

**NEW YORK CITY TECHNOLOGY DEVELOPMENT CORPORATION  
WRITTEN CONSENT IN LIEU OF MEETING**

New York, New York  
April 18, 2017

**THE UNDERSIGNED**, being a director of New York City Technology Development Corporation (the "Company"), pursuant to the provisions of the N.Y. Not-For-Profit Corp. Law § 708 *et seq.* (the "Law"), does hereby consent, in writing and without the necessity of calling a meeting, to the following resolutions and to the actions authorized thereby, said resolutions to be and read as follows:

**RESOLVED**, that the minutes of the February 16, 2017 meeting of the Board of Directors a copy of which is annexed hereto as exhibit A be, and the same hereby is, in all respects approved; and further

**RESOLVED**, that the minutes of the December 13, 2016 Governance Committee meeting a copy of which is annexed hereto as exhibit B be, and the same hereby is, in all respects approved; and further

**RESOLVED**, that the minutes of the September 27, 2016 Audit Committee meeting a copy of which is annexed hereto as exhibit C be, and the same hereby is, in all respects approved; and further

**RESOLVED**, that the Company's FY 18 Zero Dollar Budget, a copy of which is annexed hereto as exhibit D be, and the same hereby is, in all respects approved; and further

**RESOLVED**, that the *Plan of Dissolution and Distribution of Assets of the Company* a copy of which is annexed to hereto as exhibit E be, and the same hereby is, in all respects approved, and that all action thereby shown to have been taken or authorized be, and the same hereby is, in all respects approved, ratified and confirmed; and further

**RESOLVED**, that Marks Paneth LLP be re-appointed as the Company's external auditor and tax advisor to (i) complete the Company's fiscal year 2017 audit for the fee of independent auditor and establishes the compensation for the Fiscal Year 2016 audit to be \$10,500.00; (ii) continue the representation of the Company before the Internal Revenue Service for a fee of \$2,500.00; and (iii) take such other and further action as the Company may direct and the same hereby is, in all respects approved; and further

**RESOLVED**, that Denise Raymond and Michael Pastor be appointed as Vice President and Assistant Secretary, respectively, upon the earlier of (i)

June 30, 2017; or (ii) the resignation of two (2) officers of the Company and the same hereby is, in all respects approved; and further

**RESOLVED**, that Denise Raymond and Michael Pastor shall be added as signatories on the Company's bank account(s) held at Chase bank effective immediately and the same hereby is, in all respects approved; and further

**RESOLVED**, that the officers of the Company be, and hereby are, authorized, empowered and directed to take any and all steps, and to execute and deliver any and all instruments in connection with carrying out the dissolution and winding up of the Company's affairs and the same hereby is, in all respects approved, and that all action thereby shown to have been taken or authorized be, and the same hereby is, in all respects approved, ratified and confirmed.



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Name: Felix Ortiz

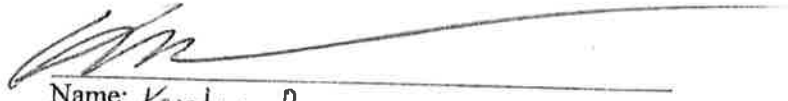
Title: Director

Date: 04/20/2017

June 30, 2017; or (ii) the resignation of two (2) officers of the Company and the same hereby is, in all respects approved; and further

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**RESOLVED**, that the officers of the Company be, and hereby are, authorized, empowered and directed to take any and all steps, and to execute and deliver any and all instruments in connection with carrying out the dissolution and winding up of the Company's affairs and the same hereby is, in all respects approved, and that all action thereby shown to have been taken or authorized be, and the same hereby is, in all respects approved, ratified and confirmed.



Name: Kristine Ryan

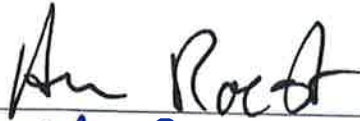
Title: Director

Date: 4.27.17

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**RESOLVED**, that the officers of the Company be, and hereby are, authorized, empowered and directed to take any and all steps, and to execute and deliver any and all instruments in connection with carrying out the dissolution and winding up of the Company's affairs and the same hereby is, in all respects approved, and that all action thereby shown to have been taken or authorized be, and the same hereby is, in all respects approved, ratified and confirmed.



Name: *Anne Rice*  
Title: Director  
Date: *4/25/17*

June 30, 2017; or (ii) the resignation of two (2) officers of the Company and the same hereby is, in all respects approved; and further

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**RESOLVED**, that the officers of the Company be, and hereby are, authorized, empowered and directed to take any and all steps, and to execute and deliver any and all instruments in connection with carrying out the dissolution and winding up of the Company's affairs and the same hereby is, in all respects approved, and that all action thereby shown to have been taken or authorized be, and the same hereby is, in all respects approved, ratified and confirmed.



Name: Lisa M. Flores

Title: Director

Date: 4/28/17

the same hereby is, in all respects approved; and further

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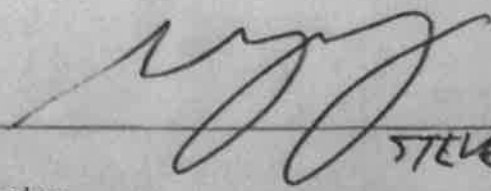
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Name:

Title: Director

Date:

APRIL 28, 2017



STEVE SALLINGER

**PLAN OF DISSOLUTION AND DISTRIBUTION OF ASSETS**  
**Of**  
**NEW YORK CITY TECHNOLOGY DEVELOPMENT CORPORATION**  
**A New York Not-for-Profit Corporation**

The Board of Directors of New York City Technology Development Corporation (the Company”) pursuant to N-PCL Sec. 708(b), having considered the advisability of voluntarily dissolving the corporation, and it being the majority opinion of the Board that dissolution is advisable and in the best interests of the corporation, and the Board having adopted, by majority vote, a plan for a voluntary dissolution of the corporation, does hereby resolve to the member for approval that the corporation be dissolved in accordance with the following plan:

1. Upon resolution of the Board of Directors adopting this plan of dissolution, the board shall submit the plan to a vote of the member for approval by unanimous written consent of the member pursuant to N-PCL Sec. 614.

2. No approval of the dissolution of the corporation is required by any government agency or officer.

3. The corporation has assets. Such assets are required to be used for a particular purpose. The asset of the corporation is cash.

4. The assets owned by the corporation subject to any unpaid liabilities of the Corporation shall be distributed to the City of New York for public purpose pursuant to the corporation’s Article Ninth subdivision (i) of the Corporations Certificate of Incorporation.

5. The corporation has no liabilities.

6. Within two hundred seventy days after the date that an Order Approving Plan of Dissolution and Distribution of Assets is Signed by the Court, the Corporation shall carry out this Plan.

**CERTIFICATION**

I, Jennifer Lupo, Secretary of the New York City Technology Development Corporation hereby certifies under the penalties of perjury that I delivered a Written Action in Lieu of Meeting to the Board of Directors of the Corporation on April 18, 2017 and the within Plan of Dissolution was duly submitted and passed by a unanimous vote of the Directors on April 28, 2017.

Dated: Brooklyn, New York  
April 28, 2017



Jennifer Lupo  
Secretary