



ANDREW M. CUOMO
Governor

**MINUTES OF THE JUNE 23, 2016 MEETING OF THE
ROOSEVELT ISLAND OPERATING CORPORATION
BOARD OF DIRECTORS**

A meeting of the Board of Directors was held at the Manhattan Park, 548 Main Street, Roosevelt Island, New York, on June 23, 2016 at 5:30 p.m.¹

Directors Present:

James S. Rubin	RIOC Chair and Commissioner, the New York State Division of Housing and Community Renewal
Michael Kendall	Representing Robert F. Mujica, Director, the State of New York Division of Budget
Fay Fryer Christian	Director ²
Dr. Katherine Teets Grimm	Director
David Kraut	Director
Howard Polivy	Director
Margaret Smith	Director

Absent Directors:

Michael Shinozaki	Director
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Officers and Staff Attending:

Susan G. Rosenthal	Acting President/Chief Executive Officer/General Counsel
Kimberly L. Quinones	Chief Financial Officer
Shelton J. Haynes	Vice President of Operations
Christopher R. Dor	Excelsior Service Fellow
Arthur G. Eliav	Associate General Counsel
Muneshwar Jagdharry	Comptroller
Cyril Opperman	Director of Operations
Gretchen Robinson	Compliance & Internal Controls Officer
Sean Singh	Grant Writer & Procurement Analyst
Lada V. Stasko	Assistant General Counsel

Others Present:

Mike Russo	Engineering Consultant, Hawkins, Webb and Jaeger, PLLC
Carmine Fiore	Northeast Manager, New Flyer Industries, Inc.
Douglass E. Zimmerman	Audit Partner, EFPR Group

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

² Fay Fryer Christian arrived at the commencement of the vote for New Business #3.

1 Mr. Rubin called the Board meeting to order at 5:37 p.m. The roll was called and a quorum
2 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 April 14, 2016 meeting
9 of the RIOC Board of Directors.

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11 Upon a motion duly made, seconded and carried by five votes in favor (Mr. Rubin, Mr.
12 Kendall, Dr. Grimm, Mr. Polivy and Ms. Smith), and one abstention (Mr. Kraut), the minutes were
13 APPROVED, and ordered filed.

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17 The second item of business was the approval of the minutes of the May 19, 2016 special
18 meeting of the RIOC Board of Directors.

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20 Upon a motion duly made, seconded and carried by five votes in favor (Mr. Rubin, Mr.
21 Kendall, Dr. Grimm, Mr. Polivy and Ms. Smith), and one abstention (Mr. Kraut), the minutes were
22 APPROVED, and ordered filed.

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25 **NEW BUSINESS ITEM #1**

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27 The first item of new business was the presentation of RIOC's Audited Financial
28 Statements for FY 2015-16.

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30 Mr. Zimmerman, on behalf of the external auditors, presented a summary of the accounting
31 report. He explained that after reviewing RIOC's financial statements, all of the determinations
32 ended with clean opinions as RIOC was found to be compliant with the required standards.

33
34 Mr. Polivy stated that RIOC's Audited Financial Statements for FY 2015-16 were reviewed
35 by the Audit Committee on June 1, 2016.

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39 **NEW BUSINESS ITEM #2**

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41 The second item of new business was the approval of the Annual Report for FY ending
42 March 31, 2016.

43
44 Mr. Zimmerman briefly went over the details of the Annual Report for FY ending March
45 31, 2016 and explained that it is in draft form before filing.

1 Mr. Polivy stated that the Annual Report for FY ending March 31, 2016 was discussed in
2 length with the Audit Committee and recommended it for Board approval.

