

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
Mary Beth Labate
Howard Polivy
Michael Shinozaki
Margaret Smith

**MINUTES OF THE DECEMBER 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 December 11, 2014 at 5:30 p.m.¹

Directors Present:

| | |
|---------------------------|--|
| Meghan Anderson | Representing 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 | 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 |
| Indranie Sanichar | Director, Information Technology |
| Sean Singh | Grant Writer |
| Erica Spencer-El | Community Relations Specialist |
| Lada V. Stasko | Assistant General Counsel |

Others Attending:

| | |
|-----------------|---|
| Sherie Helstien | Vice President, Roosevelt Island Residents Association (“RIRA”) |
|-----------------|---|

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

1 Ms. Anderson 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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6 **APPROVAL OF MINUTES**

7
8 The first item of business was the approval of the minutes of the November 6, 2014
9 meeting of the RIOC Board of Directors.

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11 The proposed draft of the November 6, 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 November 6, 2014 meeting, seconded and carried by seven votes in favor (Ms.
14 Anderson, Ms. Levendosky, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy and Ms. Smith)
15 and one abstention (Mr. Shinozaki), the minutes were **APPROVED**, and ordered filed.

16
17 * * *

18 **NEW BUSINESS ITEM #1**

19
20 The first item of new business was the approval of the Proposed RIOC Budget for Fiscal
21 Year 2015-16.

22
23 Mr. Jagdharry stated that in compliance with Section 2801 of the Public Authorities Law,
24 the Proposed Budget for FY 2015-16 must be submitted to the appropriate parties 90 days before
25 the end of the current fiscal year. He reminded those present that the proposed budget was
26 originally presented to the Board of Directors on November 6, 2014 and was contemporaneously
27 posted on the RIOC website for public inspection. The proposed budget was reviewed and
28 discussed by the Audit Committee on October 22, 2014, and was subsequently recommended for
29 Board approval by that Committee on December 3, 2014.

30
31 In response to Mr. Shinozaki's question, Mr. Polivy clarified that the Tram projections
32 are partially based on existing increased ridership, as well as on expectations of greater increases
33 in the future. In response to Ms. Smith's question, Mr. Jagdharry noted that the approved budget
34 must be submitted to the relevant parties by December 31, 2014. Ms. Smith then noted that
35 while she had certain questions regarding some proposed salary increases, the personnel salary
36 section can be amended later if necessary. Mr. Polivy thanked Mr. Jagdharry for the budget
37 preparation. He noted that budgets are plans, not prescriptions; and that changes can be made if
38 they are needed because a budget is a working document.

39
40 Upon a motion duly made, seconded and carried by unanimous vote in favor (Ms.
41 Anderson, Ms. Levendosky, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy, Mr. Shinozaki
42 and Ms. Smith), the following resolution was ADOPTED:

43
44 **RESOLUTION**

45
46 **APPROVAL OF THE PROPOSED RIOC BUDGET**
47 **FOR FISCAL YEAR 2015-16**
48
49

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

3
4 Section 1. that the proposed RIOC budget for Fiscal Year 2015-16, in substantially the form
5 annexed hereto, is hereby approved;

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

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13 * * *

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15 **NEW BUSINESS ITEM #2**

16
17 The second item of new business was the approval of the schedule of 2015 meetings of
18 the Roosevelt Island Operating Corporation Board of Directors.

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20 Mr. Lewis noted that the proposed schedule of the 2015 Board meetings is consistent
21 with past years' Board meetings schedules. Ms. Smith stated that she would like to have more
22 meetings, even if only to have a public comment period. Mr. Polivy reminded that committees
23 meetings are also open to general public. Mr. Kraut noted that based on the past years'
24 experience, in his opinion, there is no need to schedule more meetings.

