

# 2023 Riverbay Board Election

## 2023 RIVERBAY CANDIDATES

- **Leah Graham**
- **Shanauzelda Montgomery**
- **Sonia Feliciano \***
- **Bishop Angelo Rosario \***
- **Bernard Cylich \***
- **Claudia Sampson \***
- **Andrea Leslie \***

\* Denotes Incumbent

## 2023 Board Election Schedule

Saturday, April 15th	Publication by <i>Co-op City Times</i> of first Election Supplement with Candidates' Articles and Ads
Monday, April 17th	Candidates to submit 2nd Election Supplement article, paid ads, by 12:00 P.M.
Saturday, April 22nd	Publication by <i>Co-op City Times</i> of second Election Supplement with Candidates' 2nd statement, paid ads.
Monday, April 24th	Candidates to submit 3rd Election Supplement article, paid ads, by 12 P.M.
Wednesday, April 26th	First Candidates' Forum, 7:30 P.M., In-Person & Broadcast live, Dreiser Auditorium
Thursday, April 27th	Mailing of Election Ballots to shareholders
Thursday, April 29th	Publication by <i>Co-op City Times</i> of third Election Supplement
Saturday, April 29th	Second Election Forum, 3 P.M., In-person & broadcast from Einstein, Room 45
Monday, May 1st	Annual Meeting, Election Period & Voting Begin
Wednesday, May 3rd	Third Election Forum, 7:30 P.M., In-person & broadcast live from Bartow, Room 31
Saturday, May 6th	Re-publication of first Election Supplement in the <i>Co-op City Times</i>
Saturday, May 13th	Re-publication of second Election Supplement in the <i>Co-op City Times</i>
Saturday, May 20th	Re-publication of third Election Supplement in the <i>Co-op City Times</i>
Friday, May 26th	Election Period Ends 9:00 P.M. (If No Quorum, See Extended Voting Period below)
Wednesday, May 31st	Election Committee Public Meeting To Certify and Announce Final Count of ballots (Live & Broadcast, 7:00 P.M.)
Thursday, June 1st	Public & Electronic Posting of Official Results, 10 a.m.
Friday, June 2nd	Deadline to file electronic Challenges (5PM)
Wednesday, June 7th	Swearing in of Newly Elected Board Members

Candidate statements appear on pages 23-30

**NOTE: THE VIEWS EXPRESSED WITHIN ARE SOLELY THOSE OF THE CANDIDATES AND NOT THOSE OF RIVERBAY CORPORATION.**

## BALLOTING

Voting will be conducted by mail-in or online ballot  
**Monday, May 1 – Friday, May 26, 2023.**

## BALLOT RETURN PROCEDURE

To ensure the integrity of the election, ALL mail-in ballots must be returned DIRECTLY to YesElections in the stamped, addressed envelope provided with your ballot. Under no circumstance should your election ballot be mailed back or delivered to Riverbay Corporation, or enclosed with your carrying charge payment.  
 Mail-in ballots must be postmarked by May 26, 2023.  
 Online votes may be cast beginning at 6 a.m. on Monday, May 1, 2023 – 9 p.m. on Friday, May 26, 2023. Please follow the directions included with your ballot to cast your vote online.

## Election Committee Notice – Ask the Candidates

There will be three official Candidates' Forums in the 2023 Riverbay Board of Directors election. The Election Committee is accepting questions from shareholders to be asked of the candidates at the forums. If you would like to ask a question, you may submit it by email to [Riverbay2023Election@Riverbaycorp.com](mailto:Riverbay2023Election@Riverbaycorp.com), or fill out an election question form at your CSO starting Monday, April 17 – Tuesday, May 2,

2023. The submission must include your name and building, along with the question and which candidate/s the question is directed to (individual candidate/s or all candidates).

The three Candidates' Forums will take place on: Wednesday, April 26, 7:30 p.m., Dreiser Auditorium; Saturday, April 29, 3 p.m., Rm. 45, Einstein Center; and Wednesday, May 3, 7:30 p.m., Rm. 31, Bartow Center.

## Extended Voting Period

(Only If Needed Due to Lack of Quorum)  
 Begins: Friday, May 26, at 9:01 P.M.  
 Ends: Friday, June 9, at 11:59 P.M.

Friday, May 26 – Continue election (as of 9:01 P.M.)  
 Friday, June 9 – Election period ends at 11:59 P.M.  
 Wednesday, June 14 – Election Committee Review & Certify Final Count of ballots (Bartow, Rm. 31, 7:00 P.M.)  
 Thursday, June 15 – Public Electronic Posting of Official Results (10 A.M.)  
 Friday, June 16 – Deadline to file Electronic Challenges to Election (5 P.M.)  
 Wednesday, June 21 – Swearing in of Elected Board Members (Bartow

Center, Rm. 31, 7:00 P.M.)  
**Additional Extended Voting Period (if no quorum)**  
 Friday, June 9 – Continue election (as of 9:01 P.M.)  
 Friday, June 23 – Election period ends at 9:00 P.M.  
 Wednesday, June 29 – Election Committee Review & Certify Final Count of ballots, (Bartow, Rm. 31, 7:00 P.M.)  
 Thursday, June 30 – Public & Electronic Posting of Official Results (10 A.M.)  
 Friday, July 1 – Deadline to file Challenges to Election (5 P.M.)  
 Wednesday, July 13 – Swearing in of Elected Board Members (Bartow Center, Rm. 31, 7:00 P.M.)

### Shanauzelda Montgomery



Shanauzelda Montgomery

The Board of Directors should make decisions in the best interest of the cooperative, and be financially sustainable for shareholders. While many claim Co-op City is the best deal in town, recent increases of 7.5% and an additional 2.1% in 2024 push us closer to market rates in N.Y.C. Having the "best" bargain in town is meaningless if we live in deteriorating conditions and in constant fear of carrying charge increases. My neighbors' concerns and cries for change grew stronger after the 7.5% carrying charge hike. Shareholders deserve better! We deserve to know how our money is spent, and why we are priced out of our community. Cost-saving ideas should be considered before transferring increases to shareholders.

