



NYC Technology Development Corporation

Minutes of a Board Meeting Held on September 18, 2015 at 9:30 AM In the Governor's Room at City Hall, 2nd Floor

1. Meeting Called to Order; Quorum Noted

The meeting was called to order at approximately 9.30am. A quorum was present consisting of Lisa Flores, Felix Ortiz, Anne Roest, Kristine Ryan (as designee of Dean Fuleihan), Steven Salzinger and Chairperson Minerva Tantoco.

2. Approval of Minutes From Meeting on June 26, 2015

Upon motion duly made and seconded, the Minutes were unanimously adopted as follows:

RESOLVED, that the Board of Directors hereby approves the minutes of the Board of Directors meeting held on June 26, 2015, a copy of which is annexed hereto.

3. Report from Audit Committee: Acceptance of Independent Auditors' Report on FY 2015 Financial Statements and Authorization to Release Financial Statements

The next item on the agenda was the report from the Audit Committee and Deputy Treasurer regarding the Fiscal Year 2015 financial statements and the independent auditors' report on those statements. The Chair explained that the Audit Committee had reviewed the financial statements and recommended that the Board accept the audit report and authorize the release of the financial statements. Upon motion duly made and seconded, the Board then unanimously adopted the following resolution:

WHEREAS, the Audit Committee has met with independent auditors of the Corporation and has reviewed the independent auditors' report on the audited financial statements of the Corporation for the fiscal years ended June 30, 2015 and 2014 and such financial statements; and

WHEREAS, the Audit Committee believes the independent auditors' report and the financial statements are reasonable and appropriate and has

recommended that the Board accept the independent auditors' report and authorize the release of the financial statements; it is therefore

RESOLVED, that the Board hereby accepts the independent auditors' report on the audited financial statements of the Corporation for the fiscal years ended June 30, 2015 and 2014, and authorizes the release of such audited financial statements; provided that both the independent auditors' report and the audited financial statements may be amended to reflect non-material changes acceptable to the Treasurer of the Corporation.

4. Report from Governance Committee and Amended Mission Statement and Performance Measures

Ms. Tantoco explained that the Governance Committee had met earlier and had reviewed amendments to TDC's mission statement and performance measurements proposed by the staff that would clarify the corporation's mission and result in more detailed and useful performance measurements and had recommended their adoption by the full Board.

Mr. Salzinger asked for clarification on the change to the mission statement specifying that part of TDC's mission is to retain skilled resources for the City to provide services that would otherwise be performed by for-profit entities. He asked if it was intended to indicate that TDC would be used for staff augmentation services. Ms. Cleary explained that the purpose of this change in language was not to suggest that TDC would be used in this manner, but rather to clearly state that one important purpose of TDC was to use its own highly experience and qualified staff to provide a dedicated more cost-efficient alternative for the City to using for-profit private consultants.

Mr. Salzinger then asked why in amending the mission statement, the proposed revision deleted the entire phrase, "citywide oversight of major IT initiatives and vendors", rather than just deleting the word "citywide". He commented that it had been his understanding that providing "oversight" of projects and vendors was a fundamental part of TDC's mission. Ms. Ryan also suggested that perhaps the reference to "citywide" could be deleted without discarding the remainder of this phrase. Ms. Cleary and Ms. Tantoco explained that the proposed mission statement retained the clause stating that TDC provides "senior management" for selected technology initiatives and that "senior management" included "oversight". Mr. Salzinger and Ms. Flores asked if it would be possible to wait until the Board's next meeting to decide whether to adopt the new proposed mission statement to allow time for further consideration. TDC's Secretary, Ms. Cushman, and the Chair, both responded that further consideration of the proposed amendments to the mission statement could be postponed until the next meeting.

Thereafter, following some discussion clarifying the purpose of the Governance Committee's recommended changes to the Performance Measurements, and upon motion duly made and seconded, the Board then unanimously adopted the following resolution:

WHEREAS, section 2824-a of the Public Authorities Law requires all state and local authorities to adopt a mission statement and a list of measurements

of performance by which performance of the authority and the achievements of its goals may be measured; and

WHEREAS, the Board's Governance Committee has reviewed the Corporation's mission statement and performance measures and has recommended the adoption of an amended list of performance measurements; it is therefore

RESOLVED, that the Corporation's proposed amended Performance Measures presented at this meeting, copies of which are annexed hereto, are approved.

