeting of the Board of Directors was held at the Cultural Center, 548 Main Street, Roosevelt Island, New York, on October 20, 2016 at 5:30 p.m.¹

Directors Present:

James S. Rubin	RIOC Chair and Commissioner, the New York State Division of Housing and Community Renewal
Fay Fryer Christian	Director
David Kraut	Director
Howard Polivy	Director
Michael Shinozaki	Director
Margaret Smith	Director

Absent Directors:

Robert F. Mujica	Director, the State of New York Division of Budget
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Officers and Staff Attending:

Susan G. Rosenthal	Incoming President/Chief Executive Officer/General Counsel
Kimberly L. Quinones	Chief Financial Officer
Christopher R. Dor	Excelsior Service Fellow
Arthur G. Eliav	Associate General Counsel
Muneshwar Jagdharry	Comptroller
John McManus	Director of Public Safety
Cyril Opperman	Director of Operations
Gretchen Robinson	Internal Controls & Compliance Officer

Others Present:

Christopher Rizzo	Legal Counsel, Carter Ledyard & Milburn LLP
Michael Russo	Engineering Consultant, Hawkins, Webb and Jaeger, PLLC

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

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

3
4 Ms. Rosenthal thanked Dr. Grimm, who recently retired from the RIOC Board of Directors,
5 for her eight years of service. She noted that Dr. Grimm was a great addition to the Board and an
6 asset to the Island.

7
8 Mr. Rubin stated that the agenda items would be addressed out of order. New business item
9 #3 would be discussed first to allow RIOC's outside counsel to subsequently depart. Also, new
10 business item #1 would be discussed last to allow the Board an opportunity to enter into executive
11 session at the end to discuss Ms. Rosenthal's appointment as President and CEO.

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13 **NEW BUSINESS ITEM #3**

14
15 The third item of new business was the authorization to enter into a License with the New
16 York City Economic Development Corporation, make Environmental Findings, Override Portions
17 of the New York City zoning resolution and take related actions for the "City Wide Ferry Service
18 Project".

19
20 Mr. Rizzo explained the request from New York City for a license to construct a ferry stop
21 on Roosevelt Island as part of the new City wide ferry service. He further explained the contents
22 of the Environmental Finding Statement and exhibits that the City prepared for the entire project,
23 with a specific focus on Roosevelt Island.

24
25 Ms. Rosenthal commented that there was a recent Real Estate Development Advisory
26 Committee meeting held where representatives from New York City Economic Development
27 Corporation presented the outline of the plan, as well as the general terms of the Memorandum of
28 Understanding that they are seeking RIOC to enter into. She also stated that efforts are being made
29 to allow for free ferry transfers to the MTA.

30
31 Mr. Kraut inquired whether the ferry location would infringe on Firefighters Field,
32 specifically where the baseball diamond is located. Ms. Rosenthal confirmed that it would not.

33
34 Mr. Rubin inquired what would happen to the ferry dock site after the term of the license
35 expired or the license was terminated. Mr. Rizzo explained that EDC is required to remove the
36 ferry landing at their cost in the event the decision was made to stop the ferry at some point in the
37 future.

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

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RESOLUTION

AUTHORIZATION TO ENTER INTO A LICENSE AGREEMENT WITH THE NEW YORK CITY ECONOMIC DEVELOPMENT CORPORATION, MAKE ENVIRONMENTAL FINDINGS, OVERRIDE PORTIONS OF THE NEW YORK CITY ZONING RESOLUTION AND TAKE RELATED ACTIONS FOR THE “CITYWIDE FERRY SERVICE PROJECT”

RESOLVED, by the Board of Directors of the Corporation as follows:

Section 1. That on the basis of the materials presented to the Directors at this meeting, a copy of which is hereby ordered to be filed with the records of the Corporation (the “Materials”), the Corporation hereby makes and adopts the SEQRA Findings Statement (with its exhibits and related findings as set forth therein) and overrides portions of the New York City Zoning Resolution as necessary for the Project, substantially on the terms and conditions set forth in the Materials;

Section 2. That in addition to the commitments set forth in the SEQRA Findings Statement, the MOU between RIOC and EDC will set forth the rights and obligations of the parties regarding the Island Project Site including EDC’s obligation to carry out site improvements to facilitate the Project;

Section 3. That on the basis of the Materials, the Corporation is hereby authorized to enter into the MOU and other agreements with EDC to facilitate the Project;

Section 4. That the Acting President/Chief Executive Officer or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to execute and deliver, and affix the seal of the Corporation to, all such agreements and contracts necessary or proper to create the Island Project Site;

Section 5. That the Acting President/Chief Executive Officer or her designee(s) be, and each of them hereby is, authorized in the name and on behalf of the Corporation to take all such actions as are necessary to implement the transaction set forth in the Materials; and

Section 6. That this resolution shall take effect immediately.

APPROVAL OF MINUTES

The next item of new business was the approval of the minutes of the September 8, 2016 meeting of the RIOC Board of Directors.

Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Rubin, Ms. Christian, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith), the minutes were APPROVED, and ordered filed.