You are not asked to vote for Shana Montgomery, the "candidate." Candidates seeking reelection tout their accomplishments and ask for your support to continue doing what has failed the community in the past. I ask you to vote for Shana Montgomery & Leah Graham, your neighbors, and fellow shareholders. In my opinion, not just during elections, but throughout the year, shareholders should be updated on day-to-day operations and major decisions. It is understandable to be

hesitant about such an impactful decision. However, there is no denying the changes in our living conditions, building cleanliness, lack of security, increased common charges, and a decline in community cohesiveness!

While the pandemic has taken precious moments from our community, in my opinion, personal gain and mismanagement of funds disguised as pandemic residue should not be accepted as justification for cutting staff and services while raising shareholder costs. Your loyalty to community wellness is more important than your loyalty to Board members who fail us. Vote for me, Shana Montgomery, and Leah Graham. Fairness, Action, Transparency, Experience – The F.A.T.E. of this community is in your hands. We are Stronger Together!

## Stronger Together

Fairness. Action. Transparency. Experience.

"The F.A.T.E. of Co-op City is in your hands."



Leah Graham

Former Riverbay Board Director



Shana Montgomery

Transparent Review of Budget	Support Metro North Parking Concerns	Support Community Policing	Mandatory Management Evaluations	Support Youth Recreation	Improve Dog Policy



### Bishop Angelo Rosario



Bishop Angelo Rosario

I am on the same team that has the same goals and more for the past three years. This is a blessed community with an array of elements.

Our Board of Directors, Maintenance and Construction departments have connected with the Legal Department to reduce the lawsuits that have been plaguing our community. Most sidewalks and construction work that were needed in our basements and around the community have been resolved.

As we know, all construction and maintenance material have increased in price and labor. With additional building codes on the rise, we are mandated to make infrastructure safety repairs, which causes the Board to have to incorporate these expenses into the budget. I believe that as a community, together, we can minimize the struggles that this large housing co-op faces.

We have invested in time, in finances, in commitment, to be able to keep up with the demands that are required for constant improvement.

As you know (maybe some do not) this is an enormous Mitchell-Lama co-op of 65 buildings, 15,372 units consisting of one, two and three bedroom apartments, seven clusters of

one- and three-bedroom townhomes, eight garages, three community centers with storefronts and community rooms, and 320 acres of grounds that is our responsibility to maintain – cut and maintain grass areas, trees, spring planting, snow removal, equipment maintenance; monitoring our Power Plant that provides heat and air conditioning; Public Safety Department and EMS a phone call away. Many organizations are here for the benefit of the shareholders.

As the Team of Impact, we will continue this collaborative and supervisory effort in identifying other battles together with the Legal department and other departments. Vote for me, Bishop Angelo Rosario; Sonia Feliciano, Claudia Sampson, Bernie Cyllich and Andrea Leslie.

# RE-ELECT The IMPACT TEAM and Continue the Momentum

### We are Proud of Board Accomplishments

- ✓ One of the lowest crime rates in NYC
- ✓ 160 State-of-the-Art Elevators
- ✓ State-of-the-Art Lobby Doors
- ✓ Best Affordable Housing in the Bronx
- ✓ Assisted SCRIE applicants



Andrea Leslie



Bernard Cyllich



Sonia Feliciano



Claudia Sampson



Bishop Angelo Rosario

### We Pledge to Work to:

- Obtain Federal, State, and City Funding for NE Bronx Youth Center
- Mitigate Convector Flooding
- Continue Improving Delivery of Services
- Install Solar Panels
- Explore Alternative Energy Sources
- Apply for Federal, State, and City Funding for EV Chargers

### Sonia Feliciano

Dear fellow shareholders,  
 Being a Board Director is an awesome responsibility. We are responsible for the fiduciary duty to manage with due care, loyalty, and obedience, the corporation's affairs. Working closely with Management is an absolute necessity. The Board is responsible for setting the policy. It is the Management's responsibility to carry out the day-to-day operations with transparency. Being on the Board is not glamour, it is hard work and for me a job I have taken seriously for the number of months I have been President. I am present each day, days or night. I am a driven Servant Leader with a desire to continue to serve my community seeking your vote for Team Impact.



Sonia Feliciano

**Accomplishments:**  
 Searching for the best Executive General Manager to lead us in the next 5 years and beyond.  
 Driving alternative cable choices for the community.  
 Having a dialogue with our elected officials in helping us build a Youth Center for our community.  
 Charging stations in all garages for our community by year-end.  
 Improved service delivery throughout Call Center.  
 Things to work on:  
 Community Policing – increased

foot patrols.  
 Seeking insurance costs reduction thru a legislative effort.  
 Working with our legislators and our Legislative Committee for renewable energy sources that will increase energy efficiency.  
 Finding other sources of income.  
 Consolidate departments into a single business operation for greater efficiencies.  
 Every year, we do not reach a quorum when we vote. This year will be different as I remain confident that you will vote and make an informed choice. Voting is our responsibility, our right, therefore, I ask that you vote for Team Impact during these elections. Please re-elect me, Sonia Feliciano; Claudia Sampson, Bishop Angelo Rosario, Bernard Cylich and Andrea Leslie.  
 Shareholders First – We Matter!

# RE-ELECT

## The IMPACT TEAM

and Continue the Momentum

**We are Proud of Board Accomplishments**

- ✓ One of the lowest crime rates in NYC
- ✓ 160 State-of-the-Art Elevators
- ✓ State-of-the-Art Lobby Doors
- ✓ Best Affordable Housing in the Bronx
- ✓ Assisted SCRIE applicants




Sonia Feliciano




Andrea Leslie



Claudia Sampson



Bernard Cylich



Bishop Angelo Rosario

**We Pledge to Work to:**

- Obtain Federal, State, and City Funding for NE Bronx Youth Center
- Mitigate Convecter Flooding
- Continue Improving Delivery of Services
- Install Solar Panels
- Explore Alternative Energy Sources
- Apply for Federal, State, and City Funding for EV Chargers



### Leah Graham

Dear shareholders and friends,  
 I had the pleasure of meeting many of you during our April 22nd Earth Day celebration. Many expressed the need to control Co-op City's budget and minimize the number of huge carrying charge increases. But we need your help; on May 1st, please vote for me, Leah Graham and Shana Montgomery. The fate of Co-op City is in your hands.




