MINUTES OF THE OCTOBER 20, 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 October 20, 2022 at 5:30 p.m.¹

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 Kraut 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
Akeem Jamal Assistant Vice President of Communications
Kevin Brown Director of Public Safety Department
Mary C. Cunneen Acting Chief Operating Officer
Gerrald Ellis Deputy General Counsel
Lada V. Stasko Associate General Counsel

Others Attending:
Barbara B. Brown Carter, Ledyard and Milburn, LLP, Partner - attended via videoconference
David Kramer Hudson Companies, Inc., President and CEO

¹ The public comment period preceded the Board meeting and was not a part of the Board meeting.
Chair Designee 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.

Ms. Gretchen Robinson, RIOC’s Vice President/General Counsel noted that Director David Kraut will be participating remotely, pursuant to Section 103-a of the Open Meetings Law. Mr. Kraut is now seen, but experiencing some technical issues with the sound which will be resolved shortly.

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Ms. Robinson asked the Board to discuss new business items # 2 through #8 of the agenda out of order, ahead of any new business. Ms. Robinson noted that all these items are related to the Southtown Building 9 construction and suggested that the Board vote on these items simultaneously.

Mr. Valella read the items # 2 through #8 for the record:

**NEW BUSINESS ITEMS #2 THROUGH #8**

The second item of new business was the authorization to override zoning requirements and enter into a Sublease with Hudson Related for the construction and operation of Southtown Building 9.

The third item of new business was the authorization to enter into a Commercial Sub-sublease with Hudson Related for office space in Southtown Building 9 to be occupied by RIOC.

The fourth item of new business was the approval of a temporary relocation of the Southtown Dog Run in connection with the Southtown Building 9 construction.

The fifth item of new business was the approval of a partial closure of Firefighters' Field during the construction of Southtown Building 9.

The sixth item of new business was the approval of a temporary relocation of the crosswalk along Main Street adjacent to the site during the construction of Southtown Building 9.

The seventh item of new business was the approval of sewer and sanitary connections necessary for the construction of Southtown Building 9 and associated road work.

The eighth item of new business was the approval of the installation of a permanent enclosure for commercial trash produced by commercial tenants in Southtown.

Gerrald Ellis, RIOC's Deputy General Counsel, stated that a single memo addresses these items and provided a summary of the proposed resolutions.

Mr. David Kramer, President and CEO of Hudson Companies Inc, delivered a presentation and provided a brief history of the Southtown development project, which goes back to 1996-1997. He noted that building #9 is the last residential development in this project. Mr. Kramer addressed the zoning requirements, the construction issues, relocating of the garbage area and the dog run, and the Commons East area situation. He also discussed the overhead protection measures for the new building and demonstrated the relevant slides. Mr. Kramer noted that the 28-story building will have the 7,000 feet office space for RIOC’s administrative offices, as was contemplated in the development agreement. Mr. Kraut thanked Barbara Brown and Chris Rizzo of Carter Ledyard and Milburn, LLP, who represented RIOC in this transaction.
Director Polivy stated that RIOC held a public informational session with Mr. Kramer regarding the Southtown Building 9 construction on October 19, 2022, as Real Estate Development Advisory Committee did not have a quorum.

Ms. Robinson then answered the questions from the Board Members concerning RIOC’s office space at Building 9. Mr. Polivy also briefly discussed the affordable housing components of the new building.

Mr. Valella noted for the record that Mr. Kraut’s microphone issue got resolved and that he officially joined the meeting.