3
4 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Rubin,
5 Mr. Kendall, Dr. Grimm, Mr. Kraut, Mr. Polivy, and Ms. Smith), the following resolution was
6 ADOPTED:

7
8 **RESOLUTION**

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10 **APPROVAL OF ANNUAL REPORT**
11 **FOR FISCAL YEAR ENDING MARCH 31, 2016**
12

13
14 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the State
15 of New York, as follows:

16
17 Section 1. that the Annual Report for fiscal year ending March 31, 2016, annexed
18 hereto, is hereby approved and may be submitted to the Governor, the
19 chairman and ranking minority member of the Senate Finance Committee,
20 the chairman and ranking minority member of the Assembly Ways and
21 Means Committee, the State Comptroller, the Authorities Budget Office,
22 and any other governmental entity as required by law;

23
24 Section 2. that the Acting President/Chief Executive Officer or her designee is hereby
25 authorized to take such actions and execute such instruments as deemed
26 necessary to effectuate the foregoing;

27
28 Section 3. that this resolution shall take effect immediately.

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32 **NEW BUSINESS ITEM #3**

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34 The third item of new business was the approval of the Report on Procurement Contracts
35 for FY ending March 31, 2016.

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37 Mr. Jagdharry explained that RIOC is required by law to provide the Procurement Contract
38 reports. He stated that the Report on Procurement Contracts was discussed at the Audit Committee
39 meeting and recommended its approval by the Board.

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41 Mr. Polivy confirmed that this was discussed at the June 1, 2016 Audit Committee meeting
42 and agreed with the recommendation to approve.

43
44 Upon a motion duly made, seconded and carried by six vote in favor (Mr. Rubin, Mr.
45 Kendall, Dr. Grimm, Mr. Kraut, Mr. Polivy and Ms. Smith), and one abstention (Ms. Christian),
46 the following resolution was ADOPTED:

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RESOLUTION

APPROVAL OF REPORT ON PROCUREMENT
CONTRACTS FOR FISCAL YEAR ENDING MARCH 31, 2016

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

Section 1. that the report of procurement contracts for fiscal year ending March 31, 2016 (the “Procurement Contract Report”) and the Guidelines Regarding the Use, Awarding, Monitoring and Reporting of Procurement Contracts, annexed hereto, are hereby approved, and the Procurement Contract Report may be submitted to the Division of the Budget, the Department of Audit and Control, the Senate Finance Committee, the Assembly Ways and Means Committee, and the Department of Economic Development, and any other governmental entity as required by law;

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

Section 3. that this resolution shall take effect immediately.

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NEW BUSINESS ITEM #4

The fourth item of new business was approval of the Report on Investments for FY ending March 31, 2016.

Mr. Jagdharry stated that RIOC’s investments are in good order and in compliance with the State’s requirements. He explained that the Report on Investments was previously discussed with the Audit Committee and recommended its approval.

Mr. Polivy confirmed this topic was discussed in several Audit Committee meetings. He raised an issue regarding a several investments that required additional security. Mr. Jagdharry responded by stating the security issue has been addressed with each investment being either backed by the FDIC or another collateral security entity to protect RIOC funds.

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

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RESOLUTION

APPROVAL OF REPORT ON INVESTMENTS
FOR FISCAL YEAR ENDING MARCH 31, 2016

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

Section 1. that the report of the corporation’s investments for fiscal year ending March 31, 2016 (the “Investment Report”), and the Investment Guidelines, annexed hereto, are hereby approved, and the Investment Report may be submitted to the NYS Division of the Budget, the Department of Audit and Control, the Senate Finance Committee and Assembly Ways and Means Committee, and any other governmental entity as required by law;

Section 2. that the Acting President/Chief Executive Officer or her designee is hereby authorized to take such actions and execute such instruments as deemed 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 approval of the Property Report for FY ending March 31, 2016.

Mr. Jagdharry explained that during the fiscal year ending March 31, 2016 there were no qualifying dispositions and requested Board approval of the Property Report.

Mr. Polivy noted that the Audit Committee agreed with Mr. Jagdharry’s recommendation.

