MINUTES OF THE JUNE 24, 2021 MEETING OF THE ROOSEVELT ISLAND OPERATING CORPORATION BOARD OF DIRECTORS

A meeting of the Board of Directors was held via videoconference on June 24, 2021 at 5:30 p.m.

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
Conway Ekpo, Jeffrey Escobar, David Kraut, Howard Polivy, Michael Shinozaki, Directors

Directors Absent:
David Kapell, Director

Officers and Staff Attending:
Shelton J. Haynes, 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
Mary C. Cunneen, Director of Organizational Efficiency & Special Projects
Arthur G. Eliav, Associate General Counsel
Muneshwar Jagdharry, Comptroller/Assistant Chief Financial Officer
Prince Shah, Senior Project Manager
Lada V. Stasko, Assistant General Counsel

Other Attending:
John S. Costilow, Director, EFPR Group, CPAs, PLLC
Joseph Klimek, Partner, EFPR Group, CPAs, PLLC
Gretchen K. Robinson, Vice President/General Counsel called the Board meeting to order at 5:30 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 April 22, 2021 meeting of the RIOC Board of Directors and the May 18, 2021 special meeting of the RIOC Board of Directors. The proposed drafts of the April 22, 2021 and May 18, 2021 Board meetings minutes had been previously distributed to all Board members for their consideration.

Upon a motion duly made, seconded and carried by six votes in favor (Ms. Levendosky, Mr. Ekpo, Mr. Escobar, Mr. Kraut, Mr. Polivy, and Mr. Shinozaki) and one abstention (Mr. Valella), both sets of minutes were APPROVED and ordered filed.

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NEW BUSINESS ITEM #1

The first item of new business was the presentation of the Audited Financial Statements for the Fiscal Year Ending on March 31, 2021.

RIOC Chief Financial Officer John O’Reilly mentioned that Joseph Klimek, Partner and John S. Costilow with EFPR Group, CPAs, PLLC, RIOC’s external auditors, were present to address any questions or concerns from the Board.

Mr. O’Reilly stated that Mr. Klimek presented a summary of the auditors’ report to the Board at the Audit Committee Meeting on Tuesday, June 22, 2021.

Director Polivy, Chair of the Audit Committee, stated that the Committee reviewed RIOC’s Audited Financial Statements for FY 2021-22 on June 22, 2021. Mr. Polivy noted that all questions posed by the Audit Committee regarding the items were answered to the Committee’s satisfaction.

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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, 2021.

Mr. Polivy noted that this item was reviewed by the Audit Committee on June 22, 2021 and recommended its approval.

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

APPROVAL OF ANNUAL REPORT
FOR FISCAL YEAR ENDING MARCH 31, 2021

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, 2021, 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 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 #3

The third item of new business was the approval of Report on Procurement Contracts for Fiscal Year Ending March 31, 2021.

Mr. Polivy noted that this item was reviewed by the Audit Committee on June 22, 2021 and also recommended its approval.

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

RESOLUTION

APPROVAL OF REPORT ON PROCUREMENT CONTRACTS FOR FISCAL YEAR ENDING MARCH 31, 2021

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, 2021 (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 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 Report on Investments for Fiscal Year Ending March 31, 2021.

Mr. Polivy noted that this item was reviewed by the Audit Committee on June 22, 2021 and recommended its approval.

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

RESOLUTION

APPROVAL OF REPORT ON INVESTMENTS FOR FISCAL YEAR ENDING MARCH 31, 2021

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, 2021 (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 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, 2021.

Mr. Polivy noted that this item was reviewed by the Audit Committee on June 22, 2021 and also recommended its approval.

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

RESOLUTION

APPROVAL OF PROPERTY REPORT FOR FISCAL YEAR ENDING MARCH 31, 2021

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, 2021, 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 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 #6

The sixth item of new business was the Designation of Internal Control Officer.

Ms. Robinson recommended the Board to designate Ms. Mary Cunneen as the Internal Control Officer of the Corporation.

