

**Andrew M. Cuomo**

*Governor*

**Charlene M. Indelicato**

*President/Chief Executive Officer*

**Donald D. Lewis**

*Vice President/General Counsel*

**Frances A. Walton**

*Vice President/Chief Financial Officer*



**Roosevelt Island Operating Corporation**

of the State of New York

591 Main Street, Roosevelt Island, NY 10044

T: (212) 832-4540 • F: (212) 832-4582

<http://rioc.ny.gov>

**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 JANUARY 23, 2014 MEETING OF THE  
ROOSEVELT ISLAND OPERATING CORPORATION  
BOARD OF DIRECTORS

A meeting of the Board of Directors was held at the Child School Gymnasium, 566 Main Street, Roosevelt Island, New York on January 23, 2014 at 5:30 p.m.<sup>1</sup>

**Directors Present:**

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

**Director Absent:**

Howard Polivy	Director
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**Officers and Staff Attending:**

Charlene M. Indelicato	President/Chief Executive Officer
Donald D. Lewis	Vice President/General Counsel
Frances A. Walton	Incoming Vice President/Chief Financial Officer
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:**

Ben Kallos	New York City Council Member
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<sup>1</sup> The RIOC Board Meeting commenced following a public comment period. The public comment period was not part of the meeting.

<sup>2</sup> Dr. Grimm arrived during the President's Report.

1 Mr. Kraut called the Board meeting to order at 6:05 p.m. The roll was called and a  
2 quorum found to be assembled and present.

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6 **APPROVAL OF MINUTES**

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8 The first item of business was the approval of the minutes of the December 12, 2013  
9 meeting of the RIOC Board of Directors.

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

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19 **NEW BUSINESS ITEM #1**

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21 The first item of new business was the appointment of Ms. Frances A. Walton to the  
22 position of Chief Financial Officer and Vice President for Financial Affairs of the Corporation.

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24 Mr. Kraut noted that Mr. Polivy asked him to relate on behalf of the Audit Committee  
25 that he is proud to recommend Ms. Walton, an immensely qualified professional, for the position  
26 of Chief Financial Officer and Vice President for Financial Affairs of the Corporation. Mr.  
27 Towns stated that he had worked with Ms. Walton in the past. He noted that she is a competent  
28 and experienced executive, who will be a tremendous asset to the Corporation.

29  
30 Ms. Smith noted that several candidates for this position were interviewed. She stated  
31 that Ms. Walton is highly qualified and her biography will be posted on the RIOC website.

32  
33 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Towns,  
34 Mr. Kendall, Ms. Christian, Mr. Kraut, Mr. Shinozaki and Ms. Smith), the following resolution  
35 was ADOPTED:

36  
37 **RESOLUTION**

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39 **APPOINTMENT OF FRANCES WALTON TO THE POSITION OF CHIEF FINANCIAL**  
40 **OFFICER AND VICE PRESIDENT FOR FINANCIAL AFFAIRS OF THE CORPORATION**

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42  
43 **WHEREAS**, the Roosevelt Island Operating Corporation (the "Corporation") is a public  
44 benefit corporation empowered by Title 16, Chapter 26 of the New York Unconsolidated Laws  
45 to carry out the operation, maintenance, and development of Roosevelt Island; and  
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**RESOLUTION**

RATIFICATION OF AMENDMENT OF CONTRACT WITH UNITED METRO  
ENERGY CORP. FOR THE PURCHASE OF GASOLINE AND BIODIESEL FUEL

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**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 United Metro Energy Corp. for the Purchase of Gasoline and Biodiesel Fuel, upon such terms and conditions substantially similar to those outlined in the Memorandum from Muneshwar Jagdharry to the Board of Directors dated January 13, 2014, attached hereto, is hereby ratified:

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

Section 3. that this resolution shall take effect immediately.

\* \* \*

**NEW BUSINESS ITEM #4**

The fourth item of new business was the authorization to enter into contract with The Landtek Group, Inc. for the Octagon Tennis Court resurfacing and repairs.

Mr. Greene provided background and explained the need for the project. He noted that no repairs or maintenance have been made to the Octagon Tennis Courts since 2004, when it was built. Mr. Greene then discussed the procurement process for this contract. He noted that due to the poor response to the original RFP, RIOC had re-bid the project. According to Mr. Greene, three bids were received in response to the second RFP. Mr. Greene went over the scope of project and the evaluation process. He recommended the contract with the lowest bidder, The Landtek Group, Inc., for Board approval. Mr. Greene noted that a total project amount is \$70,311.00, which includes a 15% contingency.

In response to Mr. Shinozaki’s question, Ms. Indelicato noted that RIOC staff is working on a maintenance schedule for all the RIOC facilities. In response to questions from Ms. Smith and Mr. Shinozaki, Mr. Greene discussed the possible reasons for discrepancies in the bid amounts. In response to Ms. Smith’s inquiry, Mr. Jagdharry noted that he would follow up with a cost-benefit analysis for various services and amenities that RIOC offers for general public.