Leah Graham

On Jan. 1, 2023, we received a 7.5% carrying charge increase.  
 If you elect Shana and I, we will work hard get a handle on carrying charge increases, advocate for routine budget reviews and establish respect and fairness throughout the corporation.  
 We are proactive leaders who will evaluate the new managing agent based on success with a focus on process improvements & controlled spending.  
 Shana and I also, learned our cooperation has little to no cash. It seems Co-op City is literally living pay-check-to-pay-check. What would


we do if a boiler was to break or some other significant infrastructure issue occurred?  
 Voting for the same directors over and over again and expecting different results should be a thing of the past. Not voting at all is even worse.  
 On May 1st, show how dissatisfied you are and vote Leah Graham and Shana Montgomery. A new managing agent + new directors = improved results.  
 Fairness, Action, Transparency, Experience. The F.A.T.E. of Co-op City is in your hands! We are Stronger Together!

# Stronger Together


Fairness. Action. Transparency. Experience.  
 "The F.A.T.E. of Co-op City is in your hands."




**Leah Graham**  
 Former Riverbay Board Director




**Shana Montgomery**




Transparent Review of Budget




Support Metro North Parking Concerns




Support Community Policing



Mandatory Management Evaluations



Support Youth Recreation



Improve Dog Policy

## Andrea Leslie

Our previous managing agent disbanded our Internal Audit department in 2008. For seven years, Riverbay Corporation was without an Internal Audit department. That department serves as the essential eyes and ears for the Board of Directors. It was reestablished after the Coalition To Save Affordable Housing members assumed leadership of the Riverbay Board. The Internal Audit department was pivotal in establishing the Whistleblower Program that offers anonymous reporting of corruption, waste, and fraud within our corporation.

In addition to the Internal Audit department, there are multiple levels of oversight of our corporation: HUD the guarantor of our \$621.5M, 35 year low fixed interest mortgage; Wells Fargo, the lender; and, as a Mitchell-Lama development, New York State Housing and Community Renewal, the oversight agency of Riverbay Corp. And, of course, the 15-member Riverbay Board of Directors.

Gone are the days when a former director on Riverbay payroll would perform work on a management agent's other properties, as did a Risk Manager. He, as well as the management agent, were both suspended by our leadership.

I believe the multi-level of oversight



Andrea Leslie

in place at Riverbay Corporation provides assurance that our corporation is well protected from corruption.

I am proud to be part of a Board that has made scores of accomplishments, made many sound decisions, enhanced our quality of life, kept our carrying charges below market rate, and is addressing restoration of our infrastructure.

I pledge to keep the well-being of our community forefront in my deliberations and actions while working together as a team player with the Board of Directors.

Your participation in the governance of our community is vital to the future of our co-op. Re-elect the Impact Team: Bernard Cylich, Sonia Feliciano, Bishop Angelo Rosario, Claudia Sampson, and myself, Andrea Leslie.

Keep your eyes on the prize.

# RE-ELECT The IMPACT TEAM and Continue the Momentum

### We are Proud of Board Accomplishments

- ✓ One of the lowest crime rates in NYC
- ✓ 160 State-of-the-Art Elevators
- ✓ State-of-the-Art Lobby Doors
- ✓ Best Affordable Housing in the Bronx
- ✓ Assisted SCRIE applicants



Andrea Leslie



Sonia Feliciano



Claudia Sampson



Bernard Cylich



Bishop Angelo Rosario

### We Pledge to Work to:

- Obtain Federal, State, and City Funding for NE Bronx Youth Center
- Mitigate Convector Flooding
- Continue Improving Delivery of Services
- Install Solar Panels
- Explore Alternative Energy Sources
- Apply for Federal, State, and City Funding for EV Chargers



## Bernard Cylich

Since assuming seats on the Board of Directors, members of the Coalition to Save Affordable Housing have exposed – and challenged – scores of costly, questionable practices and actions by Board officers as well as by Management.

In June 2007, Board Treasurer Cleve Taylor, CTSAH member, suspended payments to Colortech Painting, asserting they overcharged Riverbay. Marion Scott Inc., (MSI) General Manager, Vernon Cooper, and Finance Director Peter Merola acknowledged that Colortech had over-billed Riverbay close to a \$1M. However, the then-Board president had unilaterally signed the inflated payment to the contractor.

Also in 2007, Taylor alerted federal investigators to a bribery and kickback scheme by a former Riverbay president, Iris Baez, who later pleaded guilty and was jailed.

And in June 2014, when CTSAH members assumed leadership of the Board, they faced a \$60M lawsuit because MSI had violated the Fair Labor Standard Acts. We settled the suit at \$6.5M but had to impose a 4.5% carrying charge increase to fund the settlement.

Later, we discovered, for ten years, Riverbay Risk Manager had approved



Bernard Cylich

\$80M in insurance contracts while bypassing the Board for its review and approval. We stopped that.

In November 2014, we learned that the Risk Manager, at the direction of MSI, performed work, while on Riverbay payroll, for multiple MSI properties. We ended such illegal practices and suspended both the Risk Manager and MSI.

To our dismay, in early 2015, we found out that 160 elevators approved by the Board and installed by 2007 had faulty motors that had to be replaced at a cost of \$40M.

In spite of these and many more costly, inappropriate decisions, which we since corrected, Co-op City remains the best deal in town.

Re-elect the Impact Team – Sonia Feliciano, Claudia Sampson, Bishop Angelo Rosario, Andrea Leslie, and myself, Bernard Cylich.

