

Andrew M. Cuomo

Governor

Charlene M. Indelicato

President/Chief Executive Officer

Donald D. Lewis

Vice President/General Counsel



Roosevelt Island Operating Corporation

of the State of New York

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Board of Directors

Darryl C. Towns, *Chairperson*

Fay Fryer Christian

Dr. Katherine Teets Grimm

David Kraut

Robert L. Megna

Howard Polivy

Michael Shinozaki

Margaret Smith

MINUTES OF THE DECEMBER 12, 2013 MEETING OF THE
ROOSEVELT ISLAND OPERATING CORPORATION
BOARD OF DIRECTORS

A meeting of the Board of Directors was held at the Manhattan Park Community Center,
8 River Road, Roosevelt Island on December 12, 2013 at 5:30 p.m.¹

Directors Present:

Darryl C. Towns	RIOC Chair and Commissioner, the New York State Division of Housing and Community Renewal
Elaine McCann ²	Representing Robert L. Megna, Director, the New York State Division of Budget
Fay Fryer Christian	Director
Dr. Katherine Teets Grimm	Director
David Kraut	Director
Howard Polivy	Director
Michael Shinozaki	Director
Margaret Smith	Director

Officers and Staff Attending:

Charlene M. Indelicato	President/Chief Executive Officer
Donald D. Lewis	Vice President/General Counsel
Marguerite Beirne	Director, Information Technology
Arthur G. Eliav	Associate General Counsel
Muneshwar Jagdharry	Comptroller
John McManus	Interim Director, Public Safety
Cyril Opperman	Director, Island Operations
Lada V. Stasko	Assistant General Counsel

Others Attending:

Lisa S. Lim	Senior Counsel, Empire State Development
Christopher Rizzo	Counsel, Carter Ledyard & Milburn LLP

¹ The RIOC Board Meeting commenced following a public comment period. The public comment period was not part of the meeting.

² Ms. McCann was absent during the discussion and voting on minutes and new business items #1 through #6.

1 Mr. Towns called the Board meeting to order at 6:15 p.m. The roll was called and a
2 quorum found to be assembled and present.

3
4 * * *

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6 **APPROVAL OF MINUTES**

7
8 The first item of business was the approval of the minutes of the November 7, 2013
9 meeting of the RIOC Board of Directors.

10
11 The proposed draft of the November 7, 2013 Board meeting minutes had been previously
12 distributed to all Board members for their consideration. Upon a motion duly made concerning
13 the minutes of November 7, 2013 meeting, seconded and carried by unanimous vote in favor
14 (Mr. Towns, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith),
15 minutes were **APPROVED**, and ordered filed.

16
17 * * *

18
19 **NEW BUSINESS ITEM #1**

20
21 The first item of new business was the approval of the proposed RIOC Budget for fiscal
22 year 2014-15.

23
24 Mr. Jagdharry stated that the proposed Budget has been presented to the Board at the
25 September 12, 2013 meeting, and discussed by the Audit Committee on two additional
26 occasions. He noted that no changes have been made to the budget since it was presented in
27 September. However, Mr. Jagdharry went over the significant differences with the previous
28 year's budget. He noted the increase in staff, elimination of RIOC bus fares, and doubling of
29 street parking fees in the proposed budget. Mr. Jagdharry stated that the position of Vice
30 President of Operations position will be eliminated, while a new position of Vice President of
31 Compliance position will be instituted.

32
33 Ms. Smith noted that the proposed Budget is posted on the RIOC website for public
34 review. Mr. Polivy stated that the Audit Committee met on September 11, 2013 and December
35 9, 2013 to discuss the proposed budget. He noted that the increased headcount in the new
36 staffing plan is justified by the fact that RIOC is expected to undertake more projects than in
37 previous years. Mr. Polivy noted that the Audit Committee is satisfied with the proposed budget
38 and recommended it for Board approval.

39
40 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Towns,
41 Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith), the following
42 resolution was ADOPTED:

43
44 **RESOLUTION**

45
46 **APPROVAL OF THE PROPOSED RIOC BUDGET**
47 **FOR FISCAL YEAR 2014-2015**

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

3
4 Section 1. that the proposed RIOC budget for Fiscal Year 2014-2015, in substantially the
5 form annexed hereto, is hereby approved;

6
7 Section 2. that the President/Chief Executive Officer or her designee is hereby authorized to
8 take such actions and execute such instruments as she deems necessary to
9 effectuate the foregoing; and

10
11 Section 3. that this resolution shall take effect immediately

12
13 * * *

14
15 **NEW BUSINESS ITEM #2**

16
17 The second item of new business was the schedule of 2014 meetings of the Roosevelt
18 Island Operating Corporation Board of Directors.

