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, 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

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

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

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

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

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

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APPROVAL OF MINUTES

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

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

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

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NEW BUSINESS #7

The seventh item of new business was the Appointment of Shelton J. Haynes to the Position of Acting President/Chief Executive Officer of the Corporation.
Upon a motion duly made, seconded and carried by unanimous vote in favor (Ms. Manley, Ms. Levendosky, Mr. Escobar, Mr. Kapell, Mr. Polivy, and Mr. Shinozaki), the following resolution was ADOPTED:

PROPOSED RESOLUTION

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

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

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

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

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

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

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

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NEW BUSINESS ITEM #1

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

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

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

Director Polivy stated that the Audit Committee reviewed RIOC’s Audited Financial Statements for FY 2019-20 on June 18, 2020. Mr. Polivy noted that all questions posed by the Audit Committee regarding this report were answered to the Committee’s satisfaction. Mr. Polivy stated
that the Audited Financial Statements would be posted on the RIOC website and PARIS reporting system.

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

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NEW BUSINESS ITEM #2

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

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

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

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

RESOLUTION

APPROVAL OF ANNUAL REPORT
FOR FISCAL YEAR ENDING MARCH 31, 2020

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

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

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

Section 3. that this resolution shall take effect immediately.
NEW BUSINESS ITEM #3

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

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

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

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

RESOLUTION

APPROVAL OF REPORT ON PROCUREMENT CONTRACTS FOR FISCAL YEAR ENDING MARCH 31, 2020

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

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

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

Section 3. that this resolution shall take effect immediately.

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NEW BUSINESS ITEM #4

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

Mr. Jagdharry noted that the report is being presented for Board approval per Section 2925 of the Public Authorities Law. He stated that the report assesses the Corporation’s compliance with the law and
its investment guidelines. Mr. Jagdharry stated that RIOC’s auditors found the Corporation to comply with those requirements. He recommended the Report for Board approval.

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

RESOLUTION

APPROVAL OF REPORT ON INVESTMENTS
FOR FISCAL YEAR ENDING MARCH 31, 2020

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

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

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

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 approval of Property Report for Fiscal Year Ending March 31, 2020.

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

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

PROPOSED RESOLUTION

APPROVAL OF PROPERTY REPORT
FOR FISCAL YEAR ENDING MARCH 31, 2020
RESOLVED by the Board of Directors of the Roosevelt Island Operating Corporation of the State of New York, as follows:

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

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

Section 3. that this resolution shall take effect immediately.

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NEW BUSINESS #6

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

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

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

RESOLUTION

RATIFICATION OF CONTRACT WITH THOMSON REUTERS FOR WESTLAW SUBSCRIPTION

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

Section 1. that the contract with Thomson Reuters for Westlaw Subscription, upon such terms and conditions substantially similar to those outlined in the Memorandum from Gretchen K. Robinson to Shelton J. Haynes/RIOC Board of Directors dated June 22, 2020, attached hereto, is hereby ratified;
Section 2. that the Acting President/Chief Executive Officer or his designee is hereby authorized to take such actions and execute such instruments as he deems necessary to effectuate the foregoing; and

Section 3. that this resolution shall take effect immediately.

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ACTING PRESIDENT’S REPORT

Acting President Haynes thanked the RIOC Board, the Governor’s Office for their support and appointment for his new role. Mr. Haynes also thanked the RIOC staff for their hard work and commitment during the pandemic.

Mr. Haynes announced that RIOC plans to have a virtual Town Hall meeting in the next couple of weeks with Assembly Member Rebecca Seawright to reassure the community RIOC will continue to provide the necessary services to the Island. He also mentioned meeting with Council Member Ben Kallos while hosting the free COVID-19 testing site under the Helix.

He mentioned the retirement of Fernando Vargas, former Grounds Manager, who will retire the ending of the month after 36 years of service. He noted that RIOC will attempt to celebrate Mr. Vargas for his years of service and will extend an invitation to the Board Members.

Mr. Haynes announced various changes within the corporation. He states that John O’Reilly, Chief Financial Officer, will remain in his capacity; however, he will also lead the Capital Planning and Projects team and work in conjunction with LiRo, RIOC’s Owners Representatives. In addition, the Information Technology Department will report to Altheria Jackson, Assistant Vice President of Programs & Operations. Mr. Haynes also reported that Warehouse Operations are now being supervised by Cyril Opperman, Director of Transportation.

He noted that moving forward, RIOC will put an emphasis on internal and external operations to creating efficiencies which will include customer service, accountability and transparency.

He mentioned that, as part of the NY Forward Executive Order, RIOC will reopen on June 29, 2020. RIOC employees have received training and will follow the NY Forward screening protocols to ensure all precautionary measures are taken. Mr. Haynes stated that the Roosevelt Island Youth Center will open on July 13, 2020. He also noted that Youth Center staff received training to safely reopen. In addition, he added a host of orientations are scheduled to inform parents of the youth center’s protocols.

Mr. Shelton J. Haynes then provided updates on the RIOC capital projects.

Mr. Haynes noted that the Southpoint Park revetment project will begin this month. He mentioned the cat sanctuary will safely be relocated to a permanent space on the island. With respect to the Blackwell House, Mr. Haynes mentioned RIOC passed the final inspection with the Department of Buildings necessary, and that RIOC intends to work on scheduling a ribbon cutting before year end.
As for the Motorgate Repairs project, the work is scheduled to be completed in December; and RIOC is satisfied with the contractor’s work. Regarding the Tram elevator, Mr. Haynes noted that despite the delays, the project is proceeding nicely. He mentioned that the Jack McManus field project will enter into phase 2 of construction of the comfort station restarted in late June.

Finally, Acting President Haynes thanked the RIOC Board, the Governor’s office and RIOC staff for their support and dedication.

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COMMITTEE REPORTS

AUDIT COMMITTEE

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

GOVERNANCE COMMITTEE

The Governance Committee did not meet.

OPERATIONS ADVISORY COMMITTEE

The Operations Advisory Committee did not meet.

REAL ESTATE DEVELOPMENT ADVISORY COMMITTEE

The Real Estate Development Advisory Committee did not meet.

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PUBLIC SAFETY REPORT

Chair’s Designee Ms. Manley 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. Manley, Ms. Levendosky, Mr. Escobar, Mr. Kapell, Mr. Polivy, and Mr. Shinozaki), the meeting was adjourned at 6:42 p.m.

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Gretchen K. Robinson, Secretary