MINUTES OF THE MAY 9, 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 May 9, 2019 at 5:30 p.m.¹

Directors Present:
Alejandro J. Valella² 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
John O’Reilly Vice President/Chief Financial Officer
Arthur G. Eliav Associate General Counsel
Muneshwar Jagdharry Comptroller
Lada V. Stasko Assistant General Counsel

Other Participants:
Richard J. Famigletti Area President, Arthur J. Gallagher Risk Management Services, Inc. (“AJG”)
Melinda Williams Associate Budget Examiner, the State of New York Division of Budget

¹ The RIOC Board Meeting commenced following a public comment period. The public comment period was not part of the meeting.
² Mr. Valella left the meeting during the President’s Report.
Chair’s Designee Mr. Valella called the Board meeting to order at 5:40 p.m. The roll was called and a quorum found to be assembled and present.

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APPROVAL OF MINUTES

The first item of business was the approval of the minutes of the March 7, 2019 meeting of the RIOC Board of Directors. The proposed draft of the March 7, 2019 Board meeting minutes had been previously distributed to all Board members for their consideration.

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

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NEW BUSINESS ITEM #1

The first item of new business was the ratification of Insurance Binders for FY 2019-20.

Mr. Jagdharry, RIOC’s Comptroller, noted that Mr. Famigletti of AJG, representing RIOC’s insurance broker, is present in the audience to answer any questions regarding this item. According to Mr. Jagdharry, RIOC’s insurance brokers presented the management with the insurance policies renewal options prior to their expirations on March 31, 2019. The brokers were successful in minimizing the overall increase in RIOC’s insurance premiums for FY 2019-20. Mr. Jagdharry discussed the changes in insurance premiums for various coverages. He noted that RIOC had switched its General Liability Policy from AIG to Berkley, thus saving approximately $50,000 on the premium. In response to Mr. Valella’s question, Mr. Jagdharry confirmed that Public Officials Liability Policy covers the Board Members.

Mr. Jagdharry recommended the ratification of the FY 2019-20 insurance binders for Board approval. In response to Mr. Valella’s question, Mr. Jagdharry explained that RIOC is ratifying the insurance binders instead of approving them due to the Board meeting’s timing.

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

RESOLUTION

RATIFICATION OF INSURANCE BINDERS FOR FY 2019-20

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

Section 1. that the insurance policy binders for the period of April 1, 2019 through March 31, 2020, upon such terms and conditions substantially similar to those outlined in the Memorandum from John O’Reilly to Susan G.
Rosenthal/Board of Directors, dated April 10, 2019, attached hereto, are hereby ratified;

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

Section 3. that this resolution shall take effect immediately.

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NEW BUSINESS ITEM #2

The second item of new business was the approval of extension of the FY 2018-19 Public Purpose Funds (“PPF”) period.

Mr. John O’Reilly, RIOC’s Chief Financial Officer, noted that, in March, RIOC staff met with all of the grantees to issue the first 50% of the PPF for FY 2018-19 and to discuss the timelines for the PPF expenditure. Mr. O’Reilly stated that the grantees need additional time to spend the funds on their respective programs. He recommended the extension of the FY 2018-19 PPF period until June 30, 2019. Mr. O’Reilly also discussed the new schedule for the PPF review process.

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

RESOLUTION

APPROVAL OF EXTENSION OF THE FY 2018-19 PUBLIC PURPOSE FUNDS PERIOD

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

Section 1. that the extension of the FY 2018-19 Public Purpose Funds period substantially as set forth in the Memorandum from Muneshwar Jagdharry to RIOC Board of Directors/Susan G. Rosenthal, dated April 2, 2019, is hereby approved;

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

Section 3. that this resolution shall take effect immediately.

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NEW BUSINESS ITEM #3

The third item of new business was the approval of amendments of the Public Purpose Funds (“PPF”) for Roosevelt Island Visual Arts Association (“RIVAA”) for FY 2017-18 and FY 2018-19.

Mr. O’Reilly stated that RIVAA has asked to redirect their funds back to rent and utilities, as requested in their original application. Previously, RIVAA had requested to redirect their funds to HVAC renovations. However, RIVAA’s building management paid for the HVAC renovations, so RIVAA can now use the funds for their original purpose - rent and utilities. Mr. O’Reilly recommended amendments of the PPF for FY 2017-18 and FY 2018-19, which also included an extension of time through June 30, 2019.

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

RESOLUTION

APPROVAL OF AMENDMENTS OF THE PUBLIC PURPOSE FUNDS FOR ROOSEVELT ISLAND VISUAL ARTS ASSOCIATION FOR FY 2017-18 AND FY 2018-19

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

Section 1. that the amendments of the Public Purpose Funds for Roosevelt Island Visual Arts Association for FY 2017-18 and FY 2018-19 substantially as set forth in the Memorandum from John O’Reilly to RIOC Board of Directors/Susan G. Rosenthal, dated May 9, 2019, are hereby approved;

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

Section 3. that this resolution shall take effect immediately.

