

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 MAY 15, 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 May 15, 2014 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 ²	Director
Dr. Katherine Teets Grimm ³	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
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 Department
James Mortimer	Director, Engineering Department
Cyril Opperman	Director, Island Operations
Erica Spencer-EL	Community Relations Specialist
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 #2 of new business.

³ Dr. Grimm arrived during the discussion of item #1 of new business.

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.

3
4 Mr. Towns noted that new business item #6 will be removed from the agenda.
5

6 * * *

7
8 **APPROVAL OF MINUTES**
9

10 The first item of business was the approval of the minutes of the April 10, 2014 meeting
11 of the RIOC Board of Directors.
12

13 The proposed draft of the April 10, 2014 Board meeting minutes had been previously
14 distributed to all Board members for their consideration. Upon a motion duly made concerning
15 the minutes of April 10, 2014 meeting, seconded and carried by unanimous vote in favor (Mr.
16 Towns, Mr. Kendall, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith), minutes were
17 **APPROVED**, and ordered filed.
18

19 * * *

20
21 **NEW BUSINESS ITEM #1**
22

23 The first item of new business was the authorization to amend the contract with Saratoga
24 Associates in connection with Blackwell House Interior Restoration Project.
25

26 Mr. Mortimer provided a brief history of the Blackwell House Interior Restoration
27 Project and noted that the proposed amendment of contract is necessary to bring the project to
28 completion. According to Mr. Mortimer, additional funding of \$16,836 is needed for Saratoga
29 Associates to finalize all the necessary project documents with the Department of Buildings and
30 the New York City Department of Cultural Affairs. Mr. Mortimer recommended the amendment
31 of contract for Board approval.
32

33 Mr. Kraut noted that this item had been discussed at the recent Operations Advisory
34 committee meeting.
35

36 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Towns,
37 Mr. Kendall, Dr. Grimm, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith), the following
38 resolution was ADOPTED:
39

40 **RESOLUTION**
41

42 **AUTHORIZATION TO AMEND THE CONTRACT WITH SARATOGA ASSOCIATES**
43 **IN CONNECTION WITH BLACKWELL HOUSE INTERIOR RESTORATION PROJECT**
44

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

1 Section 1. that RIOC is hereby authorized to amend the contract with Saratoga Associates in
2 connection with Blackwell House Interior Restoration Project, upon such terms
3 and conditions substantially similar to those outlined in the Memorandum from
4 Robert Greene to Charlene M. Indelicato/Board of Directors dated April 30, 2014,
5 attached hereto;

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

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

12 * * *

13
14
15 **NEW BUSINESS ITEM #2**

16
17 The second item of new business was the authorization to enter into contract with Nelson
18 & Pope Engineers & Surveyors (Nelson & Pope) for design and construction services in
19 connection with permanent heating system for Sportspark.

20
21 Mr. Mortimer provided a brief history of the project and explained the need for this
22 contract. He further discussed the procurement and evaluation process. He recommended the
23 contract with Nelson & Pope for Board approval.

24
25 Mr. Polivy noted that this item was discussed at the recent Operations Advisory
26 Committee meeting. In response to a question from Ms. Smith, Ms. Indelicato noted that the
27 date of the anticipated Steam Plant shutdown is still unknown.

28
29 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Towns,
30 Mr. Kendall, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith),
31 the following resolution was ADOPTED:

32
33 **RESOLUTION**

34
35 **AUTHORIZATION TO ENTER INTO CONTRACT WITH NELSON & POPE ENGINEERS**
36 **& SURVEYORS FOR DESIGN AND CONSTRUCTION SERVICES IN CONNECTION**
37 **WITH PERMANENT HEATING SYSTEM FOR SPORTSPARK**
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 RIOC is hereby authorized to enter into a contract with Nelson & Pope
44 Engineers & Surveyors for design and construction services in connection with
45 Permanent Heating System for Sportspark, upon such terms and conditions
46 substantially similar to those outlined in the Memorandum from Kay Hart to
47 Charlene M. Indelicato/Board of Directors dated April 30, 2014, attached hereto;

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

5 Section 3. that this resolution shall take effect immediately.
6

7 * * *
8

9 **NEW BUSINESS ITEM #3**
10

11 The third item of new business was the authorization to enter into contract with United
12 Metro Energy Corp. for the purchase of #2 heating oil.
13

14 Mr. Mortimer explained that RIOC may be required to purchase #2 oil in order to operate
15 the temporary heating system in Sportspark, in case the Steam Plant is shut down before the
16 permanent heating system is installed and made optional. He noted that Nelson & Pope provided
17 estimates of how much oil will be needed for the temporary steam boiler. According to Mr.
18 Mortimer, RIOC may not need to purchase the oil at all, depending on when the Steam Plant is
19 shut down. Mr. Mortimer noted that it would be prudent to have the contract in place, in case the
20 purchase becomes necessary on short notice, and recommended the contract with United Metro
21 Energy Corp. for Board approval.
22