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

RESOLUTION

APPROVAL OF PROPERTY REPORT
FOR FISCAL YEAR ENDING MARCH 31, 2016

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

1 those outlined in the Memorandum from Shelton Haynes to Susan G.
2 Rosenthal/Board of Directors dated May 18, 2016, attached hereto, is
3 hereby ratified except it shall be modified to change the term from six
4 months to three months;

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

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

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13 **NEW BUSINESS ITEM #7**

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15 The seventh item of new business was tabled.

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19 **NEW BUSINESS ITEM #8**

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21 The eighth item of new business was authorization to enter into contract with New Flyer
22 Industries, Inc. for the purchase of two Xcelsior D40LF Diesel Buses.

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24 Mr. Opperman explained that the current bus fleet is aging, breaking down more frequently
25 and will need to be replaced over time. He stated that there are two types of buses considered,
26 diesel and hybrid. He noted that diesel buses are cheaper.

27
28 Ms. Smith inquired about the carbon footprint created by diesel buses in comparison to the
29 hybrid options. Mr. Fiore of New Flyer Industries, Inc. noted the statistics provided and further
30 explained that although the emissions for diesel are slightly higher than that of the hybrid buses,
31 they are remarkably low overall. Mr. Fiore discussed the costs and environmental effects for diesel
32 and hybrid buses. He then answered questions from the Board members.

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34 Upon a motion duly made, seconded and carried by six votes in favor (Mr. Rubin, Mr.
35 Kendall, Ms. Christian, Dr. Grimm, Mr. Kraut, and Mr. Polivy), and one against (Ms. Smith), the
36 following resolution was ADOPTED

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38 **RESOLUTION**

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40 **AUTHORIZATION TO ENTER INTO CONTRACT WITH NEW FLYER INDUSTRIES, INC.**
41 **FOR THE PURCHASE OF TWO XCELSIOR D40LF DIESEL BUSES**

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

1 Memorandum from Susan G. Rosenthal to the Board of Directors dated
2 June 15, 2016, attached hereto, is hereby ratified;

3
4 Section 2. that the Acting President/Chief Executive Officer or her designee is hereby
5 authorized to take such actions and execute such instruments as she deems
6 necessary to effectuate the foregoing; and
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8 Section 3. that this resolution shall take effect immediately.
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11 **NEW BUSINESS ITEM #10**

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13 The tenth item of new business was the ratification of expenditure of funds for Roosevelt
14 Island Youth Center for FY 2016-17.
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16 Mr. Singh explained the Roosevelt Island Youth Center’s contract needs to be extended for
17 the purpose of continuing operations until the conclusion of the RIOC fiscal year. He stated that
18 there is already a line item in the Budget of \$175,000 for the Youth Center. Mr. Singh
19 recommended the Board ratify the expenditure of these funds for the Roosevelt Island Youth
20 Center.
21

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

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28 **RATIFICATION OF EXPENDITURE OF FUNDS FOR**
29 **ROOSEVELT ISLAND YOUTH CENTER FOR FISCAL YEAR 2016-2017**
30

31
32 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the
33 State of New York (“RIOC”), as follows:
34

35 Section 1. that the Expenditure of Funds for the Roosevelt Island Youth Center for
36 Fiscal Year 2016-2017, upon such terms and conditions substantially
37 similar to those outlined in the Memorandum from Sean Singh to
38 Susan G. Rosenthal/the Board of Directors dated June 13, 2016, attached
39 hereto, is hereby ratified;
40

41 Section 2. that the Acting President/Chief Executive Officer or her designee is hereby
42 authorized to take such actions and execute such instruments as she deems
43 necessary to effectuate the foregoing; and
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45 Section 3. that this resolution shall take effect immediately.
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1 **NEW BUSINESS ITEM #11**

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3 The eleventh item of new business was the authorization to enter into License Agreement
4 with New York City Health and Hospitals Corporation for resiliency work adjacent to Coler
5 Hospital.

