

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 SEPTEMBER 11, 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 September 11, 2014 at 5:30 p.m.¹

Directors Present:

Darryl C. Towns ²	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	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
Frances A. Walton	Vice President/Chief Financial Officer
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:

Sally Minard	President, Four Freedoms Park Conservancy
Christopher Pushkarsh	Director, Regional Operations & Resource Development, New York State Office of Parks, Recreation and Historic Preservation

¹ The RIOC Board Meeting commenced following a public comment period. The public comment period was not part of the meeting.

² Mr. Towns arrived during the discussion of item #3 of new business.

1 Mr. Kraut called the Board meeting to order at 5:45 p.m. The roll was called and a
2 quorum found to be assembled and present.

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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 June 26, 2014 meeting
9 of the RIOC Board of Directors.

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11 The proposed draft of the June 26, 2014 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 June 26, 2014 meeting, seconded and carried by unanimous vote in favor (Ms.
14 Levendosky, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith),
15 the 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 presentation of the FY 2014-15 QTR 1 Procurement
22 Report.

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24 Mr. Jagdharry noted that the Procurement Report for the first quarter of the current fiscal
25 year is included in the board package and provided a brief summary of the Report.

26
27 * * *

28 Mr. Kraut noted that new business item #2 will be the last new business item to be
29 discussed.

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31 * * *

32 **NEW BUSINESS ITEM #3**

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34 The third item of new business was the ratification of contract with Singh Landscaping &
35 Lawn Sprinkler Corp. (“Singh Landscaping”) for Good Shepherd Community Center Plaza
36 landscaping.

37
38 Mr. Mortimer provided a brief history of the project and explained the need for this
39 contract. He further discussed the procurement and evaluation process. Mr. Mortimer
40 recommended the contract with Singh Landscaping for Board approval.

41
42 Mr. Polivy noted that this item was discussed at the Real Estate Development Advisory
43 Committee meeting in addition to undergoing a lengthy process of community review and input
44 process.

45
46 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Towns,
47 Ms. Levendosky, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms.
48 Smith), the following resolution was ADOPTED:

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RESOLUTION

RATIFICATION OF CONTRACT WITH SINGH LANDSCAPING & LAWN SPRINKLER
CORP. FOR GOOD SHEPHERD COMMUNITY CENTER PLAZA LANDSCAPING

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

Section 1. that the contract with Singh Landscaping & Lawn Sprinkler Corp. for Good Shepherd Community Center Plaza landscaping, upon such terms and conditions substantially similar to those outlined in the Memorandum from Kay Hart to Charlene M. Indelicato dated August 29, 2014, is hereby ratified;

Section 2. that the President/Chief Executive Officer or her designee shall take such actions and/or execute such instruments as 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 authorization to enter into contract with Quintal Contracting Corp. for pothole repair.

Mr. Mortimer discussed the procurement and evaluation process for this contract and recommended it for Board approval.

Ms. Smith expressed a concern that there were only two bidders and that their bids were very different. Mr. Mortimer noted that discrepancy in unit prices could be due to the lack of experience in government contracts and inability to fully grasp the terms of the RFP by one of the bidders. He assured the Board members that the scope of work was clearly defined and there were no errors in the RFP. Mr. Mortimer mentioned that Quintal Contracting Corp. had performed the pothole repairs on the island in the past. Mr. Towns suggested coordinating advertisement of contracts with other similarly situated governmental entities in the future.

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

RESOLUTION

AUTHORIZATION TO ENTER INTO CONTRACT WITH
QUINTAL CONTRACTING CORP. FOR POTHOLE REPAIRS

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

1 **NEW BUSINESS ITEM #6**
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3 The sixth item of new business was the authorization of Consent to Assignment of Lease
4 by North Town Roosevelt, LLC (the Eastwood Tenant) to BSREP UA Roosevelt Landings LLC.
5