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

27 **RESOLUTION**
28

29 **AUTHORIZATION TO ENTER INTO CONTRACT WITH**
30 **UNITED METRO ENERGY CORP. FOR THE PURCHASE OF #2 HEATING OIL**
31

32
33 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the
34 State of New York (“RIOC”), as follows:
35

36 Section 1. that RIOC is hereby authorized to enter into a contract with United Metro Energy
37 Corp. for the purchase of #2 heating oil, upon such terms and conditions
38 substantially similar to those outlined in the Memorandum from Kay Hart to
39 Charlene M. Indelicato/Board of Directors dated April 30, 2014, attached hereto;
40

41 Section 2. that the President/Chief Executive Officer or her designee is hereby authorized to
42 take such actions and execute such instruments as she deems necessary to
43 effectuate the foregoing; and
44

45 Section 3. that this resolution shall take effect immediately.
46

47 * * *

1 **NEW BUSINESS ITEM #4**

2
3 The fourth item of new business was the authorization to amend the contract with
4 ENVAC for on-call AVAC repair services.

5
6 Mr. Mortimer discussed the nature of this contract and briefly went over the costs of the
7 AVAC emergency repairs for past several years. He noted that having the “on-call” contract
8 with ENVAC will reduce the impact caused by shutting down the AVAC system to conduct
9 emergency repairs. According to Mr. Mortimer, the proposed estimate of time and money is
10 based on past experience. Mr. Mortimer further noted that RIOC will use the contractor on “as-
11 needed” basis.

12
13 Mr. Polivy stated that this item was discussed at the Operations Advisory Committee. He
14 noted that ENVAC is the only available vendor to provide the requisite services, and that
15 Committee, therefore, supports RIOC entering into this sole source contract.

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

20
21 **RESOLUTION**

22
23 **AUTHORIZATION TO AMEND THE CONTRACT WITH ENVAC**
24 **FOR ON-CALL AVAC REPAIR SERVICES**

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

29
30 Section 1. that RIOC is hereby authorized to amend the contract with ENVAC for on-call
31 AVAC Repair Services, upon such terms and conditions substantially similar to
32 those outlined in the Memorandum from Robert Greene to Charlene M.
33 Indelicato/Board of Directors dated April 30, 2014, attached hereto;

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

38
39 Section 3. that this resolution shall take effect immediately.

40
41 * * *

42
43 **NEW BUSINESS ITEM #5**

44
45 The fifth item of new business was the authorization to enter into contract with Rooftop
46 Films, Inc. for equipment and technical support in connection with screenings of Summer Movie
47 Series.

1 Ms. Spencer-EL provided a brief history of Summer Movie Series on the Island, stating
2 that this popular event will have its seventh anniversary this year. She noted that there is a very
3 small number of vendors in the area that have the capacity to provide necessary technical support
4 for such an event. Thus, Rooftop Films, Inc. submitted the sole proposal in response to the RFP
5 published last year. Ms. Spencer-EL noted that this company has an impressive resume,
6 professional staff and modern equipment. In addition, Rooftop Films, Inc. offered competitive
7 pricing and had been successfully providing services to RIOC in the past to RIOC's satisfaction.
8 Ms. Spencer-EL noted that the proposed contract in the amount of \$12,500 is for one year, with
9 two one-year extension options at the same annual price.

10
11 Ms. Indelicato credited Ms. Spencer-EL for successfully managing this event in the past.
12 Ms. Indelicato further noted that while the currently proposed location for the Movies Series is
13 Southpoint Park, the event will be coordinated with Cornell and may be relocated if necessary.

14
15 Ms. Spencer-EL recommended the contract for approval. Mr. Polivy noted that this item
16 was discussed at the Operations Advisory Committee.

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

21
22 **RESOLUTION**

23
24 **AUTHORIZATION TO ENTER INTO CONTRACT WITH ROOFTOP FILMS, INC. FOR**
25 **EQUIPMENT AND TECHNICAL SUPPORT IN CONNECTION WITH**
26 **SCREENINGS OF SUMMER MOVIE SERIES**
27

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

31
32 Section 1. that RIOC is hereby authorized to enter into a contract with Rooftop Films, Inc.
33 for equipment and technical support in connection with screenings of Summer
34 Movie Series, upon such terms and conditions substantially similar to those
35 outlined in the Memorandum from Erica Spence-EL to Charlene M. Indelicato/
36 Board of Directors dated April 25, 2014, attached hereto;

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

41
42 Section 3. that this resolution shall take effect immediately

43
44 * * *

45
46 **NEW BUSINESS ITEM #6**

47
48 As noted above, the sixth item of new business was removed from the agenda.
49

1 **NEW BUSINESS ITEM #7**

2
3 The seventh item of new business was the ratification of amendment of contract with
4 KONE, Inc. for elevator maintenance services.