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7 Mr. Eliav discussed the resiliency work to be done adjacent to Coler Hospital, which
8 includes the creation of a berm and the reinforcement of the northern seawall. He explained that
9 NYC Health and Hospitals Corporation (“HHC”) requested an easement from RIOC because
10 RIOC controls the land around the hospital. Mr. Eliav further explained that HHC made various
11 presentations to the RIOC Board in meetings open to the public

12
13 Ms. Smith sought clarification regarding the purpose of the easement requested. Ms.
14 Rosenthal explained that the proposed plan to FEMA must include the easement in order to be
15 considered for the disbursement of funds. Ms. Smith also inquired about the deadline to receive
16 the funds if no approval is ultimately given. Mr. Eliav explained that there is an absolute
17 completion date for the project.

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

22
23 **RESOLUTION**

24
25 **AUTHORIZATION TO ENTER INTO LICENSE AGREEMENT WITH**
26 **NEW YORK CITY HEALTH AND HOSPITALS CORPORATION FOR**
27 **RESILIENCY WORK ADJACENT TO COLER HOSPITAL**
28

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

32
33 Section 1. that RIOC is hereby authorized to enter into a License Agreement with New York
34 City Health and Hospitals Corporation for Resiliency Work Adjacent to Coler
35 Hospital, upon such terms and conditions substantially similar to those outlined in
36 the Memorandum from Susan G. Rosenthal to RIOC Board of Directors dated June
37 21, 2016, attached hereto;

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

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43 Section 3. that this resolution shall take effect immediately.
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1 **NEW BUSINESS ITEM #12**

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3 The twelfth item of new business was the authorization to enter into contract with Major
4 Systems Mechanical Corp. for the Boiler Installation and Heating System improvements at
5 Sportspark.
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7 Ms. Robinson stated that since HHC shut down the Roosevelt Island steam plant which
8 supplied heat to RIOC facilities in 2014, a temporary boiler system had been used. She noted that
9 this contract will allow RIOC to install a permanent boiler and heating system. Ms. Robinson
10 explained that after the RFP process, six bids were received and each bidder was interviewed. She
11 further explained that ultimately, Major Systems Mechanical Corp. was selected. Therefore, Ms.
12 Robinson recommended that the Board grant authorization to enter into contract with Major
13 Systems Mechanical Corp.
14

15 Mr. Polivy inquired how the current construction of Cornell and other projects in the area
16 would impact the time line for the boiler work. Ms. Robinson explained that RIOC has coordinated
17 with all relevant parties.
18

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

24 **AUTHORIZATION TO ENTER INTO CONTRACT**
25 **WITH MAJOR SYSTEMS MECHANICAL CORP. FOR THE BOILER INSTALLATION**
26 **AND HEATING SYSTEM IMPROVEMENTS AT SPORTSPARK**
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30 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the State
31 of New York (“RIOC”), as follows:
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33 Section 1. that RIOC is hereby authorized to enter into a contract with Major Systems
34 Mechanical Corp. for the boiler installation and heating system improvements at
35 Sportspark, upon such terms and conditions substantially similar to those outlined
36 in the Memorandum from Gretchen Robinson to RIOC Board of Directors dated
37 June 22, 2016, attached hereto;
38

39 Section 2. that the Acting President/Chief Executive Officer or her designee is hereby
40 authorized to take such actions and execute such instruments as she deems
41 necessary to effectuate the foregoing; and
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43 Section 3. that this resolution shall take effect immediately.
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1 **NEW BUSINESS ITEM #13**

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3 The thirteenth item of new business was the authorization to enter into contract with RJ
4 Green Construction Corporation for the Sportspark roof and façade repairs.

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6 Mr. Robinson explained that the Sportspark roof is in need of a substantial replacement.
7 She noted that out of the seven bids received, RJ Construction Corporation was deemed as the
8 most qualified and reasonably priced contractor. Ms. Robinson stated that this project is scheduled
9 to run in tandem with the boiler project. She recommended that the Board authorize the contract
10 with RJ Green Construction.

