

**ROOSEVELT ISLAND
OPERATING CORPORATION**
of The State of New York



Andrew M. Cuomo
Governor

Charlene M. Indelicato
President/Chief Executive Officer

Frances A. Walton
Vice President/Chief Financial Officer

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 APRIL 16, 2015 MEETING OF THE
ROOSEVELT ISLAND OPERATING CORPORATION
BOARD OF DIRECTORS**

A meeting of the Board of Directors was held at the Cultural Center Theater, 548 Main Street, Roosevelt Island, New York, on April 16, 2015 at 5:30 p.m.¹

Directors Present:

Fay Fryer Christian	Director
Dr. Katherine Teets Grimm	Director
David Kraut	Director
Howard Polivy	Director
Michael Shinozaki	Director
Margaret Smith	Director

Directors Absent:

Darryl C. Towns	RIOC Chair and Commissioner, the New York State Division of Housing and Community Renewal
Mary Beth Labate	Director, the New York State Division of Budget

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
James Mortimer	Director, Engineering
Cyril Opperman	Director, Island Operations
Gretchen Robinson	Compliance Officer
Sean Singh	Grant Writer/Budget Analyst
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.

1 Mr. Kraut called the Board meeting to order at 5:55 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 March 26, 2015 meeting
9 of the RIOC Board of Directors.

10
11 The proposed draft of the March 26, 2015 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 March 26, 2015 meeting, seconded and carried by unanimous vote in favor (Ms.
14 Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy, Mr. Shinozaki and Ms. Smith), the minutes were
15 **APPROVED**, and ordered filed.

16
17 * * *

18 **NEW BUSINESS ITEM #1**

19
20 The first item of new business was the authorization to amend License Agreement with
21 the Roosevelt Island Garden Club, LTD (RIGC).

22
23 Ms. Indelicato noted that there is no quorum to vote on this item because some of the
24 Board members are also RIGC members and will need to recuse themselves from voting.
25 Therefore, this item was tabled.

26
27 * * *

28
29 **NEW BUSINESS ITEM #2**

30
31 The second item of new business was the authorization to ratify and amend license
32 agreement for Zipcar parking at Southtown.

33
34 Mr. Opperman provided a background of Zipcar parking license agreement and discussed
35 the proposed terms. He stated that the number of vehicles will remain the same – three, but the
36 license fee will increase from \$192 to \$200.

37
38 Mr. Lewis noted that the current license needs to be ratified because it became a multi-
39 year agreement. Furthermore, RIOC wants to extend the license, which is going to expire on
40 April 30, 2015, for additional one-year period. Mr. Lewis further stated that wants to slightly
41 change the format of the agreement; however, RIOC is pushing to use its standard form permit.
42 Mr. Lewis recommended the ratification and amendment of Zipcar license agreement for Board
43 approval, with an understanding that the license agreement will have a format acceptable to
44 RIOC.

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

1 **RESOLUTION**

2
3 **AUTHORIZATION TO RATIFY AND AMEND LICENSE AGREEMENT**
4 **FOR ZIPCAR PARKING AT SOUTHTOWN**
5

6
7 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the
8 State of New York (“RIOC”), as follows:
9

10 Section 1. that RIOC is hereby authorized to ratify and amend License Agreement for Zipcar
11 Parking at Southtown, upon the terms and conditions substantially similar to those
12 outlined in the Memorandum from Cyril Opperman to Charlene M.
13 Indelicato/Board of Directors dated April 1, 2015, attached hereto;
14

15 Section 2. that the President/Chief Executive Officer or her designee shall take such actions
16 and/or execute such instruments as necessary to effectuate the foregoing; and
17

18 Section 3. that this resolution shall take effect immediately.
19

20 * * *

21
22 **NEW BUSINESS ITEM #3**
23

24 The third item of new business was the authorization to install the Kraitz sculpture on
25 Roosevelt Island.
26

27 Mr. Lewis noted that Mr. Kraitz, the artist, is not coming to New York until May of next
28 year; and that the item is not ripe for discussion at this time. Therefore, this item was tabled.
29

30 * * *

31
32 **NEW BUSINESS ITEM #4**
33

34 The fourth item of new business was the authorization of expenditure of funds for
35 Roosevelt Island Youth Center.
36

37 Mr. Singh noted that RIOC FY 2015-16 Budget includes \$175,000 allocated for
38 Roosevelt Island Youth Center, which is currently operated by Roosevelt Island Youth Program
39 (“RIYP”). RIYP’s operation is consistent with the General Development Plan and RIOC
40 Mission Statement. Mr. Singh stated that RIOC intends to issue a Request for Proposal (“RFP”)
41 in the fall of this year for an entity to operate the Youth Center. In the meantime, he
42 recommended the approval of expenditure of prorated amount of \$131,250 for RIYP to ensure
43 the continuing operation of the Youth Center until the RFP/bid process is completed.
44

45 Ms. Indelicato added that RIOC still has a dual solution in connection with the Youth
46 Program. The first one is through the Public Purpose Funds, as they are still under review by the
47 State. The second alternative is through an RFP process, mentioned earlier. Ms. Indelicato
48 assured the Board and the audience that Roosevelt Island will not be left without a youth
49 program.

