

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

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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 APRIL 10, 2014 MEETING OF THE
ROOSEVELT ISLAND OPERATING CORPORATION
BOARD OF DIRECTORS

A meeting of the Board of Directors was held at the held at the Manhattan Park
Community Center, 8 River Road, Roosevelt Island on April 10, 2014 at 5:30 p.m.¹

Directors Present:

Meghan Anderson	Representing RIOC Chair and Commissioner, the New York State Division of Housing and Community Renewal
Fay Fryer Christian ²	Director
Dr. Katherine Teets Grimm	Director
David Kraut	Director
Howard Polivy	Director
Michael Shinozaki ³	Director
Margaret Smith	Director

Director Absent:

Robert L. Megna	Director, the New York State Division of Budget
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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	Vice President/Chief Financial Officer
Marguerite Beirne	Director, Information Technology
Arthur G. Eliav	Associate General Counsel
Muneshwar Jagdharry	Comptroller
John McManus	Director, Public Safety
James Mortimer	Interim Director, Engineering Department
Cyril Opperman	Director, Island Operations
Sean Singh	Jr. Grant Writer
Lada V. Stasko	Assistant General Counsel

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

² Ms. Christian arrived during the discussion of item #4 of new business.

³ Mr. Shinozaki arrived during the discussion of item #6 of new business.

1 Ms. Anderson called the Board meeting to order at 5:50 p.m. The roll was called and a
2 quorum found to be assembled and present.

3
4 * * *

5
6 **APPROVAL OF MINUTES**

7
8 The first item of business was the approval of the minutes of the January 23, 2014
9 meeting of the RIOC Board of Directors.

10
11 The proposed draft of the January 23, 2014 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 January 23, 2014 meeting, seconded and carried by unanimous vote in favor (Ms.
14 Anderson, Dr. Grimm, Mr. Kraut, Mr. Polivy and Ms. Smith), minutes were **APPROVED**, and
15 ordered filed.

16
17 * * *

18
19 **NEW BUSINESS ITEM #1**

20
21 The first item of new business was the Presentation of the FY 2013-2014 QTR 4
22 Procurement Report.

23
24 Mr. Jagdharry noted that the Procurement Report for the fourth quarter of the past fiscal
25 year is included in the board package and provided a brief summary of the Report.

26
27 * * *

28
29 Ms. Anderson noted that the order of the discussion will be modified, and that the next
30 item to be discussed will be item #4.

31
32 * * *

33
34 **NEW BUSINESS ITEM #4**

35
36 The fourth item of new business was the ratification of Insurance Binders for 2014-15.

37
38 Mr. Jagdharry reminded the Board that RIOC's insurance binders are renewed annually
39 as of April 1. Therefore, per the standard practice, RIOC's insurance brokers began marketing of
40 the policies in January. According to Mr. Jagdharry, around that time, RIOC's current liability
41 insurance carrier was in the process of reevaluating their current contracts and decided not to
42 renew certain RIOC policies. RIOC and its broker were able to secure a 60-day extension of the
43 policies that were not renewed, during which the marketing of those policies was to continue.
44 Mr. Jagdharry further noted that RIOC staff and brokers have met with the Audit Committee to
45 keep the Committee informed of the situation. Lastly, Mr. Jagdharry provided total insurance
46 premium estimates for the upcoming year, and noted that these estimates may change somewhat
47 once the final insurance costs are determined.

1 In response to Ms. Smith’s inquiry, Ms. Indelicato noted that an overall reorganization of
2 the current carrier’s portfolio was made during the renewal review process, and that there were
3 other entities in addition to RIOC that did not have certain policies renewed as a result of this
4 business shift. However, according to Ms. Indelicato, Roosevelt Island’s unique situation and
5 infrastructure, such as the Tram, made it especially unappealing for the carrier to continue to
6 underwrite RIOC.

7
8 Upon a motion duly made, seconded and carried by unanimous vote in favor (Ms.
9 Anderson, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy and Ms. Smith), the following
10 resolution was ADOPTED:

11
12 **RESOLUTION**

13
14 **RATIFICATION OF INSURANCE BINDERS FOR 2014-15**
15

16
17 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the
18 State of New York (“RIOC”), as follows:

19
20 Section 1. that the insurance policy binders for the period of April 1, 2014 through
21 March 31, 2015, upon such terms and conditions substantially similar to
22 those outlined in the Memorandum from Muneshwar Jagdharry to the
23 Board of Directors, dated March 27, 2014, attached hereto, are hereby
24 ratified;

25
26 Section 2. that the President/Chief Executive Officer or her designee is hereby
27 authorized to take such actions and execute such instruments as she deems
28 necessary to effectuate the foregoing; and

29
30 Section 3. that this resolution shall take effect immediately.

