

# 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.)

### Andrea Leslie

A number of years ago, I accompanied a friend to the offices of a market rate co-op off Central Avenue in Yonkers to file for an application for an apartment. We are both Black and the receptionist was White.

After waiting for over two hours without seeing anyone with any authority or an application, we got the message, despite Federal Fair Housing Act of 1968, we just didn't fit their type of cooperators. However, Co-op City as well as scores of other housing co-ops built under the Mitchell-Lama program adopted in 1955 had two provisions which enabled myself as well as my mother to apply and move here. 1. NYS Division of Housing and Community Renewal then supervising all M-L housing maintains a duplicate non-discriminatory apartment waiting list, and 2. Has the final authority on approving the sale of an apartment. That list is available for anyone on it to examine to affirm where they were on that list. And since there was a cap on the equity resale – that is the former owner could only resell the apartment to the corporation at the same price they bought it for and



Andrea Leslie

in spite of periodic equity increases, Co-op City was more than affordable to myself and my mother who are both part of the working class. This, I believe, explains why 105,000 housing co-op units built under the M-L program is the largest integrated middle-income bloc in the country.

That is why I have been a fervent advocate defending our homes from being privatized; leaving the M-L program would be locking out future generations of middle-income working families from the best affordable housing in our city.

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



### Claudia Sampson

As a volunteer, residential Board that receives a modest monthly stipend to cover our cell phone bills, we spend an incalculable number of hours, including attending meetings with Management well into the late hours of the night; reading emails; writing Viewpoints; answering letters from shareholders; reviewing reams of printed documents including contracts, proposals, resolutions (that we either sponsor or co-sponsor); spearheading protests/rallies; chairing/attending committee meetings; fielding calls from dissatisfied residents; advocating for the implementation of Board training; improving service delivery; writing funding proposals; signing checks; and, last but not least, keeping our eyes on the prize, safeguarding our main income source — your carrying charges and ancillary funds collected from community complaint fines, parking/storage fees, commercial tenants' rents and revenue from excess electricity shed by our Power Plant.

This is not a glamorous or easy role for anyone willing to serve on a residential Board. Yet, we pledge to ensure that Co-op City remains affordable and safe for everyone! I've called this my home since 1983 when my parents moved here from



Claudia Sampson

Wakefield (although I moved to Harlem for one year), but I returned when I bought my own apartment in 1994. I relish hearing positive comments from my friends and neighbors as I walk the property looking for opportunities to make improvements because they inspire, motivate and reassure me that I'm making a difference, an impact. I'm seeking neither praise nor power because that's not why I work tirelessly to bring new ideas, passion and visionary leadership to this Board as well as to the Riverbay Fund. But, I'm asking your support to re-elect me, along with the Team Impact, to build on the momentum needed to finish the work we started. Vote for me, Claudia Sampson; Sonia Feliciano; Bernie Cylich; Andrea Leslie and Bishop Angelo Rosario.

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## Bernard Cylich

Our tri-generator power plant is the heart of Co-op City. Not only does the facility provide us with heat, air conditioning, hot water, and electricity, but it offers income, credit and enables us to sell electricity to Con Edison, to our commercial tenants, and hot water to the Board of Education. In 2009, the year before our plant was commissioned, our total energy costs, including gas and fuel oil for boilers and generators, as well as the electricity we purchased from Con Edison, was \$49.2 million. By 2021, Riverbay's total energy cost was \$17.5 million, a savings of \$31.7 million. Even after the 2022 price gouging spiked our gas bill by \$8 million — an 80% jump — our outlay for energy was still \$22 million less than what Riverbay paid in 2009.



Bernard Cylich

Certainly, Riverbay has since recouped all our investment, more than \$100 million, to upgrade the old boiler plant to a state-of-the-art tri-generator facility.

Last year, the plant earned over \$10 million and saved the corporation \$71 million if we had purchased electricity and hot and chilled water on the open market. The trigenerator plant enabled us to avoid major carrying charge increases.

Although the convectors bring

much needed, and enjoyed, heat and air conditioning, they are also the source of much of our heartaches. The convector dual temperature system is very efficient — included in many new luxury apartments — however, too many of us suffer from summer flooding caused by condensing water that overflows the convector drip pan when the drains become clogged. Preemptive efforts by Riverbay staff have been unsuccessful.

As chair of the Construction Committee, we are presently exploring new technologies and meeting with engineers considering options to mitigate the flooding.

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

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Sonia Feliciano



Claudia Sampson



Bishop Angelo Rosario

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## Sonia Feliciano

Dear fellow shareholders,  
Living in Co-op City under the Mitchell-Lama program has afforded us the opportunity to realize affordable living for moderate and middle-income families. Many others do not have that opportunity and are living in substandard housing with overcrowded conditions due to the unaffordability of housing. Some pay up to a 50% increase in housing costs to keep a roof over their heads. I embrace the hard work that we do in practicing good governance while executing a good budget and will be working with our new Executive General Manager in developing a 5-year business plan. This will help us achieve long and short-term goals that are measurable, developing the road map to get us there.



Sonia Feliciano

Concerns for greater focus are mitigating the loss of our floors every time there is a leak. We are spending millions of dollars. We are working on some plans as no one is coming to help us. We are going to help ourselves.

