MINUTES OF THE MARCH 24, 2022 MEETING OF THE
ROOSEVELT ISLAND OPERATING CORPORATION BOARD OF DIRECTORS

A meeting of the Board of Directors was held via videoconference on March 24, 2022 at 5:30 p.m.

Directors Present:
Alex 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 Director
Howard Polivy Director
Michael Shinozaki Director

Directors Absent:
David Krait Director

Officers and Staff Attending:
Gretchen K. Robinson Vice President/General Counsel
Anthony Amoroso Deputy Director of Public Safety Department
Kevin Brown Director of Public Safety Department
Aida Morales Chief of Staff
Alvaro Santamaria Director of Engineering
Prince Shah Assistant Director of Capital Planning and Projects
Lada V. Stasko Assistant General Counsel

Others Attending:
Lynne Boyer Arthur J. Gallaher, ARM, CIC Client Service Supervisor
Richard J. Famigletti Arthur J. Gallaher, ARM Area President-Branch Manager
Public Sector Practice-Regional Director
Chair’s Designee Mr. Alex Valella called the Board meeting to order at 5:45 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 December 29, 2021 meeting of the RIOC Board of Directors. The proposed draft of the December 29, 2021 Board meeting minutes had been previously distributed to all Board members for their consideration.

Upon a motion duly made, seconded and carried by unanimous votes in favor (Mr. Valella, Ms. Levendosky, Mr. Ekpo, 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 approval of Insurance Binders for Fiscal Year 2022-23.

Richard J. Famigletti of Arthur J. Gallagher (“AJG”), RIOC’s brokers, presented the proposed Insurance Binders for Fiscal Year 2022-23 to the Board. He noted that AJG also works with JFA Brokerage & Associates, a certified MWBE.

Mr. Famigletti stated that RIOC’s management was presented with the insurance policies renewal options in December 2021. AJG reported to the management that average property rate increases were 9.1%, commercial liability - 6.2%, general liability increases - 5%, and access liability or umbrella rates had increased 12.6% over the last year. He noted that despite the challenges in the insurance market, AJG was successful in securing the most favorable RIOC’s insurance premiums for FY 2022-23. Mr. Famigletti further discussed the changes in insurance premiums for various coverages. He noted that the only insurance policy that was not renewed was Public Official Liability (“POL”) policy. However, RIOC was granted a 60-day extension which would allow AIG to market that policy. In response to Director Shinozaki’s question, Mr. Famigletti explained that it was due to claims exceeding the amount of premium paid combined with the overall volatile insurance market. He noted that POL is a very unstable area of insurance and a concern for underwriters.

Mr. Polivy noted that he is satisfied that appropriate diligence has been exercised in searching the marketplace and getting renewals in place with the proposed increases, considering the market. In response to a question from Mr. Valella, RIOC’s General Counsel Gretchen Robinson clarified that the brokers worked closely with RIOC’s CFO, and that the Board members were apprised of any developments concerning the insurance. In response to Mr. Shinozaki’s question, Mr. Famigletti stated that AIG expects to have the POL proposals by May 1, 2022. Mr. Shinozaki noted that he would like to have the reviews in the Audit Committee and then in the Board meeting.
Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Valella, Ms. Levendosky, Mr. Ekpo, Mr. Polivy, and Mr. Shinozaki), the following resolution was ADOPTED:

RESOLUTION

APPROVAL OF INSURANCE BINDERS FOR FISCAL YEAR 2022-23

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 Binders for the period from April 1, 2022 through March 31, 2023, upon such terms and conditions substantially similar to those outlined in the Memorandum from John O’Reilly to Shelton J. Haynes/Board of Directors, dated March 16, 2022, attached hereto, are hereby approved;

Section 2. that the President/Chief Executive Officer or President’s designee is hereby authorized to take such actions and execute such instruments as deemed 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 Authorization to Enter into Contract with LiRo Program & Construction Management P.E., PC (“LiRo”) for Owner's Representative Services for Capital Projects & Strategic Planning.

Mr. Prince Shah, Director of Capital Planning and Projects, stated that the contract with LiRo, owner’s representatives, is expiring and the management is seeking Board approval to enter into a new contract with LiRo for the term of three years. The proposed contract value is a not-to-exceed sum of $5 million. Mr. Shah stated that LiRo has been engaged over the past three years in multiple projects on Roosevelt Island. Out of those, 11 construction projects were successfully completed last year, largely under budget and on time. Per Mr. Shah, LiRo's experience and their expanded forms of expertise on change order negotiation, constructability reviews, design management, and on-site review and billing management, has saved RIOC more than $2.5 million. LiRo is currently engaged in multiple projects across construction and design.

