



NYC Technology Development Corporation

Minutes of a Board Meeting Held on April 25, 2014 at 10:00 AM In the Conference Room at 15 Metrotech Center, 19th Floor Brooklyn, New York 11201

1. Meeting Called to Order; Quorum Noted

The meeting was called to order at approximately 10:05 a.m. The Secretary read the roll and noted a quorum was present consisting of Evan Hines, Chairperson, John Paolucci and Steven Salzinger.

2. Approval of Minutes From Meeting on December 4, 2013

Upon motion duly made and seconded, the Minutes of the December 4, 2013 meeting of the Board were unanimously adopted as follows:

RESOLVED, that the Board of Directors hereby approves the minutes of the Board of Directors meeting held on December 4, 2013, a copy of which is annexed hereto.

3. Audit Committee

Upon motion duly made and seconded, the following resolution was unanimously adopted:

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 Audit Committee and who shall serve as Chairperson of the Committee, the Board of Directors hereby consents to the Chairperson's appointment of the following persons to serve on the Audit Committee at the pleasure of the Board:

John T. Paolucci; and
Steve Salzinger

Chairperson Hines then requested a motion for a recess of the Board meeting in order to hold the meeting of the Audit Committee and explained that the Committee's recommendation was needed before proceeding with the next item on the Board's agenda, the appointment of an independent auditor for Fiscal Year 2014.

Upon motion duly made and seconded, the Board's meeting went into recess at approximately 10:15 a.m.

At approximately 10:30 a.m., following the meeting of the Audit Committee, the Board reconvened.

4. Independent Auditor

Upon motion duly made and seconded to approve the Audit Committee's recommendation to hire Deloitte & Touche LLP, as the TDC's independent auditor, the Board unanimously adopted the following resolution:

WHEREAS, pursuant to subdivision four of section 2824 of the Public Authorities Law, the Corporation's Audit Committee has recommended the hiring of the certified independent public accounting firm Deloitte & Touche LLP as the Corporation's independent auditor;

WHEREAS, Deloitte & Touche is a nationally recognized accounting firm with significant experience in performing audits for other governmentally related not-for-profit corporations; now, therefore, be it

RESOLVED, that the Audit Committee's recommendation to hire Deloitte & Touche LLP as the Corporation's independent auditor is approved.

5. Fiscal Year 2015 Budget

The next item on the Board's agenda was the proposed Fiscal Year 2015 budget. Mr. Salzinger asked why there were no reported expenses during Fiscal Year 2013 for office space, the independent audit and City salaried employee reimbursement. The Treasurer and Deputy Treasurer explained that the budget is done on a cash basis budget and that the expenses for office space and City salaried employee reimbursement were accrued in Fiscal Year 2013, but were not paid until Fiscal Year 2014. It was also explained that expense for the independent audit for Fiscal Year 2013 did not come due until Fiscal Year 2014 when the audit was performed. Mr. Salzinger also asked whether there could be reporting in the future on the difference between the adopted budget for a fiscal year and actual spending for the fiscal year, and it was stated that the Corporation could prepare its budget report in the future to show the current fiscal year's Adopted Budget as well as its "Modified Budget" which would reflect updated planned spending for the current fiscal year (based on actual spending to date, plus projected spending for the remainder of the fiscal year).

Upon motion duly made and seconded, the Board unanimously adopted the following resolution:

RESOLVED, that the Corporation's proposed FY '15 Budget presented at this meeting, a copy of which is annexed hereto is approved.

6. Consulting Services Agreement with Gartner Inc.

Chairperson Hines stated that, in his role as the City's Acting Chief Information and Innovation Officer, he had requested TDC to provide senior management services for the City's initiative to plan, develop and implement the NYC Identity Card Program and that he requested that TDC retain Gartner Inc. to help devise a strategy for executing this project so that it could meet its targeted year-end launch date. He explained that Gartner's role, in general, would involve developing high-level business and technical requirements and developing an implementation strategy that would enable launching the Program by the end of the year, and finally drafting an RFP, or other solicitation document, for systems integration services. He further stated that this would be a limited six-to-seven week engagement that was being budgeted at an amount not to exceed \$350,000.

Mr. Salzinger asked why Gartner was being chosen for this task. The Secretary/General Counsel explained that, under its procurement policy, TDC was able to contract directly with Gartner because Gartner has an existing contract with the New York State Office of General Services for similar services. In addition, Gartner had offered to extend the same hourly rates as provided under its pending Quality Control contract with the City (which are lower than the rates provided under the State contract) for this project. Mr. Hines further explained that Gartner was chosen for this assignment because the firm's research and strategic analysis resources and significant experience in providing similar strategic analysis services to New York City agencies made it particularly well qualified to be able to deliver the required services within the expedited timeframe.

Following this discussion, upon motion duly made and seconded, the Board unanimously adopted the following resolution:

WHEREAS, under Section 2.02(a) of the Corporation's Contract with the City, the CIO has directed the Corporation to provide senior management services to the Mayor's Office of Operations in connection with the planning and development of the software applications that will support the initiative to create a New York City Identity Card; and

WHEREAS, the legislation proposed in the City Council to establish a New York City Identity Card program would require the Mayor's Office of Operations to be prepared to implement the program within six months of the adoption of the proposed legislation; and

WHEREAS, the Corporation has determined that, given the high priority and expedited timeline for implementing the New York City Identity Card program, the successful execution of the Corporation's assignment requires the assistance of a firm that has specialized expertise in

the development of a project strategy and analysis of the functional and technical requirements of systems of this kind; and

WHEREAS, the Corporation has determined that Gartner, Inc. (“Gartner”) has this specialized expertise; and

WHEREAS, Gartner has a contract with the New York State Office of General Services (“OGS”) under which it currently provides strategic information technology advisory services to various State agencies; and

WHEREAS, Section II(3)(v) of the Corporation’s Procurement Policy permits the President of the Corporation (with the approval of the CIO) to award a contract on a non-competitive basis to a firm that currently has a contract to provide such services to another governmental unit and agrees to extend its rates or rate formulas to the Corporation; and

WHEREAS, Gartner has agreed to extend its rates under the OGS contract to the Corporation; and

WHEREAS, the President of the Corporation has determined that it is in the best interest of the Corporation to procure such strategic information technology services from Gartner and the CIO has approved this determination; now, therefore, be it

RESOLVED, that the Corporation is authorized to negotiate and, subject to the approval of the CIO, to enter into a contract with Gartner for strategic information advisory services in connection with planning and developing the software applications needed for the New York City Identity Card program, for an amount that may not exceed \$350,000.

7. Adjournment

Chairperson Hines adjourned the meeting at approximately 10:50 a.m.

Respectfully submitted,



Elissa Stein Cushman
Secretary