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

RESOLUTIONS

AUTHORIZATIONS RELATED TO THE GROUND LEASE FOR SOUTHTOWN BUILDING #9 IN ACCORDANCE WITH THE FIFTH AMENDMENT TO THE DEVELOPMENT AGREEMENT

WHEREAS, Roosevelt Island Operating Corporation (“RIOC” or the “Corporation”) and The Related Companies, L.P., and The Hudson companies Incorporated (collectively, the “Developer”) entered into a Development Agreement dated as of August 24, 2000, which was amended by a First Amendment to Development Agreement dated as of December 21, 2001, a Second Amendment to Development Agreement dated as of July 22, 2004, a Third Amendment to Development Agreement dated as of August 25, 2006, a Fourth Amendment to Development Agreement dated as of October 29, 2015 and a Fifth Amendment to Development Agreement dated as of October 25, 2017 (the “Fifth Amendment”; the original Development Agreement, as subsequently amended being collectively referred to as the “Development Agreement”);

WHEREAS, by resolution of the Board of Directors dated September 7, 2017, the President of RIOC was authorized to enter into the Fifth Amendment and directed to take such steps as appropriate to negotiate the subleases for Building 8 and Building 9 on the terms set forth in the Fifth Amendment, and, in compliance with the terms of the Public Authorities Law, to cause an explanatory statement of the proposed transactions to be prepared and transmitted to those parties entitled to receive same under the Public Authorities Law; and

WHEREAS, an explanatory statement was forwarded to such parties on September 8, 2017; and

WHEREAS, by resolution of the Board of Directors dated April 18, 2018, RIOC (i) as lead agency for the environmental review of the proposed override of certain requirements of the New York City Zoning Resolution for Southtown Buildings 8 and 9, authorized the President to exercise RIOC’s override authority for the development of Southtown Building 8 and 9 to the extent that that the requirements of the N.Y.C. Zoning Resolution are at variance with the Southtown planning documents, (ii) determined that the proposed override will not, either individually or cumulatively with other actions have a significant adverse environmental impact and, that, accordingly, no environmental impact statement is required under SEQRA, (iii) authorized the issuance of a Negative Declaration under SEQRA, and (iv) authorized the President/Chief Executive Officer or her designee,
after consultant with construction consultants, to amend the design guidelines for Southtown as
necessary to carry out the resolution and

WHEREAS, in furtherance of the previous resolution adopted by the Board of Directors, the
President of RIOC is negotiating a sublease for Building 9 (the “Building 9 Ground Lease”) with
Riverwalk 9 LLC as subtenant (the “Developer”); and

WHEREAS, in accordance with the terms of the Fifth Amendment, Building 9 may consist
entirely of market rate units; and

WHEREAS, at the same time as the Developer enters into the Building 9 Ground Lease with
RIOC, the Developer intends to enter into a sub-sublease with S.K.I. Realty, Inc. (“SKI”), a not-for-
profit entity affiliated with Memorial Sloan-Kettering Cancer Center Institute, whereby the
Developer will sub-sublease to SKI approximately 25% of the square footage of the building
(containing 29% of the total units in the building) for substantially the remainder of the term of
RIOC’s Master Lease with New York City (the “SKI Sublease”) in a transaction similar to that for
Southtown Building 7, and has requested RIOC’s consent to said transaction; and

WHEREAS, at the same time as the Developer enters into the Building 9 Ground Lease with
RIOC, the parties will enter into a sub-sublease whereby the Developer will sub-sublease to RIOC
approximately 7,000 square feet of commercial space on the ground floor and lower level of Building
9 (at least 4,000 square feet of which will be on the ground floor) and build out new offices at the
Developer’s expense pursuant to plans and specifications reasonably approved by RIOC (the “RIOC
Office Lease”), for an initial term of ten (10) years, with three (3) additional successive renewal
options of ten (10) years each, and a fourth renewal option expiring not later than the expiration of
the Building 9 Ground Lease; and

WHEREAS, during the construction of Building 9, the dog run that was relocated to the
Building 9 site as a result of the construction of Building 8 will be temporarily relocated to Fire
Fighters Field, with the cost of such relocation to be borne by the Developer; and

