MINUTES OF THE SEPTEMBER 29, 2022 MEETING OF THE
ROOSEVELT ISLAND OPERATING CORPORATION BOARD OF DIRECTORS

A meeting of the Board of Directors was held at the Cultural Center, 548 Main Street, Roosevelt Island, NY 10044 on September 29, 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
Fay Christian Director
Conway Ekpo Director
David Kraut1 Director – Attended via Videoconference Pursuant to Public Officers Law § 103-a
Howard Polivy Director
Michael Shinozaki Director

Officers and Staff Attending:
Shelton J. Haynes President/Chief Executive Officer
Gretchen K. Robinson Vice President/General Counsel
Kevin Brown Director of Public Safety Department
Mary C. Cunneen Acting Chief Operating Officer
Daeman DiStefano Assistant CFO/Comptroller
Gerald Ellis Deputy General Counsel
Prince Shah Director of Capital Planning and Projects
Lada V. Stasko Associate General Counsel

1 Mr. Kraut attended the meeting remotely, but was not heard due to technical difficulties.
Ms. Gretchen Robinson, RIOC’s Vice President/General Counsel and Chair Designee Valella welcomed everyone to the first in-person meeting after the COVID emergency related executive orders expired.

Mr. Valella noted that Director David Kraut will be participating remotely after the item #1 of the agenda is approved, which would allow videoconferencing for Board members under exceptional circumstances, pursuant to the Open Meetings Law. Ms. Robinson also noted that RIOC did not receive any requests for comments from the public.

Mr. Valella called the Board meeting to order at 5:35 p.m. The roll was called, and a quorum found to be assembled and present. Mr. Valella welcomed Ms. Fay Christian to the Board of Directors.

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APPROVAL OF MINUTES

The first item of business was the approval of the minutes of the June 23, 2022, meeting of the RIOC Board of Directors. The proposed draft of the June 23, 2022 Board meeting minutes had been previously distributed to all Board members for their consideration.

Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Valella, Ms. Levendosky, Ms. Christian, Mr. Ekpo, Mr. Polivy, and Mr. Shinozaki), the minutes of the June 23, 2022 Board meeting were APPROVED and ordered filed.

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NEW BUSINESS ITEM #1

The first item of new business was the Approval of Procedures for Board Members’ Videoconferencing Pursuant to Public Officers Law § 103-a.

Mr. Gerrald Ellis, RIOC’s Deputy General Counsel, stated that the resolution and procedures for Board Members’ Videoconferencing Pursuant to Public Officers Law § 103-a were discussed in detail at the June 23, 2022 Board of Directors meeting. He reminded the Board that the amended Section 103 of the Open Meetings Law (“OML”) permits Board members of public bodies to attend meetings by videoconferencing under extraordinary circumstances; and that the language of the resolution and the proposed procedures mirror the language recommended by the Committee on Open Government (“COOG”).

Mr. Ellis noted that on September 21, 2022, at 3pm, RIOC conducted the required public hearing via videoconference. The notice of the public hearing and the proposed Written Procedures for Board Members’ Videoconferencing Pursuant to Public Officers Law § 103-a were conspicuously posted on RIOC’s website. Mr. Ellis noted that no comments were received from the public prior to the hearing, and no members of public called in during the hearing.
Mr. Ellis then answered the questions from the Board Members and recommended this item for Board’s approval.

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

RESOLUTION

APPROVAL OF PROCEDURES FOR BOARD MEMBERS’ VIDEOCONFERENCING PURSUANT TO PUBLIC OFFICERS LAW § 103-A

WHEREAS, by passing Chapter 56 of the Laws of 2022 (“Chapter 56”), the New York State Legislature amended Section 103 of the Open Meetings Law; and

WHEREAS, Chapter 56 adds Section 103-a of the Open Meetings Law, permitting the Roosevelt Island Operating Corporation (“RIOC”) to authorize its members to attend meetings by videoconferencing under extraordinary circumstances; and

WHEREAS, Section 103-a(2)(a) requires RIOC to adopt a resolution following a public hearing authorizing the limited use of videoconferencing under such circumstances; and

WHEREAS, Section 103-a(2) allows for hybrid meetings by requiring “that a minimum number of members are present to fulfill the public body’s quorum requirement in the same physical location or locations where the public can attend”; and

WHEREAS, Section 103-a(2)(c) requires that members be physically present at any such meeting “unless such member is unable to be physically present at any such meeting location due to extraordinary circumstances, “including disability, illness, caregiving responsibilities, or any other significant or unexpected factor or event which precludes the member’s physical attendance at such meeting”; and

WHEREAS, in accordance with Section 103-a(2)(d), any members attending by videoconference must, excerpt during executive session, be “heard, seen and identified, while the meeting is being conducted, including but not limited to any motions, proposals, resolutions, and any other matter formally discussed or voted upon”; and

WHEREAS, Section 103-a(2)(g) requires that any meeting where a member attends by videoconference be recorded, posted to the RIOC webpage within five business days, and transcribed upon request; and

WHEREAS, Section 103-a(2)(h) requires that members of the public be permitted to attend and participate, if authorized, in any meeting by videoconference when a member attends by videoconference.