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NEW BUSINESS ITEM #4

The fourth item of new business was approval of amendments to RIOC Procurement Guidelines.

Mr. O’Reilly stated that the proposed amendments to RIOC Procurement Guidelines eliminate irrelevant provisions and increase the threshold for procurement contracts requiring Board approval from $50,000 to $175,000.
Mr. O’Reilly stated that other state authorities, similar to RIOC, used their discretion to set up the board approval threshold amounts that best reflect their current needs. For example, board approval threshold amount for Battery Park City Authority, Empire State Development and Dormitory Authority of the State of New York are $500,000, $250,000 and $300,000 respectively.

Mr. O’Reilly also noted that RIOC’s current $50,000 threshold, set in place thirty years ago, is the same as the discretionary spending threshold for State agencies, not authorities. Ms. Reeser confirmed that the procurement process for agencies is different from that of authorities. She noted that the proposed threshold is on the lower end of the range for other public authorities. Mr. Valella noted that the proposed changes would only apply to the few contracts in the amount between $50,000 and $175,000 that are less than a year in duration.

Mr. Polivy stated that the Amended Procurement Guidelines were discussed in detail at the Operations Advisory Committee meeting. He noted that changing the threshold requiring Board approval to $175,000 is in compliance with applicable laws. Mr. Kraut also spoke in support of the proposed changes. Messrs. Shinozaki and Valella asked to ensure that the Guidelines have accurate hyperlinks and references.

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

RESOLUTION

APPROVAL OF AMENDMENTS TO RIOC PROCUREMENT GUIDELINES

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

Section 1. that the amendments to the Guidelines Regarding the Use, Awarding, Monitoring and Reporting of Procurement Contracts (“RIOC Procurement Guidelines”) substantially as set forth in the Memorandum from John O’Reilly to RIOC Board of Directors/Susan G. Rosenthal, dated May 2, 2019, attached hereto, are hereby approved;

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

Section 3. that this resolution shall take effect immediately.

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NEW BUSINESS ITEM #5

The fifth item of new business was the authorization to enter into settlement agreement with Elit Green Builders Corporation in connection with Seawall Railings Construction Project.
Mr. Shinozaki stated that this item was reviewed in detail at the Operations Advisory Committee meeting on May 7, 2019. Mr. O’Reilly recommended entering into a settlement agreement with Elit Green Builders Corporation in connection with Seawall Railings Construction Project for Board approval.

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

RESOLUTION

AUTHORIZATION TO ENTER INTO SETTLEMENT AGREEMENT
WITH ELIT GREEN BUILDERS CORPORATION IN CONNECTION WITH
SEAWALL RAILINGS CONSTRUCTION PROJECT

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

Section 1. that RIOC is hereby authorized to enter into Settlement Agreement with Elit Green Builders Corporation in connection with Seawall Railings Construction Project, upon such terms and conditions substantially similar to those outlined in the Memorandum from Jonna Carmona-Graf, to RIOC Board of Directors/Susan G. Rosenthal dated May 2, 2019, attached hereto;

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

Section 3. that this resolution shall take effect immediately.

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NEW BUSINESS ITEM #6

The sixth item of new business was the ratification of amendment of contract with Elan Engineering, LLC for Seawall Railing design and consulting services.

Mr. O’Reilly stated that this item was reviewed in detail at the Operations Advisory Committee meeting on May 7, 2019. He recommended the ratification of the contract amendment with Elan Engineering, LLC for Seawall Railing design and consulting services for Board approval.

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

RATIFICATION OF AMENDMENT OF CONTRACT WITH ELAN ENGINEERING, LLC FOR SEAWALL RAILING DESIGN AND CONSULTING SERVICES

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

Section 1. that the amendment of contract with Elan Engineering, LLC for Seawall railing design and consulting services, upon such terms and conditions substantially similar to those outlined in the Memorandum from Jonna Carmona-Graf to RIOC Board of Directors/Susan G. Rosenthal dated May 2, 2019, attached hereto, is hereby ratified;

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

Section 3. that this resolution shall take effect immediately.

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NEW BUSINESS #7

The seventh item of new business was the ratification of contract with Sea Crest Construction Corp. for Lighthouse Park pedestrian bridge replacement.

Mr. O’Reilly stated that this item was also reviewed in detail at the Operations Advisory Committee meeting. He recommended the ratification of the contract with Sea Crest Construction Corp. for Lighthouse Park pedestrian bridge replacement for Board approval.

