

Andrew M. Cuomo

Governor

Charlene M. Indelicato

President/Chief Executive Officer

Donald D. Lewis

Vice President/General Counsel



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 NOVEMBER 7, 2013 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 November 7, 2013 at 5:30 p.m.¹

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	Director
David Kraut	Director
Howard Polivy	Director
Michael Shinozaki	Director
Margaret Smith	Director

Officers and Staff Attending:

Charlene M. Indelicato	President/Chief Executive Officer
Donald D. Lewis	Vice President/General Counsel
Marguerite Beirne	Director, Information Technologies
Arthur G. Eliav	Associate General Counsel
Robert Greene	Project Manager
Kay Hart	Project Manager
Muneshwar Jagdharry	Comptroller
Claudia McDade	Director, Human Resources
John McManus	Interim Director, Public Safety
Lada V. Stasko	Assistant General Counsel
Santo Verta	Assistant Project Manager

¹ 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 5:50 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**

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

10
11 The proposed draft of the September 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 September 12, 2013 meeting, seconded and carried by unanimous vote
14 in favor (Mr. Towns, Mr. Kendall, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy, Mr.
15 Shinozaki and Ms. Smith), 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 presentation of the FY 2013-2014 QTR 2
22 Procurement Report.

23
24 Mr. Jagdharry noted that the procurement report for the second quarter of the current
25 fiscal year is included in the board package and provided a brief summary of the report. He
26 noted that there were 21 contracts in total, four of which were with Minority and Women-owned
27 Business Enterprises.

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29 * * *

30
31 **NEW BUSINESS ITEM #2**

32
33 The second item of new business was the authorization to enter into contract with Toski
34 & Co., CPAs, P.C. ("Toski") for independent auditing services.

35
36 Mr. Jagdharry noted that the three-year contract for auditing services with Dadia Valles
37 Vendiola, LLP had expired in August, 2013. He also noted that according to the state
38 recommendations, auditors should be changed every three to five years. Mr. Jagdharry stated that
39 six responses were received in response to the RFP. He noted that Toski received the highest
40 score among the bidders. In addition, the firm has 32 years of experience and provided excellent
41 services to the Corporation in the past. Mr. Jagdharry noted that the contract price includes the
42 10% contingency to cover the costs of additional audits that may be required if the Corporation
43 receives reimbursement from the Federal Emergency Management Agency. He recommended
44 the contract with Toski for Board approval.

1 Mr. Kraut noted that the Toski team, under a slightly different structure, performed
2 RIOC's audits in the past. He stated that as a former Chair of the Audit Committee, he was
3 satisfied with their performance and experience.
4

5 In response to Mr. Shinozaki's question, Mr. Jagdharry went over the qualifications of
6 certain Toski staff members who would be assigned to working with RIOC.
7

8 Mr. Polivy noted that the Audit Committee found Toski's experience appropriate and
9 that the Committee will have meetings to monitor their work.
10

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

15 **RESOLUTION**

16
17 **AUTHORIZATION TO ENTER INTO A CONTRACT WITH TOSKI & CO., CPAS, P.C.**
18 **FOR INDEPENDENT AUDITING SERVICES**
19

20
21 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the
22 State of New York ("RIOC"), as follows:
23

24 Section 1. that RIOC is hereby authorized to enter into a contract with Toski & Co., CPAs,
25 P.C. for auditing services, upon the terms and conditions substantially similar to
26 those outlined in the Memorandum from Muneshwar Jagdharry to the RIOC
27 Board of Directors dated October 24, 2013, attached hereto;
28

29 Section 2. that the President/Chief Executive Officer or her designee shall take such actions
30 and/or execute such instruments as necessary to effectuate the foregoing;
31

32 Section 3. that this resolution shall take effect immediately.
33

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36 **NEW BUSINESS ITEM #3**
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38 The third item of new business was the ratification of the amendment of expenditure of
39 Public Purpose Funds ("PPF") for 2013-14.
40

41 Mr. Jagdharry noted that in April 2013, the Roosevelt Island Senior Association
42 ("RISA") received \$14,700 of PPF. RISA now desires to re-purpose \$1,500 of that amount for
43 programmatic expenses. According to Mr. Jagdharry, the broader purpose of this grant was to
44 enhance the quality of life of senior citizens on Roosevelt Island. He noted that the proposed re-
45 allocation is in line with that general purpose, and recommended the ratification of amendment
46 of expenditure of PPF for Board approval.
47