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

5
6 **RESOLUTION**

7
8 **AUTHORIZATION OF EXPENDITURE OF FUNDS**
9 **FOR ROOSEVELT ISLAND YOUTH CENTER**

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

14
15 Section 1. that the expenditure of funds for Roosevelt Island Youth Center, upon the terms
16 and conditions substantially similar to those outlined in the Memorandum from
17 Sean Singh to Charlene M. Indelicato/Board of Directors dated March 31, 2015,
18 attached hereto, is hereby authorized;

19
20 Section 2. that the President/Chief Executive Officer or her designee shall take such actions
21 and/or execute such instruments as necessary to effectuate the foregoing; and

22
23 Section 3. that this resolution shall take effect immediately.

24
25 * * *

26
27 **NEW BUSINESS ITEM #5**

28
29 The fifth item of new business was the authorization to enter into contract with U.Arias,
30 Corp. for landscaping and maintenance services.

31
32 Mr. Opperman provided the background for this project and explained the procurement
33 process. He stated that U.Arias Corp. is specializing in landscaping and has excellent references.
34 Mr. Opperman recommended contract with U. Arias, Corp. for Board approval. In response to
35 Mr. Shinozaki’s question, Mr. Opperman noted that U.Arias Corp. is an all-union contractor.

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

40
41 **RESOLUTION**

42
43 **AUTHORIZATION TO ENTER INTO CONTRACT WITH U.ARIAS, CORP.**
44 **FOR LANDSCAPING AND MAINTENANCE SERVICES**

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

1
2 Section 1. that RIOC is hereby authorized to enter into a contract with U.Arias, Corp. for
3 landscaping and maintenance services, upon such terms and conditions
4 substantially similar to those outlined in the Memorandum from Cyril Opperman
5 to Charlene M. Indelicato/Board of Directors dated April 3, 2015, 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.
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15 **NEW BUSINESS ITEM #6**
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17 The sixth item of new business was the authorization to enter into contract with
18 Architecture and Engineering Group, PC (“AEG”) for Motorgate garage repairs design.
19

20 Mr. Mortimer noted that Motorgate garage has certain defects that must be repaired. He
21 further explained the need for a design contract and discussed the scope of work. Mr. Mortimer
22 stated that AEG submitted the lowest price and received the highest score from RIOC’s pre-
23 selected Architectural and Engineering panel. He explained the disparity between AEG’s
24 proposed price and those of three other panel consultants who submitted responses. Mr.
25 Mortimer recommended the contract with AEG for Board approval. In response to Ms.
26 Christian’s question, Mr. Mortimer noted that RIOC will make sure AEG will consider the best
27 materials in its design.
28

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

33 **RESOLUTION**
34

35 **AUTHORIZATION TO ENTER INTO CONTRACT WITH ARCHITECTURE AND**
36 **ENGINEERING GROUP, PC FOR MOTORGATE GARAGE 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 a contract with Architecture and
44 Engineering Group, PC for Motorgate garage repairs design, upon such terms and
45 conditions substantially similar to those outlined in the Memorandum from James
46 Mortimer to Charlene M. Indelicato/Board of Directors dated April 6, 2015,
47 attached 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.
6

7 * * *
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9 **PRESIDENT'S REPORT**

10
11 Ms. Indelicato noted that that she supports Ms. Smith's notion on the importance of
12 having town hall-style meetings with the residents, and that RIOC is planning to have one such
13 meeting in May.
14

15 Ms. Indelicato also provided a brief update on construction projects on the Island. She
16 stated that Con Edison is going to place a high pressure utility line down Main Street for the
17 benefit of the Island residents, businesses and Cornell University. Ms. Indelicato noted that
18 Westview and Roosevelt Landings are doing façade work which will coincide with utility
19 projects on the Main Street. RIOC is meeting with all the relevant parties involved in these
20 projects to ensure complete coordination of all activities.
21

22 Ms. Indelicato further noted that with Con Edison working on the Island, RIOC Public
23 Safety Department is also addressing safety issues and working on minimizing the
24 inconvenience.
25

26 * * *
27

28 **COMMITTEE REPORTS**

29
30 **AUDIT COMMITTEE**

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32 Mr. Polivy stated that the Audit Committee did not meet.
33

34 **GOVERNANCE COMMITTEE**

35
36 Ms. Smith stated that the Governance Committee did not meet.
37

38 **OPERATIONS ADVISORY COMMITTEE**

39
40 Mr. Shinozaki stated that the Operations Advisory Committee met on April 15, 2015. The
41 Committee discussed status of general projects, seawall railings design, and operational issues
42 related to upcoming Main Street construction. Mr. Shinozaki noted that RIOC needs to
43 communicate thoroughly with all organizations on the island regarding construction.
44

45 **REAL ESTATE DEVELOPMENT ADVISORY COMMITTEE**

46
47 Ms. Polivy stated that the Real Estate Development Advisory Committee did not meet.
48
49

1 **PUBLIC SAFETY REPORT**

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3 Mr. Kraut noted that the Public Safety Report was included in the Board package.

4
5 **FINANCIAL REPORT**

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7 Mr. Kraut noted that the Financial Report was included in the Board package.

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

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15 _____
16 Secretary