WHEREAS, in accordance with safe construction practice and applicable legal requirements,
portions of Fire Fighter’s Field will be closed to the public during the construction of Building 9, and
the parties will enter into a license agreement (the “Construction License”) spelling out pre-
construction and construction activities to be taken by Developer, including (i) erecting scaffolding
along the southerly border of the Building 9 site and the northerly border of Firefighter’s Field, and
(ii) installing a temporary curb ramp near the property line between the Building 9 site and Fire
Fighter’s Field, and crosswalk striping to demarcate a path across the road to the Building 9 site; and

WHEREAS, the Developer has submitted an application to relocate the garbage bins for the
Southtown commercial tenants to a permanent location across the street from the subway station, next
to the exhaust tower installed as part of the Eastside Access (which space is currently being used by
the MTA as parking for construction vehicles), pursuant to an agreement to be entered into between
the parties (the “Relocation Agreement”), which will be prepared following RIOC’s review of plans
and specs for the proposed relocation site and the parties reaching agreement on construction and
operation of the site.

NOW, THEREFORE, for the purpose of authorizing the Corporation to enter into the certain
agreements in connection therewith, it is
RESOLVED by the Board of Directors of the Corporation, as follows:

1. it is within the mission and statutory purposes of RIOC to maintain high quality, affordable housing stock on Roosevelt Island;

2. execution of the Building 9 Ground Lease will complete the ninth and last building of the Southtown complex, which, together with the preceding eight buildings, will result in the overall construction of affordable housing as contemplated by the Development Agreement;

3. execution of the Building 9 Ground Lease and consenting to the SKI Sublease are consistent with RIOC’s mission and statutory purposes to maintain affordable and workforce housing;

4. execution of the RIOC Office Lease will facilitate RIOC’s operations and provide it with updated offices from which to carry out its operations;

5. execution of the Construction License will facilitate the construction of Building 9;

6. execution of a Relocation Agreement will provide a more attractive and efficient permanent location to store refuse from the Southtown commercial tenants; and

7. there is no reasonable alternative to this transaction that would achieve the same purpose.

and be it further

RESOLVED, that the President of RIOC be, and he hereby is, authorized and directed, in compliance with the terms of the Public Authorities Law, to negotiate and thereafter execute the Building 9 Ground Lease substantially in accordance with the terms set forth in the Fifth Amendment; and

RESOLVED, that the President of RIOC be, and he hereby is, authorized to consent to the SKI Sublease; and

RESOLVED, that the President of RIOC be, and he hereby is, authorized to enter into the RIOC Office Lease; and

RESOLVED, that the President of RIOC be, and he hereby is, authorized to enter into the Construction License; and

RESOLVED, that the President of RIOC be, and he hereby is, authorized to enter into a Relocation Agreement; and

RESOLVED, that the 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

RESOLVED, all other resolutions, except to the extent specifically modified or superseded herein, are hereby ratified and approved; and

RESOLVED, this resolution shall take effect immediately.

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NEW BUSINESS ITEM #1

The first item of new business was the authorization to enter into a contract with StandGuard Aquatics for Lifeguard Services.

Mary Cunneen, Acting Chief Operating Officer, explained the need for lifeguard services for the newly renovated Sportspark pool. She noted that a contractor will be responsible for hiring, training, and supervising all lifeguard staff. Ms. Cunneen further discussed the procurement process for this contract. In response to the RFP, four bids were received, and two bidders were later disqualified. StandGuard Aquatics received the highest evaluation score out of two bidders. StandGuard’s proposal demonstrated the best understanding of the scope of services and adherence to safety requirements to meet RIOC’s needs. They also have 10 years of relevant experience.

Ms. Cunneen recommended that the Board of Directors authorize a contract with StandGuard Aquatics for a three (3) year term with two (2) additional one (1) year options to renew for the total annual amount of $867,064.00, which includes 10% contingency to cover any unplanned overages.

Ms. Cunneen then answered the questions from the Board members.