31
32 * * *

33 **NEW BUSINESS ITEM #2**

34
35 The second item of new business was the authorization to restrict funds to satisfy “Other
36 Post Employment Benefits” (OPEB) obligations.

37
38 Ms. Walton noted that the Government Accounting Standards Board’s Statement 45
39 (“GASB 45”) establishes accounting and reporting standards for OPEB offered by state and local
40 governments. OPEB include post-employment healthcare benefits, life insurance, or other
41 benefits that are provided to retirees separately from a pension, vacation, or sick leave plan.

42
43 According to Ms. Walton, GASB 45 specifies that accounting for these benefits should
44 be determined on an accrual basis, where the expected value of the benefit is calculated and
45 recognized as a cost over the working lifetime of the employees. Ms. Walton noted that RIOC
46 has complied with GASB 45 and has recorded liabilities totaling \$2,382,670 as of March 31,
47 2013. Furthermore, RIOC has earmarked monies in an operating account to fund this obligation,
48 but had not yet restricted the funds for this purpose. Ms. Walton stated that it would be prudent

1 to do so at this time to ensure that these funds remain available for RIOC to satisfy its OPEB
2 obligations to current and future retirees and avoid an unmanageable future financial burden.

3
4 Ms Walton further noted that this matter was discussed with the Governance Committee
5 and recommended that (1) the Board approve the transfer of the monies from the operating
6 account to a restricted account; and that (2) that all future monies set aside for this purpose are
7 deposited to such restricted fund, per the proposed resolution.

8
9 Upon a motion duly made, seconded and carried by unanimous vote in favor (Ms.
10 Anderson, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy and Ms. Smith), the following
11 resolution was ADOPTED:

12 **RESOLUTION**

13
14 **AUTHORIZATION TO RESTRICT FUNDS TO SATISFY**
15 **“OTHER POST EMPLOYMENT BENEFITS” (OPEB) OBLIGATIONS**
16

17
18 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the
19 State of New York (“RIOC”), as follows:

20
21 Section 1. that the restriction of funds to satisfy “Other Post Employment Benefits”
22 (OPEB) obligations substantially as set forth in the Memorandum from
23 Muneshwar Jagdharry to the Board of Directors dated March 21, 2014,
24 attached hereto, is hereby authorized;

25
26 Section 2. that the President/Chief Executive Officer or her designee shall take such
27 actions and/or execute such instruments as necessary to effectuate the
28 foregoing;

29
30 Section 3. that this resolution shall take effect immediately.

31
32 * * *

33
34 **NEW BUSINESS ITEM #3**

35
36 The third item of new business was the authorization of expenditure of Public Purpose
37 Funds (“PPF”).

38
39 Mr. Singh discussed the process for application and selection of PPF recipients by the
40 Roosevelt Island Residents Association (“RIRA”). He noted that, after RIOC’s review of
41 RIRA’s recommendations, RIOC staff recommends them for Board approval. In response to Mr.
42 Kraut’s inquiry, Mr. Singh noted that the only organization that unsuccessfully requested funding
43 was the Roosevelt Island Women’s Health Organization because it failed to obtain a nonprofit
44 certification in time to be considered for the grant. Mr. Singh recommended the authorization of
45 expenditure of PPF for Board approval.

1 Upon a motion duly made, seconded and carried by unanimous vote in favor (Ms.
2 Anderson, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy and Ms. Smith), the following
3 resolution was ADOPTED:

4
5 **RESOLUTION**

6
7 **AUTHORIZATION OF EXPENDITURE OF**
8 **PUBLIC PURPOSE FUNDS**
9

10
11 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the
12 State of New York, as follows:

13
14 Section 1. that the expenditure of Public Purpose Funds, upon the terms and
15 conditions substantially similar to those outlined in the Memorandum
16 from Sean Singh to the Board of Directors dated March 27, 2014, attached
17 hereto, is hereby authorized;

18
19 Section 2. that the President/Chief Executive Officer or her designee is hereby
20 authorized to take such actions and execute such instruments as he deems
21 necessary to effectuate the foregoing; and

22
23 Section 3. that this resolution shall take effect immediately.
24

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26 * * *

27
28 **NEW BUSINESS ITEM #5**

29
30 The fifth item of new business was the authorization to enter into contract with Shawn
31 Construction, Inc. for Roosevelt Island Cultural Center Renovation Project.
32

33 Mr. Mortimer provided a brief history of the project and described the proposed plans for
34 construction. He further discussed the procurement and evaluation process. In response to Ms.
35 Smith's question, Mr. Lewis confirmed that all of RIOC's construction contracts contain a
36 provision requiring the payment of prevailing wages. Mr. Kraut noted that this item was
37 discussed at the recent Operation Advisory Committee meeting. Mr. Mortimer noted that the
38 contract is expected to be completed by the end of 2014. He recommended the contract with
39 Shawn Construction, Inc. for Board approval.
40