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

RESOLUTION

RATIFICATION OF CONTRACT WITH SEA CRESC CONSTRUCTION CORP. FOR Lighthouse PARK PEDESTRIAN BRIDGE REPLACEMENT

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

Section 1. that the contract with Sea Crest Construction Corp. for Lighthouse Park pedestrian bridge replacement, upon such terms and conditions substantially similar to those outlined in the Memorandum from Jonna
Carmona-Graf to RIOC Board of Directors/Susan G. Rosenthal dated May 2, 2019, attached hereto, is hereby ratified;

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

Section 3. that this resolution shall take effect immediately.

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NEW BUSINESS #8

The eighth item of new business was the authorization to enter into contract with Vanguard Construction & Development Co. Inc. for Youth Center renovations.

Mr. Valella noted that this item was also reviewed in detail at the Operations Advisory Committee meeting. Mr. O’Reilly recommended the contract with Vanguard Construction & Development Co. Inc. for Youth Center renovations for Board approval.

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

RESOLUTION

AUTHORIZATION TO ENTER INTO CONTRACT WITH VANGUARD CONSTRUCTION & DEVELOPMENT CO. INC. FOR YOUTH CENTER RENOVATIONS

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

Section 1. that RIOC is hereby authorized to enter into contract with Vanguard Construction & Development Co. Inc. for Youth Center renovations, upon such terms and conditions substantially similar to those outlined in the Memorandum from Jonna Carmona-Graf to RIOC Board of Directors/Susan G. Rosenthal dated May 2, 2019, attached hereto;

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

Section 3. that this resolution shall take effect immediately.

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NEW BUSINESS #9

The ninth item of new business was the authorization to enter into contract with Structural Preservation System, LLC for Motorgate Garage Repairs.

Mr. O’Reilly stated that this item was discussed in detail at the Operations Advisory Committee meeting. He recommended the contract with Structural Preservation System, LLC for Motorgate Garage repairs for Board approval. In response to Mr. Shinozaki’s question, Mr. O’Reilly explained the allocations of operational costs between Manhattan Park and RIOC pursuant to the Motorgate Joint Operation Agreement. He stated that RIOC is responsible for capital repairs on its portion of the Motorgate.

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

RESOLUTION

AUTHORIZATION TO ENTER INTO CONTRACT WITH STRUCTURAL PRESERVATION SYSTEM, LLC FOR MOTORGATE GARAGE REPAIRS

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

Section 1. that RIOC is hereby authorized to enter into contract with Structural Preservation System, LLC for Motorgate Garage repairs, upon such terms and conditions substantially similar to those outlined in the Memorandum from Jonna Carmona-Graf to RIOC Board of Directors/Susan G. Rosenthal dated May 2, 2019, attached hereto;

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

Section 3. that this resolution shall take effect immediately.

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NEW BUSINESS #10

The tenth item of new business was the authorization to amend the contract with Ral-Bar Electric Inc. for on-call electrical services.

Mr. O’Reilly stated that this item was discussed in detail at the Operations Advisory Committee meeting. He recommended the amendment of the contract with Ral-Bar Electric Inc. for on-call electrical services for Board approval.
Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Valella, Ms. Reeser, Mr. Kraut, Mr. Polivy and Mr. Shinozaki), the following resolution was ADOPTED:

RESOLUTION

AUTHORIZATION TO AMEND CONTRACT WITH RAL-BAR ELECTRIC INC.
FOR ON-CALL ELECTRICAL SERVICES

RESOLVED by the Board of Directors of the 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 Ral-Bar Electric Inc. for on-call electrical services, upon such terms and conditions substantially similar to those outlined in the Memorandum from Jonna Carmona-Graf to RIOC Board of Directors/Susan G. Rosenthal dated May 2, 2019, attached hereto;

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

Section 3. that this resolution shall take effect immediately.

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NEW BUSINESS #11

The eleventh item of new business was the authorization to enter into contract with Safe Tech USA Ltd. for fire alarm monitoring and repairs at the Tramway.

Mr. O’Reilly stated that this item was discussed in detail at the Operations Advisory Committee meeting. He recommended the contract with Safe Tech USA Ltd. for fire alarm monitoring and repairs at the Tramway for Board approval.

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

RESOLUTION

AUTHORIZATION TO ENTER INTO CONTRACT WITH SAFE TECH USA LTD.
FOR FIRE ALARM MONITORING AND REPAIRS AT THE TRAMWAY

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

Section 1. that RIOC is hereby authorized to enter into contract with Safe Tech USA Ltd. for fire alarm monitoring and repairs at the Tramway, upon such terms
and conditions substantially similar to those outlined in the Memorandum from Jonna Carmona-Graf to RIOC Board of Directors/Susan G. Rosenthal dated May 2, 2019, attached hereto;

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

Section 3. that this resolution shall take effect immediately.

