

**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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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 26, 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 June 26, 2014 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
Erica Levendosky	Representing Robert L. Megna, Director, the New York State Division of Budget
Fay Fryer Christian <sup>2</sup>	Director
David Kraut	Director
Howard Polivy	Director
Michael Shinozaki	Director
Margaret Smith	Director

**Directors Absent:**

Dr. Katherine Teets Grimm 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

**Others Attending:**

Douglas E. Zimmerman Toski & Co., CPAS, P.C., Managing Director

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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.

<sup>2</sup> Ms. Christian arrived during the discussion of item #9 of new business.

1 Mr. Towns called the Board meeting to order at 5:40 p.m. The roll was called and a  
2 quorum found to be assembled and present.

3  
4 Mr. Towns introduced Ms. Levendosky, the newest representative of Robert L. Megna,  
5 Director of the New York State Division of Budget to the Board of Directors.

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9 **APPROVAL OF MINUTES**

10  
11 The first item of business was the approval of the minutes of the May 15, 2014 meeting  
12 of the RIOC Board of Directors.

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

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22 **NEW BUSINESS ITEM #1**

23  
24 The first item of new business was authorization to consent to Manhattan Park's  
25 refinancing.

26  
27 Ms. Indelicato briefly discussed the highlights of the proposed agreement and noted that  
28 RIOC stands to receive approximately \$12.6 million from this transaction. She further noted that  
29 the Manhattan Park's lease terms would not be affected by this transaction.

30  
31 Mr. Polivy stated that the Real Estate Development Advisory Committee reviewed the  
32 item closely and received a specific representation from Manhattan Park that rents will not  
33 increase as a result of this transaction and that the affordable housing composition will not  
34 change.

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36 Upon a motion duly made, seconded and carried by five votes in favor (Mr. Towns, Ms.  
37 Levendosky, Mr. Kraut, Mr. Polivy, and Ms. Smith), and one abstention (Mr. Shinozaki) the  
38 following resolution was ADOPTED:

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40 **RESOLUTION**

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42 **AUTHORIZATION TO CONSENT TO MANHATTAN PARK'S REFINANCING**  
43 \_\_\_\_\_

44  
45 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the  
46 State of New York ("RIOC"), as follows:  
47

1 Section 1. that RIOC is hereby authorized to consent to Manhattan Park’s refinancing, upon  
2 such terms and conditions substantially similar to those outlined in the  
3 Memorandum from Charlene M. Indelicato to the Board of Directors dated June  
4 11, 2014, attached hereto;

5  
6 Section 2. that the President/Chief Executive Officer or her designee is hereby authorized to  
7 take such actions and execute such instruments as she deems necessary to  
8 effectuate the foregoing; and  
9

10 Section 3. that this resolution shall take effect immediately.  
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14 **NEW BUSINESS ITEM #2**  
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16 The second item of new business was the Presentation of RIOC’s Audited Financial  
17 Statements for Fiscal Year 2013-14  
18

19 Mr. Zimmerman of Toski & Co., CPAS, P.C., RIOC’s external auditors introduced  
20 himself and discussed the highlights of the report. He noted that the reports provided to the  
21 Board note no inefficiencies in RIOC’s relevant operations. He further stated that the reports  
22 have been reviewed by the Audit Committee.  
23

24 Mr. Polivy noted that all questions posed by the Audit Committee in regard to this report  
25 were answered to that Committee’s satisfaction. Further, Mr. Polivy thanked the auditors and  
26 RIOC staff for their efforts in preparing the report.  
27

28 \* \* \*

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30 **NEW BUSINESS ITEM #3**  
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32 The third item of new business was the approval of the Report on Procurement Contracts  
33 for Fiscal Year Ending March 31, 2014.  
34

35 Mr. Jagdharry discussed the highlights of the report. He noted that attached to the report  
36 are the new Guidelines Regarding the Use, Awarding, Monitoring and reporting of Procurement  
37 Contracts, which would be adopted together with the report. According to Mr. Jagdharry, the  
38 new guidelines would be more appropriate for RIOC. He noted that one of the more important  
39 changes in these guidelines is that going forward the Corporation would be required to publish  
40 requests for proposals for contracts valued at \$50,000 or higher. The previous threshold was  
41 \$15,000.  
42

