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Governor

SHELTON J. HAYNES
President & CEO

BOARD OF DIRECTORS

RuthAnne Visnauskas, Chair, Commissioner of NYSHCR
Robert F. Mujica Jr., Director of BUDGET
Fay Christian
Conway S. Ekpo
David Kraut
Howard Polivy
Michael Shinozaki

**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 – <i>Attended via Videoconference Pursuant to Public Officers Law § 103-a</i>
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 - <i>attended via videoconference</i>
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.,

1 Chair Designee Valella called the Board meeting to order at 5:45 p.m. The roll was called,
2 and a quorum found to be assembled and present.
3

4 Ms. Gretchen Robinson, RIOC's Vice President/General Counsel noted that Director David
5 Kraut will be participating remotely, pursuant to Section 103-a of the Open Meetings Law. Mr. Kraut
6 is now seen, but experiencing some technical issues with the sound which will be resolved shortly.
7

8 * * *
9

10 Ms. Robinson asked the Board to discuss new business items # 2 through #8 of the agenda
11 out of order, ahead of any new business. Ms. Robinson noted that all these items are related to the
12 Southtown Building 9 construction and suggested that the Board vote on these items simultaneously.
13

14 Mr. Valella read the items # 2 through #8 for the record:
15

16 **NEW BUSINESS ITEMS #2 THROUGH #8**
17

18 The second item of new business was the authorization to override zoning requirements and
19 enter into a Sublease with Hudson Related for the construction and operation of Southtown Building
20 9.

21 The third item of new business was the authorization to enter into a Commercial Sub-sublease
22 with Hudson Related for office space in Southtown Building 9 to be occupied by RIOC.
23

24 The fourth item of new business was the approval of a temporary relocation of the Southtown
25 Dog Run in connection with the Southtown Building 9 construction.
26

27 The fifth item of new business was the approval of a partial closure of Firefighters' Field
28 during the construction of Southtown Building 9.
29

30 The sixth item of new business was the approval of a temporary relocation of the crosswalk
31 along Main Street adjacent to the site during the construction of Southtown Building 9.
32

33 The seventh item of new business was the approval of sewer and sanitary connections
34 necessary for the construction of Southtown Building 9 and associated road work.
35

36 The eighth item of new business was the approval of the installation of a permanent enclosure
37 for commercial trash produced by commercial tenants in Southtown.
38

39 Gerrald Ellis, RIOC's Deputy General Counsel, stated that a single memo addresses these
40 items and provided a summary of the proposed resolutions.
41

42 Mr. David Kramer, President and CEO of Hudson Companies Inc, delivered a presentation
43 and provided a brief history of the Southtown development project, which goes back to 1996-1997.
44 He noted that building #9 is the last residential development in this project. Mr. Kramer addressed
45 the zoning requirements, the construction issues, relocating of the garbage area and the dog run, and
46 the Commons East area situation. He also discussed the overhead protection measures for the new
47 building and demonstrated the relevant slides. Mr. Kramer noted that the 28-story building will have
48 the 7,000 feet office space for RIOC's administrative offices, as was contemplated in the development
49 agreement. Mr. Kraut thanked Barbara Brown and Chris Rizzo of Carter Ledyard and Milburn, LLP,
50 who represented RIOC in this transaction.

1 Director Polivy stated that RIOC held a public informational session with Mr. Kramer
2 regarding the Southtown Building 9 construction on October 19, 2022, as Real Estate Development
3 Advisory Committee did not have a quorum.
4

5 Ms. Robinson then answered the questions from the Board Members concerning RIOC’s
6 office space at Building 9. Mr. Polivy also briefly discussed the affordable housing components of
7 the new building.
8

9 Mr. Valella noted for the record that Mr. Kraut’s microphone issue got resolved and that he
10 officially joined the meeting.
11

12 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Valella,
13 Ms. Levendosky, Ms. Christian, Mr. Ekpo, Mr. Kraut, Mr. Polivy, and Mr. Shinozaki), the following
14 resolutions were ADOPTED:
15

16 RESOLUTIONS

17 18 **AUTHORIZATIONS RELATED TO THE GROUND LEASE FOR SOUTHTOWN** 19 **BUILDING #9 IN ACCORDANCE WITH THE FIFTH AMENDMENT TO THE** 20 **DEVELOPMENT AGREEMENT** 21