19
20 Ms. Smith noted that she has the same reservations as before, and that she would rather
21 have one meeting per month and cancel them if necessary. Mr. Kraut noted that eight meetings
22 per year have worked well so far, and that RIOC can schedule emergency and special meetings if
23 necessary. Mr. Polivy agreed with Mr. Kraut and noted that, currently, meetings are scheduled
24 approximately every six weeks with consideration for holiday schedules.

25
26 Upon a motion duly made, seconded and carried by six vote in favor (Mr. Towns, Ms.
27 Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy, and Mr. Shinozaki), and one vote against (Ms.
28 Smith) the following resolution was ADOPTED:

29
30 **RESOLUTION**

31
32 2014 MEETINGS OF THE
33 ROOSEVELT ISLAND OPERATING CORPORATION
34 BOARD OF DIRECTORS
35

36
37 **RESOLVED by the Board of Directors of the Roosevelt Island Operating Corporation,**
38 **pursuant to By-Laws, Article III, Section 2 as follows:**

39
40 Section 1. That notice is hereby given that the regular meetings of the Board of Directors for
41 the year 2014 shall be held at the Manhattan Park Community Center, 8 River
42 Road, Roosevelt Island, New York, unless notified otherwise, at the following
43 dates and times:

44
45 January 23, 2014 at 5:30 p.m.
46 March 6, 2014 at 5:30 p.m.
47 April 10, 2014 at 5:30 p.m.
48 May 15, 2014 at 5:30 p.m.

1 June 26, 2014 at 5:30 p.m.
2 September 11, 2014 at 5:30 p.m.
3 November 6, 2014 at 5:30 p.m.
4 December 11, 2014 at 5:30 p.m.
5

6 Section 2. That the Secretary is hereby authorized, upon the request of the Chairperson or
7 upon the request of three (3) or more of the Directors to the Secretary, to cancel or
8 reschedule any regular meetings of the Board of Directors previously authorized
9 by the Board of Directors, and to provide written notice of the cancellation, if
10 personally or by telefacsimile, at least 72 hours prior to the authorized regular
11 meeting date, or if by mail, at least ten days prior thereto, in accordance with the
12 provisions of Article III, Section 2 of the By-Laws; and
13

14 Section 3. That this resolution shall take effect immediately.
15

16 * * *

17
18 **NEW BUSINESS ITEM #3**
19

20 The third item of new business was the ratification of amendment of contract with Hill
21 International, Inc. (“Hill”) for Owner’s Representative Services.
22

23 Mr. Jagdharry provided a brief history of the contract. He noted that the original contract
24 had expired, but was extended due to business necessity. Mr. Jagdharry asked the Board to
25 ratify the amendment of contract and allow for one additional three months extension option.
26

27 Mr. Shinozaki stated there are many engineering projects on the Island, including Steam
28 Plant and Cornell Tech projects; and that it is important to maintain senior professional
29 supervision. Mr. Polivy noted that, in the absence of the Director of Engineering, there is
30 coverage from the engineering firm on an “as-needed” basis and that RIOC should continue to
31 engage Hill until a Director of Engineering is hired.
32

33 In response to Mr. Shinozaki’s question, Ms. Indelicato noted that she is satisfied with
34 Hill’s performance.
35

36 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Towns,
37 Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith), the following
38 resolution was ADOPTED:
39

40 **RESOLUTION**
41

42 **RATIFICATION OF AMENDMENT OF CONTRACT WITH HILL INTERNATIONAL, INC.**
43 **FOR OWNER’S REPRESENTATIVE SERVICES (SENIOR PROJECT MANAGER)**
44

45
46 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of
47 the State of New York (“RIOC”), as follows:
48

1 Section 4. that this resolution shall take effect immediately.

2
3 * * *

4
5 **NEW BUSINESS ITEM #6**

6
7 The sixth item of new business was the authorization to enter into contract for purchase
8 of a conventional dump truck.

9
10 Mr. Opperman noted that the Grounds Department requested the purchase, and provided
11 technical specifications of the truck. Given the increased number of ground employees and
12 greater scope of work for the upcoming year, Mr. Opperman recommended the purchase contract
13 for Board approval. In response to Mr. Shinozaki's question, Mr. Opperman confirmed that this
14 is a repurposing of the existing budget funds. Mr. Polivy noted that this item has been discussed
15 by the Audit Committee.

16
17 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Towns,
18 Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith), the following
19 resolution was ADOPTED:

20
21 **RESOLUTION**

22
23 **AUTHORIZATION TO ENTER INTO CONTRACT FOR**
24 **PURCHASE OF A CONVENTIONAL DUMP TRUCK**

25
26
27 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of
28 the State of New York ("RIOC"), as follows:

29
30 Section 1. that RIOC is hereby authorized to negotiate and enter into an agreement
31 for the purchase of a conventional dump truck upon the terms and
32 conditions substantially similar to those outlined in the Memorandum
33 from Cyril Opperman to Charlene Indelicato dated December 5, 2013,
34 attached hereto;

35
36 Section 2. that the President/Chief Executive Officer or her designee shall take such
37 actions and/or execute such instruments as necessary to effectuate the
38 foregoing;

39
40 Section 3. that this resolution shall take effect immediately.

