

# 2023 Riverbay Board Election

## 2023 RIVERBAY CANDIDATES

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

## 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.)

### Leah Graham

Dear shareholders and friends, my name is Leah Graham. I am requesting your vote in the 2023 Riverbay Board of Directors election. I am running because: 1. I love our community, 2. I want to keep Co-op City affordable, and 3. I have the experience to make quality and informed business decisions in our community's best interest. I will focus on transparent reviews of the budget, performance evaluation of any managing agent, cost-effective solutions to concerns (e.g., convector problems), ways to mitigate community lawsuits, and support for community organizations. This community deserves forward thinking directors; I am that person.

**Community Involvement** – As a 25-year resident of this community, I am a current building association president and served as a Riverbay Board director for six years (between 2010 – 2016) before continuing my education in Business Administration and Leadership. As a former director, I was 1<sup>st</sup> and 2<sup>nd</sup> Vice President, and chaired several key committees. I helped initiate televised Board meetings, orientations for new directors, and remained accountable to shareholders. In 2012, I was recognized for assisting with transitioning from an expiring high interest-only mortgage



Leah Graham

loan to a low interest fixed rate loan that kept Co-op City fiscally stable.

**Reason to Elect Me**, Leah Graham – I have 15+ years as a Program Analyst, extensive managerial experience, property management and project management training with a focus on process improvement. In addition, I have federal certification in contracts and am extremely familiar with budgeting and risk management. If elected, I will use my skills and experiences to help keep our community affordable and will perform to the level our community deserves.

**Vote for me**, Leah Graham, and Shana Montgomery. **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



### Shanauzelda Montgomery

Dear community,  
As a 23-year resident of Co-op City, I am excited to announce my candidacy for a position on the Riverbay Board of Directors. Over the years, I have witnessed our community's progress and regression firsthand. I understand common shareholder concerns, including rising maintenance charges, building quality, and inequities.

I have the skills and experience to be a strong Board director. My 22 years as a public school educator and 15 years of corporate (legal records management) experience have given me an in-depth perspective on resolving systemic issues that can hinder a community's growth. I have extensive involvement with policy initiatives and have successfully advocated on behalf of communities. As a current union-building representative, I have a deep understanding of the collective bargaining process and would leverage those skills to add insight when Riverbay is at the bargaining table.

I have also worked to develop budgets that appropriately allocate funds to programs that benefit the community. In addition, I have planning and project management experience for several large-scale initiatives. These experiences have taught me the importance of effective communication, collaboration, and problem-solving, all essential qualities for a successful Board director.



Shanauzelda Montgomery

If elected, I will tirelessly promote transparency, fairness, and inclusivity within our community. I will listen carefully to our shareholders' concerns and suggestions and work collaboratively with Management and the Board to address issues and find creative solutions. Additionally, I will advocate that our community remains financially stable and sustainable while making necessary improvements to our infrastructure and amenities. Thank you for considering my candidacy.

I look forward to serving our community as a Board director and contributing to its continued growth and success—Vote for me, Shana Montgomery, and Leah Graham. **Fairness, Action, Transparency, Experience** – the FATE 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

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### Sonia Feliciano

Dear fellow shareholders,  
I have been blessed with the opportunity this past year during my service as Board President to work with a community of shareholders, Board members, and Management to maintain and improve the facilities of a large complex that is over 50 years old. The Board has increased the visibility and understanding of the issues that affect our lives and has worked to create transparency, accountability, fairness, and responsibility. We have learned from you and have looked for ways that we can all share in helping improve our homes.



Sonia Feliciano

General Manager who will not only be responsible for the day-to-day operations and capital projects but a person who will lead us with a plan and determination of our future and the needs of the community, in collaboration with the Board and the community. In 2019, I took on the challenge of having a working Call Center, transforming it into an efficient enterprise focusing on driving value through reliable communications. It continues to evolve now with a chat line, constantly working on improvements to make it better.