BE IT RESOLVED, that RIOC authorizes its members who experience an extraordinary circumstance, as described above and further defined by any rules or written procedures later adopted, to attend meetings by videoconference: (i) as long as a quorum of the members attend in-person at one or more locations open to the public; (ii) as long as the member can be seen, heard, and identified
while the open portion of the meeting is being conducted; and (iii) as otherwise permitted under Chapter 56 of the Laws of 2022; and be it further

RESOLVED, that RIOC shall create written procedures further governing its use of videoconferencing by its members in compliance with Chapter 56 of the Laws of 2022.

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NEW BUSINESS ITEM #2

The second item of new business was the Presentation of the Proposed Budget for FY 2023-24.

Mr. Daeman DiStefano, RIOC’s Comptroller, stated that the proposed budget was discussed in detail at the Audit Committee meeting, preceding this Board meeting. Mr. DiStefano presented highlights of the proposed budget for FY 2023-24. He briefly discussed capital projects expenses, revenues, personnel expenses and extraordinary expenses and explained the chief reasons for variances in the budget.

Mr. DiStefano noted that the Proposed Budget FY 2023-24 projects capital improvements in the amount of $6,815,000, a decrease of $1,000,000 over the Approved Budget FY 2022-23. He noted that the proposed budget projects personnel expenses of $12,515,808, an increase of 2.27% over the Approved Budget FY 2022-23. According to Mr. DiStefano, the projected increase is mainly due to the completion of a staffing reorganization that saw RIOC consolidate, upgrade, and enhance its business model.

Director Polivy noted that the proposed budget was presented at the Audit Committee meeting earlier today. Mr. Polivy explained the Budget approval process, noting that modifications are anticipated before the final budget is presented to the Board in December.

President Shelton J. Haynes thanked the Finance Department and the Audit Committee for thorough preparation and review of the proposed budget, respectively.

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NEW BUSINESS ITEM #3

The third item of new business was the Authorization to Enter into Contract with Cameron Engineering & Associates for Design Services in Connection with the Roadway and Paved Surfaces Rehabilitation Design Project.

Mr. Prince Shah, Director of Capital Planning and Projects, presented the item to the Board. He explained the need for the Island roadways repairs and went through every aspect of the proposed scope of design work, including but not limited to: surveying of roads, pathways, and all underground utilities under the roadways on the island, conducting island-wide traffic study and analyzing all modes of transportation. The contractor is expected to prepare a master plan layout for the island roadways addressing current multi-modal issues relating to speeding, parking, accessibility, and paved surfaces, as well as a fully constructable plan for areas between the Blackwell House traffic
circle and the pedestrian crossing at Food Town. According to Mr. Shah, the goal is to address the core Main Street areas first and use the master plan layout to break out island-wide roadways work into roadway construction projects.

Mr. Shah further discussed the RFP process. He stated that Cameron Engineering & Associates received the highest score of the four bidders evaluated. Through their proposal and the subsequent written interview questioning process, Cameron Engineering demonstrated the best approach and understanding of the project, schedule assessment, and work plan to meet RIOC’s needs. Mr. Shah recommended that the Board of Directors authorize and approve a contract with Cameron Engineering & Associates, for design services for the Roadway and Paved Surfaces Rehabilitation Design Project for a total amount of $934,064.00 with a 15% contingency of $140,109.60 bringing the total authorized not-to-exceed amount to $1,074,173.60.

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

RESOLUTION

AUTHORIZATION TO ENTER INTO CONTRACT WITH CAMERON ENGINEERING & ASSOCIATES FOR DESIGN SERVICES IN CONNECTION WITH THE ROADWAY AND PAVED SURFACES REHABILITATION DESIGN 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 Cameron Engineering & Associates for design services in connection with the Roadway and Paved Surfaces Rehabilitation Design 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 September 9, 2022, 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 #4

Mr. Valella noted that this item was removed from the agenda.

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PRESIDENT’S REPORT
President Shelton J. Haynes announced that the corporate files have been removed from the Cultural Center Renwick Room, where they were stored. He noted that the records will be indexed and stored off site by the selected vendor. In response to Director Shinozaki’s question, Mr. Haynes noted that RIOC will ensure the room is in an appropriate condition after the move.

With respect to community events, Mr. Haynes noted that RIOC is planning the Fall for Arts Festival in collaboration with RIVAA to be held on October 8, 2022 and invited everyone to participate. He also noted that RIOC is organizing a Halloween celebration in South Point Park on October 29, 2022. In addition, RIOC’s Youth Center and RIVAA are getting ready for the Hispanic Heritage Festival on October 15, 2022 to celebrate Hispanic Heritage Month.