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NEW BUSINESS #12

The twelfth item of new business was the authorization to enter into contract with JCC Construction Corp. (“JCC”) for the Water Distribution Repairs Project.

Mr. O’Reilly provided the background of this project. Ms. Rosenthal stated that Cameron Engineering has completed the design work and provided drawings for the RFP. Mr. O’Reilly noted that RIOC received only one proposal in response to the RFP. However, JCC - the only bidder, demonstrated an in-depth understanding of RIOC’s needs and presented a satisfactory approach to meet them. Mr. O’Reilly recommended the contract with JCC for Water Distribution Repairs Project for Board approval.

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

RESOLUTION

AUTHORIZATION TO ENTER INTO CONTRACT WITH JCC CONSTRUCTION CORP. FOR WATER DISTRIBUTION REPAIRS PROJECT

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

Section 1. that RIOC is hereby authorized to enter into contract with JCC Construction Corp. for Water Distribution Repairs Project, upon such terms and conditions substantially similar to those outlined in the Memorandum from Prince R. Shah to RIOC Board of Directors/Susan G. Rosenthal dated May 8, 2019, attached hereto;

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

Section 3. that this resolution shall take effect immediately.
President Rosenthal noted that, following the Cherry Blossom Festival, RIOC reached out to the New York City Emergency Management Department (NYCEM) to ensure that public events on Roosevelt Island are handled effectively and efficiently going forward. On May 2, RIOC had a meeting with the NYCEM Commissioner Joseph J. Esposito, who committed to bringing all agencies to work together on public events on Roosevelt Island. On May 15, RIOC will have a second meeting with the NYCEM, MTA, NYPD, FDNY and Coler Hospital representatives to plan the Figment Festival scheduled for June 1 and 2, 2019 on Roosevelt Island. According to Ms. Rosenthal, RIOC is expecting to have more safety measures and police presence for this event. Ms. Rosenthal noted that she has monthly meetings with RIRA’s President Ms. Strong-Shinozaki, and as a result of her suggestions, on May 23, 2019, RIOC has planned a town hall-style meeting with the community to discuss the event preparation.

Ms. Rosenthal also stated that, most likely, RIOC will not be hosting the Fourth of July event this year. The Macy’s barges will be located south of Brooklyn Bridge, so there will be almost no visibility of fireworks from Roosevelt Island, according to NYCEM.

Ms. Rosenthal then provided updates on RIOC’s projects. She noted that RIOC was awarded a $5 million grant to build a bike lane along the East side of the Island. The design will take approximately 15 months, and construction of the lane should start in the fall of 2020. Ms. Rosenthal explained that the bike ramp is a separate project. RIOC is submitting three designs to the DOT for approval. The construction of the ramp should start in 2021.

Ms. Rosenthal stated that RIOC continues the Youth Center construction work with the new contractor. In the Motorgate Garage, there are two ongoing projects - the traffic study and the waterproofing work. The waterproofing will be done in phases, and residents will be advised in advance when they have to give up their reserved spots for construction. The Tram elevator redesign was approved by the Department of Buildings. The contractor is seeking permits and is ready to resume work as soon as rest of the permits are issued. The Hope Memorial agreement is still being reviewed by the City, but the granite for that project was ordered already.

Ms. Rosenthal then announced that PSD Director John “Jack” McManus will no longer serve in that capacity as of June 30, 2019. However, Mr. McManus will be involved in PSD special projects and will be consulting RIOC on safety matters. Ms. Rosenthal noted that RIOC will be planning an event to thank Chief McManus for changing the culture of PSD in the community.

Finally, President Rosenthal congratulated Director David Kraut on his 25th anniversary of dedicated service on the RIOC Board and recognized his commitment to the Roosevelt Island community.

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COMMITTEE REPORTS

AUDIT COMMITTEE

Committee Chair Mr. Polivy stated that the Audit Committee met on May 7, 2019, in executive session to conduct an interview with RIOC’s Auditors, EFPR Group, CPAS, PLLC. No votes were taken.

GOVERNANCE COMMITTEE

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

OPERATIONS ADVISORY COMMITTEE

Committee Chair Mr. Shinozaki stated that the Operations Advisory Committee met on May 7, 2019, to discuss the items that were just approved by the Board. No votes were taken.

REAL ESTATE DEVELOPMENT ADVISORY COMMITTEE

Committee Chair Mr. Polivy stated that the Real Estate Development Advisory Committee did not meet.

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PUBLIC SAFETY REPORT

Mr. Arthur Eliav, RIOC’s Associate General Counsel, noted that the Public Safety Report was included in the Board package.

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Upon a motion duly made, seconded and carried by unanimous vote in favor (Ms. Reeser, Mr. Kraut, Mr. Polivy and Mr. Shinozaki), the meeting was adjourned at 6:40 p.m.

Susan G. Rosenthal, Acting Secretary