# RE-ELECT The IMPACT TEAM and Continue the Momentum

### We are Proud of Board Accomplishments

- ✓ One of the lowest crime rates in NYC
- ✓ 160 State-of-the-Art Elevators
- ✓ State-of-the-Art Lobby Doors
- ✓ Best Affordable Housing in the Bronx
- ✓ Assisted SCRIE applicants



Andrea Leslie



Sonia Feliciano



Claudia Sampson



Bernard Cylich



Bishop Angelo Rosario

### We Pledge to Work to:

- Obtain Federal, State, and City Funding for NE Bronx Youth Center
- Mitigate Convector Flooding
- Continue Improving Delivery of Services
- Install Solar Panels
- Explore Alternative Energy Sources
- Apply for Federal, State, and City Funding for EV Chargers

## Claudia Sampson

I'm passionate identifying opportunities to improve lives. I pledge to keep our homes affordable and safe. I believe in not only doing what's right, but also doing things right. I'm proud of these accomplishments:

Applied, as Fund President, for and received, with the support of Congressman Jamaal Bowman, a \$500,000 Community Project Funding Grant (CPF) in 'FY 22 from the House Appropriations Committee to plan and design the restoration and revitalization of an unused strip of waterfront land for use by the community;

Sponsored a resolution to install EV charging stations in our garages to generate revenue;

Spearheaded along with Sonia Feliciano a SCRIE information session that attracted 300+ attendees;

Sourced and facilitated the hiring of the new Executive General Manager;

Recommended Diversity, Equity & Inclusion Training for all directors, managers, and senior staff;

Authored a \$1,500,000 CPF Grant proposal to Congresswoman Alexandria Ocasio-Cortez' Office with supporting letters from community based organizations, Riverbay



Claudia Sampson

Corporation, and Council member Kevin Riley's Office to build a Northeast Bronx Youth Center on Bartow Avenue. We're 1 among 15 entities that made it into the short list of proposals sponsored by Congresswoman AOC.

Assembled a team to work with Fund and the Corporation to submit a Cap Grant proposal for \$17,500,000 to build the NE Bronx Youth Center on the site of the former Bingo Hall. We need to raise 50% of this money.

In order to complete these projects, implement operational efficiencies and standardize policies & procedures, we need you to re-elect Sonia Feliciano, Bishop Angelo Rosario, Andre Leslie, and Bernie Cylich and me, Claudia Sampson, to continue the momentum. Re-elect Team Impact!

# RE-ELECT The IMPACT TEAM and Continue the Momentum

## We are Proud of Board Accomplishments

- ✓ One of the lowest crime rates in NYC
- ✓ 160 State-of-the-Art Elevators
- ✓ State-of-the-Art Lobby Doors
- ✓ Best Affordable Housing in the Bronx
- ✓ Assisted SCRIE applicants



Andrea Leslie



Bernard Cylich



Sonia Feliciano



Claudia Sampson



Bishop Angelo Rosario

## We Pledge to Work to:

- Obtain Federal, State, and City Funding for NE Bronx Youth Center
- Mitigate Convector Flooding
- Continue Improving Delivery of Services
- Install Solar Panels
- Explore Alternative Energy Sources
- Apply for Federal, State, and City Funding for EV Chargers



# ★★★ 2023 Riverbay Board Election Rules and Regulations

GENERAL RULES AND REGULATIONS RELATIVE TO THE RIVERBAY CORPORATION'S 2023 BOARD OF DIRECTORS ELECTION

Adopted March 8, 2023

## A. GENERAL RULES

1. The Election Committee of the Board of Directors of the Riverbay Corporation (hereinafter, the "Election Committee" or "Committee") shall be established during the month of January of each calendar year, or as soon thereafter as feasible.

2. The election of Directors of Riverbay Corporation will commence on Monday, May 1, 2023 at 6:00 a.m. and continue through 9:00 p.m. on Friday, May 26, 2023, (hereafter "Election Day"). If an official mail-in ballot is received before May 1, 2023 it shall not be disqualified based on timeliness and, if otherwise valid, shall be counted. The Election Committee reserves the right to extend voting hours. The Annual Shareholders Meeting will occur virtually and, if possible, in person, on Monday, May 1, 2023, at 7:30 PM.

3. The election will be for at least five residents to serve on the Board of Directors of the Riverbay Corporation, and as many as may be needed to fill any unexpired terms.

4. The election shall be supervised by the Election Committee.

(a) The Chairperson of the Committee, (hereinafter "Chairperson") shall be a member of the Board of Directors of the Riverbay Corporation (hereinafter "Board"), who is not a candidate in the election. The Chairperson shall be appointed by the President of the Board (the "President"), and approved by the Board.

(b) The Chairperson shall recommend to the President the appointment of such additional residents as the Chair deems prudent for membership on the Election Committee. All members shall be

resident shareholders, appointed by the President and approved by the Board.

(c) The Committee shall be assisted by Riverbay's General Counsel.

(d) No member of the Committee or their immediate family shall in any way engage in any campaigning either for or against a candidate or slate of candidates. Committee members shall, to the extent reasonably possible, refrain from publicly commenting upon any issue in the campaign and shall not engage in any activity that may create the appearance of partiality.

The Chairperson of the Committee shall refrain from writing viewpoints during the period commencing one week prior to the Date of Certification and continuing through the date of the election, including any extended period.

(e) A member of the Committee who violates the provisions of Paragraph A (4) (d) or whose family member violates the provisions of Paragraph A (4) (d) shall immediately be removed from the Committee.

(f) Nothing contained herein shall be construed as limiting a member of the Committee or a member of his/her immediate family from voting.

5. There will be one vote per occupied unit by residents who were shareholders of record on March 22, 2023. Quorum shall be determined based upon one share per occupied unit and not based upon a percentage of dwelling units.

6. Voting, by mail or electronically, shall be deemed to be "in-person" and will commence at 6:00 AM on Monday, May 1, 2023 and conclude at 9:00 PM on Friday, May 26, 2023, unless extended

in accordance with these Rules. If an official mail-in ballot issued by Riverbay is received before 6:00 AM on Monday, May 1, 2023 it shall not be disqualified based on timeliness and shall be counted if otherwise valid

## B. RULES FOR ELIGIBILITY OF CANDIDATES

1. A candidate must be a resident shareholder as indicated on the candidate's stock certificate, occupancy agreement and the current Occupants Annual Affidavit of Family Income. Candidates must continue to reside in Co-op City for the entire term of office in order to serve as a Director.

2. No more than one resident shareholder of a single unit may be a candidate for the Board; and no more than one resident shareholder from a single unit may concurrently serve as a Director.

3. No candidate may be indebted to Riverbay on the date candidates are certified or on the date votes are counted. If a candidate is indebted to Riverbay on any of those days, the candidate will be disqualified. In addition, all candidates must remain current throughout the election period for unpaid carrying charges or other debts to Riverbay until the candidate is sworn in, if elected. A candidate shall not be indebted to Riverbay for purposes of this rule if their monthly carrying charges and maintenance are fully paid by the 10th day of the month in which it is due. At the close of business one day prior to the certification of candidates and weekly thereafter, Riverbay's Finance Director will provide a written list to the Chair of the Election Committee of all candidates' indebtedness to Riverbay, if any.

