

**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

Susan G. Rosenthal
Vice President/General Counsel

BOARD OF DIRECTORS

Jamie Rubin, Chairperson
Fay Fryer Christian
Dr. Katherine Teets Grimm
David Kraut
Mary Beth Labate
Howard Polivy
Michael Shinozaki
Margaret Smith

**MINUTES OF THE MAY 21, 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 May 21, 2015 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 Mary Beth Labate, 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
Susan G. Rosenthal	Incoming Vice President/General Counsel
Frances A. Walton	Vice President/Chief Financial Officer
Arthur G. Eliav	Associate General Counsel
James Mortimer	Director, Engineering
Cyril Opperman	Director, Island Operations
Gretchen Robinson	Compliance Officer
Indranie Sanichar	Director, Information Technologies
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 Ms. Anderson 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.

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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 April 16, 2015 meeting
9 of the RIOC Board of Directors.

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11 The proposed draft of the April 16, 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 April 16, 2015 meeting, seconded and carried by unanimous vote in favor (Ms.
14 Anderson, Ms. Levendosky, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy, Mr. Shinozaki
15 and Ms. Smith), the minutes were **APPROVED**, and ordered filed.

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17 * * *

18 **NEW BUSINESS ITEM #1**

19
20 The first item of new business was the ratification of amendment of license agreement
21 with the Roosevelt Island Garden Club, LTD (RIGC).

22
23 Ms. Smith noted that this item had been discussed at multiple previous public meetings
24 and that the Board and the community support this project. It was noted that two Board
25 Members who have plots in the garden have recused themselves from any discussions and will
26 abstain from voting on this item.

27
28 Upon a motion duly made, seconded and carried by six votes in favor (Ms. Anderson,
29 Ms. Levendosky, Ms. Christian, Mr. Kraut, Mr. Shinozaki and Ms. Smith) and two abstentions
30 (Dr. Grimm and Mr. Polivy), the following resolution was ADOPTED:

31 **PROPOSED RESOLUTION**

32
33
34 **RATIFICATION OF AMENDMENT OF LICENSE AGREEMENT WITH**
35 **THE ROOSEVELT ISLAND GARDEN CLUB, LTD (RIGC)**
36

37
38 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the
39 State of New York (“RIOC”), as follows:

40
41 Section 1. that the amendment of License Agreement with the Roosevelt Island Garden
42 Club, LTD (RIGC), upon the terms and conditions substantially similar to those
43 outlined in the Memorandum from Charlene M. Indelicato to the Board of
44 Directors dated March 19, 2015, is hereby ratified;
45
46

1 Section 2. that the President/Chief Executive Officer or her designee shall take such actions
2 and/or execute such instruments as necessary to effectuate the foregoing; and
3

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

6 * * *
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8 **NEW BUSINESS ITEM #2**
9

10 The second item of new business was the ratification of contract with New York
11 Plumbing-Heating-Cooling Corp. for Tram sewer repairs.
12

13 Mr. Mortimer went over the history of the project and noted that emergency repairs were
14 required. He noted that the amount charged for repairs was fair and reasonable, and
15 recommended the payment for ratification. In response to Mr. Shinozaki's inquiry, Mr.
16 Mortimer confirmed that all laborers employed on this project were union workers. In response
17 to a question from Mr. Polivy, Mr. Mortimer noted that the reason the matter is coming up for
18 vote now is because certain billing issues had to be clarified before the item could be presented
19 to the Board.
20

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

25 **PROPOSED RESOLUTION**
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27 **RATIFICATION OF CONTRACT WITH**
28 **NEW YORK PLUMBING-HEATING-COOLING CORP. FOR TRAM SEWER REPAIRS**
29

30
31 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the
32 State of New York ("RIOC"), as follows:
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34 Section 1. that the contract with New York Plumbing-Heating-Cooling Corp. for Tram
35 sewer repairs, upon the terms and conditions substantially similar to those
36 outlined in the Memorandum from James Mortimer to Charlene M.
37 Indelicato/Board of Directors dated April 29, 2015, is hereby ratified;
38

39 Section 2. that the President/Chief Executive Officer or her designee shall take such actions
40 and/or execute such instruments as necessary to effectuate the foregoing; and
41

