

Date: October 19, 2005
Venue: Island House Community Room
Title: Approved Minutes for October 7, Special Meeting of Board of Directors
From: Frank Farance, Secretary

[These minutes were approved at the October 19, 2005 Regular Meeting of the Board of Directors.]

Meeting started at approximately 8:10PM

1. Roll Call

Present:

Renato Folla - Acting Chair
Lydia Tang
Lee Edelman
Owen Johnston
Frank Farance
Dorothy Davis
Mark Tannen
Elizabeth Blair

Absent:

Graham Cannon

Quorum established: 8 present, 5 required

2. Approval of Agenda

Add:

Roll Call
Approval of agenda
Proposal by Lee on "appointing committee", added under agenda item #4

Approved by unanimous consent

3. Election of Officers

Motion made by Edelman and seconded by Farance: To elect:

Renato Folla as Chair
Dorothy Davis and Lee Edelman as Vice Chairs
Frank Farance as Secretary
Lydia Tang as Treasurer

Mark Tannen suggested that the public session be done next before the board would vote on elections for officers.

4. Public Session (20 minutes)

(Note: The election of officers was postponed until the completion of the Public Session.)

Comments from: Florence Diallo, Paul Doganges, Charles Matterson, Susanna ?, Kitty Berman, Patrick Stewart, Jackie Cusick, Jackie, Deborah Drucker, Jason Mount, Christian

5. Election of Officers (continued)

Motion made by Farance and seconded by Tang to amend main motion to state: Vote for candidates Dorothy Davis and Renato Folla as Chair

Motion passed: 8 yes, 0 no, 0 abstain, 1 not present.

Vote on the now-amended main motion:

Davis: 4 votes, Folla: 4 votes (tie) (voting by secret ballot)

Motion by Johnston, seconded by Blair: To re-vote of candidates.

Motion passed: 6 yes, 2 no, 0 abstain, 1 not present.

Re-Vote tally:

Davis: 5 votes, Folla: 3 votes, (voting by secret ballot)

Ms. Davis is elected Chair

Motion made by Farance, seconded Johnston: To elect:

Vice Chairs: Folla and Edelman

Secretary: Farance

Treasurer: Tang

Motion passed: 8 yes, 0 no, 0 abstain, 1 not present.

Mr. Folla handed over the "gavel" to Ms. Davis the new Chair.

6. Code of Conduct for the Board (15 minutes)

Dorothy Davis initiated the discussion regarding what guidelines the Board should use to conduct itself? This included how do we ensure that all opinions are heard; how much time will each individual have to speak, what is the timing of the debate?

Motion made by Farance, seconded by Folla: "Prepare draft of Code of Conduct by 2005-10-14 with Dorothy as editor for contributions".

Motion passed: 8 yes, 0 no, 0 abstain, 1 not present.

7. Board structure and procedures (20 minutes)

Motion made by Farance, seconded Blair: "Prepare internal draft of Board Structure by October 16 and after Board discussion and approval at the subsequent board meeting, then publish on the web and in lobby glass case with two weeks of comments from the tenants".

Motion passed: 8 yes, 0 no, 0 abstain, 1 not present.

Action Item: Farance will get list of E-mail addresses, might discuss procedures for "preferred mode of communication"

Motion made by Farance, seconded by Tang: "Task Mark to investigate accounting and reconciliation of prior DHCR rent/budget negotiations and provide report by 2005-11-07 on recommendations for negotiation with owner"

Motion passed: 8 yes, 0 no, 0 abstain, 1 not present.

Motion made by Farance, seconded by Tang: "Chair and Vice-Chairs will meet with owner to introduce the new board".

8. Transition from previous board (15 minutes)

8.1 Board orientation

Discussion by Renato Folla on background.

8.2 Financial transfer (books, signature, etc.)

- Renato Folla has made multiple requests (certified, return-receipt requested), but has not receive responses
- Lydia Tang reported that she had met with the former IHTA treasurer, Geoff Kerr. They are in the process of exchanging information and financial records. Lydia also stated that Geoff Kerr informed her that the Board has until October 22, 2005 to raise the balance of \$10,000 in order to meet the \$50,000 (?) required by the Attorney General. Otherwise all the money needs to be refunded. She also suggested that the Board apply for an extension in order to have more time to raise \$10,000 from the tenancy

Motion made by Farance, seconded by Folla: "The Treasurer will request the attorney to request an extension for the fundraising".

Motion passed: 8 yes, 0 no, 0 abstain, 1 not present.

8.3 Document transfer

Motion made by Johnston, seconded by Tannen: "Renato will prepare a list of outstanding tasks for transferring records and status from the prior board members".

Motion passed: 8 yes, 0 no, 0 abstain, 1 not present.

8.4 Status handoff with prior board

Motion made by Farance, seconded by Johnston: "Until a legal committee is established, Renato Folla is the point of contact for resolving billing issues with the attorney and Renato is to manage tasks with the attorney".

Motion passed: 8 yes, 0 no, 0 abstain, 1 not present.

9. Outstanding tasks (15 minutes)

9.1 Analysis and Review of Engineering Report

Motion made by Tannen, seconded by Blair: "Elizabeth Blair and Mark Tannen will gather data to inform the board, in writing, on the current status of the Engineering Report. The executive summary will be prepared by 2005-10-23".

Motion passed: 8 yes, 0 no, 0 abstain, 1 not present.

9.2 Preparation of tenant survey

Motion made by Farance, seconded by Blair: "By 2005-10-28, Frank will report on the status and the prior work done in the tenant surveys".

Motion passed: 8 yes, 0 no, 0 abstain, 1 not present.

9.3 Review of attorney relationship

Deferred until next meeting.

10. Related activities (15 minutes)

10.1 Westview Task Force Open House

Island House appreciates the invitation to the Open House and thanks the Westview Task Force. The WVTF discussed a potential legal strategy that involve maintaining the

current income mix, as described in the GDP (the General Development Plan of Roosevelt Island).

10.2 RIOC

Motion made Johnston, seconded by Tannen: "The Chair will request a meeting with RIOC to introduce the new board".

Motion passed: 8 yes, 0 no, 0 abstain, 1 not present.

11. Other business (5 minutes)

Motion made by Folla, seconded by Blair: "Owen and Lee will draft an update letter by 2005-10-12 that encourages further contributions from the tenants".

Motion passed: 8 yes, 0 no, 0 abstain, 1 not present.

Motion made by Tang, seconded by Johnson: "The officers (Chair, Vice Chairs, Secretary, Treasurer) will fill out bank signature cards for signing checks".

Motion passed: 8 yes, 0 no, 0 abstain, 1 not present.

Motion made by Farance, seconded by Tannen: "The following board meetings are scheduled on October 19, November 9, November 22, and members meetings are scheduled on October 26, November 30. The meeting starting times will be 7:30PM".

Motion passed: 8 yes, 0 no, 0 abstain, 1 not present.

Adjourn at midnight