(Continued on page 28)

# 2023 Riverbay Board Election Rules and Regulations

(Continued from page 27)

4. Prospective candidates may, after signing the required authorizations for background checks and upon verification that they are current on their indebtedness to Riverbay, be certified as candidates for election to the Board if they:

- are shareholders of record;
- maintain their primary residence at Riverbay,
- are current in their financial obligations to the Corporation,
- do not hold a political party position or public office subject to the New York State Election Law,
- have not been convicted of a crime against the Corporation,
- have not been removed from the Corporation's Board of Directors, or from employment with the Corporation for cause; and
- are otherwise in compliance with the requirements and qualifications of the Corporation's by-laws, governing documents and their occupancy agreement.

(a) Prospective candidates shall sign and complete a Statement of Intent in the form annexed hereto as Exhibit A, and submit the executed Statement of Intent to the Election Committee by email, addressed to Riverbay2023Election@riverbaycorp.com, on or before midnight on March 24, 2023. In the event that the prospective candidate lacks access to email, then the prospective candidate shall return the completed Statement of Intent to the Public Safety Department, attention Riverbay 2023 Election Committee. On the following business day, the financial status of the prospective candidate will be checked and a background check shall be initiated.

(b) A candidate who is current on a written arrearage agreement shall be considered current on charges to Riverbay if such candidate is not otherwise indebted to Riverbay.

(c) In addition to the Statement of Intent, prospective candidates must also execute and return with the Statement a document acknowledging the candidate's receipt of the Rules, the candidate's agreement to abide by the Rules, and an authorization to perform a background check of the candidate by the Riverbay Legal Department.

## **C. RULES FOR CERTIFICATION OF CANDIDATES**

1. The Committee will verify a prospective candidate's eligibility as valid or reject them as invalid by 12:00 noon on Friday, March 31, 2023. Notice of the Committee's certification will be published in the *Co-op City Times* on Saturday, April 1, 2023.

2. The Committee shall hold a virtual briefing on the Rules for all candidates or their designees on Monday, April 3, 2023 at 8:00 PM.

3. A random drawing will be made to determine the order of placement of candidate statements and free campaign ads in each of the three election issues of the *Co-op City Times* and the order of speakers at the Candidates' Forums. The drawing for order of speakers will also determine the relative position of each candidate's name on a ballot. Candidate names on the ballot will automatically rotate. The name of each candidate on the ballot must correspond to the name of the candidate as it appears on his/her occupancy agreement and signature card, or the name by which each candidate is commonly known.

## **D. CAMPAIGNING STANDARDS OF CONDUCT**

1. Except as provided in Rule E (3), no audio and/or video equipment, other than personal electronic devices, may be used at Election Forums, outdoors in Co-op City, or in building lobbies, elevators, or common areas, by candidates or by those campaigning for candidates in connection with the election.

2. The posting of all campaign signs, literature and other material (posters, gummed stickers, etc.) in Co-op City is prohibited except on personal property, or within a shareholder's premises, with the owner's permission. This specifically includes, but is not

limited to, lobbies, elevators, bulletin boards, walls, doors, garages, vehicles, commercial stores located on Riverbay property, and common areas. Candidates and their supporters are prohibited from posting campaign material on New York City property if said posting violates any City, State or Federal law.

(a) Residents, employees, candidates and their supporters may remove any improperly posted non-electronic campaign material, as a service to Co-op City, and the Committee will cause a notice to this effect to be published in the *Co-op City Times*.

(b) Candidates shall, if requested by the Committee, remove or modify any electronic campaign material or data posted to any website, *Facebook* page, *Twitter* account, *Instagram* account, or similar electronic forum, under the Candidate's control, if the Committee, in its opinion, believes that said material is false, defamatory, deceptive, or constitutes a personal attack on another candidate. Examples of a personal attack include, but are not limited to, comments upon a candidate's physical appearance, disability, religious beliefs, gender, race, mental state, mental capacity, or false assertions of criminal acts. In addition, Candidates shall, if requested by the Committee, disassociate themselves from, and request that any third-party or third-party website, *Facebook* page, *Twitter* account, *Instagram* account, or similar electronic forum, cease and desist from the publication of any emails, materials or posting relating to the election or any candidate for election, if the Committee, in its opinion, believes that said material is false, defamatory, deceptive or constitutes a personal attack on a candidate.

(c) Candidates shall not (i) use social media or email anonymously or under an assumed name, (ii) engage in personal attacks on fellow candidates or shareholders, or (iii) make defamatory statements. Any such conduct shall be a violation of these rules and the candidate may be subject to sanction by the Committee.

(d) Candidates and/or their supporters, shall not use robo-calling or similar systems to contact shareholders for campaigning or election related purposes.

3. Except for the material prepared and published by Riverbay as described herein, all campaign material used, posted, transmitted or distributed by or for a candidate must include the name, address, or post office box of the person or organization who issued such email or campaign material, and in the case of an organization, the name of the chairperson or treasurer.

4. Campaign literature may be slipped under apartment doors between the hours of 8:00 AM and 10:00 PM, and campaign handouts are permitted.

5. The unauthorized use of the Riverbay logo in any form is prohibited for use in or on campaign materials, including electronic forms such as social media and e-mail.

6. No member of the Election Committee, the Board, or any of Riverbay's employees, management staff, or contractors, can participate in any prize(s) approved by the Board during the election period.

7. Riverbay shall not be liable for any defamatory statements made by any candidate, or by any person or entity in the course of the election campaign, nor shall Riverbay be required to insure, defend or indemnify any such candidate or conduct. Candidates agree to indemnify Riverbay for any and all costs and expense incurred by Riverbay, including attorney's fees, incurred by Riverbay in the defense of any defamation claim arising out of any statement or publication of any kind made by said candidate, or by any person or entity acting on their behalf, during the election.