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

DESIGNATION OF INTERNAL CONTROL OFFICER

WHEREAS, the Roosevelt Island Operating Corporation (the “Corporation” or “RIOC”) is a public authority empowered by Title 35, Chapter 43-a of the Public Authorities Law to carry out the operation, maintenance, and development of Roosevelt Island; and

WHEREAS, the Public Authorities Law, Article 9, Sec. 2931, the Governmental Accountability, Audit and Internal Control Act of 1999, and Budget Policy and Reporting Manual B-350 require the appointment of an Internal Control Officer in State agencies and public authorities; and

WHEREAS, Mary C. Cunneen currently serves as RIOC’s Director of Organizational Efficiency & Special Projects and is qualified to serve as the Internal Control Officer of the Corporation; and

WHEREAS, the President/Chief Executive Officer proposes the appointment of Mary C. Cunneen to the position of the Internal Control Officer of the Corporation;

NOW THEREFORE, IT IS HEREBY RESOLVED BY THE BOARD OF DIRECTORS OF THE CORPORATION, AS FOLLOWS:

Section 1. that Mary C. Cunneen is hereby designated as RIOC’s Internal Control Officer;

Section 2. that the President/Chief Executive Officer or his 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 #7

The seventh item of new business was the authorization to Enter into Contract with Prestige Stone & Pavers Corp. for Blackwell Park Paver Improvements Project.

Prince Shah, RIOC’s Senior Project Manager, explained that the existing pavers are in disrepair and require immediate remediation. He stated that the work would include an ADA compliant walkway to the ramp of the Blackwell House, and adding an open seating area outside of the New York Public Library.
Mr. Shah stated that Prestige Stone & Pavers Corp. specializes in exterior site work and had worked with various public entities. The then recommended that the Board authorize RIOC to enter into contract with Prestige Stone & Pavers Corp.

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

RESOLUTION

AUTHORIZATION TO ENTER INTO CONTRACT
WITH PRESTIGE STONE & PAVERS CORP.
FOR BLACKWELL PARK PAVER IMPROVEMENTS 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 Prestige Stone &
Pavers Corp. for Blackwell Park Paver Improvements Project, upon such terms and conditions substantially similar to those outlined in the Memorandum from Prince Shah to Shelton J. Haynes/Board of Directors dated June 23, 2021, attached hereto;

Section 2. that the President/Chief Executive Officer or his 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 #8 – INTENTIONALLY OMITTED

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NEW BUSINESS ITEM 9

The ninth item of new business was the ratification of the Amendment of Contract with LPC Inc. for Expansion of IT Infrastructure.

Mr. Shah stated that the project is intended to connect all RIOC-operated buildings with a physical fiber cable, allowing the administrative office to be relocated. He further noted that an unforeseen encounter required the contractor to submit a change order for the scope of work. He recommended the Board to ratify the amendment of the contract with LPC, Inc. for $24,791.65 and a contingency of $20,000 bringing the total authorized not-to-exceed the amount of the change order to $44,791.65.
Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Valella, Ms. Levendosky, Mr. Ekpo, Mr. Escobar, Mr. Kraut, Mr. Polivy, and Mr. Shinozaki), the following resolution was ADOPTED:

RESOLUTION

RATIFICATION OF AMENDMENT OF CONTRACT
WITH LPC INC. FOR EXPANSION OF IT INFRASTRUCTURE

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 LPC Inc. for expansion of IT infrastructure, upon such terms and conditions substantially similar to those outlined in the Memorandum from Prince Shah to Shelton J. Haynes/Board of Directors dated June 22, 2021, attached hereto, is hereby ratified;

Section 2. that the 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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NEW BUSINESS ITEM #10

The tenth item of new business was the ratification of the Lease Agreement with Hudson Related Retail LLC for RIOC’s Office Space.

Arthur G. Eliav, RIOC’s Associate General Counsel, explained the background and conditions that necessitated the relocation of RIOC administrative offices to 524 Main Street. Based on this need, Mr. Eliav recommended the lease agreement for ratification.

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

RESOLUTION

RATIFICATION OF THE LEASE AGREEMENT
WITH HUDSON RELATED RETAIL, LLC FOR RIOC’S OFFICE SPACE

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 Lease Agreement with Hudson Related Retail, LLC for RIOC’s Office Space, upon such terms and conditions substantially similar to those outlined in the Memorandum from Arthur G. Eliav to RIOC Board of Directors/Shelton J. Haynes dated June 18, 2021, attached hereto, is hereby ratified;

Section 2. that the 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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NEW BUSINESS ITEM #11

The eleventh item of new business was the ratification of the Amendment of Purchase Order with Swift Emergency, PC for COVID Testing Site.

Ms. Mary Cunneen provided a history of the Swift Emergency, PC’s COVID-19 testing site. She stated that the site has successfully operated for the past several months. However, she explained that due to the decline of positive tests statewide and decrease in number of tests conducted each week at the site, it was decided to decrease the days of operation and staff beginning in June 2021.

Ms. Cunneen noted that the monthly fee for this decreased in operations is $39,528.00. She recommended the Board to ratify the agreement which would extend the operations for the month of June 2021 and end full operations effective on June 30, 2021.