6 Mr. Kraut, as resident of Roosevelt Landings/Eastwood, recused himself from discussion
7 and voting on this item.
8

9 Ms. Indelicato stated that this is a simple assignment authorized under the Eastwood
10 ground lease. She explained that this transaction requires RIOC's consent, which cannot be
11 unreasonably withheld or delayed under the terms of the lease. Ms. Indelicato stated that RIOC
12 has performed its due diligence. She noted that there will be no adverse impact on residents as a
13 result of this assignment. Ms. Indelicato stated that the payment of approximately \$2.7 million is
14 due to RIOC as a result of this transaction. She also assured the Board members that
15 affordability will not be adversely affected by this transaction. Ms. Indelicato recommended
16 approval of Consent to Assignment of Lease by North Town Roosevelt, LLC to BSREP UA
17 Roosevelt Landings LLC.
18

19 Mr. Polivy noted that Real Estate Development Advisory Committee met earlier today to
20 discuss this item. The Committee listened to the presentation by the owner representatives and
21 received assurances that affordability will not be adversely affected by this transaction.
22 According to Mr. Polivy, as a result of the assignment of lease, there will be new infrastructure
23 improvements, and building debts will be reduced.
24

25 Upon a motion duly made, seconded and carried by six votes in favor (Mr. Towns, Ms.
26 Levendosky, Ms. Christian, Dr. Grimm, Mr. Polivy and Ms. Smith), one abstention (Mr. Kraut),
27 and one vote against (Mr. Shinozaki), the following resolution was ADOPTED:
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29 **RESOLUTION**
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31 **AUTHORIZATION OF CONSENT TO ASSIGNMENT OF LEASE BY NORTH TOWN**
32 **ROOSEVELT, LLC (THE EASTWOOD TENANT) TO BSREP UA ROOSEVELT**
33 **LANDINGS LLC**
34

35 **RESOLVED**, by the Board of Directors of the Roosevelt Island Operating Corporation of the
36 State of New York (the "Corporation"), as follows:
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38 Section 1. The Corporation is hereby authorized to consent to the assignment by North Town
39 Roosevelt, LLC, which is the tenant under the Amended and Restated Lease
40 between the Corporation and North Town Roosevelt, LLC dated as of September
41 16, 2006 (the "Eastwood Lease"), of all of its right, title and interest in the
42 Eastwood Lease to BSREP UA Roosevelt Landings LLC, along such terms and
43 conditions substantially similar to those outlined in the Memorandum from
44 Charlene M. Indelicato to the Board of Directors dated September 8, 2014,
45 attached hereto;
46

47 Section 2. The Corporation is hereby authorized to consent to the continued use by BSREP
48 UA Roosevelt Landings LLC of Urban American Management, LLC (or an
49 affiliate thereof) as its property manager;

1 Section 3. The President/Chief Executive Officer or her designee is hereby authorized to
2 take such actions and execute such agreements as deemed necessary to effectuate
3 the foregoing; and
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5 Section 4. This resolution shall take effect immediately.
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9 **NEW BUSINESS ITEM #2**
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11 The second item of new business was the authorization to enter into a License Agreement
12 with New York State Office of Parks, Recreation and Historic Preservation (“OPRHP”) for
13 certain land adjoining Four Freedoms State Park (“FFSP”).
14

15 Ms. Indelicato noted that this written agreement is a workable document. She stated that
16 the license will clarify the obligations of the parties and delineate boundary lines. Ms. Indelicato
17 explained that RIOC is not giving away its property, but rather is allowing OPRHP to use
18 RIOC’s property, as this is not a lease, but a license. She noted that this agreement delineates
19 liability coverage to areas already in use by FFSP. Ms. Indelicato stated that FFSP needs the
20 area to maintain operations of the Park. She also expressed her hope that signing of the license
21 agreement will improve relations among RIOC, OPRHP and FFSP.
22

23 Ms. Christian expressed her disappointment that the operational needs of FFSP were not
24 addressed when the park designs were originally brought for approval. In response to Ms.
25 Christian, Mr. Pushkarsh stated that he is not aware of other locations that FFSP could use as
26 staging grounds for the Park. He noted that the agreement, which contains clear terms and
27 boundaries, formalizes the current status quo and consolidates all existing uses and permits.
28 According to Mr. Pushkarsh, the license takes care of staff needs that were not taken in
29 consideration back when the park was originally designed in 1970s, because some of those
30 requirements were not legally binding then.
31