8. It is inappropriate for any person or entity doing business, or soliciting business with Riverbay, including present or prospective managing agents, contractors, vendors, professionals, unions, their employees, commercial tenants, or persons having a direct or indirect interest in such companies, to make campaign

contributions or pay campaign expenses, whether in cash or in-kind, of persons running for the Board. Directors of a corporation act in a fiduciary capacity with respect to the corporation and are required to place the corporation's interest above their personal interests. Accepting campaign contributions from parties who contract with the corporation creates at least an appearance of a conflict of interest and, in most circumstances, an actual conflict as well. Any candidate who knowingly accepts campaign contributions or payment of campaign expenses, direct or indirect, in cash or in-kind from any person or entity doing business or soliciting business from Riverbay, including but not limited to the managing agent, or any vendor, union, commercial tenant, professional or contractor, their employees, or persons having a direct or indirect interest in such companies, will be disqualified.

9. No campaigning shall commence until after prospective candidates have been certified. This includes, but is not limited to distribution of campaign materials, canvassing, public meetings, etc. Any campaigning occurring prior to certification will lead to disqualification from the election.

## **E. USE OF CO-OP CITY FACILITIES FOR CAMPAIGN ACTIVITIES**

1. There shall be three official Candidates' Forums conducted in person, if possible, and virtually. One forum shall take place on Wednesday, April 26, 2023 at 7:30 PM in the Dreiser Auditorium. The second forum shall take place on Saturday, April 29, 2023 at 3:00 PM in the Einstein Auditorium. The third forum shall take place on Wednesday, May 3, 2023 at 7:30 PM in Room 31 at Bartow.

(a) The Committee shall televise the forums over Riverbay's public access channel and re-broadcast them on the web throughout the election period. The transmission by Riverbay of any statement made by any person at the forum shall not be an endorsement of any such comment or statement by Riverbay and Riverbay shall not be responsible for, nor shall it indemnify, any person or candidate who makes any false or defamatory statement.

(b) All certified candidates will be invited to participate in the forums in accordance with the rules and procedures established by the Committee. If a candidate cannot participate in the forum, and the candidate provides the Chairperson with the reason for non-participation, the Chairperson may announce the reason why the candidate cannot participate to the audience.

(c) The Committee shall establish rules and procedures for the civil conduct of all forums, including the establishment of time limits for questions and answers, the limiting of participation, the editing of statements, and the muting, either visual or auditory, or both, of individuals, including candidates, who, in the opinion of the Chairperson, are disruptive to the orderly conduct of the virtual forum or who engage in personal or malicious attacks, or who make defamatory statements.

2. The use of any outdoor space owned by Riverbay for public gatherings of three (3) or more people related to the election is prohibited.

3. No candidate or organization may use the facilities or public meeting areas, community rooms, lobbies, hallways, mail rooms, building association rooms, or similar areas of the Riverbay Corporation for gatherings of more than ten (10) individuals at one time, or for campaign rallies or activities, except as provided herein.

4. At no cost, Riverbay will publish pictures of each candidate and up to three (3) different narrative statements or articles by each candidate in successive print and electronic issues of the *Co-op City Times* beginning with the Saturday, April 15, 2023 issue. The Editor shall set the deadlines and technical standards for these submissions. All candidates' articles will be reviewed by the Committee prior to publication. The Committee

(Continued on page 29)

# 2023 Riverbay Board Election Rules and Regulations

(Continued from page 28)

reserves the right to delete any material which in its exclusive opinion contains libelous statements, personal attacks, or material misstatement of fact.

(a) In conjunction with the statements described herein, Riverbay will also publish at no charge a ¼-page campaign ad by each candidate in successive print and electronic issues of the *Co-op City Times* beginning with the Saturday, April 15, 2023 issue. The same ad will be used in each of the issues and will appear opposite each candidate's article for that week. The Editor shall set the deadlines and technical standards for these submissions. All ad copy will be reviewed by the Committee prior to publication. The Committee reserves the right not to publish, or to delete any material, which, in its opinion, constitutes a libelous statement, personal attack, or material misstatement of fact.

(b) Starting on the day candidates are certified and continuing during the period of the campaign, board members who are not running for election shall be free to write Viewpoints of a "non-political" nature, except that a board member may endorse candidates in one viewpoint only. It shall not be deemed to be "political" for a non-candidate Board member to describe the activities and achievements of the Board as a whole, including the activities of any incumbent candidates. In the event Board members wish to publish a joint Viewpoint, they may do so, but only if the Viewpoint has been unanimously approved by the full Board.

(c) Management shall not endorse any candidate or slate of candidates. However, information of a non-political nature, for example, relating to the operation, management, finances or maintenance of the property, or to an emergency may be published by Management during this period of time.

(d) In the event that an article appears in a print or electronic publication other than the Riverbay sponsored publication, which is currently titled the "*Co-op City Times*," in which the actions of the Board as a whole, or of an individual Board member are challenged, the Board, or the individual Board member who is challenged, shall have the right to respond in the *Co-op City Times* to such challenge, without regard to whether the Board member is a candidate in the election and without regard to the political nature of the comment. Any such response shall be limited to the subject matter of the challenge.

(e) Similarly, a candidate who is not a Board member may respond to a challenge directed at the conduct or action(s) of that individual candidate.

5. Campaign ads other than those provided by Riverbay may be placed in the *Co-op City Times*, subject to Paragraph D(3), but must be paid in full at least 48 hours before the normal deadline of an issue. The Committee will review all paid campaign ads prior to publication and reserves the right to reject any copy which, in its sole judgment, contains libelous statements, personal attacks or a material misstatement of fact.

6. (a) The election of directors to the Board is a right of residents of Co-op City. Employees living in Co-op City are encouraged to exercise their rights as residents of the community during the election within the scope of this policy. All Riverbay employees are reminded that as employees they have a duty of loyalty to Riverbay and should not engage in any activity that raises the appearance of impropriety. Participation in the electoral process must not interfere with employees' work duties. All employees shall refrain from engaging in any activity that may be construed as an attempt to abuse their positions as employees to influence the outcome of the election. Examples of acts that may be an abuse of an employee position include soliciting donations for candidate(s), distributing campaign material for or against particular candidate(s), or engaging in any other activity that may reasonably be viewed as an abuse of position.

(b) Candidates who encourage, accept, or knowingly benefit from such prohibited participation are subject to disqualification by the Committee.