22 **WHEREAS**, Roosevelt Island Operating Corporation (“**RIOC**” or the “**Corporation**”) and
23 The Related Companies, L.P., and The Hudson companies Incorporated (collectively, the
24 “**Developer**”) entered into a Development Agreement dated as of August 24, 2000, which was
25 amended by a First Amendment to Development Agreement dated as of December 21, 2001, a Second
26 Amendment to Development Agreement dated as of July 22, 1004, a Third Amendment to
27 Development Agreement dated as of August 25, 2006, a Fourth Amendment to Development
28 Agreement dated as of October 29, 2015 and a Fifth Amendment to Development Agreement dated
29 as of October 25, 2017 (the “**Fifth Amendment**”; the original Development Agreement, as
30 subsequently amended being collectively referred to as the “**Development Agreement**”);
31

32 **WHEREAS**, by resolution of the Board of Directors dated September 7, 2017, the President
33 of RIOC was authorized to enter into the Fifth Amendment and directed to take such steps as
34 appropriate to negotiate the subleases for Building 8 and Building 9 on the terms set forth in the Fifth
35 Amendment, and, in compliance with the terms of the Public Authorities Law, to cause an explanatory
36 statement of the proposed transactions to be prepared and transmitted to those parties entitled to
37 receive same under the Public Authorities Law; and
38

39 **WHEREAS**, an explanatory statement was forwarded to such parties on September 8, 2017;
40 and
41

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

1 after consultant with construction consultants, to amend the design guidelines for Southtown as
2 necessary to carry out the resolution and
3

4 **WHEREAS**, in furtherance of the previous resolution adopted by the Board of Directors, the
5 President of RIOC is negotiating a sublease for Building 9 (the “**Building 9 Ground Lease**”) with
6 Riverwalk 9 LLC as subtenant (the “**Developer**”); and
7

8 **WHEREAS**, in accordance with the terms of the Fifth Amendment, Building 9 may consist
9 entirely of market rate units; and
10

11 **WHEREAS**, at the same time as the Developer enters into the Building 9 Ground Lease with
12 RIOC, the Developer intends to enter into a sub-sublease with S.K.I. Realty, Inc. (“**SKI**”), a not-for-
13 profit entity affiliated with Memorial Sloan-Kettering Cancer Center Institute, whereby the
14 Developer will sub-sublease to SKI approximately 25% of the square footage of the building
15 (containing 29% of the total units in the building) for substantially the remainder of the term of
16 RIOC’s Master Lease with New York City (the “**SKI Sublease**”) in a transaction similar to that for
17 Southtown Building 7, and has requested RIOC’s consent to said transaction; and
18

19 **WHEREAS**, at the same time as the Developer enters into the Building 9 Ground Lease with
20 RIOC, the parties will enter into a sub-sublease whereby the Developer will sub-sublease to RIOC
21 approximately 7,000 square feet of commercial space on the ground floor and lower level of Building
22 9 (at least 4,000 square feet of which will be on the ground floor) and build out new offices at the
23 Developer’s expense pursuant to plans and specifications reasonably approved by RIOC (the “**RIOC**
24 **Office Lease**”), for an initial term of ten (10) years, with three (3) additional successive renewal
25 options of ten (10) years each, and a fourth renewal option expiring not later than the expiration of
26 the Building 9 Ground Lease; and
27

28 **WHEREAS**, during the construction of Building 9, the dog run that was relocated to the
29 Building 9 site as a result of the construction of Building 8 will be temporarily relocated to Fire
30 Fighters Field, with the cost of such relocation to be borne by the Developer; and
31

32 **WHEREAS**, in accordance with safe construction practice and applicable legal requirements,
33 portions of Fire Fighter’s Field will be closed to the public during the construction of Building 9, and
34 the parties will enter into a license agreement (the “**Construction License**”) spelling out pre-
35 construction and construction activities to be taken by Developer, including (i) erecting scaffolding
36 along the southerly border of the Building 9 site and the northerly border of Firefighter’s Field, and
37 (ii) installing a temporary curb ramp near the property line between the Building 9 site and Fire
38 Fighter’s Field, and crosswalk striping to demarcate a path across the road to the Building 9 site; and
39

40 **WHEREAS**, the Developer has submitted an application to relocate the garbage bins for the
41 Southtown commercial tenants to a permanent location across the street from the subway station, next
42 to the exhaust tower installed as part of the Eastside Access (which space is currently being used by
43 the MTA as parking for construction vehicles), pursuant to an agreement to be entered into between
44 the parties (the “**Relocation Agreement**”), which will be prepared following RIOC’s review of plans
45 and specs for the proposed relocation site and the parties reaching agreement on construction and
46 operation of the site.
47