Ms. Robinson, RIOC’s General Counsel, further clarified that this contract is being procured as a single source. She noted LiRo’s level of experience and unique knowledge and stated that they are already working on several projects that are still ongoing. Ms. Robinson noted that LiRo are uniquely qualified to continue their services. LiRo saved the corporation a lot of money in change orders, and they are very efficient in providing their services to RIOC. In addition, RIOC will not be paying upfront, but rather will be receiving monthly invoices for services provided.
In response to a question from Mr. Valella, Ms. Robinson confirmed that this is a single source contract, and the next item on the agenda will be a sole source contract for AVAC.

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

RESOLUTION

AUTHORIZATION TO ENTER INTO CONTRACT WITH LIRO PROGRAM & CONSTRUCTION MANAGEMENT P.E., PC FOR OWNER’S REPRESENTATIVE SERVICES FOR CAPITAL PROJECTS & STRATEGIC PLANNING

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 LiRo Program & Construction Management P.E., PC for Owner's Representative Services for Capital Projects & Strategic Planning, upon such terms and conditions substantially similar to those outlined in the Memorandum from John O’Reilly to Shelton J. Haynes/RIOC Board of Directors dated March 15, 2021, attached hereto;

Section 2. that the President/Chief Executive Officer or President’s designee is hereby authorized to take such actions and execute such instruments as deemed 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 Authorization to Enter into Contract with ENVAC Iberia, SA. for On-Call AVAC Repair Services.

Mr. Alvaro Santamaria, Director of Engineering, provided the background of the AVAC system on Roosevelt Island. He noted that the AVAC system, a critical utility on the Island, was originally put together in 1975. Mr. Santamaria explained that AVAC pipes extend for two miles from north to south and that the system picks up the garbage from different buildings, then under vacuum brings the trash to the AVAC facility. He further noted that throughout the years, ENVAC was servicing the AVAC system on a sole-source basis. The ENVAC personnel work in a confined space and they have special certifications. Per Mr. Santamaria, the original frequency of the ENVAC personnel visits was once a year, but the AVAC pipes have progressively deteriorated, so service is now needed twice a year. Mr. Santamaria noted that RIOC also pays $65,000 per personnel trip from Spain. In addition, the contract sets aside a 10% contingency for materials and instrumentation for the system.
Ms. Robinson further noted that this is a sole source contract and clarified the criteria for the sole source procurement. She explained that because of the pandemic, the only employees that could travel to work within the AVAC system were prohibited from traveling because they were coming from Spain. Ms. Robinson discussed RIOC’s efforts to alleviate the problem that was going on at the time, to find some alternative vendor within the United States to travel to New York to help clear the obstruction that had occurred on the East Prominade at that point. Despite all the efforts, RIOC ultimately had to go back to ENVAC to ask them at such time when the travel restrictions were lifted to come back and clear that obstruction.

Mr. Santamaria then asked for a Board approval to enter a five-year contract with ENVAC for a total amount of $715,000,000.

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

RESOLUTION

AUTHORIZATION TO ENTER INTO CONTRACT WITH ENVAC IBERIA, SA.
FOR ON-CALL AVAC REPAIR 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 enter into contract with ENVAC Iberia, SA. for On-Call AVAC Repair Services, upon such terms and conditions substantially similar to those outlined in the Memorandum from Alvaro Santamaria to Shelton J. Haynes/RIOC Board of Directors dated March 18, 2021, attached hereto;

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

Section 3. that this resolution shall take effect immediately.

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PRESIDENT’S REPORT

Per President Shelton Haynes’s request, Ms. Robinson presented the President’s report.

Ms. Robinson first made an announcement regarding the new hires who have joined the RIOC team in the past couple of weeks. Mr. Isiah Holman joined RIOC in the new exciting role as the Youth Center Manager under the direction of Ana Medina, the Youth Center Assistant Director. Mr. Markus Sztejnberg joined the Legal Department as Deputy General Counsel just last week as well. He previously was working with the legal team and RIOC very closely as our special counsel in the special counsel's program, when he split his time as special counsel between RIOC, Battery Park City
Public Authority, and State Liquor Authority. Mr. Daeman DiStefano has joined RIOC as the new Comptroller as of this past Monday. He will be under the direction of our Chief Financial Officer, John O’Reilly. Mr. DiStefano is joining RIOC from Randall’s Island sister agency where he spent many years and served as a CFO as well. We also have a new hire with the Public Safety Department - Sergeant Leonard Craig. He will be under the direction of Chief Brown. Sgt. Craig has also retired from the New York City Police Department.