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1 **NEW BUSINESS ITEM #1**

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3 The first item of new business was the authorization to amend contract with Major Systems
4 Mechanical Corp. for the boiler installation and heating system improvements at Sportspark.

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6 Mr. Russo stated that RIOC traditionally adds a ten percent contingency to all capital
7 projects. He explained that the ten percent contingency item was left out of the resolution in the
8 original contract for approximately \$1,227,000 with Major Systems Mechanical Corp. Mr. Russo
9 recommended that the Board authorize to amend the contract with Major Systems Mechanical
10 Corp. to add the ten percent contingency in the amount of \$122,700.

11
12 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Rubin,
13 Ms. Christian, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith), the following resolution was
14 ADOPTED:

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16 **RESOLUTION**

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18 **AUTHORIZATION TO AMEND CONTRACT WITH MAJOR SYSTEMS MECHANICAL**
19 **CORP. FOR THE BOILER INSTALLATION AND HEATING SYSTEM IMPROVEMENTS**
20 **AT SPORTSPARK**

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

25
26 Section 1. that RIOC is hereby authorized to amend the contract with Major Systems
27 Mechanical Corp. for the Boiler Installation and Heating System
28 Improvements at Sportspark upon such terms and conditions substantially
29 similar to those outlined in the Memorandum from Michael Russo to the
30 Board of Directors dated September 29, 2016, attached hereto;

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

35
36 Section 3. that this resolution shall take effect immediately.

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40 **NEW BUSINESS ITEM #2**

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42 The second item of new business was Authorization to Amend Contract with RJ Green
43 Construction Corporation for the Sportspark Roof and Façade Repairs.

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45 Mr. Russo stated that the original Contract with RJ Green Construction Corporation was
46 for approximately \$3,552,000 and that the contingency portion was left out of the resolution. He
47 explained to the Board that there was an error in the previous request regarding the ten percent

1 contingency amount. Mr. Russo recommended that the Board authorize to amend the Contract and
2 add the ten percent contingency in the amount of \$344,200.

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

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8 **RESOLUTION**

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10 **AUTHORIZATION TO AMEND CONTRACT WITH RJ GREEN CONSTRUCTION**
11 **CORPORATION FOR THE SPORTSPARK ROOF AND FAÇADE REPAIRS**
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13
14 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the State
15 of New York (“RIOC”), as follows:

16
17 Section 1. that RIOC is hereby authorized to amend the contract with RJ Green
18 Construction Corporation for the Sportspark Roof and Façade Repairs
19 upon such terms and conditions substantially similar to those outlined in
20 the Memorandum from Michael Russo to the Board of Directors dated
21 September 29, 2016, attached hereto;

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

26
27 Section 3. that this resolution shall take effect immediately.

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31 **NEW BUSINESS ITEM #4**

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33 The fourth item of new business was the authorization to amend contract with Hawkins
34 Webb Jaeger, PLLC for Engineering Consulting Services.

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36 Mr. Haynes explained that \$30,000 has been spent to date on Mr. Russo’s consulting
37 services concerning capital projects. Mr. Haynes recommended that the Board amend the Contract
38 and extend it for three more months.

39
40 Mr. Shinozaki inquired if RIOC was satisfied with Mr. Russo’s work to date and whether
41 he was a valuable asset to the team. Mr. Haynes confirmed his satisfaction with Mr. Russo’s work
42 and positive impact on RIOC’s operations. Ms. Rosenthal added that Mr. Russo has also assisted
43 in the search for a new Director of Engineering.

44
45 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Rubin,
46 Ms. Christian, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith), the following resolution was
47 ADOPTED:

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RESOLUTION

AUTHORIZATION TO AMEND CONTRACT WITH HAWKINS WEBB JAEGER, PLLC
FOR ENGINEERING CONSULTING SERVICES

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

Section 1. that RIOC is hereby authorized to amend the contract with Hawkins Webb Jaeger, PLLC for engineering consulting services, upon such terms and conditions substantially similar to those outlined in the Memorandum from Shelton J. Haynes to Susan G. Rosenthal/RIOC Board of Directors dated October 14, 2016, attached hereto;

Section 2. that the Acting President/Chief Executive Officer or her designee shall take such actions and/or execute such instruments as necessary to effectuate the foregoing; and

Section 3. that this resolution shall take effect immediately.

* * *

PRESIDENT’S REPORT

Ms. Rosenthal again thanked Dr. Grimm for her services on the Board of Directors and noted that she will be missed.

Ms. Rosenthal noted that the Ferry project with the City has been moving smoothly. She stated that the City has been helpful throughout the negotiation process and is in agreement with most of the RIOC requests.

Ms. Rosenthal stated that Ms. Quinones has worked diligently in getting the application ready for the bike ramp project. She noted that the application is for federal funds through the State Department of Transportation for a bike ramp off of the Roosevelt Island bridge. There has been a lot of support from the community as well as from Assembly Member Seawright, City Council Member Kallos, Manhattan Borough President Gale A. Brewer, Bike New York, Four Freedoms, and Cornell. Ms. Rosenthal further stated that the ramp would enhance the safety of travelers on the ramp. She noted, however, that if RIOC receives the grant, it will take longer to accomplish this project since more government agencies will be involved. Alternatively, if in January this grant is denied, RIOC will proceed with the project on its own.

