

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



Andrew M. Cuomo
Governor

Charlene M. Indelicato
President/Chief Executive Officer

Susan G. Rosenthal
Vice President/General Counsel

BOARD OF DIRECTORS

James S. Rubin, Chairperson
Fay Fryer Christian
Dr. Katherine Teets Grimm
David Kraut
Robert F. Mujica Jr.
Howard Polivy
Michael Shinozaki
Margaret Smith

**MINUTES OF THE JANUARY 28, 2016 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 January 28, 2016 at 5:30 p.m.¹

Directors Present:

Alejandro Valella	Representing James S. Rubin, RIOC Chair and Commissioner, the New York State Division of Housing and Community Renewal
Fay Fryer Christian	Director
Dr. Katherine Teets Grimm	Director
David Kraut	Director
Michael Shinozaki	Director
Margaret Smith	Director

Directors Absent:

Mary Beth Labate	Director, the New York State Division of Budget
Howard Polivy	Director

Officers and Staff Attending:

Charlene M. Indelicato	President/Chief Executive Officer
Susan G. Rosenthal	Vice President/General Counsel
Arthur G. Eliav	Associate General Counsel
Gretchen Robinson	Compliance Officer

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

1 Mr. Valella called the Board meeting to order at 6:00 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 December 3, 2015
9 meeting of the RIOC Board of Directors.

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11 The proposed draft of the December 3, 2015 Board meeting minutes had been previously
12 distributed to all Board members for their consideration. Mr. Kraut noted that during discussion
13 of new business item #13, on page 6 of the minutes, the essence of his inquiry was whether the
14 Public Purpose Funds disbursement process will endure in the future. He requested that the
15 minutes reflect that inquiry more accurately. Ms. Rosenthal stated that the requested
16 modification will be made in the final draft.

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18 Upon a motion duly made concerning the minutes of December 3, 2015 meeting,
19 seconded and carried by unanimous vote in favor (Mr. Valella, Ms. Christian, Dr. Grimm, Mr.
20 Kraut, Mr. Shinozaki and Ms. Smith), the minutes were **APPROVED as modified**, and ordered
21 filed.

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25 **NEW BUSINESS ITEM #1**

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27 The first item of new business was the authorization to enter into contracts for
28 development counsel legal services.

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30 Ms. Robinson provided a brief history of the selection process and recommended four
31 law firms to be approved for this panel. In response to Mr. Vallela's inquiry, Ms. Robinson noted
32 that one of the firms is a Minority/Women-Owned Business Enterprise (M/WBE), and the three
33 remaining firms have partnered up with M/WBEs in response to RIOC's request for proposals.
34 She further noted that these contracts will bring RIOC above and beyond the stated goal of 30%
35 M/WBE participation. Ms. Robinson assured Mr. Valella that the M/WBE partners of non-
36 W/MBE firms will be fully acknowledged in official documents and memoranda.

37
38 In response to Mr. Shinozaki's inquiry, Ms. Robinson noted that the State's requirement
39 for contracting with Veteran-Owned businesses is relatively new, and RIOC became aware of it
40 after the procurement for this contract was already in process. Ms. Robinson assured Mr.
41 Shinozaki that, going forward, RIOC will make every reasonable effort to enter into contracts
42 with such entities. Lastly, Ms. Robinson confirmed that, to her knowledge, there are no
43 relationships or conflicts of interest between RIOC employees and the firms presented for this
44 panel.