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

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**RESOLUTION**

AUTHORIZATION TO ENTER INTO CONTRACT WITH THE LANDTEK GROUP, INC.  
FOR THE OCTAGON TENNIS COURT RESURFACING AND REPAIRS

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**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 a contract with The Landtek Group, Inc. for the Octagon Tennis Court resurfacing and repairs, upon the terms and conditions substantially similar to those outlined in the Memorandum from Robert Greene to the Board of Directors dated January 14, 2014, attached hereto;

Section 2. that the President/Chief Executive Officer or her designee shall take such actions and/or execute such instruments as 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 authorization to enter into contract with Attri Enterprises, Inc. for the rehabilitation of Roosevelt Island Bus Garage/Warehouse.

Mr. Greene provided a brief history of the project and described the proposed plans for construction. He noted that anticipated renovations will provide areas to accommodate not only the Bus Garage and Warehouse Departments, but also the Engineering Department and the IT servers. Mr. Greene discussed the procurement and evaluation process. According to Mr. Greene, out of seven bidders, the third lowest bidder, Attri Enterprises, Inc. received the highest overall points. He recommended the contract with Attri Enterprises, Inc. for Board approval. Mr. Greene noted that the total budget for this project is \$4,369,970, which includes a 10% contingency.

In response to Mr. Shinozaki’s question, Mr. Opperman discussed the logistics of continuing staff operation while the project is on the way.

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

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**RESOLUTION**

AUTHORIZATION TO ENTER INTO CONTRACT WITH ATTRI ENTERPRISES, INC.  
FOR THE REHABILITATION OF ROOSEVELT ISLAND BUS GARAGE/WAREHOUSE

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**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 a contract with Attri Enterprises, Inc. for the rehabilitation of Roosevelt Island Bus Garage/Warehouse, upon the terms and conditions substantially similar to those outlined in the Memorandum from Robert Greene to the Board of Directors dated January 14, 2014, attached hereto;

Section 2. that the President/Chief Executive Officer or her designee shall take such actions and/or execute such instruments as 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 authorization to adopt the Policy for the Use of State Vehicles.

Mr. Lewis noted that the revised vehicle use policy, previously circulated to all Board members, is a result of the state directives to all agencies and authorities regarding the use of State vehicles. Mr. Lewis stated that the proposed policy mirrors the Governor’s Office directives.

In response to Mr. Kraut’s inquiry, Ms. Indelicato noted that currently the she is the only staff member who commutes to work in a corporate vehicle. In response to Ms. Smith’s inquiry, Mr. Opperman listed vehicles in RIOC’s fleet.

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

**RESOLUTION**

AUTHORIZATION TO ADOPT THE POLICY FOR THE USE OF STATE VEHICLES

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

1 Section 1. that the Policy for the Use of State Vehicles substantially as set forth in the  
2 attachment to the Memorandum from Donald D. Lewis to the Board of Directors  
3 dated January 7, 2014, attached hereto is hereby adopted;

4  
5 Section 2. that the President/Chief Executive Officer or her designee shall take such actions  
6 and/or execute such instruments as necessary to effectuate the foregoing;

7  
8 Section 3. that this resolution shall take effect immediately.  
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12 **PRESIDENT'S REPORT**

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14 Ms. Indelicato recognized Mr. Opperman and the rest of the staff for good work during  
15 the recent snow blizzards. Ms. Indelicato noted that she had a meeting with Cornell University  
16 representatives regarding the water-main break at the Goldwater site. She explained that Cornell  
17 will follow their protocol in fixing the water break.  
18

19 Ms. Indelicato welcomed Ms. Walton to the Corporation and noted that Ms. Walton is  
20 going to be a good addition to the RIOC team.  
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24 **COMMITTEE REPORTS**

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26 **AUDIT COMMITTEE**

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28 Mr. Kraut stated that the Audit Committee met on January 13, 2014. The Committee  
29 held an executive session regarding the Chief Financial Officer position. Mr. Kraut noted that no  
30 votes were taken during the executive session.  
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32 **GOVERNANCE COMMITTEE**

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34 Ms. Smith stated that the Governance Committee did not meet.  
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36 **OPERATIONS ADVISORY COMMITTEE**

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38 Mr. Shinozaki stated that the Operations Advisory Committee did not meet.  
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40 **REAL ESTATE DEVELOPMENT ADVISORY COMMITTEE**

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42 Ms. Christian stated that the Real Estate Development Advisory Committee met on  
43 January 14, 2013. The Committee discussed the agenda items approved at this meeting. In  
44 addition, the Committee discussed issues relating to the Tram elevator, Grog Shop and signage  
45 on the Island. Ms. Christian noted that the Renwick Ruins Art Project has been postponed  
46 because the presenter was absent. She also noted that Mr. Kramer provided an update on the  
47 Main Street retail corridor development.  
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1 **PUBLIC SAFETY REPORT**

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3 Mr. Kraut noted that the Public Safety Report was included in the Board package.

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7 Mr. Kraut expressed his condolences to Ms. Ellen Polivy and to the family of Mr. Mark  
8 Ponton due to the recent losses of their close ones. He further acknowledged Mr. Ponton's  
9 service as a member of the RIOC Board of Directors. Mr. Towns also extended his condolences  
10 to the Polivy and Ponton families.

11  
12 Further, Mr. Towns welcomed Ms. Walton and wished everyone a Happy New Year. He  
13 thanked the staff for meeting the challenges of the past year.

14  
15 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Towns,  
16 Mr. Kendall, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Shinozaki and Ms. Smith), the meeting  
17 was adjourned at 6:50 p.m.

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20 Donald D. Lewis, Secretary