48 **NOW, THEREFORE**, for the purpose of authorizing the Corporation to enter into the certain
49 agreements in connection therewith, it is
50

1 **RESOLVED** by the Board of Directors of the Corporation, as follows:
2

- 3 1. it is within the mission and statutory purposes of RIOC to maintain high quality, affordable
4 housing stock on Roosevelt Island;
5
6 2. execution of the Building 9 Ground Lease will complete the ninth and last building of the
7 Southtown complex, which, together with the preceding eight buildings, will result in the
8 overall construction of affordable housing as contemplated by the Development Agreement;
9
10 3. execution of the Building 9 Ground Lease and consenting to the SKI Sublease are consistent
11 with RIOC’s mission and statutory purposes to maintain affordable and workforce housing;
12
13 4. execution of the RIOC Office Lease will facilitate RIOC’s operations and provide it with
14 updated offices from which to carry out its operations;
15
16 5. execution of the Construction License will facilitate the construction of Building 9;
17
18 6. execution of a Relocation Agreement will provide a more attractive and efficient permanent
19 location to store refuse from the Southtown commercial tenants; and
20
21 7. there is no reasonable alternative to this transaction that would achieve the same purpose.

22
23 and be it further
24

25 **RESOLVED**, that the President of RIOC be, and he hereby is, authorized and directed, in
26 compliance with the terms of the Public Authorities Law, to negotiate and thereafter execute the
27 Building 9 Ground Lease substantially in accordance with the terms set forth in the Fifth Amendment;
28 and
29

30 **RESOLVED**, that the President of RIOC be, and he hereby is, authorized to consent to the
31 SKI Sublease; and
32

33 **RESOLVED**, that the President of RIOC be, and he hereby is, authorized to enter into the
34 RIOC Office Lease; and
35

36 **RESOLVED**, that the President of RIOC be, and he hereby is, authorized to enter into the
37 Construction License; and
38

39 **RESOLVED**, that the President of RIOC be, and he hereby is, authorized to enter into a
40 Relocation Agreement; and
41

42 **RESOLVED**, that the President/Chief Executive Officer or his designee be, and he hereby
43 is, authorized and directed to take such further actions and execute such further documents as are
44 necessary or desirable to effectuate the foregoing; and
45

46 **RESOLVED**, all other resolutions, except to the extent specifically modified or superseded
47 herein, are hereby ratified and approved; and
48

49 **RESOLVED**, this resolution shall take effect immediately.
50

1
2 **NEW BUSINESS ITEM #1**
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4 The first item of new business was the authorization to enter into a contract with StandGuard
5 Aquatics for Lifeguard Services.
6

7 Mary Cunneen, Acting Chief Operating Officer, explained the need for lifeguard services for
8 the newly renovated Sportspark pool. She noted that a contractor will be responsible for hiring,
9 training, and supervising all lifeguard staff. Ms. Cunneen further discussed the procurement process
10 for this contract. In response to the RFP, four bids were received, and two bidders were later
11 disqualified. StandGuard Aquatics received the highest evaluation score out of two bidders.
12 StandGuard’s proposal demonstrated the best understanding of the scope of services and adherence
13 to safety requirements to meet RIOC’s needs. They also have 10 years of relevant experience.
14

15 Ms. Cunneen recommended that the Board of Directors authorize a contract with StandGuard
16 Aquatics for a three (3) year term with two (2) additional one (1) year options to renew for the total
17 annual amount of \$867,064.00, which includes 10% contingency to cover any unplanned overages.
18

19 Ms. Cunneen then answered the questions from the Board members.
20

21 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Valella,
22 Ms. Levendosky, Ms. Christian, Mr. Ekpo, Mr. Kraut, Mr. Polivy, and Mr. Shinozaki), the following
23 resolutions were ADOPTED:
24

25 **RESOLUTION**
26

27 **AUTHORIZATION TO ENTER INTO CONTRACT WITH STANDGUARD AQUATICS**
28 **FOR LIFEGUARD SERVICES**
29

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

34 Section 1. that RIOC is hereby authorized to enter into contract with StandGuard
35 Aquatics for Lifeguard Services, upon such terms and conditions substantially
36 similar to those outlined in the Memorandum from Mary C. Cunneen to
37 Shelton J. Haynes/Board of Directors dated October 14, 2022, attached hereto;
38

39 Section 2. that the President/Chief Executive Officer or President’s designee is hereby
40 authorized to take such actions and execute such instruments as deemed
41 necessary to effectuate the foregoing; and
42

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

45 * * *
46
47

1 **NEW BUSINESS ITEM #9**

2
3 The ninth item of new business was authorization for the President & CEO to issue
4 Proclamations & Citations.