1 Upon a motion duly made, seconded and carried by a unanimous vote in favor (Mr.
2 Valella, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Shinozaki and Ms. Smith), the following
3 resolution was ADOPTED:
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5 **RESOLUTION**
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7 **AUTHORIZATION TO ENTER INTO**
8 **CONTRACTS FOR DEVELOPMENT COUNSEL LEGAL SERVICES**
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11 **RESOLVED** by the Board of Directors of the Roosevelt Island Operating Corporation of
12 the State of New York (“RIOC”), as follows:
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14 Section 1. that the President/Chief Executive Officer is hereby authorized to
15 negotiate and enter into contracts with development counsel to provide
16 legal services to RIOC, upon such terms and conditions substantially
17 similar to those outlined in the Memorandum from Gretchen Robinson to
18 the RIOC Board of Directors dated January 25, 2016, attached hereto;
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20 Section 2. that the President/Chief Executive Officer or her designee is hereby
21 authorized to take such actions and execute such instruments as she deems
22 necessary to effectuate the foregoing; and
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24 Section 3. that this resolution shall take effect immediately.
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28 **NEW BUSINESS ITEM #2**
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30 The second item of new business was the authorization to enter into contracts for labor
31 and employment law counsel legal services.
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33 Ms. Robinson provided a brief history of the procurement process and recommended the
34 three selected firms for approval to be on this panel. Ms. Robinson noted that one of the three
35 firms is an M/WBE, and the other two firms have teamed up with M/WBE firms for the purpose
36 of these contracts. In response to Mr. Valella’s inquiry, Ms. Robinson confirmed that, similarly
37 to the previous panel, the M/WBE partners will be duly acknowledged in all relevant documents
38 and memoranda. She also confirmed, in response to Ms. Shinozaki’s inquiry, that the situation
39 in regard to Veteran-Owned enterprises for this panel is the same as with the development
40 counsel panel, and that RIOC employees have no relations or conflicts of interest with any of the
41 proposed firms, to the best of Ms. Robinson’s knowledge.
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43 Upon a motion duly made, seconded and carried by a unanimous vote in favor (Mr.
44 Valella, Ms. Christian, Dr. Grimm, Mr. Kraut, Mr. Shinozaki and Ms. Smith), the following
45 resolution was ADOPTED:
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RESOLUTION

AUTHORIZATION TO ENTER INTO
CONTRACTS FOR LABOR & EMPLOYMENT LAW COUNSEL LEGAL SERVICES

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 President/Chief Executive Officer is hereby authorized to negotiate and enter into contracts with labor and employment law counsel to provide legal services to RIOC, upon such terms and conditions substantially similar to those outlined in the Memorandum from Gretchen Robinson to the RIOC Board of Directors dated January 25, 2016, 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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NEW BUSINESS ITEM #3

The third item of new business was the authorization to amend the license agreement with the Roosevelt Island Garden Club, LTD (RIGC).

Ms. Indelicato provided a brief history of the license agreement. She noted that the current licensee does a superb job of operating the space in question. Ms. Indelicato also stated that Dr. Ali Schwayri, RIGC President, has been very helpful in an advisory capacity when RIOC has any issues with trees or vegetation on the Island. She thanked the RIGC leadership for their assistance and recommended the amendment for approval.

In response to Ms. Smith’s inquiry, Ms. Indelicato confirmed that RIOC has worked out its relationship with RIGC as it relates to garbage disposal from the site. According to Ms. Indelicato, RIGC and RIOC have been working cooperatively on this issue. Mr. Shinozaki noted that it is very important to ensure that there is no standing water collecting on the premises. Dr. Grimm echoed that notion, adding that standing water may become a breeding ground for dangerous mosquitoes. Ms. Rosenthal confirmed that the issue will be addressed in the license. In response to Mr. Valella, Ms. Indelicato confirmed that RIGC is a single source licensee.

Dr. Grimm recused herself from voting on this item because she has a plot in the community gardens.

1 **COMMITTEE REPORTS**

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3 **OPERATIONS ADVISORY COMMITTEE**

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5 Mr. Shinozaki stated that the Committee did not meet. He also noted that he is planning
6 to put together a schedule of meetings for the upcoming year along with a proposed agenda for
7 each meeting. In that regard, he asked that Board Members email him any topics that they would
8 like to include on the meetings' agendas.

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10 **AUDIT COMMITTEE**

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12 Mr. Kraut stated that the Audit Committee did not meet.

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14 **GOVERNANCE COMMITTEE**

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

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18 **REAL ESTATE DEVELOPMENT ADVISORY COMMITTEE**

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20 Ms. Christian stated that the Real Estate Development Advisory Committee did not meet.

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22 **PUBLIC SAFETY REPORT**

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24 Mr. Valella noted that the Public Safety Report was included in the Board package.

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26 **FINANCIAL REPORT**

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28 Mr. Valella noted that the Financial Report was included in the Board package.

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

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37 Susan G. Rosenthal, Secretary