Working with my peers to bring about ideas, and working in committees with many members of the community have been an important part of gaining a better understanding of the issues while becoming more proactive, not reactive. We were challenged by the effects of Covid-19 causing isolation amongst many with the loss of friends and family. High inflation, high cost of goods and services, increased insurance premiums, and escalating gas and oil prices, put severe constraints on our budget affecting the entire community, but we persevered. We hired a new Executive

We would like to continue the work we have started. I, Sonia Feliciano, am asking for your vote for the Riverbay Board of Directors. Please re-elect me, Sonia Feliciano, Claudia Sampson, Bishop Angelo Rosario, Bernard Cylich 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



Sonia Feliciano



Claudia Sampson



Bernard Cylich



Bishop Angelo Rosario

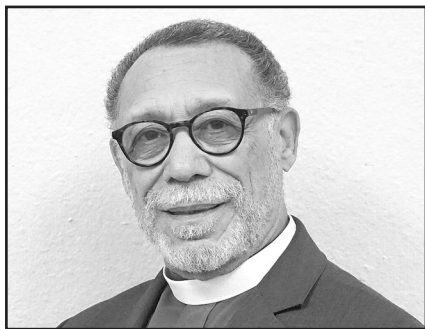
### We Pledge to Work to:

- 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



### Bishop Angelo Rosario

I am once again in the race for the Riverbay Board of Directors. The pandemic hit hard, and we survived through suffering and loss of loved ones and friends. I will briefly state what is now considered post-pandemic.



Bishop Angelo Rosario

Despite the progressive intentions that originally inspired the development of Co-op City, its share of problems both structural and financial, exist. In the past two years, the bills for repairs at Co-op City have increased due to post pandemic inflation, while the buildings themselves continue to need annual repairs. We are still laboring on outside repair work. Convectors have been to-date an unsolvable problem; we are working as a Board seeking a possible solution, one is: inserting meters that will regulate the convector leaks. Our Board of Directors is dedicated to minimizing this problem. We continue to keep up our infrastructure and power supply, yet not turning a blind eye to the needs of our seniors, children, youth, single parents, fixed income shareholders, persons with disabilities, seeking every possible way to keep it affordable and still retain the quality of life.

rats to plague nearby buildings. Department of Sanitation would pick up and damage the dumpsters, leaving behind trash on the pads, and the stench of trash into the second-floor units. I know that there are shareholders who may still remember. Take time to reflect – we need your eyes to inform us of the repairs needed; as you look around, see the beauty of this community, the cleanliness, despite the carelessness of some shareholders. The primary responsibility of the 15-member Board under the direction of HCR is to maintain a balanced budget without diminishing the services.

Vote for Team Impact: Myself, Bishop Rosario; Sonia Feliciano, Andrea Leslie, Claudia Sampson and Bernie Cylich.

It has been years since we were rid of those dumpster pads that allowed

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Bishop Angelo Rosario

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## Bernard Cylich

Nine years ago in 2014, when we, members of Coalition to Save Affordable Housing (CTSAH), assumed leadership of the Board and Riverbay Corporation, Co-op City was on the brink of bankruptcy, facing a \$60M lawsuit and in financial free-fall. In due time, we stabilized our finances, funded \$170 million major infrastructure projects without either a money-printing machine or financial relief from federal, state or city governments and with only modest carrying charge increases.

Among the essential federal and city-mandated infrastructure projects the Board approved are: ongoing Local Law 11 hi-rise facade work, \$70M; state-of-the-art upgrade of 160 defective elevators, \$40M; installing 65 ADA-compliant front lobby doors, \$10M; installing E-Z-pass-like access in eight garages; special water filtration in all hi-rise buildings, mitigating Legionnaire's Disease; upgrading Dreiser Center Auditorium to a first-class venue, promising to generate rental income; upgraded the Bellamy Loop basketball courts, becoming a boon for our young people.

Carrying charge provides 96% of the Riverbay budget. Between 2016 and 2022, total carrying charge increases, compounded, have been 9.75% – less than half the 23%



Bernard Cylich

Consumer Price Index increases during the same period. Specifically, as reported in the *CC Times*, the current median monthly rental for a one-bedroom apartment in the Bronx is \$1,900 while monthly carrying charge for a one-bedroom apartment in Co-op City – and unlike rentals, includes gas and electricity – is \$900. Is this why move-out rate here is less than 1% and why 7,000 families are on our apartment waiting list?

