

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
OF THE HUDSON YARDS INFRASTRUCTURE CORPORATION**

April 27, 2018

A meeting of the Board of Directors (the “Board”) of the Hudson Yards Infrastructure Corporation (the “Corporation”) was held on April 27, 2018 at approximately 11:30 a.m. at 255 Greenwich Street, Room 6M4, New York, New York.

The following Directors were represented by their alternates:

Melanie Hartzog, Director of Management and Budget of The City of New York (the “City”), represented by Jay Olson;

Scott M. Stringer, Comptroller of the City, represented by Carol Kostik;

Corey Johnson, Speaker of the City Council, represented by Raymond Majewski;

Alicia Glenn, First Deputy Mayor for Economic Development of the City, represented by Carl Rodrigues; and

Dean Fuleihan, First Deputy Mayor of Operations, represented by Sherif Soliman;
constituting a quorum of the Board. Charlotte T. Borroughs served as secretary of the meeting.

Also in attendance were members of the public, officers of the Corporation, and employees of various agencies of the City.

The meeting was called to order by Mr. Olson.

Approval of Minutes

The first item on the agenda was the approval of the minutes of the meeting of the Directors that occurred on September 27, 2017. Upon motion duly made and seconded, there being no objections, the following resolution to adopt such minutes was duly approved.

WHEREAS, the Board of Directors of the Hudson Yards Infrastructure Corporation (“the Corporation”) has reviewed the minutes of the previous meeting of the Board of Directors held on September 27, 2017; is therefore

RESOLVED, that the minutes of the Board of Directors meeting September 27, 2017 are hereby approved.

Approval of Budget

The second item on the agenda was approval of the Corporation’s budget. A motion was made and seconded to enter into discussion of the proposed resolution. Mr. Olson explained that pursuant to the Section 2801(2) of the Public Authorities Law, the Corporation must submit a budget report to various officials. He briefly described such report, which is included in the packets, and stated that the budget contains estimated receipts and expenditures for the next fiscal year and the current fiscal year, and the actual receipts and expenditures for the last completed fiscal year. The Corporation’s Comptroller, Robert Balducci, was available to answer any questions. A brief discussion ensued. There being no discussion and no objections, the resolution was approved.

WHEREAS, the Hudson Yards Infrastructure Corporation (the “Corporation”), pursuant to Section 2801(2) of the Public Authorities Law (the “PAL”), is required to submit to the Mayor, Comptroller, Speaker of the City Council and the Authorities Budget Office, at least sixty days before the commencement of its fiscal year, budget information on operations and capital construction setting forth the estimated receipts and expenditures for the next fiscal year and the current fiscal year, and the actual receipts and expenditures for the last completed fiscal year; and

WHEREAS, the Corporation is also required, pursuant to the PAL, Section 2800(2)(a)(14) to submit to the Mayor, Comptroller, Speaker of the City Council and the Authorities Budget Office, at a minimum a four-year financial plan, including (i) a current and projected capital budget, and (ii) an operating budget report, including an actual versus estimated budget, with an analysis and measurement of financial and operating performance;

WHEREAS, the Board of Directors of the Corporation has reviewed the budget information and financial plan attached hereto and found it to be satisfactory; it is therefore

RESOLVED, that the Board of Directors of the Corporation approves the budget information and financial plan as attached hereto.

Approval of Amended Policy on the Procurement of Goods and Services

The third item on the agenda was the approval of the Amended Policy on the Procurement of Goods and Services (a copy of which was in the materials provided to the Board). A motion was made and seconded to approve the resolution set forth below with respect to the Amended Policy. Mr. Olson explained that the Corporation recommends amending its Policy to raise the dollar amount for procurement contracts without an RFP or Board approval. This resolution below was recommended by the Governance Committee. The motion was seconded and, there being no objections, approved.

