A meeting of the Board of Directors was held via videoconference on August 27, 2020 at 5:30 p.m.

**Directors Present:**
- 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
- Conway Ekpo  
  Director
- Jeffrey Escobar  
  Director
- David Kapell  
  Director
- Howard Polivy  
  Director
- Michael Shinozaki  
  Director

**Directors Absent:**
- David Kraut  
  Director

**Officers and Staff Attending:**
- Shelton J. Haynes  
  Acting President/Chief Executive Officer
- Gretchen K. Robinson  
  Vice President/General Counsel
- Anthony Amoroso  
  Deputy Director of Public Safety Department
- John O’Reilly  
  Chief Financial Officer
- Kevin Brown  
  Director of Public Safety Department
- Arthur G. Eliav  
  Associate General Counsel
- Lada V. Stasko  
  Assistant General Counsel

**Others Attending:**
- Barbara B. Brown  
  Partner, Attorney, Carter Ledyard & Milburn LLP
- Sanjiv Tandon  
  Rivercross Representative
RIOC’s General Counsel Ms. Gretchen Robinson stated that this is a Special Meeting of the Board of Directors. She stated due to the COVID-19 Governor Cuomo has issued several executive orders as to how Board Meetings are held. Ms. Robinson stated RIOC is complying with all of the regulations by recording today’s meeting which will be made available on our website.

As to Ms. Manley’s question, notices were posted to inform the public of this meeting and the link has been provided for viewing on RIOC’s website.

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Gretchen K. Robinson, Vice President/General Counsel called the Board meeting to order at 5:09 p.m. The roll was called, and a quorum found to be assembled and present.

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NEW BUSINESS ITEM #1

The first item of new business was the authorization to approve mortgage refinancing by Rivercross Tenants’ Corp.

Chair’s Designee Linda Manley stated during the last board meeting the board raised several questions pertaining to the refinancing by Rivercross Tenant’s Corp. She further added the board decided to table this item and reschedule another special board meeting to re-engage this item. Ms. Manley introduced Sanjiv Tandon, Rivercross’s representative. As to Director Shinozaki’s question, Mr. Tandon mentioned the assumption of accumulating benefit in cash is inaccurate as reserves which identified $10,000,000 is for timing differences. He noted according to Section 216 of the Internal Revenue Code, Rivercross has to distribute all the costs of revenues on the share allocation.

Ms. Manley introduced RIOC’s real estate outside counsel, Ms. Barbara B. Brown of Carter Ledyard and Milburn LLP, to the Board. Ms. Brown explained a significant change in the language from the 2011 mortgage had been removed from the new mortgage document that required Rivercross to apply use of insurance proceeds for condemnation to restoration first before going towards payment on the mortgage. She further explained that the Rivercross ground lease obligated Rivercross to use insurance for the condonation proceeds for restorations before any funds to be given to the mortgagee.

Rivercross returned to the lender and requested a waiver of the provision that removed the above language, and requested that the language from the 2011 mortgage be restored. The lender granted that request. RIOC then requested that the board approve the refinancing agreement which is identical to the 2011 mortgage. Director Kapell, expressed appreciation for Ms. Brown’s due diligence in addressing the matter.

As to Ms. Manley’s question, Mr. Tandon stated their plan is currently to allow 10 million of the funds to be used for essentially timing difference on receipts of transfer fees. He noted that they have no specific plans to pay for capital expenditures.
He mentioned as to Ms. Manley’s question, Rivercross attempts to manage maintenance increases between three to five percent and further added that the purpose is to allow for maintenance increases to be a little bit more managed and funded.

Mr. Tandon mentioned that due to the pandemic, all apartment sales essentially came to a halt. As to Mr. Shinozaki’s question, apartment sales will continue, and they currently have apartments available for sale. He further stated that the biggest constraint in terms of apartment sales is the availability of potential sellers, not the demand.

Gretchen Robinson mentioned Mr. Howard Polivy, a resident of Rivercross, has recused himself from this vote.

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

RESOLUTION

AUTHORIZATION TO APPROVE MORTGAGE REFINANCING BY RIVERCROSS TENANTS CORP

WHEREAS, “Rivercross Tenants Corp.” (“Rivercross”), is the lessee under a Ground Lease, from the New York State Urban Development Corporation (“UDC”), as amended and restated November 30, 1977, and subsequently amended (the restated Ground Lease, as amended, is referred to as the “Ground Lease”); and

WHEREAS, UDC's interest in the Ground Lease has been assigned to RIOC; and

WHEREAS, in 2011, Rivercross financed its interest in the Ground Lease with a leasehold mortgage in the amount of $50,000,000 from NCB, FSB for a term expiring in 2021; and

WHEREAS, in light of the approaching maturity of the current mortgage, and in order to take advantage of current lower interest rates, Rivercross wishes to refinance its existing mortgage with the same lender (now known as National Consumer Cooperative Bank) by entering into a first leasehold mortgage in the amount of $67,000,000, and a revolving line of credit in the amount of $2,900,000 secured by a second leasehold mortgage.

NOW, THEREFORE THE BOARD OF DIRECTORS FINDS AND RESOLVES AS FOLLOWS:

1. Allowing Rivercross to refinance the existing mortgage that is maturing next year in order to take advantage of lower interest rates currently available in the market will benefit the residents by allowing it to fund reserves, decreasing the need to increase maintenance charges or impose assessments for future expenses, such as building upgrades or maintenance; and
2. The result of these actions will help RIOC maintain high quality, affordable housing stock on Roosevelt Island, which is within the mission and statutory purposes of RIOC;

and be it further,

RESOLVED, that the Acting President of RIOC be, and he hereby is, to consent to Rivercross’s refinancing of the existing mortgage and to enter into such ancillary agreements in connection with the refinancing substantially in the same form as were delivered by RIOC in connection with the 2011 mortgage financing; and be it further

RESOLVED, that the Acting President/Chief Executive Officer or his designee be, and he hereby is, authorized and directed to take such further actions and execute such further documents as are necessary or desirable to effectuate the foregoing; and be it further

RESOLVED, that these resolutions shall take effect immediately.

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**EXECUTIVE SESSION**

Chair’s Designee Ms. Manley stated that the Board would like to adjourn into executive session to discuss pending litigation.

Upon a motion duly made, seconded, and carried by a unanimous vote in favor (Ms. Manley, Ms. Levendosky, Mr. Ekpo, Mr. Escobar, Mr. Kapell, Mr. Polivy, and Mr. Shinozaki), the open meeting was adjourned for the Directors to go into executive session at 5:53 p.m.

Upon the return of the Directors from executive session at 6:09 p.m., Ms. Manley noted that no votes were taken during the executive session.

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Upon a motion duly made, seconded and carried by unanimous vote in favor (Ms. Manley, Ms. Levendosky, Mr. Ekpo, Mr. Escobar, Mr. Kapell, Mr. Polivy, and Mr. Shinozaki), the meeting was adjourned at 6:13 p.m.

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Gretchen K. Robinson, Secretary