Ms. Robinson then announced that properties’ managers meeting will be held on April 12, 2022. She stated that RIOC will be honoring Officer Fisher and Detective Jones and hold the memorial for them on May 22, 2022 at McManus Field. The memorial for Chief Jack McManus will be held on June 18, 2022 with details to follow.

Ms. Robinson further provided the Capital Planning and Project updates. She confirmed that AVAC repairs are underway. There were several delays due to the pandemic as has been previously discussed, and ENVAC was not permitted to travel to the U.S. due to Embassy restrictions. She noted that RIOC is excited to get that work underway and hopefully get everybody back online as soon as possible.

Ms. Robinson announced that RIOC received an award for South Point Park from the Friends of the Upper East Side. As for a Public Purpose fund update, the New York Community Trust has officially taken over the process. She thanked RIRA for their long and dedicated service to not only the process but serving the Roosevelt Island community and for the many years of administering and helping RIOC with that program.

The Roosevelt Island Youth Center is having a reopening celebration on April 17, 2022 and will mark the one-year anniversary of the grand reopening of the Roosevelt Island Youth Center, RIYC. On April 15, 2022 the Youth Center will celebrate the milestone with an array of exciting educational events. She reminded that Farmer’s Market and the Haki Compost food scrap drop off will move back to their spring/summer locations at Good Shepherd Plaza on April 2, 2022.

Ms. Robison further discussed Roadway and Paved Surface Rehabilitation Design RFP. This RFP seeks a design team who can address various challenges by studying and surveying the Island infrastructure, creating a master plan that addresses these issues, and produces a construction document for Main Street areas between the Blackwell House and the Food Town. According to Ms. Robinson, the intent is to address the issues that have been reiterated by members of our community that relate to signage, the speed by which cars and bikes are traveling along our one, our single road here on the Island, accessibility, parking concerns, and better along Main Street. And then we're going to also address the use of a master plan as a guide to create construction documents for other areas in the future. The design and underground utility surveying work is also going to begin in September 2022.

With regard to the Sportspark renovations, the project is 61% complete and on schedule to be completed this summer. We are also looking into the programmatic aspects of Sportspark and we're really excited because the facility looks amazing and we're very excited to reopen the newly renovated Sportspark.

Ms. Robinson stated that the Manhattan Tram Elevator Station project is being constructed in two phases. Phase One is the East elevator that opened to the public last October. And the construction of a second elevator, which is Phase Two, is nearing completion. The Tramway Plaza
Park which acted as a construction site will be restored and opened to the public in March of this year. Once everything is completed, the all-new glass elevators will provide increased visibility and safety as well as full ADA accessible elevators to members of the public and the community.

With regard to the Lighthouse Tower Reconstruction, this beloved historic site was severely damaged during the hurricane Irene and Superstorm Sandy storms. The Lighthouse Tower is currently undergoing an overhaul to restore its interior and exterior appearance. The interior work includes repairs of the historic brick work and replacement of the internal spiral stairs. And the exterior repairs include historic stone repairs as well as new colored concrete pavement eliminating all tripping hazards. This reconstruction project will repair and replace the deteriorated lantern with a replica of the original lantern design. The Lighthouse will soon be back and better than ever reestablishing its historic prominence in the Northern tip of our Island.

Ms. Robison further provided an update on the Blackwell Park Phase Two of the design. Blackwell Park is one of the very few playgrounds on the Island that enjoys unique compliments of children and adults of all ages enjoying all areas of tot lot and spray fountains to a competitive game and basketball court. It is undeniable that this park is popular and a highly utilized open space on Roosevelt Island. This increased need requires expansion of existing playground spaces within Blackwell Park. The Phase Two design RFP seeks a design team who can address this need while ensuring that parts of the park are still open to the public during the construction. The East parcel of Blackwell Park improvement will include upgrades to meet current safety and ADA code requirements. The design of Phase Two work will begin sometime this summer.

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COMMITTEE REPORTS

AUDIT COMMITTEE

The Audit Committee did not meet.

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

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. Polivy, and Mr. Shinozaki), the meeting was adjourned at 7:50 p.m.

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Gretchen K. Robinson, Secretary