1 In response to Mr. Shinozaki’s question, Ms. Indelicato noted that in the future, re-
2 allocation of funds will happen in consultation with Roosevelt Island Residents Association
3 (“RIRA”), as it is involved in recommending the original allocations. Mr. Kraut also
4 recommended the procedure whereby organizations seeking to re-purpose allocated funds
5 consult with RIRA and obtain its approval prior to approaching RIOC.
6

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

11 **RESOLUTION**

12 **RATIFICATION OF AMENDMENT OF EXPENDITURE**
13 **OF PUBLIC PURPOSE FUNDS FOR 2013-14**
14

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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 amendment of Expenditure of Public Purpose Funds for 2013-14, upon
21 such terms and conditions substantially similar to those outlined in the
22 Memorandum from Muneshwar Jagdharry to the Board of Directors dated
23 October 25, 2013, attached hereto, is hereby ratified;
24

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

29 Section 3. that this resolution shall take effect immediately
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33 **NEW BUSINESS ITEM #4**
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35 The fourth item of new business was the authorization to amend the contract with Derive
36 Technologies, Inc. for Phase Two of the Island-Wide Security Camera System Project.
37

38 Ms. Beirne provided a brief history of the project. She noted that the three change orders
39 that are recommended for Board approval deal with: (1) conduit spacers; (2) PTZ cameras; and
40 (3) Cisco SMARTnet access point maintenance. Ms. Beirne discussed the nature and purpose of
41 each of the proposed change orders. She noted that Mr. Verta is available to answer any
42 questions regarding the engineering part of the project. Ms Beirne explained that Manhattan
43 Park will be responsible for their portion of work in the Motorgate.
44

45 Mr. Kraut noted that Operations Advisory Committee should discuss for how long the
46 security camera data will be kept and what will be done with it/how it will be utilized. Mr.
47 Shinozaki, as resident of Manhattan Park, recused himself from discussing and voting on this
48 item.

1 In response to Ms. Smith’s inquiry, Ms. Beirne clarified that this project is not connected
2 to the WiFi project on the Island. Ms. Indelicato noted that there will be other WiFi options on
3 the Island, possibly offered by third parties in future. She further thanked Mr. Shinozaki for his
4 role in evaluating potential WiFi projects on the Island.

5
6 Upon a motion duly made, seconded and carried by seven votes in favor (Mr. Towns, Mr.
7 Kendall, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith), and
8 one abstention (Mr. Shinozaki) the following resolution was ADOPTED:

9
10 **RESOLUTION**

11
12 **AUTHORIZATION TO AMEND THE CONTRACT**
13 **WITH DERIVE TECHNOLOGIES, INC. FOR PHASE TWO**
14 **OF THE ISLAND-WIDE SECURITY CAMERA SYSTEM PROJECT**
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 RIOC is hereby authorized to amend the contract with Derive Technologies,
21 Inc. for phase two of the Island-Wide Security Camera System Project, upon such
22 terms and conditions substantially similar to those outlined in the Memorandum
23 from Marguerite Beirne, Santo Verta and Jack McManus to the Board of
24 Directors dated October 18, 2013, attached hereto;

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

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

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32 * * *

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34 **NEW BUSINESS ITEM #5**

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36 The fifth item of new business was the authorization to enter into contract with the
37 Roosevelt Island Public Safety Officers Benevolent Association (“PSOBA”).

38
39 Ms. McDade noted that this contract is a continuation of the expired PSOBA contract.
40 She stated that RIOC followed the pattern established by the New York State in agreements with
41 its major unions regarding proposed salary increases. Furthermore, it followed the pattern
42 established in RIOC’s agreements with two other unions. Ms. McDade noted that the proposed
43 changes are outlined in the memo to the Board of Directors. She recommended the contract for
44 Board approval.

45
46 Mr. Kraut expressed his satisfaction that the Table of Offenses, included in the old
47 contract, will be revisited. In response to a question from Mr. Shinozaki, Mr. McManus stated
48 that he is content with the proposed contract.