42 Section 3. that this resolution shall take effect immediately
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1 **NEW BUSINESS ITEM #3**
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3 The third item of new business was the appointment of Susan G. Rosenthal to the
4 position of Secretary and Vice President for Legal Affairs of the Corporation.
5

6 Ms. Indelicato noted that most Board Members have met Ms. Rosenthal ahead of the
7 meeting and had the opportunity to confirm her credentials. She stated that Ms. Rosenthal is
8 well qualified and strongly recommended Ms. Rosenthal’s candidacy for approval. Mr. Polivy
9 said that he met Ms. Rosenthal and was impressed with her background. He further noted that
10 the Corporation is in need of a permanent General Counsel and emphasized the importance of
11 having someone with experience in public and private sectors in that position.
12

13 Ms. Smith stated that she intends to abstain from the vote because she objects to the
14 process by which the proposed candidate was selected. Mr. Shinozaki echoed Ms. Smith’s
15 sentiments and noted that he will also abstain from what he considers to be a pro forma vote.
16

17 Ms. Christian stated that she generally agrees with Ms. Smith and Mr. Shinozaki
18 regarding the inadequacy of process. However, she met with Ms. Rosenthal ahead of the Board
19 meeting and believes her to be well-qualified for the job. She noted that she had some questions
20 regarding the departure of Mr. Donald Lewis that are yet to be answered. At the same time, Ms.
21 Christian emphasized the need to proceed with a well-qualified professional in charge of the
22 RIOC Legal Department, and noted that she will ultimately vote for the candidate.
23

24 Ms. Indelicato noted that she understood the Board’s concern with the process. However,
25 she noted that RIOC is going through a critical period that requires a presence of a well-qualified
26 General Counsel. She rejected the contention that the vote is irrelevant and noted that Board
27 Members have a real choice of whether to vote for or against the candidacy of Ms. Rosenthal.
28

29 Dr. Grimm stated that, in her opinion, the Board is not operating pursuant to the training
30 Board Members received from the Authorities Budget Office as it pertains to their independence.
31 She also noted that she would like that matter to be resolved. Ms. Indelicato noted that a
32 representative of the Executive Chamber will come to Roosevelt Island to discuss these issues.
33

34 Upon a motion duly made, seconded and carried by six votes in favor (Ms. Anderson,
35 Ms. Levendosky, Ms. Christian, Dr. Grimm, Mr. Kraut and Mr. Polivy) and two abstentions (Mr.
36 Shinozaki and Ms. Smith), the following resolution was ADOPTED:
37

38 **PROPOSED RESOLUTION**
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40 **APPOINTMENT OF SUSAN G. ROSENTHAL TO THE POSITION OF SECRETARY AND**
41 **VICE PRESIDENT FOR LEGAL AFFAIRS OF THE CORPORATION**
42

43
44 **WHEREAS**, the Roosevelt Island Operating Corporation (the “Corporation”) is a public
45 benefit corporation empowered by Title 16, Chapter 26 of the New York Unconsolidated Laws
46 to carry out the operation, maintenance, and development of Roosevelt Island; and

1 **WHEREAS**, Susan G. Rosenthal is the candidate for the position of General Counsel
2 and Director of Legal Affairs for the Corporation and is qualified to serve as a Secretary and
3 Vice President of the Corporation; and
4

5 **WHEREAS**, the President/Chief Executive Officer proposes the appointment of Susan
6 G. Rosenthal to the position of Secretary, and Vice President for Legal Affairs of the
7 Corporation; and
8

9 **WHEREAS**, Article IV, Section 1, of the Corporation's By-Laws provides that the
10 Board of Directors shall determine the officers of the Corporation, including the Vice President,
11 the Secretary, and such other officers as may be determined by the Board; and
12

13 **WHEREAS**, the Board of Directors has reviewed and found satisfactory the
14 qualifications and experience of Susan G. Rosenthal;
15

16 **NOW, THEREFORE, IT IS HEREBY RESOLVED BY THE BOARD OF**
17 **DIRECTORS OF THE CORPORATION, AS FOLLOWS:**
18

19 Section 1. that Susan G. Rosenthal is elected Secretary and Vice President for Legal
20 Affairs of the Corporation at an annual salary of not more than \$148,956
21 for the Fiscal Year ending March 31, 2016 and thereafter not more than
22 that which is approved by the Board of Directors;
23