25
26 Upon a motion duly made, seconded and carried by seven votes in favor (Ms. Anderson,
27 Ms. Levendosky, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy and Mr. Shinozaki) and one
28 against (Ms. Smith), the following resolution was ADOPTED:

29
30 **RESOLUTION**

31
32 **SCHEDULE OF 2015 MEETINGS OF THE**
33 **ROOSEVELT ISLAND OPERATING CORPORATION**
34 **BOARD OF DIRECTORS**

35
36
37 **RESOLVED by the Board of Directors of the Roosevelt Island Operating Corporation,**
38 **pursuant to By-Laws, Article III, Section 2 as follows:**

39
40 Section 1. That notice is hereby given that the regular meetings of the Board of
41 Directors for year 2015 shall be held at the Manhattan Park Community
42 Center, 8 River Road, Roosevelt Island, New York, unless notified
43 otherwise, at the following dates and times:

44
45 January 22, 2015 at 5:30 p.m.
46 March 12, 2015 at 5:30 p.m.
47 April 16, 2015 at 5:30 p.m.
48 May 21, 2015 at 5:30 p.m.
49 June 25, 2015 at 5:30 p.m.

September 10, 2015 at 5:30 p.m.

October 22, 2015 at 5:30 p.m.

December 3, 2015 at 5:30 p.m.

Section 2. That the Secretary is hereby authorized, upon the request of the Chairperson or upon the request of three (3) or more of the Directors to the Secretary, to cancel or reschedule any regular meetings of the Board of Directors previously authorized by the Board of Directors, and to provide written notice of the cancellation, if personally or by telefacsimile, at least 72 hours prior to the authorized regular meeting date, or if by mail, at least ten days prior thereto, in accordance with the provisions of Article III, Section 2 of the By-Laws; and

Section 3. That this resolution shall take effect immediately.

* * *

NEW BUSINESS ITEM #3

The third item of new business was the authorization to amend Public Purpose Funds (“PPF”) Procedures.

Mr. Singh provided highlights of the new Public Purpose Funds procedures. Ms. Helstien of RIRA read a statement from David Evans, Chair of RIRA’s Public Purpose Funds Committee. According to this statement, RIRA’s Common Council reaffirmed its desire to continue distribution of PPF without any expectation to receive grants for RIRA.

In response to Mr. Shinozaki’s question, Mr. Lewis briefly explained the difference between 501(c)3 and 501(c)4 organizations. Mr. Singh noted that the Governance committee met on December 3, 2014 to discuss Public Purpose Funds approval process. Based on their review, Mr. Singh recommended the approval of the amended Public Purpose Funds Procedures.

Ms. Indelicato stated that RIOC’s administration would carefully vet all applicants.

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

RESOLUTION

AUTHORIZATION TO AMEND PUBLIC PURPOSE FUNDS PROCEDURES

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

Section 1. that the amended Public Purpose Funds Procedures, substantially as set forth in the Memorandum from Sean Singh to Charlene M.

1 Indelicato/Board of Directors dated December 10, 2014, attached hereto,
2 are hereby authorized and adopted;

3
4 Section 2. that the President/Chief Executive Officer or her designee is hereby
5 authorized to take such actions and execute such agreements as deemed
6 necessary to effectuate the foregoing;

7
8 Section 3. that this resolution shall take effect immediately.
9

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12 **NEW BUSINESS ITEM #4**

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14 The fourth item of new business was the authorization to enter into contract with
15 Architectural & Engineering Group (“AEG”) for Sportspark repairs design.
16

17 Mr. Mortimer noted that in 2013, KS Engineers prepared a structural evaluation and
18 feasibility study for Sportspark. The report identified some priority repairs that needed to be
19 made to the facility. Subsequently, RIOC issued a task order to RIOC’s Architectural and
20 Engineering panel. Mr. Mortimer stated that AEG had the best proposal and that they are very
21 proficient in this area of design. Mr. Mortimer recommended the contract with AEG for Board
22 approval.
23

24 In response to Mr. Shinozaki’s question, Mr. Mortimer noted that the difference in bid
25 amounts is due to the relative expertise of bidders. According to Mr. Mortimer, AEG was better
26 suited to give a more accurate estimate.
27

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

32
33 **RESOLUTION**

34
35 **AUTHORIZATION TO ENTER INTO CONTRACT WITH ARCHITECTURAL &**
36 **ENGINEERING GROUP FOR SPORTSPARK REPAIRS DESIGN**
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 RIOC is hereby authorized to enter into contract with Architectural &
44 Engineering Group for Sportspark repairs design, upon such terms and conditions
45 substantially similar to those outlined in the Memorandum from Kay Hart to
46 Charlene M. Indelicato/Board of Directors dated November 20, 2014, attached
47 hereto;
48

