



KATHY HOCHUL
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Agenda Item V. 4. January 22, 2026

PROPOSED RESOLUTION

APPROVAL OF THE REVISED RIOC SENIOR MANAGEMENT POLICIES AND RULES

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 revised RIOC Senior Management Policies and Rules, as recommended by the Governance Committee pursuant to Section 2824(c) of the Public Authorities Law, attached hereto, are hereby approved and adopted.
- Section 2. that the President/Chief Executive Officer or President’s designee is hereby authorized to take such actions and execute such instruments as deemed necessary to effectuate the foregoing; and
- Section 3. that this resolution shall take effect immediately.

ROOSEVELT ISLAND OPERATING CORPORATION

Policies Regarding Payment of Salary, Compensation and Reimbursements to Chief Executive Officer and Senior Management

Rules for the Time and Attendance of Chief Executive Officer and Senior Management

As required by Section 2824(c) of the Public Authorities Law of the State of New York, the Board of Directors of the Roosevelt Island Operating Corporation (the "Corporation") hereby adopts the following policies regarding payment of salary, compensation and reimbursements to the Chief Executive Officer and Senior Management of the Corporation, and rules for the time and attendance of the Chief Executive Officer and Senior Management of the Corporation.

Definitions

As used herein, the term "Chief Executive Officer" shall mean the President and Chief Executive Officer of the Corporation appointed and serving in accordance with the Corporation's By-Laws, and the term "Senior Management" shall mean and include officers as defined in accordance with the Corporation's By-Laws.

Policies Regarding Payment of Salary, Compensation and Reimbursements

A. The compensation of the Chief Executive Officer and each member of Senior Management shall be as fixed by resolution of the Board of Directors.

B. The salaries of the Chief Executive Officer and each member of Senior Management shall be payable as set forth in the Corporation's Employee Handbook with respect to salaries of employees of the Corporation generally.

C. The Chief Executive Officer and each member of Senior Management shall be entitled to payment or reimbursement of any and all reasonable expenses paid or incurred by him or her in connection with and related to the performance of his or her duties and responsibilities to the Corporation. All requests for payment or reimbursement of such expenses shall be supported by appropriate invoices, vouchers, receipts or such other supporting documentation in such form and containing such information as the Corporation may from time to time reasonably require.

D. No Chairperson who is also the Chief Executive Officer shall participate in determining the level of compensation or reimbursement for the position of the Chief Executive Officer.

Rules for Time and Attendance

A. The Chief Executive Officer and each member of Senior Management will devote his or her full business time and attention to their duties to the Corporation as determined by the Board of Directors of the Corporation and as set forth in the Corporation's By-Laws and RIOC's internal policies, including but not limited to, RIOC's Outside Activities Policy, Code of Ethics and Conflict of Interest Policy.

B. The Chief Executive Officer and each member of Senior Management will be available at all times during regular business hours of the Corporation, except when occupied in connection with the business of the Corporation or on vacation or leave.

C. No Chairperson who is also the Chief Executive Officer shall participate in determining the time and attendance rules for the position of the Chief Executive Officer.

General Provisions

The Chief Executive Officer and Senior Management of the Corporation, like all officers of the Corporation, serve at the pleasure of the Board of Directors. The Chief Executive Officer and Senior Management of the Corporation, like all employees of the Corporation, are "employees-at-will," and may be terminated by the Corporation at any time, with or without cause and with or without notice. Except as set forth herein to the contrary, the provisions set forth from time to time in the Corporation's Employee Handbook shall apply to and govern the terms of employment of the Chief Executive Officer and Senior Management of the Corporation. These policies and rules do not confer any contractual rights on the Chief Executive Officer or Senior Management with respect to continued employment by the Corporation or otherwise, and may be modified or discontinued in whole or in part at any time.

Dated: [November 17, 2025]

ROOSEVELT ISLAND OPERATING CORPORATION

Policies Regarding Payment of Salary, Compensation and Reimbursements to Chief Executive Officer and Senior Management

Rules for the Time and Attendance of Chief Executive Officer and Senior Management

As required by Section 2824(c) of the Public Authorities Law of the State of New York, the Board of Directors of the Roosevelt Island Operating Corporation (the "Corporation") hereby adopts the following policies regarding payment of salary, compensation and reimbursements to the Chief Executive Officer and Senior Management of the Corporation, and rules for the time and attendance of the Chief Executive Officer and Senior Management of the Corporation.

Definitions

As used herein, the term "Chief Executive Officer" shall mean the President and Chief Executive Officer of the Corporation appointed and serving in accordance with the Corporation's By-Laws, and the term "Senior Management" shall mean and include ~~the Vice President, the Chief Fiscal Officer, the Secretary and the Treasurer~~officers as defined, each appointed and serving in accordance with the Corporation's By-Laws.

Policies Regarding Payment of Salary, Compensation and Reimbursements

A. The compensation of the Chief Executive Officer and each member of Senior Management shall be as fixed by resolution of the Board of Directors.

B. The salaries of the Chief Executive Officer and each member of Senior Management shall be payable as set forth in the Corporation's Employee Handbook with respect to salaries of employees of the Corporation generally.

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B. The Chief Executive Officer and each member of Senior Management will be available at all times during regular business hours ~~at the offices~~ of the Corporation, except when ~~absent-occupied~~ in connection with the business of the Corporation or on vacation or leave.

C. No Chairperson who is also the Chief Executive Officer shall participate in determining the time and attendance rules for the position of the Chief Executive Officer.

General Provisions

The Chief Executive Officer and Senior Management of the Corporation, like all officers of the Corporation, serve at the pleasure of the Board of Directors. The Chief Executive Officer and Senior Management of the Corporation, like all employees of the Corporation, are "employees-at-will," and may be terminated by the Corporation at any time, with or without cause and with or without notice. Except as set forth herein to the contrary, the provisions set forth from time to time in the Corporation's Employee Handbook shall apply to and govern the terms of employment of the Chief Executive Officer and Senior Management of the Corporation. These policies and rules do not confer any contractual rights on the Chief Executive Officer or Senior Management with respect to continued employment by the Corporation or otherwise, and may be modified or discontinued in whole or in part at any time.

Dated: ~~March 25, 2010~~[November 17, 2025]