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

5 **RESOLUTION**
6

7 **AUTHORIZATION TO ENTER INTO CONTRACT WITH THE ROOSEVELT ISLAND**
8 **PUBLIC SAFETY OFFICERS BENEVOLENT ASSOCIATION**
9

10
11 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of
12 the State of New York (“RIOC”), as follows:
13

14 Section 1. that RIOC is hereby authorized to enter into a collective bargaining
15 agreement with the Roosevelt Island Public Safety Officers Benevolent
16 Association, upon the terms and conditions substantially similar to those
17 outlined in the Memorandum from Claudia McDade to the RIOC Board of
18 Directors dated November 6, 2013, attached hereto;
19

20 Section 2. that the President/Chief Executive Officer or her designee shall take such
21 actions and/or execute such instruments as necessary to effectuate the
22 foregoing;
23

24 Section 3. that this resolution shall take effect immediately.
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28 **NEW BUSINESS ITEM #6**
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30 The sixth item of new business was the authorization to adopt the Discretionary Funds
31 Policy.
32

33 Mr. Lewis stated that the proposed policy was recommended to all agencies and public
34 benefit corporations by the Authorities Budget Office (“ABO”). He noted that RIOC followed
35 the ABO recommendations and that the proposed policy was reviewed by the Audit Committee.
36 Mr. Kendall stated that the proposed Discretionary Funds Policy, as well as the amendments to
37 the Policies and Procedures Regarding Travel by Personnel, which is the next item on the
38 agenda, are consistent with those adopted by other government agencies.
39

40 Ms. Smith noted that RIOC should be willing to make exceptions, that are consistent with
41 law, for benefit of the community.
42

43 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Towns,
44 Mr. Kendall, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith),
45 the following resolution was ADOPTED:
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1 **RESOLUTION**

2
3 **AUTHORIZATION TO ADOPT DISCRETIONARY FUNDS POLICY**

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

8
9 Section 1. that the Discretionary Funds Policy substantially as set forth in the attachment to
10 the Memorandum from Muneshwar Jagdharry to the Board of Directors dated
11 October 25, 2013, attached hereto is hereby adopted;

12
13 Section 2. that the President/Chief Executive Officer or her designee shall take such actions
14 and/or execute such instruments as necessary to effectuate the foregoing;

15
16 Section 3. that this resolution shall take effect immediately.

17 * * *

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20 **NEW BUSINESS ITEM #7**

21
22 The seventh item of new business was the authorization to amend Policies and
23 Procedures Regarding Travel by Personnel (“Travel Policy”).

24
25 Mr. Lewis noted that ABO suggested making changes to RIOC’s Travel Policy to make it
26 clearer and more consistent with the adopted Discretionary Funds Policy. Mr. Lewis stated that
27 language follows that adopted by the New York State Office of General Services, and that the
28 draft policy was reviewed by the ABO and the Audit Committee.

29
30 Mr. Lewis Upon a motion duly made, seconded and carried by unanimous vote in favor
31 (Mr. Towns, Mr. Kendall, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and
32 Ms. Smith), the following resolution was ADOPTED:

33 **RESOLUTION**

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35 **AUTHORIZATION TO AMEND POLICIES AND PROCEDURES**
36 **REGARDING TRAVEL BY PERSONNEL**

37
38
39
40 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the
41 State of New York (“RIOC”), as follows:

42
43 Section 1. that the Policies and Procedures Regarding Travel by Personnel substantially as
44 set forth in the attachment to the Memorandum from Muneshwar Jagdharry to the
45 Board of Directors dated October 25, 2013, attached hereto are hereby amended;

46
47 Section 2. that the President/Chief Executive Officer or her designee shall take such actions
48 and/or execute such instruments as necessary to effectuate the foregoing;

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

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6 **NEW BUSINESS ITEM #8**

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8 The eighth item of new business was the ratification of contract with M & S Mechanical
9 Services Inc. for heating system improvements at the AVAC building.

10
11 Mr. Verta reminded the Board that the Steam Plant will close in the near future. He noted
12 that, therefore, the AVAC facility would need to switch to its own heating system. Mr. Verta
13 stated that the current AVAC heating system requires an upgrade, and explained the proposed
14 scope of work. He noted that, in response to the RFP, only one valid bid was submitted. As the
15 time is of the essence given the approaching winter season, the sole proposed bid was reviewed.
16 According to Mr. Verta, the bid fell within the expected price range, and the contractor was
17 determined to have the requisite expertise. Therefore, Mr. Verta recommended the contract with
18 M & S Mechanical Services Inc. for ratification by the Board.

