

**Andrew M. Cuomo**

*Governor*

**Charlene M. Indelicato**

*President/Chief Executive Officer*

**Donald D. Lewis**

*Vice President/General Counsel*

**Steven Chironis**

*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

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MINUTES OF THE JUNE 27, 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 June 27, 2013 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
David Kraut	Director
Howard Polivy	Director
Margaret Smith	Director

**Directors Absent:**

Dr. Katherine Teets Grimm	Director
Michael Shinozaki	Director

**Officers and Staff Attending:**

Charlene M. Indelicato	President/Chief Executive Officer
Donald D. Lewis	Vice President/General Counsel
Steven Chironis	Vice President/Chief Financial Officer
Arthur G. Eliav	Associate General Counsel
Muneshwar Jagdharry	Comptroller
Claudia McDade	Director, Human Resources
Lada V. Stasko	Assistant General Counsel

**Others Attending:**

Loren Martinez	Certified Public Accountant, Dadia Valles Vendiola LLP
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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.

1 Mr. Towns called the Board meeting to order at 6:00 p.m. The roll was called and a  
2 quorum found to be assembled and present.

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4 \* \* \*

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6 **APPROVAL OF MINUTES**

7  
8 The first item of business was the approval of the minutes of the May 30, 2013 meeting  
9 of the RIOC Board of Directors.

10  
11 The proposed draft of the May 30, 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 the May 30, 2013 meeting, seconded and carried by unanimous vote in favor (Mr.  
14 Towns, Mr. Kendall, Ms. Christian, Mr. Kraut, Mr. Polivy and Ms. Smith), minutes were  
15 **APPROVED**, and ordered filed.

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17 \* \* \*

18  
19 **NEW BUSINESS ITEM #1**

20  
21 The first item of new business was the presentation of RIOC's audited financial  
22 statements for fiscal year 2012-13.

23  
24 Mr. Chironis introduced Ms. Martinez of Dadia Valles Vendiola LLP ("DVV"). Ms.  
25 Martinez stated that DVV conducted the audit of RIOC's financial statements for the third time  
26 and thanked RIOC's management for cooperation. She noted that DVV performed the audit in  
27 accordance with auditing standards generally accepted in the United States, as well as  
28 government auditing. Ms. Martinez provided highlights of the DVV's unqualified opinion on  
29 RIOC's financial statements for fiscal year 2012-13.

30  
31 According to Ms. Martinez, DVV found no material weaknesses or noncompliance  
32 issues. Ms. Martinez briefly discussed RIOC's budget for the year ending March 31, 2013. She  
33 noted that the RIOC had a solid financial year. Mr. Kraut stated that he is satisfied with the way  
34 management responded to prior DVV's recommendations. Mr. Polivy noted that that the DVV's  
35 report had been discussed at the June 17, 2013 Audit Committee meeting. He thanked the DVV  
36 staff for their diligent work.

37  
38 \* \* \*

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40 **NEW BUSINESS ITEM #2**

41  
42 The second item of new business was the approval of Report on Procurement Contracts  
43 for fiscal year ending March 31, 2013.

44  
45 Mr. Chironis noted that the report is prepared pursuant to Section 2879 of the Public  
46 Authorities Law and recommended the report and accompanying guidelines for Board approval.

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**RESOLUTION**

APPROVAL OF REPORT ON INVESTMENTS  
FOR FISCAL YEAR ENDING MARCH 31, 2013

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**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, 2013 (the “Investment Report”), and the investment guidelines, attached 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 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.

\* \* \*

**NEW BUSINESS ITEM #4**

The fourth item of new business was the approval of Property Report for fiscal year ending March 31, 2013.

Mr. Chironis noted that the property disposal summary is provided in the Board package. According to Mr. Chironis, the only relevant property disposal item was the Island House ground lease extension. He recommended the report and accompanying guidelines for Board approval.

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

**RESOLUTION**

APPROVAL OF PROPERTY REPORT  
FOR FISCAL YEAR ENDING MARCH 31, 2013

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

Section 1. that the Property Report for fiscal year ending March 31, 2013, and the guidelines regarding acquisition and disposal of property, annexed hereto,

1 is hereby approved and may be furnished to the State Comptroller, the  
2 Director of the Budget, the Commissioner of General Services, the  
3 Majority Leader of the Senate, the Speaker of the Assembly, the  
4 Authorities Budget Office, and any other governmental entity as required  
5 by law;  
6

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

10  
11 Section 3. that this resolution shall take effect immediately.  
12

13 \* \* \*  
14

15 **NEW BUSINESS ITEM #5**  
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17 The fifth item of new business was the approval of Annual Report for fiscal year ending  
18 March 31, 2013.  
19

20 Mr. Chironis noted that the annual report is a consolidation of all other reports just  
21 approved by the Board. He listed some of the major accomplishments of the Corporation for the  
22 past fiscal year and recommended the report for Board approval.  
23

24 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Towns,  
25 Mr. Kendall, Ms. Christian, Mr. Kraut, Mr. Polivy and Ms. Smith), the following resolution was  
26 ADOPTED:  
27

28 **RESOLUTION**  
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30 **APPROVAL OF ANNUAL REPORT**  
31 **FOR FISCAL YEAR ENDING MARCH 31, 2013**  
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33  
34 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the  
35 State of New York, as follows:  
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37 Section 1. that the Annual Report for fiscal year ending March 31, 2013, annexed  
38 hereto, is hereby approved and may be submitted to the Governor, the  
39 chairman and ranking minority member of the Senate Finance Committee,  
40 the chairman and ranking minority member of the Assembly Ways and  
41 Means Committee, the State Comptroller, the Authorities Budget Office,  
42 and any other governmental entity as required by law;  
43

44 Section 2. that the President/Chief Executive Officer or her designee is hereby  
45 authorized to take such actions and execute such instruments as deemed  
46 necessary to effectuate the foregoing;  
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48 Section 3. that this resolution shall take effect immediately.