5. Investment Report

The next item was the resolution to approve the Investment Report. Ms. Tantoco explained that TDC is required by the New York State Public Authorities Law to produce this report. She further noted that the report reflects that TDC has no real investments as it uses all its funds for operating purposes and thus maintains the funds in a bank checking account and a money market account. Upon motion duly made and seconded, the following resolution was unanimously adopted:

WHEREAS, section 2925(6) of the Public Authorities Law and the Corporation's Investment Guidelines require the Corporation to annually prepare an Investment Report; and

WHEREAS, the Board has reviewed the attached Investment Report and has deemed it to be reasonable and appropriate; it is therefore

RESOLVED, that the Investment Report is hereby approved.

6. Approval of the Annual Report and Authorization for Presentation to the Member

The next item on the agenda was the proposed resolution to approve the Board's annual report required by the New York Not-For-Profit Corporation Law and authorize its presentation to the Corporation's member, the Mayor. Ms. Tantoco explained that this report, a copy of which was included in the materials provided the Directors, consists of cross-references to the places in the audited financial statements where information regarding the assets, liabilities, revenues and expenses of the Corporation for Fiscal Year 2015 can be found. Upon a motion duly made and seconded, the Board unanimously approved the following resolution with respect to such report:

WHEREAS, Section 519 of the New York Not-For-Profit Corporation Law (the "N-PCL") requires that the Board of Directors of not-for-profit

corporations present an annual report relating to the financial conditions of such corporations to the members of such corporations at their annual meeting; and

WHEREAS, in compliance with Section 519 of the N-PCL, the Board of Directors of the Corporation has caused an annual report relating to the Corporation's fiscal year 2015 (the "Annual Report") to be prepared; it is therefore

RESOLVED, that the Board of Directors does hereby authorize and ratify the preparation of the Annual Report and its presentation to the Member of the Corporation.

7. Appointment to Governance Committee

The next item on the agenda was a resolution to reappoint the Governance Committee, adding new Board member, Felix Ortiz, as a member of the Committee. Upon motion duly made and seconded, the Board unanimously adopted the following resolution:

RESOLVED, that pursuant to section 6.01 of the By-Laws of the Corporation, in addition to the Chairperson of the Board who, pursuant to section 5.09 of the By-Laws, serves, *ex officio*, as a member of the Governance Committee, the Board of Directors hereby consents to the Chairperson's appointment of the following persons to serve on the Governance Committee at the pleasure of the Board, which appointments shall supersede any previous appointments:

Anne Roest, Chair;
Lisa Flores
Felix Ortiz

8 President's Report/Operational Update

The Chair asked Acting President, Eileen Cleary, to present the Corporation's Operational Update. Ms. Cleary then provided an overview of the status of the various projects and engagements on which TDC staff were currently working, including most significantly, the Department of Building's Inspection Ready system, the Department of Education's Pre-K for All management information systems, the Mayor's Office of Contract Services "APT2" (Automated Procurement Tracking system version 2) project, and the Department of Small Business Services SB1 project to develop an integrated single portal for businesses to handle their regulatory interactions with the City. Ms. Flores commented on the small number of distinct initiatives and wondered whether this was due to lack of demand for TDC services. Ms. Cleary clarified that these were large endeavors and that the staff was fully utilized. She also clarified that there was significant demand for TDC's services. However, due to the scale of TDC's current projects, she did not anticipate that TDC resources that could be freed up for other

projects in the near future. The Secretary/General Counsel clarified that TDC does not formally receive service requests from agencies, and that it is up to the Mayor's Office to determine the best use of TDC's limited resources.

9. **Adjournment**

Ms. Tantoco adjourned the meeting at approximately 10:15 a.m.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Elissa Stein Cushman', written over a horizontal line.

Elissa Stein Cushman
Secretary