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

23
24 **RESOLUTION**

25
26 **RATIFICATION OF CONTRACT WITH M & S MECHANICAL SERVICES INC. FOR**
27 **HEATING SYSTEM IMPROVEMENTS AT THE AVAC BUILDING**
28

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

32
33 Section 1. that the contract entered into with M & S Mechanical Services Inc. for heating
34 system improvements at the AVAC building, upon such terms and conditions
35 substantially similar to those outlined in the Memorandum from Santo Verta to
36 the Board of Directors dated September 30, 2013, attached hereto, is hereby
37 ratified;

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

42
43 Section 3. that this resolution shall take effect immediately.

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1 **NEW BUSINESS ITEM #9**

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3 The ninth item of new business was authorization to enter into contract with Boilermatic
4 Welding Industries, Inc. for temporary heating at Sportspark.

5
6 Ms. Hart noted that this is another project related to the anticipated Steam Plant closure.
7 She stated that the Sportspark facility would require temporary heating for approximately nine
8 months until a permanent system is installed. Ms. Hart further noted that three bids were
9 received in response to the RFP and that Boilermatic Welding Industries, Inc. was the winning
10 bidder. Ms. Hart also stated that that the cost of oil is not included in the contract price. Lastly,
11 she recommended the contract for Board approval.

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

16
17 **RESOLUTION**

18
19 **AUTHORIZATION TO ENTER INTO CONTRACT WITH BOILERMATIC WELDING**
20 **INDUSTRIES, INC. FOR TEMPORARY HEATING AT SPORTSPARK**
21

22
23 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of
24 the State of New York (“RIOC”), as follows:

25
26 Section 1. that RIOC is hereby authorized to enter into a contract with Boilermatic
27 Welding Industries, Inc. for temporary heating at Sportspark, upon the
28 terms and conditions substantially similar to those outlined in the
29 Memorandum from Kay Hart to the Board of Directors dated October 28,
30 2013, attached hereto;

31
32 Section 2. that the President/Chief Executive Officer or her designee shall take such
33 actions and/or execute such instruments as necessary to effectuate the
34 foregoing;

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

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39 **PRESIDENT’S REPORT**

40
41 Ms. Indelicato noted that she is developing a positive relationship with the Board and
42 residents. Ms. Indelicato further noted that she is communicating with the Board members on
43 daily basis. The President thanked the staff and the Board of Directors for their dedication.

44
45 Ms. Indelicato also mentioned the successful Halloween Parade on Roosevelt Island.

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47 * * *

1 **COMMITTEE REPORTS**

2
3 **AUDIT COMMITTEE**

4
5 Mr. Polivy stated that the Audit Committee met on October 24, 2013. The Committee
6 discussed the Discretionary Funds Policy, approved at this meeting.

7
8 **GOVERNANCE COMMITTEE**

9
10 Ms. Smith stated that the Governance Committee did not meet.

11
12 **OPERATIONS ADVISORY COMMITTEE**

13
14 Mr. Shinozaki stated that the Operations Advisory Committee did not meet.

15
16 **REAL ESTATE DEVELOPMENT ADVISORY COMMITTEE**

17
18 Mr. Polivy stated that the Real Estate Development Advisory Committee met twice: (1)
19 on October 4, 2013; and (2) November 6, 2013. On October 4, 2013, the Committee held an
20 executive session to receive an update on current negotiations with Cornell University. Mr.
21 Polivy noted that no votes were taken during the executive session.

22
23 On November 6, 2013, the Committee discussed issues related to the temporary ferry
24 dock on the Island, Cultural Center reconstruction, and Good Shepherd Plaza development. The
25 Committee received updates on the rehabilitation projects at the Lighthouse Park and Westside
26 Pier, as well as other projects, including the Blackwell House and the lamppost near the
27 Historical Society kiosk. The Committee also held an executive session to receive an update on
28 current negotiations with Cornell University. Mr. Polivy noted that no votes were taken during
29 the executive session.

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33 **PUBLIC SAFETY REPORT**

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

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37 * * *

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

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Donald D. Lewis, Secretary