5
6 Akeem Jamal, RIOC’s AVP of Communications, stated that Office of the President & CEO
7 is seeking to issue proclamations and citations. He explained the difference between proclamations
8 and citations and noted that they will be issued to increase awareness of a cause, person, group, issue,
9 or achievement within Roosevelt Island that aligns with the community’s vision and values.
10 According to Mr. Jamal, this conforms with RIOC’s mission and will increase community
11 engagement, morale, and overall excitement by honoring individuals or groups for their service
12 and/or achievement.

13
14 Mr. Jamal recommended that that Board authorize the President & CEO to issue
15 proclamations and citations and answered the questions from the Board members.

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

20
21 **RESOLUTION**

22
23 **AUTHORIZATION TO EXPAND THE PRESIDENT & CEO’S POWERS**
24 **TO ISSUE PROCLAMATIONS & CITATIONS**
25

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

29
30 Section 1. that RIOC’s President/Chief Executive Officer powers are hereby expanded to
31 issue proclamations and citations, upon such terms and conditions
32 substantially similar to those outlined in the Memorandum from Akeem H.
33 Jamal to Shelton J. Haynes/RIOC Board of Directors dated October 18, 2022,
34 attached hereto;

35
36 Section 2. that the President/Chief Executive Officer or President’s designee is hereby
37 authorized to take such actions and execute such instruments as deemed
38 necessary to effectuate the foregoing; and

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

41
42 * * *

43
44 **APPROVAL OF MINUTES**

45
46 The next item of business was the approval of the minutes of the September 29, 2022 meeting
47 of the RIOC Board of Directors. The proposed draft of the September 29, 2022 Board meeting
48 minutes had been previously distributed to all Board members for their consideration.
49

1 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Valella,
2 Ms. Levendosky, Ms. Christian, Mr. Ekpo, Mr. Kraut, Mr. Polivy, and Mr. Shinozaki), the minutes
3 of the September 29, 2022 Board meeting were APPROVED and ordered filed.
4

5 * * *

6
7 **PRESIDENT’S REPORT**
8

9 President Shelton J. Haynes provided the Capital Planning and Projects updates. With regard
10 to the Sportspark renovation, Mr. Haynes noted that the project is now substantially complete.
11 Currently, RIOC is going through various inspections, including from FDNY and DOB. RIOC
12 initially expected to close the project out this fall but it is being delayed until winter. Mr. Haynes
13 further provided the updates on the Steam Tunnel and the Blackwell Park renovation projects.
14

15 With respect to the upcoming community events, Mr. Haynes noted that RIOC is getting ready
16 for a Halloween Parade on October 29, 2022 and invited everyone to join the fun and extravaganza.
17

18 President Haynes noted that RIOC will continue having community engagement sessions. He
19 noted that Akeem Jamal, AVP of Communications, is working on rebuilding RIOC’s
20 communications and community affairs team, and has great ideas and experience.
21

22 President Haynes stated that per residents’ suggestions, RIOC plans to build a pickleball court,
23 possibly in place of the existing basketball court. Prince Shah, Director of Capital Planning and
24 Project, will be working on that.
25

26 Mr. Haynes also noted that he was meeting with elected officials for at least a month to discuss
27 various Roosevelt Island issues and work on initiatives. He noted that he will be reaching out to the
28 elected officials as RIOC had had substantial changes.
29

30 Finally, Mr. Haynes announced personnel departures. He reminded the Board that after seven
31 years with RIOC, Ms. Michelle Edwards left the agency to pursue another career. Mr. Haynes stated
32 that Assistant Vice President of Operations Altheria Jackson, who was with RIOC since 2019, is
33 leaving the corporation to pursue other endeavors. Mr. Haynes commended Ms. Jackson for her
34 contributions and wished her well.
35

36 * * *

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38 **COMMITTEE REPORTS**
39

40 **AUDIT COMMITTEE**

41
42 The Audit Committee did not meet.
43

44 **GOVERNANCE COMMITTEE**

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46 The Governance Committee did not meet.
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48 **OPERATIONS ADVISORY COMMITTEE**

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50 The Operations Advisory Committee did not meet.

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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.

* * *

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.

* * *

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