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.
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7 * * *
8

9 **NEW BUSINESS ITEM #5**
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11 The fifth item of new business was the authorization to enter into contract with Shawn
12 Construction, Inc. for helix ramp repairs.
13

14 Mr. Mortimer provided a brief history of the project and explained the need for the
15 contract. He noted that Gandhi Engineering had worked on design for rehabilitation of the helix.
16 Mr. Mortimer went over the procurement process. He explained that a 30% contingency is
17 required because, until work starts, it is unclear how much work has to be done in off-hours and
18 what additional defects may exist. Mr. Mortimer recommended the contract with Shawn
19 Construction, Inc. for Board approval.
20

21 Mr. Shinozaki noted that Shawn Construction, Inc. has no special experience to perform
22 road/bridge work. Mr. Mortimer stated that specialized work would be done by a subcontractor.
23 Ms. Indelicato noted that the contract will ensure that specialized work would be given only to a
24 qualified subcontractor. Mr. Mortimer noted that the subcontractor will be pre-qualified.
25

26 In response to Mr. Kraut's question, Mr. Mortimer noted that Gandhi Engineering would
27 perform oversight. In response to Ms. Smith's question, Ms. Indelicato noted that she is satisfied
28 with Shawn Construction's prior work on Cultural Center. In response to Mr. Kraut's inquiry,
29 Mr. Lewis noted that the resolution may be approved with an understanding that relevant
30 language regarding subcontractor's qualifications will be included in the contract.
31

32 Upon a motion duly made, seconded and carried by unanimous vote in favor (Ms.
33 Anderson, Ms. Levendosky, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy, Mr. Shinozaki
34 and Ms. Smith), the following resolution was ADOPTED:
35

36 **RESOLUTION**
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38 **AUTHORIZATION TO ENTER INTO CONTRACT WITH**
39 **SHAWN CONSTRUCTION, INC. FOR HELIX RAMP REPAIRS**
40

41
42 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the
43 State of New York ("RIOC"), as follows:
44

45 Section 1. that RIOC is hereby authorized to enter into contract with Shawn Construction,
46 Inc. for the repairs to the Helix ramp, upon such terms and conditions
47 substantially similar to those outlined in the Memorandum from Fred Cagnetto to
48 Charlene M. Indelicato/Board of Directors dated November 19, 2014, attached
49 hereto;

1
2 Section 2. that the President/Chief Executive Officer or her designee is hereby authorized to
3 take such actions and execute such instruments as she deems necessary to
4 effectuate the foregoing; and
5

6 Section 3. that this resolution shall take effect immediately.
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10 **NEW BUSINESS ITEM #6**
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12 The sixth item of new business was the authorization to enter into contract with Wank
13 Adams Slavin Associates, LLP (“WASA”) for Manhattan Tram Station elevators design.
14

15 Mr. Mortimer explained the need for the contract. He noted that WASA has experience
16 with similar elevators. Mr. Mortimer explained that a 20% contingency is needed due to
17 potential soil contamination. He clarified that the contract is for the design of the elevators, not
18 actual construction.
19

20 Upon a motion duly made, seconded and carried by unanimous vote in favor (Ms.
21 Anderson, Ms. Levendosky, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy, Mr. Shinozaki
22 and Ms. Smith), the following resolution was ADOPTED:
23

24 **RESOLUTION**
25

26 **AUTHORIZATION TO ENTER INTO CONTRACT WITH**
27 **WANK ADAMS SLAVIN ASSOCIATES, LLP**
28 **FOR MANHATTAN TRAM STATION ELEVATORS DESIGN**
29

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31
32 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the
33 State of New York (“RIOC”), as follows:
34

35 Section 1. that RIOC is hereby authorized to enter into contract with Wank Adams Slavin
36 Associates, LLP for Manhattan Tram station elevators design, upon such terms
37 and conditions substantially similar to those outlined in the Memorandum from
38 Fred Cagnetto to Charlene M. Indelicato/Board of Directors dated November 19,
39 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.
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1 **NEW BUSINESS ITEM #7**

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3 The seventh item of new business was the ratification of amendment of contract with
4 Steve DiSisto General Contractors, Inc. for resetting of Z-brick pavers.