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

RESOLUTION

RATIFICATION OF THE AMENDMENT OF PURCHASE ORDER WITH SWIFT EMERGENCY CARE, PC FOR THE COVID TESTING SITE

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

Section 1. that the amendment of the purchase order with Swift Emergency Care, PC for the COVID testing site, upon such terms and conditions substantially similar to those outlined in the Memorandum from Mary C. Cunneen to RIOC Board of Directors dated June 17, 2021, attached hereto, is hereby ratified;

Section 2. that the 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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NEW BUSINESS ITEM #12

The twelfth item of new business was the Presentation on Island-wide Roadway & Pavers Project. 

Mr. Prince Shah presented the Power Point Presentation to the Board. He mentioned that RIOC is currently working on an RFP for a design consultant. He further added that the selection will be made in the fall. He stated that the goal of the project is to study the existing conditions and create a phased approach of construction addressing issues such as roadways, pavers, sidewalks, etc.

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PRESIDENT’S REPORT

RIOC President/CEO Shelton J. Haynes stated that the Communication and Community Affairs team has multiple events lined up for the summer, including the movies series. He mentioned that the Fourth of July celebration is planned, and security will be coordinated between the New York City Police Department and the Public Safety Department. Mr. Haynes explained that the COVID-19 Memorial originally planned for May has been rescheduled to accommodate the families of the deceased Public Safety Officers. He also mentioned that the Hope Memorial project has been completed and that the ribbon cutting ceremony will be coordinated to acknowledge the Americans with Disabilities Act (ADA) day on July 17. Mr. Haynes stated that the Island Horticulture and Grounds Director Matthew Kibby will present a beautification plan to the community within the next couple of weeks.

Mr. Haynes noted that in Fall of 2021, RIOC will resume the past practice and the promotion of the indoor and outdoor permitting spaces. He expressed gratitude to the Board for their approval of the public purpose funds, also adding that RIOC intends to seek guidance on best practices to improve the process. Mr. Haynes also mentioned that the early voting initiative project had recently taken place at Sportspark. RIOC worked alongside Assembly Member Rebecca Seawright and the Department of Elections. He stated that RIOC will continue to work with the community and will assist in relocating the food pantry run by the Roosevelt Island Disabled Association (RIDA). He also, noted that RIOC will assist in providing area upgrades to the Living Library and partner with Roosevelt Island Residents Association (RIRA) to establish a dog run near South Town.

Mr. Haynes also mentioned that RIOC will continue its efforts to work with the Department of Financial Services and local elected officials to bring a bank branch back to the Island. Mr. Haynes was pleased to announce that the Tram will resume to full capacity as of June 28, 2021. He stated that RIOC is conducting interviews to fill his former role of the Chief Operating Officer. Mr. Haynes noted that $345,000 was the total amount paid to Swift Emergency Care from January 2021 to June 2021. He mentioned the advantages and benefits of the testing site for the residents and employees of the Island.

Mr. Haynes proceeded to provide updates on capital projects. He noted that the projects are on time and within their budget. He stated that currently RIOC is restriping the crosswalks on Main
Street, while assessing other areas and seeking a more permanent solution for the Island. He stated that RIOC team members have fixed 35 lights on the island to ensure that areas are kept brighter and that residents feel safer. Mr. Haynes stated that the Southpoint Park Rip-Rap Revetment project and the McManus Field Comfort Station are nearly completed. Also, the Motorgate Garage project will be completed and remain on budget.

Mr. Haynes expressed his excitement for the renovation of Sportspark. He stated that the Tram project is in progress despite the challenges faced earlier. He also noted that the Nellie Bly Memorial ribbon cutting will take place in October as the project is slated to be completed in September. Finally, Mr. Haynes stated his appreciation for the support provided by the Board Members throughout this challenging year.

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COMMITTEE REPORTS

AUDIT COMMITTEE

The Audit Committee met on June 22, 2021 to discuss the financial items approved by the Board earlier today.

GOVERNANCE COMMITTEE

The Governance Committee did not meet.

OPERATIONS ADVISORY COMMITTEE

The Operations Advisory Committee met on June 17, 2021 to discuss the operations items presented at this Board meeting.

REAL ESTATE DEVELOPMENT ADVISORY COMMITTEE

The Real Estate Development Advisory Committee did not meet.

PUBLIC SAFETY REPORT

Ms. Robinson 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 (Mr. Valella, Ms. Levendosky, Mr. Ekpo, Mr. Escobar, Mr. Kraut, Mr. Polivy, and Mr. Shinozaki), the meeting was adjourned at 7:50 p.m.

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Gretchen K. Robinson, Secretary