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

RESOLUTION

AUTHORIZATION TO ENTER INTO CONTRACT WITH STANDGUARD AQUATICS FOR LIFEGUARD 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 StandGuard Aquatics for Lifeguard Services, upon such terms and conditions substantially similar to those outlined in the Memorandum from Mary C. Cunneen to Shelton J. Haynes/Board of Directors dated October 14, 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 #9

The ninth item of new business was authorization for the President & CEO to issue Proclamations & Citations.

Akeem Jamal, RIOC’s AVP of Communications, stated that Office of the President & CEO is seeking to issue proclamations and citations. He explained the difference between proclamations and citations and noted that they will be issued to increase awareness of a cause, person, group, issue, or achievement within Roosevelt Island that aligns with the community’s vision and values. According to Mr. Jamal, this conforms with RIOC’s mission and will increase community engagement, morale, and overall excitement by honoring individuals or groups for their service and/or achievement.

Mr. Jamal recommended that the Board authorize the President & CEO to issue proclamations and citations and answered the questions from the Board members.

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

RESOLUTION

AUTHORIZATION TO EXPAND THE PRESIDENT & CEO’S POWERS TO ISSUE PROCLAMATIONS & CITATIONS

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’s President/Chief Executive Officer powers are hereby expanded to issue proclamations and citations, upon such terms and conditions substantially similar to those outlined in the Memorandum from Akeem H. Jamal to Shelton J. Haynes/RIOC Board of Directors dated October 18, 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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APPROVAL OF MINUTES

The next item of business was the approval of the minutes of the September 29, 2022 meeting of the RIOC Board of Directors. The proposed draft of the September 29, 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. Kraut, Mr. Polivy, and Mr. Shinozaki), the minutes of the September 29, 2022 Board meeting were APPROVED and ordered filed.

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PRESIDENT’S REPORT

President Shelton J. Haynes provided the Capital Planning and Projects updates. With regard to the Sportspark renovation, Mr. Haynes noted that the project is now substantially complete. Currently, RIOC is going through various inspections, including from FDNY and DOB. RIOC initially expected to close the project out this fall but it is being delayed until winter. Mr. Haynes further provided the updates on the Steam Tunnel and the Blackwell Park renovation projects.

With respect to the upcoming community events, Mr. Haynes noted that RIOC is getting ready for a Halloween Parade on October 29, 2022 and invited everyone to join the fun and extravaganza.

President Haynes noted that RIOC will continue having community engagement sessions. He noted that Akeem Jamal, AVP of Communications, is working on rebuilding RIOC’s communications and community affairs team, and has great ideas and experience.

President Haynes stated that per residents’ suggestions, RIOC plans to build a pickleball court, possibly in place of the existing basketball court. Prince Shah, Director of Capital Planning and Project, will be working on that.

Mr. Haynes also noted that he was meeting with elected officials for at least a month to discuss various Roosevelt Island issues and work on initiatives. He noted that he will be reaching out to the elected officials as RIOC had had substantial changes.

Finally, Mr. Haynes announced personnel departures. He reminded the Board that after seven years with RIOC, Ms. Michelle Edwards left the agency to pursue another career. Mr. Haynes stated that Assistant Vice President of Operations Altheria Jackson, who was with RIOC since 2019, is leaving the corporation to pursue other endeavors. Mr. Haynes commended Ms. Jackson for her contributions and wished her well.

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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 Committee Chair Mr. Polivy noted that the Real Estate Development Advisory Committee lacked the quorum for the meeting on October 19, 2022. Instead, a public informational session was held wherein Southtown Building 9 items were presented by the developer.

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PUBLIC SAFETY REPORT

Chief Kevin Brown provided the Public Safety report, which was also included in the Board package. He stated that Public Safety Department continues to have the Public Safety Committee meetings on the third Tuesday of the month, wherein various community issues are discussed. Chief Brown reiterated RIOC’s commitment to safeguarding the safety of residents and visitors and ensuring the best quality of life on Roosevelt Island.

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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, Mr. Kraut, Mr. Polivy, and Mr. Shinozaki), the meeting was adjourned at 6:40 p.m.

Gretchen K. Robinson, Secretary