5
6 Mr. Mortimer explained the need to extend the current contract with KONE, Inc. for
7 elevator maintenance services to allow for time to enter into a new contract and to pay what was
8 owed to the contractor thus far. He noted that the amendment sought to be now ratified had
9 extended the contract through August 1, 2014 or until the new contract is executed, whichever
10 comes first.

11
12 Mr. Mortimer recommended ratification of amendment of contract with KONE, Inc. for
13 Board approval. Mr. Shinozaki noted that this item was reviewed/discussed at the Operations
14 Advisory Committee.

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

19
20 **RESOLUTION**

21
22 **RATIFICATION OF AMENDMENT OF CONTRACT WITH KONE, INC.**
23 **FOR ELEVATOR MAINTENANCE SERVICES**
24

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

29
30 Section 1. that the Amendment of Contract with KONE, Inc. for elevator maintenance
31 services, upon such terms and conditions substantially similar to those outlined in
32 the Memorandum from Santo Verta to Charlene M. Indelicato/Board of Directors
33 dated May 6, 2014, is hereby ratified;

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

37
38 Section 3. that this resolution shall take effect immediately.

39
40 * * *

41
42 **NEW BUSINESS ITEM #8**

43
44 The eighth item of new business was the authorization to enter into contract with KONE,
45 Inc. for elevator maintenance services.

46
47 Mr. Mortimer briefly discussed the nature of the proposed contract. He noted that RIOC
48 issued a new RFP for elevator maintenance services, setting forth different requirements than in
49 the past. According to Mr. Mortimer, under the proposed new scope, the contractor will be

1 required to bring eight RIOC elevators up to a certain standard and maintaining them at that level
2 for a flat fee. The contract is for three years with two one-year renewal options. Mr. Mortimer
3 noted that the contract sum will be adjusted if any elevators or lifts are taken out of commission.
4 He recommended the new contract with KONE, Inc. for Board approval.

5
6 Mr. Shinozaki noted that this item was discussed at the Operations Advisory Committee.

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

11
12 **RESOLUTION**

13
14 **AUTHORIZATION TO ENTER INTO CONTRACT WITH KONE, INC.**
15 **FOR ELEVATOR MAINTENANCE SERVICES**
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 RIOC is hereby authorized to enter into a contract with KONE, Inc. for
22 elevator maintenance services, upon such terms and conditions substantially
23 similar to those outlined in the Memorandum from James Mortimer to Charlene
24 M. Indelicato/Board of Directors dated May 9, 2014, 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 * * *

33
34 **PRESIDENT’S REPORT**

35
36 Ms. Indelicato noted that a year had passed since she started working at RIOC. The
37 President stated that she would not list many things she had worked on throughout the year.
38 Instead, Ms. Indelicato cited to the statistics for great amount of snowfall during the winter, and
39 thanked the Grounds Department staff for keeping Roosevelt Island clean and safe for its
40 residents and visitors. Ms. Indelicato stated that she continues to note the growing sense of trust
41 between RIOC and the Island residents. She thanked the RIOC Board for its role in fostering
42 this positive development. In response, Board members congratulated Ms. Indelicato on her first
43 anniversary at RIOC.

44
45 * * *

1 **COMMITTEE REPORTS**

2
3 **AUDIT COMMITTEE**

4
5 Mr. Polivy noted that the Audit Committee did not meet.

6
7 **GOVERNANCE COMMITTEE**

8
9 Ms. Smith stated that the Governance Committee did not meet.

10
11 **OPERATIONS ADVISORY COMMITTEE**

12
13 Mr. Shinozaki stated that the Operations Advisory Committee met on May 7, 2014. The
14 Committee received status updates on the general projects, and discussed other items from
15 today's Board meeting agenda.

16
17 **REAL ESTATE DEVELOPMENT ADVISORY COMMITTEE**

18
19 Ms. Polivy stated that the Real Estate Development Advisory Committee met on May 6,
20 2014. The Committee discussed the proposed License Agreement with NYS Office of Parks,
21 Recreation and Historic Preservation for maintenance and operation of Four Freedoms State
22 Park. The Committee also discussed way-finding signage for Four Freedoms Park and received
23 an update from Hudson Related Realty regarding retail space and current developments.

24
25 **PUBLIC SAFETY REPORT**

26
27 Mr. Towns noted that the Public Safety Report was included in the Board package. In
28 response to Ms. Smith's inquiry, Mr. McManus discussed recent burglaries in one of the
29 buildings on the Island.

30
31 * * *

32
33 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Towns,
34 Mr. Kendall, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith),
35 the meeting was adjourned at 6:20 p.m.

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37
38

Donald D. Lewis, Secretary