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

28 Section 3. that this resolution shall take effect immediately.
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32 **NEW BUSINESS ITEM #4**
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34 The forth item of new business was the authorization to enter into contract with
35 Northeastern Office Equipment Inc. for information technology equipment.
36

37 Ms. Sanichar explained the necessity of this contract and went over the procurement. She
38 noted that the contract involved leasing and certain maintenance services for seven printers for
39 six different RIOC sites throughout the Island. Mr. Opperman provided some examples of
40 printing jobs carried out at the bus garage that necessitate a printer at that location. Mr. Kraut
41 noted that it is beneficial to order same models of equipment from the one vendor, so as to
42 streamline maintenance. Mr. Shinozaki noted that the units being procured are very good. Ms.
43 Smith noted that she believes the price to be reasonable as well.
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1 Upon a motion duly made, seconded and carried by unanimous vote in favor (Ms.
2 Anderson, Ms. Levendosky, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy, Mr. Shinozaki
3 and Ms. Smith), the following resolution was ADOPTED:
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5 **PROPOSED RESOLUTION**
6

7 **AUTHORIZATION TO ENTER INTO CONTRACT WITH NORTHEASTERN OFFICE**
8 **EQUIPMENT INC. FOR INFORMATION TECHNOLOGY EQUIPMENT**
9

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11 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of the
12 State of New York (“RIOC”), as follows:
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14 Section 1. that RIOC is hereby authorized to enter into a contract with Northeastern Office
15 Equipment Inc. for information technology equipment, upon such terms and
16 conditions substantially similar to those outlined in the Memorandum from
17 Indranie Sanichar to Charlene M. Indelicato/Board of Directors dated May 12,
18 2015, attached hereto;
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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
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23 Section 3. that this resolution shall take effect immediately.
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27 **PRESIDENT’S REPORT**
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29 Ms. Indelicato noted that the operation of the Cultural Center continues to be a work-in-
30 progress. She asked various groups using the Center to be mindful of other organizations
31 utilizing the space.
32

33 Ms. Indelicato stated that a town-hall meeting with representatives of Consolidated
34 Edison (ConEd) regarding the work they propose to do on Roosevelt Island is being planned.
35 However, RIOC would like to receive and review some viable plans from ConEd before they are
36 presented to the public.
37

38 Ms. Indelicato further noted that the July 4 fireworks are planned to be over the East
39 River this year, in close proximity to Roosevelt Island. As such, RIOC will continue to plan for
40 the event in coordination with Four Freedoms State Park and the 114 Precinct of the New York
41 City Police Department, and other relevant entities.
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1 **COMMITTEE REPORTS**

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3 **OPERATIONS ADVISORY COMMITTEE**

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5 Mr. Shinozaki stated that the Operations Advisory Committee met on May 18, 2015. The
6 Committee reviewed current projects, as well as functions and needs of various sub-departments,
7 including Human Resources, Information Technology, and Films and Permits.

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9 **AUDIT COMMITTEE**

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

12
13 **GOVERNANCE COMMITTEE**

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15 Ms. Smith stated that the Governance Committee did not meet.

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17 **REAL ESTATE DEVELOPMENT ADVISORY COMMITTEE**

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19 Mr. Polivy stated that the Real Estate Development Advisory Committee met on May 14,
20 2015. The Committee received a presentation of New York Public Library Plans for 504 Main
21 Street, as well as an update on Master Retail Sublease. The Committee also reviewed the request
22 for outdoor seating in proximity to 503 Main Street, and discussed the Cultural Center permitting
23 and utilization. Lastly, the Committee went into an executive session to receive an update on
24 Westview ground lease extension negotiations. Mr. Polivy noted that no votes were taken during
25 the executive session.

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28 **PUBLIC SAFETY REPORT**

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

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33 **FINANCIAL REPORT**

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35 Ms. Anderson noted that the Financial Report was included in the Board package.

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39 Upon a motion duly made, seconded and carried by unanimous vote in favor (Ms.
40 Anderson, Ms. Levendosky, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Polivy, Mr. Shinozaki
41 and Ms. Smith), the meeting was adjourned at 6:15 p.m.

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Secretary