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

44
45 **RESOLUTION**

46
47 **AUTHORIZATION TO ENTER INTO CONTRACT**
48 **WITH SHAWN CONSTRUCTION, INC.**

1 FOR ROOSEVELT ISLAND CULTURAL CENTER RENOVATION PROJECT
2
3

4 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of
5 the State of New York (“RIOC”), as follows:
6

7 Section 1. that RIOC is hereby authorized to enter into a contract with Shawn
8 Construction, Inc. for Roosevelt Island Cultural Center Renovation
9 Project, upon the terms and conditions substantially similar to those
10 outlined in the Memorandum from Charlene M. Indelicato to the Board of
11 Directors dated April 10, 2014, attached hereto;
12

13 Section 2. that the President/Chief Executive Officer or her designee shall take such
14 actions and/or execute such instruments as necessary to effectuate the
15 foregoing;
16

17 Section 3. that this resolution shall take effect immediately.
18

19 * * *
20

21 **NEW BUSINESS ITEM #6**
22

23 The sixth item of new business was the authorization to amend the contract with Nelson
24 & Pope Engineers & Surveyors (“Nelson & Pope”) for the Cultural Center Renovation Project
25 Construction Documents.
26

27 Mr. Mortimer discussed the history of this project and explained the need for the
28 proposed amendment. He stated that Nelson & Pope were uniquely situated to undertake
29 supervision of the construction because they designed the project. Mr. Mortimer recommended
30 amendment of contract with Nelson & Pope for Board approval.
31

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

36 **RESOLUTION**
37

38 **AUTHORIZATION TO AMEND THE CONTRACT WITH NELSON & POPE ENGINEERS**
39 **& SURVEYORS FOR THE CULTURAL CENTER RENOVATION PROJECT**
40 **CONSTRUCTION DOCUMENTS**
41

42
43
44 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the
45 State of New York (“RIOC”), as follows:
46

47 Section 1. that RIOC is hereby authorized to amend the contract with Nelson & Pope
48 Engineers & Surveyors for the Cultural Center Renovation Project Construction

1 Documents, upon such terms and conditions substantially similar to those outlined
2 in the Memorandum from Charlene Indelicato to the Board of Directors dated
3 March 26, 2014, attached hereto;

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

8
9 Section 3. that this resolution shall take effect immediately.

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11 * * *

12 **NEW BUSINESS ITEM #7**

13
14 The seventh item of new business was the authorization to enter into cell antenna license
15 agreement with T-Mobile Northeast LLC (“T-Mobile”).

16
17 Ms. Beirne noted that T-Mobile had asked RIOC for a license to place their cellular
18 antenna on the Roosevelt Island Tram tower. The existing antenna was mounted on the roof of
19 the Goldwater Hospital, which is scheduled to be demolished in the near future. Ms. Beirne
20 discussed the terms RIOC proposed to T-Mobile and recommended them for Board approval.

21
22 Upon a motion duly made, seconded and carried by unanimous vote in favor (Ms.
23 Anderson, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith), the
24 following resolution was ADOPTED:

25
26 **RESOLUTION**

27
28 **AUTHORIZATION TO ENTER INTO CELL ANTENNA LICENSE AGREEMENT**
29 **WITH T-MOBILE NORTHEAST LLC**

30
31
32 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the
33 State of New York, as follows:

34
35 Section 1. that RIOC is hereby authorized to enter into a Cell Antenna License
36 Agreement with T-Mobile Northeast LLC, upon the terms and conditions
37 substantially similar to those outlined in the Memorandum from
38 Marguerite Beirne and James Mortimer to the Board of Directors dated
39 March 26, 2014, attached hereto;

40
41 Section 2. that the President/Chief Executive Officer or her designee shall take such
42 actions and/or execute such instruments as necessary to effectuate the
43 foregoing;

44
45 Section 3. that this resolution shall take effect immediately.

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47 * * *

1 **NEW BUSINESS ITEM #8**

2
3 The eighth item of new business was the authorization to enter into contract with Langan
4 Engineering and Environmental Services, Inc. (“Langan”) for assessment of the steam tunnels.
5

6 Mr. Mortimer briefly discussed the nature of the project and explained the need to retain
7 a firm that is familiar with seawalls. He noted that Langan had successfully completed work on
8 several RIOC projects in the past, including the seawall, and is, therefore, uniquely qualified to
9 undertake this contract. Ms. Indelicato noted that RIOC would commission a survey to
10 determine the condition of the tunnels, not to assign responsibility for maintaining them.
11

12 Ms. Smith noted that she would like for the Board to review the actual scope of work for
13 the contract before it is executed. She asked that this would be made a condition of the vote to
14 approve the proposed resolution. Ms. Indelicato indicated that this would not be a problem, and
15 the vote was taken subject to the condition that the final scope will be reviewed by the Board
16 prior to being agreed to by RIOC’s President/Chief Executive Officer.
17