With the lowest crime rate in the Bronx, convenient shopping, mass transportation, schools, located in a beautiful park-like setting, Co-op City is the best deal in NYC. Let's continue the momentum. Re-elect – The Impact Team: Sonia Feliciano, Claudia Sampson, Bishop Angelo Rosario, Andrea Leslie and myself, Bernard Cylich.

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Andrea Leslie



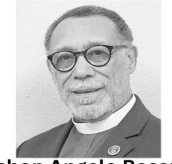
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## Claudia Sampson

There are countless individuals I'd like to thank for their kind thoughts, tireless support and well wishes over the years that I've served my community. By choosing to work together as a positive collective with a singular mission – to continue to build on the achievements of this Board's leadership. In fact, we delivered results. Granted, we had a number of daunting challenges including the Covid-19 pandemic, life changing events and unexpected budgetary constraints. Yet, we persisted due to the diversity, talent and solutions we each brought to the table to overcome the issues. We didn't squander the opportunity to make an impact.

As President of the Riverbay Fund, I worked with a grant writer, Nicole Fields, various community-based organizations and our elected officials to secure a \$500,000 Community Project Funding Grant, with the support of Congressman Jamaal Bowman, to build a park on the Hutchinson River to promote environmental equity and sustainability without any reliance on shareholder investments. Recently, the Fund submitted proposals for funding from the City and Federal entities to renovate the former Bingo Hall



Claudia Sampson

into a state-of-the-art center for our youth.

I appreciate the support of my colleagues who elected me to several leadership positions including Assistant Treasurer, Treasurer, First Vice President of the Board, and President of the Riverbay Fund, along with chair of the Safety and Quality of Life Committee. By staying the course with the highly qualified and agile Impact Team — Sonia Feliciano, Bernie Cylich, Andrea Leslie, Bishop Angelo Rosario, I can continue work done — to keep Co-op City affordable and safe! There is no task too big we can't complete if you Vote for the Impact Team — Re-Elect Sonia Feliciano, Bernie Cylich, Andrea Leslie, Bishop Angelo Rosario and me, Claudia Sampson.

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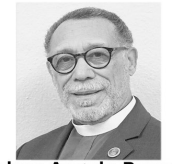
Bernard Cylich



Sonia Feliciano



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Bishop Angelo Rosario

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## Andrea Leslie

I am proud to be part of a Board that has made scores of accomplishments, making sound decisions, enhancing our quality of life, as well as addressing the restoration and maintenance of our infrastructure. I pledge to keep the well-being of our community forefront in my deliberations and actions working together as a team player with the Board of Directors to enhance all our lives.



Andrea Leslie

As chair of the Riverbay Board of Director Internal Audit Committee, we were successful in completing the Policy and Procedure process for our Finance department. This process became a model for all other Riverbay departments becoming crucial in improving their operation.

The Internal Audit department serves as the eyes and ears for the Riverbay Board of Directors. It is essential in monitoring finances of our corporation. The department has audited numerous departments, providing crucial information to the Board as well as making major operational recommendations to Management. In consultation with the Internal Audit department, Management has been able to save millions in energy costs. The department has been integral in the utilization of our

Yardi system — a computer program — which is digitalizing Riverbay’s entire operation, streamlining delivery of services and our operation, bringing Co-op City into the 21st century. Once it is fully operational, Yardi promises to yield substantial savings to our corporation.

If re-elected, I pledge to continue working with the Board to improve our quality of life and service delivery.

Vote Impact Team – We pledge to upgrade our infrastructure, optimize quality customer services while keeping our homes affordable.

Re-elect Andrea Leslie, Bernard Cylich, Sonia Feliciano, Bishop Angelo Rosario and Claudia Sampson. We are making an impact. Keep your eyes on the prize.

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# 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

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# 2023 Riverbay Board Election Rules and Regulations

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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 by the Board. The Board, in its discretion, may affirm, (Continued on page 30)