43 Mr. Polivy noted that the Audit Committee had reviewed report and the new guidelines.  
44 He recommended the approval of the new guidelines to facilitate Corporation’s procurement.  
45

46 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Towns,  
47 Ms. Levendosky, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith), the following  
48 resolution was ADOPTED:  
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**RESOLUTION**

APPROVAL OF REPORT ON PROCUREMENT  
CONTRACTS FOR FISCAL YEAR ENDING MARCH 31, 2014

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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 procurement contracts for fiscal year ending March 31, 2014 (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 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 the Report on Investments for Fiscal Year Ending March 31, 2014.

Mr. Jagdharry presented the report for Board approval per §2925 of the Public Authorities Law. He noted that the report assesses the Corporation's compliance with the law and its investment guidelines. Mr. Jagdharry stated that RIOC's auditors found the Corporation to be in compliance with those requirements.

Mr. Polivy noted that the Audit Committee had reviewed this report and recommended it for Board approval.

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

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**RESOLUTION**

APPROVAL OF REPORT ON INVESTMENTS  
FOR FISCAL YEAR ENDING MARCH 31, 2014

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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, 2014 (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 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 Property Report for Fiscal Year Ending March 31, 2014.

Mr. Jagdharry presented the report to the Board and discussed its highlights. He noted that the appended Guidelines Regarding Acquisition and Disposal of Property are being modified to include a new provision regarding disposition of scrap items.

Mr. Polivy noted that the report and the guidelines have been reviewed by the Audit Committee and recommended their approval.

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

**RESOLUTION**

APPROVAL OF PROPERTY REPORT  
FOR FISCAL YEAR ENDING MARCH 31, 2014

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





1 Mr. Lewis discussed the need for Westlaw legal research libraries in day-to-day workings  
2 of the Legal Department. He noted that RIOC has been using the Westlaw online services since  
3 2008 and used the paper version of the service prior to that. He noted that the staff of the Legal  
4 Department and President/CEO of the Corporation are familiar with Westlaw and prefer to  
5 continue its services on a multi-year basis. Mr. Lewis further stated that RIOC utilized a  
6 specialized government plan that is afforded through a government rate. He then recommended  
7 the contract for Board approval.  
8

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

12 **RESOLUTION**

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14 **AUTHORIZATION TO ENTER INTO CONTRACT WITH THOMSON REUTERS FOR**  
15 **ACCESS TO ON-LINE WESTLAW LEGAL RESEARCH LIBRARIES**  
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18 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the  
19 State of New York (“RIOC”), as follows:

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21 Section 1. that RIOC is hereby authorized to enter into a contract with Thomson Reuters for  
22 Access to on-line Westlaw legal research libraries, upon such terms and  
23 conditions substantially similar to those outlined in the Memorandum from  
24 Donald D. Lewis to Charlene M. Indelicato/Board of Directors dated June 17,  
25 2014, attached hereto;

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

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

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34 **NEW BUSINESS ITEM #9**

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36 The ninth item of new business was the ratification of amendment of contract with Urban  
37 Exterminating Company for pest control and extermination services.

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39 Mr. Opperman discussed the history of relations between RIOC and the contractor. He  
40 noted that the vendor has not been paid for some time now because the vendor failed to properly  
41 invoice RIOC due to personal matters of its principal. The proposal before the Board would  
42 authorize the Corporation to pay the money owed to the vendor thus far, and to extend the  
43 contract, so as to give RIOC sufficient time to conduct the procurement process for a future  
44 vendor.