Ms. Rosenthal stated that the Sportspark project has a slight delay because of a fabrication issue with the skylights on the roof. This should only delay the project for a couple of weeks. She noted that there are two RFP’s out for the pool repairs. However, no responses have been received. She contacted the Commissioner of Parks and finally was able to get a lead on a vendor. Therefore, the project schedule should not be affected.

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2 Ms. Rosenthal noted that RIOC is working with Hudson Related Realty LLC on a signage
3 project for Roosevelt Island. She explained that a meeting is coming up in the next week; and
4 when the presentation is ready, it will be shared with the Board and the public.
5

6 Ms. Rosenthal further noted that the RFP for the Tram Elevator on the Manhattan side has
7 been published. It will be a great project that will make coming to Roosevelt Island more attractive.
8

9 Ms. Rosenthal explained that she & Ms. Quinones met with the MTA to discuss F-train
10 delays. The MTA representatives stated that there were no delays except for the weekends in
11 connection with the repairs of the 2nd Avenue subway work. Ms. Rosenthal noted that the MTA
12 provided the F-Train schedule of delays to allow RIOC to coordinate with the upcoming work to
13 be done on the Tram. Beginning in November, the Tram will start the required three-week service
14 inspections to each of the carriages. She noted that during the inspections, new floors will be
15 installed as an upgrade to both Tram carriages.
16

17 Ms. Rosenthal stated that since work is currently being done on Sportspark, a community
18 survey will be conducted regarding programs in which people may be interested.
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22 **COMMITTEE REPORTS**

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24 **OPERATIONS ADVISORY COMMITTEE**

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26 Mr. Polivy stated that the Operations Advisory Committee did not meet.
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28 **AUDIT COMMITTEE**

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30 Mr. Polivy stated that the Audit Committee did not meet.
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32 **GOVERNANCE COMMITTEE**

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34 Mr. Polivy stated that the Governance Committee did not meet.
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36 **REAL ESTATE DEVELOPMENT ADVISORY COMMITTEE**

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38 Mr. Polivy stated that the Real Estate Development Advisory Committee met on October
39 13, 2016. The Committee discussed the Ferry station, Bike Ramp project and the Westview
40 Mitchell-Lama exit plan.
41

42 **PUBLIC SAFETY REPORT**

43
44 Mr. Rubin noted that the Public Safety Report is included in the Board package.

1 Mr. McManus spoke about the recent failure of the Roosevelt Island Bridge. He shared an
2 update of the communications he has had with the Department of Transportation and their efforts
3 to ensure a better system in place in the event of a future failure.
4

5 **EXECUTIVE SESSION**
6

7 Mr. Rubin announced that the Board would like to adjourn into an executive session to
8 discuss the appointment of Ms. Rosenthal to the position of President/Chief Executive
9 Officer. Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Rubin,
10 Ms. Christian, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith), the Board meeting was
11 adjourned for the Directors to go into executive session at 6:20 p.m.
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13 Upon the return of the Directors from executive session at 6:37 p.m., Mr. Rubin stated that
14 no votes were taken during the executive session.
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18 **NEW BUSINESS ITEM #5**
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20 The fifth item of new business was the Appointment of Susan G. Rosenthal to the Position
21 of President/Chief Executive Officer of the Corporation.
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23 Mr. Kraut stated that he has watched Ms. Rosenthal over the past few months in her role
24 as Acting President/Chief Executive Officer and has been more than pleased with her abilities to
25 move things forward. Ms. Christian stated that she recognized that the staff has worked well under
26 her leadership and is happy with her work on projects that had been stagnant for too long. Mr.
27 Rubin confirmed the confidence of the Governor's Office in Ms. Rosenthal.
28

29 Upon a motion duly made, seconded and carried by five votes in favor (Mr. Rubin, Ms. Christian,
30 Mr. Kraut, Mr. Polivy and Mr. Shinozaki), and one vote against (Ms. Smith), the following
31 resolution was ADOPTED:
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33 **RESOLUTION**
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35 **APPOINTMENT OF SUSAN G. ROSENTHAL TO THE POSITION OF PRESIDENT/CHIEF**
36 **EXECUTIVE OFFICER OF THE CORPORATION**
37

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39 **RESOLVED** by the Board of Directors of Roosevelt Island Operating Corporation of the State of
40 New York ("RIOC"), as follows:
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42 Section 1. that Susan G. Rosenthal is elected President/Chief Executive Officer of the
43 Corporation at an annual salary of not more than \$170,989 for the Fiscal Year
44 ending March 31, 2017 and thereafter not more than that which is approved by
45 the Board of Directors;
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47 Section 2. that the Chairperson is hereby authorized to take such actions and/or execute
48 such instruments as deemed necessary to effectuate the foregoing;

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Section 3. that this resolution shall take effect immediately.

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Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Rubin, Ms. Christian, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith), the meeting was adjourned at 6:45 p.m.

Susan G. Rosenthal, Secretary