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3 **NEW BUSINESS ITEM #6**

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5 The sixth item of new business was the authorization to enter into contract with Zetlin  
6 Strategic Communications, Inc. (“Zetlin”) for communications and marketing services.  
7

8 Mr. Chironis noted that on April 1, 2013 RIOC issued an RFP for communications and  
9 marketing services. He stated that two bids were received in response to the RFP; however, one  
10 bid was subsequently withdrawn because of the bidder’s issues with its subcontractors. Mr.  
11 Chironis noted that since the proposal submitted by Zetlin, the only remaining bidder, was  
12 adequate, RIOC decided not to re-issue the RFP. Mr. Chironis recommended a one-year contract  
13 with Zetlin for Board approval.  
14

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

19 **RESOLUTION**

20  
21 **AUTHORIZATION TO ENTER INTO CONTRACT WITH ZETLIN STRATEGIC**  
22 **COMMUNICATIONS, INC. FOR COMMUNICATIONS AND MARKETING SERVICES**  
23

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24  
25 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the  
26 State of New York (“RIOC”), as follows:  
27

28 Section 1. that RIOC is hereby authorized to negotiate and enter into Contract with  
29 Zetlin Strategic Communications, Inc. for Communications and Marketing  
30 Services, upon such terms and conditions substantially similar to those  
31 outlined in the Memorandum from Rudolph Rajaballey to the Board of  
32 Directors dated June 17, 2013, attached hereto;  
33

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

38 Section 3. that this resolution shall take effect immediately.  
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42 **NEW BUSINESS ITEM #7**

43  
44 The seventh item of new business was the ratification of contract with Guidepost  
45 Solutions, LLC (“Guidepost”) for Public Safety Department management services.  
46

47 Ms. Indelicato noted that after the PSD Director’s position became vacant, RIOC had  
48 contacted Guidepost, a company that provides strategic safety services. Ms. Indelicato stated

1 that she had met with the firm’s principals and asked them to recommend someone with focus on  
2 public safety services rather than policing. Guidepost recommended Mr. John “Jack” McManus  
3 as an expert with relevant background to fill in the vacancy. Ms. Indelicato noted that the PSD  
4 management services contract is for three months with an extension option of equal duration.  
5 She recommended the contract ratification for Board approval.  
6

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

10  
11 **RESOLUTION**

12  
13 **RATIFICATION OF CONTRACT WITH GUIDEPOST SOLUTIONS, LLC**  
14 **FOR PUBLIC SAFETY DEPARTMENT MANAGEMENT SERVICES**  
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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 contract entered into with Guidepost Solutions, LLC for Public  
21 Safety Department Management Services, upon such terms and conditions  
22 substantially similar to those outlined in the Memorandum from Steven  
23 Chironis to the Board of Directors dated June 20, 2013, attached hereto, is  
24 hereby 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 deemed  
28 necessary to effectuate the foregoing;

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

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32 \* \* \*

33  
34 **PRESIDENT’S REPORT**

35  
36 Ms. Indelicato welcomed Mr. McManus as the new Interim Director of the PSD. She also  
37 commended the Grounds staff for enhanced maintenance of the Island’s streets and parks.  
38

39 Ms. Indelicato stated that RIOC is currently actively involved in negotiations with  
40 Cornell University, the Roosevelt Island Garden Club and various community groups interested  
41 in using space at the Cultural Center. She noted that RIOC is making a lot of progress in its  
42 ongoing projects and thanked Mr. Lewis for his continued support.  
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1 **COMMITTEE REPORTS**

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3 **AUDIT COMMITTEE**

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5 Mr. Polivy stated that the Audit Committee met on June 17, 2013. The Committee held  
6 an executive session to discuss with the Corporation's auditors, Dadia Valles Vendiola, LLP, the  
7 results of last fiscal year's audit findings presented to the Board today. Mr. Polivy noted that no  
8 votes were taken during the executive session.

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10 **GOVERNANCE COMMITTEE**

11 Ms. Smith stated that the Governance Committee did not meet.

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14 **OPERATIONS ADVISORY COMMITTEE**

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16 Mr. Kraut stated that the Operations Advisory Committee did not meet.

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18 **REAL ESTATE DEVELOPMENT ADVISORY COMMITTEE**

19  
20 Mr. Polivy stated that the Real Estate Development Advisory Committee met earlier the  
21 same day. The Committee held an executive session to receive an update on the current  
22 negotiations with the Cornell University. Mr. Polivy noted that no votes were taken during the  
23 executive session.

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27 **PUBLIC SAFETY REPORT**

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

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31 \* \* \*

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33 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Towns,  
34 Mr. Kendall, Ms. Christian, Mr. Kraut, Mr. Polivy and Ms. Smith), the meeting was adjourned at  
35 6:25 p.m.

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Donald D. Lewis, Secretary