(c) This policy does not affect employees' right to engage in other concerted activities for the purpose of collective bargaining or other mutual aid or protection, or their right to refrain from any or all such activities.

## F. BALLOTING AND CERTIFICATION

1. Voting will be by mail and by on-line, electronic ballots. The form and content of the ballot shall be approved by the Election Committee.

2. In accordance with Riverbay's by-laws, only one vote per occupied residential unit, cast by a resident shareholder of record residing in said unit, shall be counted.

3. All ballots, including electronic ballots, must be cast by an eligible, residential shareholder of record, and verified by such means as the Election Committee determines to be reasonable, in its sole discretion.

4. Any eligible, resident shareholder of record residing in an occupied unit may vote, but only one ballot may be cast by a unit, regardless of the number of shareholders of record residing within said unit.

5. Mailing, tabulation, collection, processing, initial counting and preservation of election ballots shall be conducted by an independent, third-party company, selected by the Board pursuant to a written contract, duly approved in accordance with all corporate and regulatory requirements. A copy of any such contract, as well as the name and address of any such independent third-party, shall be published in the *Co-op City Times*.

6. One ballot will be mailed by the independent third-party on or about April 27, 2023 to each residential unit occupied by one or more eligible residential shareholders of record at the address set forth for said shareholder(s) of record on Riverbay's books and records as of March 22, 2023.

7. In the event that more than one ballot is received from a single unit, only the earliest dated ballot, or the first electronically recorded ballot, shall be counted. All other ballots received from said unit shall be disregarded, but preserved until five (5) days after the period to challenge the election has passed.

8. Unless the voting period is extended or modified by the Board of Directors and/or the Election Committee, any mail-in ballot must be postmarked no later than May 26, 2023. Any electronic vote must be transmitted and received no later than 9:00 PM on May 26, 2023.

In the event that the voting period is extended or modified by the Election Committee for purposes of obtaining a quorum, the Election Committee may count any valid ballot cast by a shareholder eligible to vote during the modified period, electronically or by mail without regard to the postmarked date.

9. All ballots received, including disqualified ballots, shall be preserved until the time to challenge the election has lapsed.

10. The initial count, as recorded by the third-party independent company, shall be provided to the Election Committee no later than 12:00 PM on Wednesday, May 31, 2023. The initial count shall set forth the total number of ballots cast, the total number of votes received by each candidate, the total number of votes cast for each candidate by building, the number of votes disqualified and the basis therefore, and the total number of ballots required for a quorum.

11. The Election Committee shall, in an open, public meeting to be conducted at 7:00 PM on Wednesday, May 31, 2023, certify the final count of the election ballots. The meeting shall also be broadcast on Riverbay's public access channel as well as made available on Riverbay's *YouTube* page.

12. Upon completion of the count, the Committee shall certify to the Board that a quorum has been obtained, the total number of votes cast, the total

number of votes disqualified, the total number of votes cast for each candidate, and the names of the candidates who have been elected, as follows:

(a) The five candidates who have received the highest number of votes will be certified to the Board as having been elected to full three-year terms.

(b) The candidate receiving the sixth highest vote shall be certified as having been elected to a vacant Board seat, if any, which will have the longest unexpired term.

(c) The Committee shall continue the certification of candidates by certifying the candidate with the next highest vote for each vacancy by the longest unexpired terms, if necessary, until all vacant seats on the Board are filled.

13. Unless an extended schedule is in effect, the Election Committee shall cause the official Certification of the Election to be publicly posted by 10:00 AM on June 1, 2023, or if the Certification has not yet been completed, as soon thereafter as possible after the conclusion of the Election Certification Meeting. Posting may be by electronic means.

14. If a quorum is not reached, the Committee may recommend that the voting period be extended for an additional fourteen (14) days, or implement an extended voting schedule, during which time shareholders eligible to vote in the election who received a ballot but did not cast a vote, shall be allowed to cast their ballot. If a quorum is not reached at the end of the extended voting period, the Board may, in its discretion, either extend the voting period for an additional extended voting period, schedule a new election, or cancel the election. Until such time as a quorum is obtained and a valid election conducted, existing Directors shall continue to hold their office.

## G. DISQUALIFICATION OF CANDIDATES FOR MISCONDUCT

1. The Committee may recommend the disqualification of a candidate for violation of these rules, or impose an administrative charge, not to exceed \$300.00 per violation, on any candidate that it determines has violated, caused or knowingly permitted others to violate these Rules. The Committee may do so on its own initiative, or upon the complaint of another candidate or resident. However, the Committee is under no obligation to initiate a proceeding under this Section, or Section H, unless the Committee, in its sole discretion, believes it to be appropriate.

2. No candidate may be disqualified for election to the Board unless the Committee has provided the candidate with notice of its intention to consider the candidate's disqualification for election, and conducted a hearing in accordance with the procedures set forth in Section H below.

3. The Committee may impose an administrative charge, without conducting a formal hearing in accordance with Section H, if the Committee has provided the candidate with notice that it may impose such a fee, the reason the Committee is considering imposing a fee, and an opportunity for the candidate to appear before the Committee to contest the imposition of an administrative fee.

4. Notification of the Election Committee's decision to impose an administrative fee will be delivered both electronically and personally to the candidate at the email address and street address provided by the candidate to the Election Committee.

5. Upon delivery of the notification of a fine, the candidate is indebted to Riverbay and payment is due on the third business day following personal delivery of the notice. Failure to pay shall render the candidate ineligible for election.

6. Any candidate may object to a determination of the Committee to impose an administrative charge, and may, within three (3) days of delivery of said determination to the candidate, request a review of such determination to the Board. The Board, in its discretion, may affirm, (Continued on page 30)

# 2023 Riverbay Board Election Rules and Regulations

(Continued from page 29)

modify, or reverse the determination, or decline, with written explanation, to review the Committee's determination. A request for a review shall not stay a candidate's obligation to make payment of any administrative charge levied by the Committee.

## H. CHALLENGES TO VOTING RESULTS

1. Any aggrieved resident or aggrieved candidate may challenge the certification of a candidate for election, or the results of the election, or the election of any one candidate, based upon election irregularities or the failure of a candidate to meet required qualifications, by notifying the Chairperson of the challenge, delivered to the candidate(s) by email and personally at the addresses provided by the Candidate when they are certified.

