



NYC Technology Development Corporation

Minutes of a Board Meeting Held on April 30, 2015 at 9:30 AM In the Governor's Room at City Hall, 2nd Floor New York, New York 10007

1. Meeting Called to Order; Quorum Noted

The meeting was called to order at approximately 9:30 a.m. The Secretary read the roll and noted a quorum was present consisting of Minerva Tantoco, Chairperson, Lisa Flores, John Paolucci, Anne Roest, Kristine Ryan (as designee of Dean Fuleihan) and Steven Salzinger.

2. Approval of Minutes From Meeting on December 19, 2014

Upon motion duly made and seconded, the Minutes of the December 19, 2014 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 19, 2014, a copy of which is annexed hereto.

3. 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. Adoption of Fiscal Year 2016 Budget and FY16-FY '19 Financial Plan

The next item on the Board's agenda was the proposed Fiscal Year 2016 budget and FY16-FY19 Financial Plan. Ms. Ryan stated that because the Office of Management and Budget had not yet published the Mayor's Executive Budget for FY16, she was not prepared to vote on the proposed TDC budget. She stated that the Executive Budget would be published on May 8, 2015 and asked if action on this item could be postponed until then. Ms. Tantoco explained that the deadline for filing a budget with the State Authorities Budget Office ("ABO") was May 2nd and that the Corporation had been advised by the ABO that extensions were not available. The Secretary/General Counsel of the Corporation, Elissa Stein Cushman, suggested that the Board could vote on the proposed budget at this meeting, but agree that if the funds allocated for the City's contract with TDC in the Mayor's Executive Budget differ materially from the revenues anticipated in TDC's FY16 budget, then the Board would reconvene to adopt an amended budget. The Board members expressed agreement with this proposed course of action.

Lisa Flores asked for an explanation of the increased projected cost of personnel in FY16. TDC's Acting President, Eileen Cleary, stated that the increase was based on a number of factors including a plan to increase the size of TDC's staff from its current level of 17 employees to between 25 and 28 employees during FY16. Ms. Cleary explained that the demand for TDC's services was growing and was expected to continue to grow and that at present, all its professional staff was fully engaged in various projects and additional personnel would be needed for TDC to meet the demand. Ms. Flores asked if the increased use of TDC personnel was expected to result in a reduction of the use of on-call contractors. Ms. Cleary responded that TDC made minimal use of on-call consultants. Ms. Tantoco further elaborated that TDC is using only one on-call consultant currently and that individual is working on a limited (3 to 6 month) term assignment where there was an immediate need for a resource with a specialized skill. Ms. Flores noted that TDC had made more use of subcontracted consultants in the past and asked the General Counsel to confirm that all subcontracts were being recorded in PIP so that they were visible. Mr. Salzinger requested that information be shared with Board members so that the Board could determine whether the \$325,000 paid to McKinsey under an earlier subcontract was fruitful and the General Counsel agreed to provide some information. Ms. Cleary explained that as TDC had begun to build up its own staff, the need for on-call resources to respond to demand for TDC services had reduced.

Mr. Salzinger also asked if it would be possible to provide the Board with an organization chart reflecting TDC's personnel in FY15 and an organization chart that would show the plan for TDC's staffing in FY16. He also asked for a copy of overview/introductory materials that are used to promote and explain TDC's services to prospective agency clients. Ms. Cleary stated that both would be provided.

After some additional discussion, the members agreed that they were prepared to vote on the proposed budget with the understanding that if the funds allocated in the Mayor's Executive

Budget for the City's contract with TDC differed materially from the assumptions made in the FY16 budget about expected funding, the Board would reconvene.

Subsequently, upon motion duly made and seconded, the Board, by a vote of 5 to 1 (with Ms. Ryan voting in the negative), adopted the following resolution:

RESOLVED, that the Corporation's proposed FY16 Budget presented at this meeting, a copy of which is annexed hereto is approved.

6. President's Report/Operational Update

The Chair asked Ms. Cleary to give the President's Report and Operational Update. Mr. Salzinger asked if the material that had discussed by the Governance Committee at its March 2015 meeting regarding changes to the TDC reporting format could be shared with the rest of the Board. Ms. Cleary stated that the Engagement Portfolio report that was distributed to the Board for this meeting reflected the new reporting format, but that she would also circulate materials that would give more explanation for the basis of the new reporting method calculations. Ms. Cleary then summarized the meaning and basis of the new project status indicators in the report and summarized the status of each of TDC's current projects. Mr. Salzinger stated that the new reporting format was a significant improvement.

7. Adjournment

The Chair adjourned the meeting at approximately 10:20 a.m.

Respectfully submitted,



Elissa Stein Cushman
Secretary