



NYC Technology Development Corporation

Minutes of a Board Meeting Held on December 4, 2013 In the Board Room at 255 Greenwich Street, 9th Floor

1. Meeting Called to Order; Quorum Noted

The meeting was called to order at approximately 12:10 p.m. A quorum was present consisting of Ari Hoffnung, Caswell F. Holloway, Chairperson Rahul N. Merchant, Mark Page, John T. Paolucci and Steven Salzinger.

2. Approval of Minutes From Meeting on September 17, 2013

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 September 17, 2013, a copy of which is annexed hereto and is hereby ordered filed with the records of the Corporation.

3. Appointment of Acting President

The next item on the agenda was the proposed resolution to appoint Eileen E. Cleary as Acting President of the Corporation. Mr. Merchant explained that an Acting President was needed to provide leadership and direction for the Corporation during the transition between City administrations. He stated that Ms. Cleary was well qualified to undertake this role. He noted that she was TDC's most senior officer and had made valuable contributions to the Corporation in her role as Vice President and as TDC's consultant to the Department of Citywide Administrative Services. He further noted that it was expected that the next City administration would want to conduct its own full search to find someone to serve permanently in the role of President. Mr. Holloway similarly endorsed Ms. Cleary as well qualified to serve as Acting President and stated that he also anticipated that the next administration would want to conduct its own full search for a permanent President. Upon motion duly made and seconded, the following resolution was then unanimously adopted:

WHEREAS, section 7.01 of the By-Laws of the Corporation authorizes this Board to elect such Officers as it may deem appropriate; and

WHEREAS, the best interests of the Corporation will be served by the appointment of an Acting President who can carry out the functions and responsibilities of the office of President until such time as a President is appointed; and

WHEREAS, Eileen E. Cleary is the longest serving Vice President of the Corporation, was the Corporation's first employee, and has 25 years of experience as an information technology professional, and is thus well qualified to assume the role of Acting President; now be it

RESOLVED, that Eileen E. Cleary is elected as Acting President of the Corporation and is authorized to perform all the functions and duties of the President, to serve without additional compensation, in accordance with the By-Laws until a permanent President is elected or until her earlier death, resignation or removal.

4. Question Under Section IV of the Code of Ethics

The next item on the agenda involved the application of TDC's Code of Ethics to one of TDC's employees. On recommendation of the Chair, this item was discussed in executive session since it involved the personal financial history of the employee. At the conclusion of the executive session, the matter was tabled.

5. CIIO Project Overview Report

The final item on the agenda was the CIIO's project overview report. Mr. Merchant summarized the status of TDC's current projects, as reflected in the updated chart of projects that had been provided to the Board. Mr. Salzinger noted that at the last meeting, there had been a statement that project updates would report whether the status of each overall project and major project deliverables was either "green", "yellow" or "red" and would include definitions for each of these status color codes. It was explained by the General Counsel that, since this was planned as a brief meeting to discuss limited specific issues, the CIIO report was not intended to be a full operational update, but that project dashboards including status color code definitions, had been prepared and could be provided. Mr. Merchant then asked that these project dashboards be provided to the Board members.

6. Adjournment

Chairperson Merchant adjourned the meeting at 1:00 p.m.

Respectfully submitted,



Elissa Stein Cushman
Secretary

Approved by the Board on _____