2. The challenge must be in writing. Such written challenge must specifically set forth the reason and the factual basis for the challenge. Any challenge by the Committee shall be on written electronic notice to the candidate, or candidates impacted by the challenge, delivered to the candidate(s) by email and personally at the addresses provided by the Candidate when they are certified.

3. A written challenge by a candidate or shareholder eligible to vote in the election must be delivered electronically to Riverbay2023election@riverbaycorp.com no later than 5:00 PM on Friday, June 2, 2023. The written challenge shall state the factual or legal basis for the challenge. Failure to file a timely electronic challenge by 5:00 PM on Friday, June 2, 2023, shall preclude consideration of the challenge by the Committee. In the event a quorum was not obtained by the May 26, 2023 close of the Election Period, the time to file an objection to the Election shall be extended until one (1) business day after the Election has been certified, to 5:00 PM on said day.

4. Should the Committee find the challenge to be without merit, it may dispense with a hearing and reject the challenge in writing.

5. If, after reviewing the challenge, the Committee determines that the challenge sets forth substantial questions concerning the certification of any candidate or candidates, or the results of the election, the Committee may hold a formal hearing, virtually or in-person at the discretion of the Committee, to review the challenge.

6. All hearings under this Section H shall be scheduled upon prior notice to the challenger and to the candidate(s) whose qualifications, certifications, or election are being challenged.

7. The hearing shall commence no later than five (5) business days after the Committee's receipt of the challenge. The Chairperson may request that a member of the Committee recuse him/herself from the hearing if such committee member has a conflict of interest.

8. Upon notice of a formal hearing by the

Committee, the challenger or candidate whose certification is being challenged may submit electronic affidavits to the Chairperson, setting forth the charges and facts upon which the challenge is based. Such affidavits and supporting documents shall also be delivered by the challenging party, to the opposing party's e-mail address, at least one day before the scheduled hearing.

9. At the hearing, either party may present live, or virtual testimony supporting the challenge, subject to cross-examination.

10. The proceedings shall be recorded, however, any person or party requesting a copy or transcript of any such recording shall be responsible for the costs of producing said recording or transcript.

11. No witness will be allowed to present testimony except under oath as administered by the Chairperson. No witness will be called on behalf of a challenger, unless the challenger has submitted an affidavit from the witness prior to such testimony providing the sum and substance of the witness's testimony and served said affidavit upon the Committee and the opposing party in the manner set forth above. The challenger(s) shall also be required to appear at such hearing and may be subject to examination by the Committee or the challenged candidate(s).

12. At any hearing, General Counsel to Riverbay, or an attorney designated by General Counsel, shall advise the Committee. Any candidate or resident participant shall be entitled to be represented at the hearing by counsel of his or her own choice and at his or her own expense.

13. At such hearing, the Chairperson shall be the presiding officer and shall make any ruling with respect to the procedure to be followed, or the testimony or evidence to be introduced. The Committee need not follow formal evidentiary rules applicable to the Courts of this State. In the event a member of the Committee present shall dispute any such procedural or evidentiary ruling by the Chair, the Chair may be overruled by a majority vote of those members present. After testimony by a witness for either party, the opposing party shall have the right to question the witness.

14. At the conclusion of such hearing, the Committee may uphold or void the election results, disqualify the candidate for a violation of these Rules, apply other sanctions as set forth in Paragraph G (1) of these Rules, or dismiss the charges brought. In order to void any election result, or to disqualify a candidate, such violation must be deemed to be material by the Committee in light of the number of votes cast for the candidate and the number cast in the election.

15. If a candidate who is disqualified received one of the highest vote counts, the disqualified candidate

shall be ineligible to take office. The candidate who received the next highest count will be certified to the Board in their place. (If more than one candidate is disqualified, the next candidate or candidates with the highest vote will be certified.)

16. The decision of the Committee shall be addressed to the Board, shall be in writing, shall state the basis for its recommendation, and shall constitute the Committee's final certification of the election results, or the qualification of a candidate.

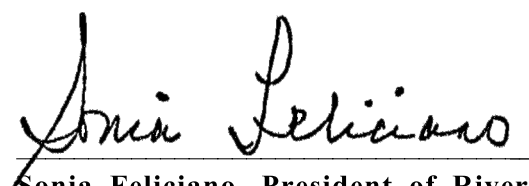
17. The Board, by majority vote, shall determine whether to confirm or reject the Committee's determination. The Board shall make any such determination within ten (10) days of the date of any written recommendation of the Committee. The Board's failure to determine the issue within ten (10) days shall, except for good cause shown, be deemed an acceptance of the Committee's recommendation.

18. Any candidate or resident aggrieved by the Board's final determination shall have the right to seek judicial review of the Board's determination, provided that any such Court challenge must be commenced within ten (10) days of the Board's decision, or within ten (10) days of the Board's failure to render a decision.

19. The Committee may call for a recount of all ballots cast, if it is determined by the Committee that such an action is warranted. Such recount of the ballots must be completed, and the result certified by the Committee to the Board, within four days of the date the Committee determines such recount is necessary. The results of this recount, upon certification by the Committee, will constitute the final election results.

20. The Committee may call for a new election if the Committee has determined that material irregularities cast doubt on the election results, or in the event the number of votes cast did not constitute the legally required quorum. Such a new election must take place in accordance with these rules on a date within thirty (30) days after the final decision on the challenge and such election held among the previously qualified candidates.

21. By participating in the election process, candidates, prospective candidates, shareholders, and their respective agents, representatives or supporters, agree to fully comply with and be bound by these election Rules.



Sonia Feliciano, President of Riverbay Corporation

Date: March 8, 2023



There are **TWO** options to return your ballot – by **MAILING** it back in the addressed, stamped envelope included with your ballot, or **ELECTRONICALLY**, by using the PIN and CODE specific to your apartment which is included in your ballot letter.

Completed ballots **CANNOT** be dropped off or given to Riverbay staff. If you have not yet received a 2023 Riverbay election ballot, have questions about your ballot or need assistance, please contact YesElections at (855) 940-4810, or by sending an email to [help+riverbay@yeselections.com](mailto:help+riverbay@yeselections.com).