As a Board, it is our responsibility to report the performance of the corporation to our shareholders while being fiscally accountable to you. We strive to manage our resources efficiently, ensuring

that the decisions we make are in your best interest. We set the policy with Management complying with those policies. We must be prepared when attending meetings which can be during the day or evening, participating in events, meeting with our legislative officials, chairing committees, and finding ways to do with less without sacrificing services. We belong to organizations outside of the Board allowing us to connect, learn, and give input, bringing back something that will benefit our community. This is the love we have for our community thru volunteerism.

Let us continue to work together. Please re-elect Sonia Feliciano, Claudia Sampson, Bishop Angelo Rosario, Bernard Cylich, and Andrea Leslie.

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Bernard Cylich



Sonia Feliciano



Claudia Sampson



Bishop Angelo Rosario

### We Pledge to Work to:

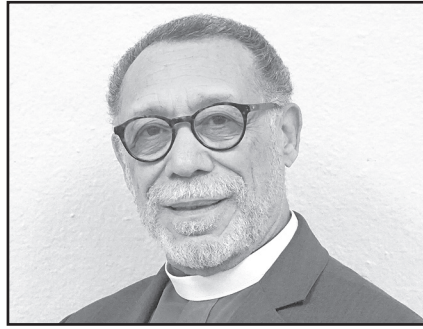
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## Bishop Angelo Rosario

There are a myriad of business decisions made daily to keep Co-op City up to date and offering 24/7 services to do necessary repairs to our apartments. Costs continue to skyrocket making it difficult for our everyday workforce to be able to meet the demands. Despite this, we are still the most affordable due to the work of the Board and Management.

Many have experienced damaged floors due to continual floods, which this Board is researching ways to minimize. When coils burst, it damages many apartments. You may not be aware there are risers hidden within the walls that burst because of their age; it is impossible to know where they can rupture. These repairs cost thousands of dollars and disrupt our daily lives within our homes. It is our hope that we may develop a comprehensive understanding of how to minimize these problems. I repeat, costs are rising, the operative word is "money," which is needed to continue to manage this huge development.

We, the Board, ceaselessly try to find solutions for this diversified community we serve as advocates



Bishop Angelo Rosario

for – yes, we listen. We continue to increase our advocacy skills to effectuate change for all to receive the services you need, and we will not give up trying to make this community the greatest community in the city of NY. The heart of Co-op City is our Power Plant, giving us the ability to run all our appliances without paying separate charges for electricity. All the funds we invest in our power plant keep us functioning. We also get a return on the extra energy from Con Edison, giving us savings.

Vote for the Impact Team, Sonia Feliciano, Claudia Sampson, Andrea Leslie, Bernie Cylich and myself, Bishop Angelo Rosario.

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## Shanauzelda Montgomery

Hello, community,  
The pandemic, social unrest, and uncertainty have made it unbearable for many. We're experiencing an increase in food prices and living expenses. We've faced unprecedented challenges and come out stronger than ever. My priorities are to keep our community affordable without sacrificing the way of life we've always known in Co-op City. The right decisions must be made at the right time, and now is the time!

A vote for me is a vote for a budget review process that builds trust between Board members and shareholders to demonstrate that decision-making is done transparently and with accountability. It can also help identify and address potential areas of waste, fraud, or mismanagement, leading to more effective and equitable use of our resources.

A vote for me is a vote for exploring realistic approaches to traffic and parking issues arising from the upcoming Metro-North Co-op City station and inviting shareholders to participate in discussions and solutions.

A vote for me is a vote for restoring C.C.P.D. to pre-Covid status, including bicycle patrols, garage patrols, and overall visibility in our neighborhood.



Shanauzelda Montgomery

A vote for me means exploring youth recreational programs and advocating for after-school and summer youth programming, mentorship opportunities, mental health, and learning skills that prepare our children for the future.

A vote for me is a vote to reevaluate our dog policy and find ways to improve it to keep our community safe and clean, including providing pet waste bags in building lobbies so public spaces can be free of dog feces.

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 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

## Leah Graham

Dear shareholders and friends,  
Please let May 2023 be the time you elect the Stronger Together team. Our \$200 million dollar community corporation deserves Board Directors who will collaborate, apply critical thinking skills, business solutions, and integrity to ensure our community and corporation thrives. I am that person. I served as Board Director for six years and will use my managerial experience to effectively assess problems, provide solutions, and make critical decisions regarding carrying charges increases, convactor problems, and other Board items. I will take a proactive approach to evaluate any managing agent's performance based on the success or failing of our corporation. These issues include sub-letting, maintaining budgetary controls, along with respect and fairness throughout the corporation. My community commitments include:

- Routine review of our budget
- Collaborate with Board members to evaluate the managing agent, responsible for our finances,
- Advocate for "shareholders first" gallery sessions during open Board meetings,
- Support programs for youth and adolescents in our community.
- Coordinate with board members to review key financial statements,



Leah Graham

capital project schedules, internal audit reports and recommendations.

Please start looking at our community corporation as your business and elect the directors you trust to oversee the managing agent. Vote for me, Leah Graham, and the Stronger Together team; we can help get a handle on carrying charge increases so our community can stay nice and affordable.

Every football team who wins the Super Bowl or successful corporations has a plan and hires specific skillsets and talents for success. I want success for our corporation; so, on May 1st, Do not Delay, do not Hesitate, please vote for me, Leah Graham, and Shana Montgomery. Fairness, Action, Transparency, and Experience – the F.A.T.E. of this community is in your hands! We are Stronger Together! Help our corporation succeed. Por Favor Vote Por Nosotras. Thank you.

# 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



# ★★★ 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)