Mr. Haynes further provided the Capital Planning and Projects updates. He discussed the work to be done in connection with the Southtown Building 9 construction, which would include the dog run relocation and the partial Firefighters Field closure. Ms. Robinson added that with regards to the initial dog run location - that area albeit contaminated does not pose a threat to health and public safety and has been cordoned off for years. It is not accessible by the public, so there’s no reason to panic in that regard.

With regards to the Sportspark renovation, Mr. Haynes noted that the project is now substantially complete. RIOC is going through the rigorous process of punch list items as well as a slew of inspections, including from FDNY and DOB. RIOC initially expected to close the project out early this fall, but pushed it back to the late fall and/or winter. Mr. Haynes also commended Michelle Edwards who was working on this project. After seven years with RIOC, Ms. Edwards left the agency to pursue another career and Mr. Haynes wished her the best of luck.

Mr. Haynes further provided the updates on the Steam Tunnel and the Blackwell Park renovation projects. He stated that Blackwell Park area is going to be redesigned. RIOC is going to have equipment, the basketball courts, a comfort station. RIOC is going to have some areas for the public to comment to give insight and feedback of how to beautify that park.

Mr. Haynes then made some new positions and promotions announcements. He stated that an internal candidate to fill Chief Operating Officer position was selected. The candidate Mary Cunneen who is present at the meeting, is going through the process of appointments and approvals and background checks. Ms. Cunneen will be going through the process of meeting the Board members individually for Q&A. Mary Cunneen most recently served as Director of Organizational Efficiency and Effectiveness where she would sit with each operational unit and evaluate their whole operation. Ms. Cunneen has about 10 years in management experience, at least 12 years operational experience. He congratulated Mary Cunneen with her new role as Acting Chief Operating Officer of the Corporation.

Mr. Haynes also formally greeted Gerrald Ellis, RIOC’s Deputy General Counsel, who joined RIOC’s Legal Department on June 28, 2022. Mr. Haynes noted that Mr. Ellis brings a wealth of experience and that we are looking forward to him being an addition to our RIOC team. Mr. Haynes also congratulated Lada Stasko who was promoted from Assistant General Counsel to Associate General Counsel Position. Ms. Stasko has been with RIOC since 2008.

Mr. Haynes also noted that RIOC hired an Assistant Vice President of Communications, Akeem Jamal. Mr. Jamal has a wealth of experience coming from Yonkers, which is a very unique town, working very close with the Mayor of Yonkers, he has stepped right in and has been amazing
to work with. Mr. Jamal is a person who comes in with a unique perspective and giving RIOC a
different change in communication.

President Haynes also stated that Ana Medina who previously served as the Assistant Director
of the Youth Center, has now been promoted to Director of the Youth Center. He noted that those
who attended the Youth Center’s end of summer celebration, or who have children that partake in the
Youth Center on the Island, can really give the feedback. Ms. Medina has really transformed that
program.

Mr. Haynes also shared that Prince Shah was promoted from Assistant Director to Director
of Capital Planning and Projects. Mr. Shah has been a change agent, relooking holistically and really
changing the whole capital projects program. He has a passion for RIOC and Roosevelt Island, where
he lived for a period of time.

Finally, Mr. Haynes thanked the staff and the Departments that were not mentioned but
deserved recognition whether it is Public Safety, or whether it is the Horticulture and Grounds, or the
Facilities team. He also expressed appreciation for the Board’s support in everything that
management is doing.

In turn, Mr. Polivy thanked RIOC’s team that had a lot of work to do especially as we unwind
from the pandemic lockdown. He noted that as we have more public meetings, we need to have the
ability to communicate in all different ways in order to get public turnout. He noted that the Board
is a little bit surprised that the public did not avail themselves for this meeting but expressed hope it
would change. Mr. Valella also shared this sentiment.

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COMMITTEE REPORTS

AUDIT COMMITTEE

Mr. Polivy noted that the Audit Committee met on September 29, 2022 to discuss the
proposed budget for FY 2023-24, also presented at this Board 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.

PUBLIC SAFETY REPORT

Mr. Valella noted that the Public Safety Report was included in the Board package.
Chair’s Designee Mr. Valella stated that the Board would like to adjourn into the executive session to discuss the medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation.

Upon a motion duly made, seconded, and carried by unanimous vote in favor (Mr. Valella, Ms. Levendosky, Ms. Christian, Mr. Ekpo, Mr. Polivy, and Mr. Shinozaki), the open meeting was adjourned for the Directors to go into executive session at 6:32 p.m.

Upon the return of the Directors from executive session at 7:10 p.m., Ms. Robinson noted that no votes were taken during the executive session. She stated for the record that Mr. Polivy has stepped away, but that we still have quorum.

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Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Valella, Ms. Levendosky, Ms. Christian, Mr. Ekpo, and Mr. Shinozaki), the meeting was adjourned at 7:11 p.m.

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Gretchen K. Robinson, Secretary