18 Upon a motion duly made, seconded and carried by unanimous vote in favor (Ms.
19 Anderson, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith), the
20 following resolution was ADOPTED:
21

22 **RESOLUTION**

23
24 **AUTHORIZATION TO ENTER INTO CONTRACT WITH LANGAN ENGINEERING AND**
25 **ENVIRONMENTAL SERVICES, INC. FOR ASSESSMENT OF THE STEAM TUNNELS**
26

27
28 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of
29 the State of New York (“RIOC”), as follows:
30

31 Section 1. that RIOC is hereby authorized to enter into a contract with Langan
32 Engineering and Environmental Services, Inc. for assessment of the steam
33 tunnels, upon the terms and conditions substantially similar to those
34 outlined in the Memorandum from James Mortimer to Charlene Indelicato
35 dated March 26, 2014, attached hereto;
36

37 Section 2. that the President/Chief Executive Officer or her designee shall take such
38 actions and/or execute such instruments as necessary to effectuate the
39 foregoing;
40

41 Section 3. that this resolution shall take effect immediately.
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1 **NEW BUSINESS ITEM #9**

2
3 The ninth item of new business was the authorization to enter into contract with Admit
4 Computer Services, Inc. d/b/a IMPACT for Public Safety Department (“PSD”) records
5 management system.

6
7 Ms. Beirne explained the nature of the proposed contract and the need to modernize PSD
8 records management system. She stated that the proposed system is currently used by
9 approximately 140 agencies and authorities in New York State. Furthermore, Ms. Beirne went
10 over the costs associated with this multi-year contract.

11
12 Mr. McManus discussed certain benefits of the proposed software. He noted, that among
13 other things, it would allow him to manage PSD staff more efficiently.

14
15 Upon a motion duly made, seconded and carried by unanimous vote in favor (Ms.
16 Anderson, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith), the
17 following resolution was ADOPTED:

18
19 **RESOLUTION**

20
21 **AUTHORIZATION TO ENTER INTO CONTRACT**
22 **WITH ADMIT COMPUTER SERVICES, INC. D/B/A IMPACT**
23 **FOR PUBLIC SAFETY DEPARTMENT RECORDS MANAGEMENT SYSTEM**
24

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

28
29 Section 1. that RIOC is hereby authorized to enter into a contract with Admit
30 Computer Services, Inc. d/b/a IMPACT for Public Safety Department
31 Records Management System, upon the terms and conditions substantially
32 similar to those outlined in the Memorandum from Marguerite Beirne and
33 John McManus to Charlene M. Indelicato and the Board of Directors
34 dated April 1, 2014, 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 **PRESIDENT’S REPORT**

45
46 Ms. Indelicato noted that she is looking forward to fixing the Roosevelt Island Cultural
47 Center through the contracts approved at this meeting. She further noted that Tram elevators will
48 need to be replaced in the near future. Ms. Indelicato stated that, unfortunately, a ramp to the

1 Manhattan-side platform is not feasible for a variety of reasons. She also stated that RIOC was
2 looking into providing heat on the platform for the next winter season, and apologized for past
3 inconvenience.

4
5 * * *

6
7 **COMMITTEE REPORTS**

8
9 **AUDIT COMMITTEE**

10
11 Mr. Polivy noted that the Audit Committee met twice. On February 14, 2014, the
12 Committee met the new external auditors in executive session. He stated that that no votes were
13 taken during the executive session. The Committee also met on April 1, 2014 to review the
14 insurance binder renewal and held a part of that meeting in executive session. Mr. Policy stated
15 that no votes were taken during this executive session.

16
17 **GOVERNANCE COMMITTEE**

18
19 Ms. Smith stated that the Governance Committee met on March 4, 2014 to discuss
20 RIOC's required filings and performance appraisal system.

21
22 **OPERATIONS ADVISORY COMMITTEE**

23
24 Mr. Shinozaki stated that the Operations Advisory Committee met on April 7, 2014. The
25 Committee received status updates on the general projects, and discussed summer community
26 programs, the BikeGuard program and Island-wide lighting.

27
28 **REAL ESTATE DEVELOPMENT ADVISORY COMMITTEE**

29
30 Ms. Polivy stated that the Real Estate Development Advisory Committee did not meet.

31
32 **PUBLIC SAFETY REPORT**

33
34 Ms. Anderson noted that the Public Safety Report was included in the Board package.

35
36 * * *

37
38 Upon a motion duly made, seconded and carried by unanimous vote in favor (Ms.
39 Anderson, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith), the
40 meeting was adjourned at 7:05 p.m.

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42
43 _____
Donald D. Lewis, Secretary