45  
46 In response to a question from Mr. Shinozaki, Mr. Opperman stated that he is satisfied  
47 with the current vendor’s performance of his duties.  
48

1 Mr. Polivy noted that the Operations Advisory Committee has reviewed this contract to  
2 make sure that no toxic substances are used by the exterminator. He then recommended the  
3 contract for Board approval.  
4

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

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11 RATIFICATION OF AMENDMENT OF CONTRACT WITH URBAN EXTERMINATING  
12 COMPANY FOR PEST CONTROL AND EXTERMINATION SERVICES  
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15  
16 RESOLVED by the Board of Directors of the Roosevelt Island Operating Corporation of the  
17 State of New York (“RIOC”), as follows:  
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19 Section 1. that the Amendment of Contract with Urban Exterminating Company for pest  
20 control and extermination services, upon such terms and conditions substantially  
21 similar to those outlined in the Memorandum from Cyril Opperman to Charlene  
22 M. Indelicato/Board of Directors dated May 13, 2014, is hereby ratified;  
23

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

27 Section 3. that this resolution shall take effect immediately.  
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31 NEW BUSINESS ITEM #10

32  
33 The tenth item of new business was the authorization to amend the Cell Antenna License  
34 Agreement with Sprint.  
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36 Ms. Beirne provided a brief history of the license agreement and discussed the terms of  
37 the proposed amendment. She noted that the license will not be executed until RIOC staff  
38 receives and approves necessary submissions from the licensee.  
39

40 Mr. Shinozaki stated that the Operations Advisory Committee has reviewed the proposed  
41 amendment and recommended it for approval.  
42

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

AUTHORIZATION TO AMEND THE CELL ANTENNA  
LICENSE AGREEMENT WITH SPRINT

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

Section 1. that RIOC is hereby authorized to amend the Cell Antenna License Agreement with Sprint, upon such terms and conditions substantially similar to those outlined in the Memorandum from Marguerite Beirne to Charlene M. Indelicato/Board of Directors dated June 12, 2014, attached hereto;

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

Section 3. that this resolution shall take effect immediately.

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**PRESIDENT’S REPORT**

Ms. Indelicato began by thanking the RIOC staff for their efforts, and specifically noted the contributions of Ms. Walton and Mr. Jagdharry in preparing various reports presented to the Board at this meeting.

Ms. Indelicato then reminded the Board and the general public regarding the planned free Citizen Preparedness Training being planned by RIOC in conjunction with NYS Citizens Preparedness Corps for Island residents on July 8, 2014. She encouraged the public to pre-register to participate.

In regard to the upcoming Independence Day, Ms. Indelicato reminded everyone that there will only be limited visibility of the fireworks from Roosevelt Island this year. She also stated that visitor parking will also be limited, and that RIOC will conduct a simulcast of the fireworks at the Firefighters Field. Ms. Indelicato further noted that the Four Freedoms State Park and the Southpoint Open Space will be closed for visitors on July 4, 2014.

Lastly, Ms. Indelicato mentioned the planned soft opening of Eleanor’s Pier at the West Pier.

\* \* \*

1 **COMMITTEE REPORTS**

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3 **AUDIT COMMITTEE**

4  
5 Mr. Polivy stated that the Audit Committee met on June 18, 2014 to discuss the reports  
6 that were presented to the Board at this meeting, as well as the contract for actuarial services that  
7 was also approved at this meeting.

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9 **GOVERNANCE COMMITTEE**

10  
11 Ms. Smith stated that the Governance Committee did not meet. However, she also  
12 reminded Board members that Board self-evaluations were recently circulated and need to be  
13 completed and returned promptly.

14  
15 **OPERATIONS ADVISORY COMMITTEE**

16  
17 Mr. Shinozaki stated that the Operations Advisory Committee met on June 25, 2014. The  
18 Committee received status updates on general projects and discussed the Engineering weekly  
19 project chart. Committee discussion topics also included the Fourth of July fireworks viewing at  
20 Firefighters field, amendment of the Disposition Guidelines, amendment of contract for pest  
21 control and extermination services, amendment of the Sprint cell antenna license, and the  
22 Everbridge mass community notification system.

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24 **REAL ESTATE DEVELOPMENT ADVISORY COMMITTEE**

25  
26 Ms. Polivy stated that the Real Estate Development Advisory Committee met on June 18,  
27 2014. The Committee discussed the Manhattan Park refinancing transaction and received an  
28 update on infrastructure-related projects on the Island.

29  
30 **PUBLIC SAFETY REPORT**

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

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36 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Towns,  
37 Ms. Levendosky, Ms. Christian, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith), the  
38 meeting was adjourned at 6:20 p.m.

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Donald D. Lewis, Secretary