11
12 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr.
13 Rubin, Ms. Levendosky, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy and Ms. Smith), the
14 following resolution was ADOPTED:

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16 **RESOLUTION**

17
18 **AUTHORIZATION TO ENTER INTO CONTRACT WITH RJ GREEN CONSTRUCTION**
19 **CORP. FOR THE SPORTSPARK ROOF AND FAÇADE REPAIRS**
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21
22 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the State
23 of New York (“RIOC”), as follows:

24
25 Section 1. that RIOC is hereby authorized to enter into a contract with RJ Green Construction
26 Corp. for the Sportspark roof and façade repairs, upon such terms and conditions
27 substantially similar to those outlined in the Memorandum from Gretchen Robinson
28 to RIOC Board of Directors dated June 22, 2016, attached hereto;

29
30 Section 2. that the Acting President/Chief Executive Officer or her designee is hereby
31 authorized to take such actions and execute such instruments as she deems
32 necessary to effectuate the foregoing; and

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34 Section 3. that this resolution shall take effect immediately.

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38 **PRESIDENT’S REPORT**

39
40 Ms. Rosenthal stated that there has been confusion with the “911” call responses on
41 Roosevelt Island due to the absence of cross streets. She explained that she spoke with NYPD
42 officials, the Commissioner of IT and Operations to resolve the dispatching issue. John McManus,
43 Director of PSD, also reached out to senior NYPD officials, the Office of Emergency Management
44 and EMS to address the issue. Ms. Rosenthal confirmed that the NYPD will add all ninety-six
45 addresses of Roosevelt Island to eliminate future location confusion for emergency responses.

1 Ms. Rosenthal discussed the ferry dock project and explained that RIOC is still in
2 negotiations with the City, which has a short time frame of a year and a half for this project. She
3 also explained that the location of the ferry dock is still being discussed as both parties have
4 retained their own experts to gather more information and remain in the midst of negotiation.
5

6 Ms. Rosenthal stated that there has been a lot of effort to repair any area deemed hazardous
7 on the seawall railings. She explained that Shelton Haynes, VP of Operations, surveyed, marked
8 and ordered replacement grates for the hazardous areas around the island. She explained that this
9 is a temporary phase of the overall plan to design new seawall railings around the perimeter of
10 Roosevelt Island in the Spring of 2017.
11

12 Ms. Rosenthal stated that the Cultural Center repairs will start in July. She explained that
13 the floors will be repaired before the commencement of other work. Ms. Rosenthal clarified that
14 the access controls cards to the Cultural Center should be issued to all authorized users by July 3,
15 2016.
16

17 Ms. Rosenthal announced that the new RIOC website would be going live on July 6, 2016.
18 It will be more interactive. She also stated that the Fourth of July is around the corner and tickets
19 will be made available on the RIOC website.
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22 **COMMITTEE REPORTS**

23 **OPERATIONS ADVISORY COMMITTEE**

24
25 Ms. Smith stated that the Operations Advisory Committee met on June 3, 2016. There, the
26 Tram was discussed regarding maintenance. No votes were taken.
27

28 **AUDIT COMMITTEE**

29
30 Mr. Polivy stated that the Audit Committee met on June 1, 2016. All of the fiscal items that
31 were approved by the Board today were discussed. No votes were taken.
32

33 **GOVERNANCE COMMITTEE**

34
35 Ms. Smith stated that the Governance Committee met on May 17, 2016. The Public
36 Purpose Funds procedure was discussed with a focus on shortening the process. No votes were
37 taken.
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39 **REAL ESTATE DEVELOPMENT ADVISORY COMMITTEE**

40
41 Mr. Polivy stated that the Real Estate Development Advisory Committee met on June 14,
42 2016. The topics covered were the City's resiliency plan, bicycle ramp on the Helix, ferry updates,
43 and the Cultural Center. No votes were taken.
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1 **PUBLIC SAFETY REPORT**

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

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7 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Rubin,
8 Mr. Kendall, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy and Ms. Smith), the meeting was
9 adjourned at 7:00 p.m.

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12 Susan G. Rosenthal, Secretary
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