5
6 Mr. Mortimer explained that the amendment of contract was necessary to close out the
7 existing contract for resetting of Z-brick pavers. He noted that Hurricane Sandy necessitated
8 extra work and recommended ratification of contract for Board approval.
9

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

13
14 **RESOLUTION**

15
16 **RATIFICATION OF AMENDMENT OF CONTRACT WITH STEVE DISISTO**
17 **GENERAL CONTRACTORS, INC. FOR RESETTING OF Z-BRICK PAVERS**
18

19
20 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the
21 State of New York (“RIOC”), as follows:

22
23 Section 1. that the amendment of contract with Steve DiSisto General Contractors, Inc. for
24 resetting of Z-Brick pavers, upon such terms and conditions substantially similar
25 to those outlined in the Memorandum from James Mortimer to Charlene M.
26 Indelicato/Board of Directors dated October 23, 2014, is hereby ratified;

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

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

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34 **NEW BUSINESS ITEM #8**

35
36 The eighth item of new business was the authorization to enter into contract with Sprague
37 Operating Resources LLC for the purchase of biodiesel fuel.

38
39 Mr. Opperman explained the nature of contract. He noted that Sprague Operating
40 Resources LLC is a vendor preapproved by the New York State Office of General Services. Mr.
41 Opperman recommended contract for the purchase of biodiesel fuel for Board approval.
42

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

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RESOLUTION

AUTHORIZATION TO ENTER INTO CONTRACT WITH
SPRAGUE OPERATING RESOURCES LLC FOR THE PURCHASE OF BIODIESEL FUEL

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 enter into contract with Sprague Operating Resources LLC for the purchase of biodiesel fuel, upon such terms and conditions substantially similar to those outlined in the Memorandum from Cyril Opperman to Charlene M. Indelicato/Board of Directors dated December 1, 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.

* * *

PRESIDENT’S REPORT

Ms. Indelicato thanked RIOC staff and the New York State Department of Budget for thorough preparation and review of the Proposed Budget for next year. Ms. Indelicato stated that in the outgoing year she worked closely with the Board, RIOC’s staff and State administration. Ms. Indelicato also noted that she appreciates constructive criticism from residents.

Ms. Indelicato further noted that RIOC is working with the operators of the Motorgate garage and Manhattan Park to organize a program for the Motorgate upgrades. She also stated that New York City Council Member Ben Kallos has been very helpful in working with Consolidated Edison to fix temporary lighting problems at Motorgate.

Ms. Indelicato listed projects completed this year, including Good Shepherd Plaza landscaping and Lighthouse footbridge repair. She then went over the Corporation’s plans for next year. Ms. Indelicato noted that capital projects take time and patience.

* * *

COMMITTEE REPORTS

AUDIT COMMITTEE

Mr. Polivy stated that the Audit Committee met on December 3, 2014. The Committee reviewed the Proposed Budget for Fiscal Year 2015-16 and recommended its approval.

1 GOVERNANCE COMMITTEE

2
3 Ms. Smith stated that the Governance Committee met on December 3, 2014 to discuss
4 new Public Purpose Funds Procedures.

5
6 OPERATIONS ADVISORY COMMITTEE

7
8 Mr. Shinozaki stated that the Operations Advisory Committee did not meet.

9
10 REAL ESTATE DEVELOPMENT ADVISORY COMMITTEE

11
12 Ms. Polivy stated that the Real Estate Development Advisory Committee did not meet.

13
14 **PUBLIC SAFETY REPORT**

15
16 Ms. Anderson noted that the Public Safety Report was included in the Board package.

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20 Upon a motion duly made, seconded and carried by unanimous vote in favor (Ms.
21 Anderson, Ms. Levendosky, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy, Mr. Shinozaki
22 and Ms. Smith), the meeting was adjourned at 7:10 p.m.

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24 _____
25 Donald D. Lewis, Secretary