41
42 * * *

43
44 Mr. Towns announced that the Board would like to adjourn into an executive session to
45 discuss the proposed disposition of parcel of land in connection with the Cornell Tech Campus
46 development. Upon a motion duly made, seconded, and carried by a unanimous vote in favor
47 (Mr. Towns, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith),
48 the open meeting was adjourned for the Directors to go into executive session at 6:40 p.m.

1 and noted that it is expected that the State will continue to help monitor parties' compliance with
2 the terms of the proposed agreements.

3
4 Lastly, Ms. Smith noted that the Board was concerned that the financial obligations
5 assumed by the State to facilitate this deal may be jeopardized in the future during the course of
6 this long-term project. Therefore, an agreement was worked out whereby the State's financial
7 commitment would be expedited and paid to RIOC in its net present value over the next few
8 years. In line with that note, Mr. Lewis stated that the adoption of this resolution is conditioned
9 on the full execution of an agreement concerning New York State's contribution as outlined in
10 option 2 in the term sheet with payment fully made by December 31, 2018 to RIOC in
11 connection with the Corporation's agreement to amend the Master Lease to facilitate the Cornell
12 Project.

13
14 Ms. Indelicato noted that the relevant agreement with the State will be signed
15 concurrently with the other agreements approved by the proposed resolution.

16
17 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Towns,
18 Ms. McCann, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith),
19 the following resolution was ADOPTED:

20
21 **RESOLUTION**

22
23 **AUTHORIZATION TO ENTER INTO AN AMENDMENT OF THE MASTER**
24 **LEASE WITH THE CITY OF NEW YORK AND TO TAKE RELATED**
25 **ACTIONS IN CONNECTION WITH THE CORNELL TECH CAMPUS**
26 **DEVELOPMENT, INCLUDING MAKING ENVIRONMENTAL FINDINGS**
27 **AND ENTERING INTO A DEVELOPMENT AGREEMENT AND OTHER**
28 **RELATED AGREEMENTS**

29
30
31 **WHEREAS**, the Roosevelt Island Operating Corporation (the "**Corporation**") is
32 desirous to: (1) amend the Master Lease with the City of New York (the "**City**") to exclude the
33 2.62 acre surrounding site (the "**Parcel**"), so that it may be incorporated into the City's 9.8 acre
34 Goldwater Site (the "**Goldwater Site**") for the Cornell Tech Campus; (2) approve and adopt the
35 State Environmental Quality Review Act ("**SEQRA**") Findings Statement; (3) execute the Letter
36 of Resolution regarding State Historic Preservation Act ("**SHPA**"); (4) enter into agreements
37 with the State of New York (the "**State**"), Cornell University ("**Cornell**"), and New York City
38 Economic Development Corporation ("**NYCEDC**"), including a Development Agreement with
39 Cornell; and (5) authorize all related actions.

40
41 **IT IS HEREBY RESOLVED** by the Board of Directors of the Corporation as follows:

- 42
43 1. that on the basis of the materials presented to the Directors at this meeting, a copy of
44 which is hereby ordered to be filed with the records of the Corporation (the "**Materials**"),
45 the Corporation hereby makes and adopts the SEQRA Findings Statement attached as
46 Exhibit E to the Materials, substantially on the terms and conditions set forth in the
47 Materials;

1 Ms. Indelicato expressed her belief that Cornell will be a good neighbor. She noted that
2 she would reach out to the community groups in the near future; and expressed the hope that it
3 will be a successful project for both the residents and Cornell University.

4
5 * * *

6 **COMMITTEE REPORTS**

7
8 **AUDIT COMMITTEE**

9
10 Mr. Polivy stated that the Audit Committee met on December 9, 2013. The Committee
11 discussed the budget and dump track purchase, approved at this meeting.

12
13 **GOVERNANCE COMMITTEE**

14
15 Ms. Smith stated that the Governance Committee did not meet.

16
17 **OPERATIONS ADVISORY COMMITTEE**

18
19 Mr. Shinozaki stated that the Operations Advisory Committee did not meet.

20
21 **REAL ESTATE DEVELOPMENT ADVISORY COMMITTEE**

22
23 Mr. Polivy stated that the Real Estate Development Advisory Committee met on
24 December 4, 2013 and December 10, 2013. Both times, the Committee held executive sessions
25 to receive an update on current negotiations with Cornell University. Mr. Polivy noted that no
26 votes were taken during the executive sessions.

27
28 * * *

29
30 **PUBLIC SAFETY REPORT**

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32 Mr. Towns noted that the Public Safety Report was included in the Board package.

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34 * * *

35
36 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Towns,
37 Ms. McCann, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith),
38 the meeting was adjourned at 7:15 p.m.

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Donald D. Lewis, Secretary