32 Ms. Smith noted that even though this is a license, if RIOC decides to terminate it, FFSP
33 and/or OPRHP would not be able to operate the park. She expressed a concern that this would
34 prohibit future development of the Renwick Ruins. Mr. Kraut noted that he believes that matters
35 of the Renwick Ruins development can be resolved in future.
36

37 Mr. Shinozaki expressed his disappointment with what he sees as FFSP’s sense of
38 entitlement in encroaching on areas outside of the Park. He noted that he appreciates the idea of
39 delineating responsibilities, but would like to clarify that it is not a license for making any
40 permanent alterations. Mr. Pushkarsh confirmed that this is also OPRHP’s understanding.
41

42 Mr. Polivy noted that this item was previously discussed at REDAC meeting on May 6,
43 2014. He stated that the terms of the proposed license have improved greatly and became much
44 clearer since then. Mr. Polivy expressed hope that in the future a comprehensive plan can
45 incorporate the needs of FFSP and Southpoint Open Space.
46

47 Upon a motion duly made, seconded and carried by six votes in favor (Mr. Towns, Ms.
48 Levendosky, Dr. Grimm, Mr. Kraut, Mr. Polivy and Mr. Shinozaki), and two against (Ms.
49 Christian and Ms. Smith) the following resolution was ADOPTED:

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RESOLUTION

AUTHORIZATION TO ENTER INTO LICENSE AGREEMENT WITH NEW YORK STATE
OFFICE OF PARKS, RECREATION AND HISTORIC PRESERVATION FOR
CERTAIN LAND ADJOINING FOUR FREEDOMS STATE PARK

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

Section 1. that RIOC is hereby authorized to enter into a License Agreement with New York State Office of Parks, Recreation and Historic Preservation for certain land adjoining Four Freedoms State Park, upon the terms and conditions substantially similar to those outlined in the Memorandum from Charlene M. Indelicato to the Board of Directors dated August 27, 2014, attached hereto;

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

Section 3. that this resolution shall take effect immediately.

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PRESIDENT’S REPORT

Ms. Indelicato expressed a hope for new beginnings with Four Freedoms State Park. She stated that Roosevelt Island’s vision for this area will be discussed with the Board and the residents in the future.

Ms. Indelicato noted that RIOC advisories are getting better and commended Anna Rankin, Erica Spencer-El, John “Jack” McManus and others for working on the advisories.

Ms. Indelicato further provided updates on several projects on the Island. She noted that windows are in the process of being installed at 504 Main Street, and that Tram elevator bids are due in early October.

Lastly, Ms. Indelicato encouraged residents and visitors to share Island-related concerns with the RIOC administration.

* * *

COMMITTEE REPORTS

AUDIT COMMITTEE

Mr. Polivy stated that the Audit Committee did not meet.

1 GOVERNANCE COMMITTEE

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3 Ms. Smith stated that the Governance Committee met on August 21, 2014. The
4 Committee discussed employees' evaluation process, training plan for employees, as well as the
5 goals and responsibilities of Governance Committee.

6
7 Ms. Smith suggested creating a temporary advisory committee to go over the Inspector
8 General's Report dated August 7, 2014. Mr. Shinozaki, Ms. Smith and Mr. Polivy expressed a
9 desire to be on that committee.

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11 OPERATIONS ADVISORY COMMITTEE

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

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15 REAL ESTATE DEVELOPMENT ADVISORY COMMITTEE

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17 Ms. Polivy stated that the Real Estate Development Advisory Committee met twice: on
18 July 30, 2014 and September 11, 2014. On July 30, the Committee discussed the Good Shepherd
19 Plaza renovation plan, South Point Open Space Park use, and received an update from
20 Hudson/Related regarding the revitalization of Main Street. At a meeting earlier today, the
21 Committee discussed the consent to the Roosevelt Landings/Eastwood lease assignment.

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23 PUBLIC SAFETY REPORT

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

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29 Mr. Towns noted that the day marked the 13th anniversary of the events of the September
30 11, 2001. He asked that everyone remember those who were injured or died on that tragic day.

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34 Upon a motion duly made, seconded and carried by unanimous vote in favor (Mr. Towns,
35 Ms. Levendosky, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms.
36 Smith), the meeting was adjourned at 7:05 p.m.

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Donald D. Lewis, Secretary