WHEREAS, pursuant to Section 2824(e) of the Public Authorities Law of the State of New York, the Hudson Yards Infrastructure Corporation (the “Corporation”) is required to establish a policy on the procurement of goods and services; and

WHEREAS, the Corporation adopted Policy on the Procurement of Goods and Services (the “Policy”) on October 12, 2006 and amended it on April 24, 2009, September 22, 2010 and September 27, 2012; and

WHEREAS, the Corporation’s Officers recommend amending Section II(1) of the Policy to change the dollar amount for procurement contracts for which the Authority may enter into without prior approval of the Board of Directors or the need for a competitive request for proposals process; and

WHEREAS, the Governance Committee has reviewed the Policy, as amended, and has recommended the Board of Directors adopt the amended Policy; it is therefore

RESOLVED, that the Board of Directors adopt the Policy as amended and attached hereto.

Approval of Directors and Officers Insurance Policies

The fourth item on the agenda was the Approval of Directors' and Officers' Liability Insurance policies. A motion was made and seconded to enter into discussion of the proposed resolution. Mr. Olson explained that the Corporation procured policies with Aspen, AIG, Zurich and Liberty for directors and officers insurance for the period from May 25, 2017 –June 24, 2018. The proposed resolution would ratify the previously procured policies, and authorize entering into policies for the coming year that does not exceed the dollar amount of \$250,000. He also noted that the Corporation will be conducting an RFP for a Director and Officer broker this winter. A motion was made to approve the resolution set forth below. The motion was seconded and, there being no objections, approved.

WHEREAS, despite their diligence and good faith, directors and officers of the Hudson Yards Infrastructure Corporation (the "Corporation") may be subject to potentially large personal financial liability in connection with the Federal securities laws or otherwise arising from their service to the Corporation; and

WHEREAS, Article VI of the Bylaws of the Corporation provides that the Corporation shall indemnify each member, director and officer, to the fullest extent permitted by law; and

WHEREAS, Directors' and Officers' Liability Insurance is a prudent supplement to such indemnification; and

WHEREAS, to ensure there was no lapse in coverage, the Corporation entered into an extension for Directors' & Officers Liability Insurance for the period from May 25, 2017 through June 24, 2017 and a subsequent policy for the period from June 25, 2017 through June 24, 2018; it is therefore

RESOLVED, that the Board of Directors hereby ratifies and approves the of Directors' and Officers' Liability Insurance policies the Corporation entered into for the period from May 25, 2017 through June 24, 2017, for a fee of \$14,000 and hereby ratifies and approves the Directors' and Officers' Liability Insurance policies the Corporation entered into for the period from June 25, 2017 through June 24, 2018, for a fee of \$150,000, and hereby approves the procurement of Directors' and Officers' Liability Insurance policies from American International Group ("AIG"), Zurich American Insurance Company ("Zurich"), Liberty Mutual Insurance Company ("Liberty

Mutual”), Aspen Insurance (“Aspen” and together with AIG, Zurich, Liberty Mutual, the “Insurers”) or similarly rated insurers, through Marsh as broker, providing coverage for the period from June 25, 2018 through June 24, 2019 provided that the annual premium payable by the Corporation to the Insurers, plus any brokers fee, will not exceed \$250,000, and said policies shall contain such other terms and conditions not inconsistent with the foregoing which the President or such other officer of the Corporation shall deem necessary, desirable or appropriate and that the President shall be authorized to procure such insurance coverage.

Ratification & Approval of Extension of Bond Counsel

The fifth item on the agenda was the ratification and approval of Extension of Bond Counsel Contract. A motion was made and seconded to enter into discussion of the proposed resolution. Mr. Olson explained that the Corporation, in conjunction with the City of New York and other bond financing issuers, has almost completed the RFP process for bond counsel services. To ensure that there is no lap, the Corporation staff recommends extending the Corporation’s current bond counsel contract with Nixon Peabody through June 20, 2018 for the previously approved rates listed in the resolution. There being no further discussion and no objections, the resolution was approved.

WHEREAS, Nixon Peabody LLP (“Nixon”) served as bond counsel to the Corporation in connection with its outstanding bonds; and

WHEREAS, the Corporation’s Procurement Guidelines Section II(5)(ii) and (iii) allows the Corporation to award contracts on a non-competitive basis if the firm selected provides uniquely required services and if the award represents a continuation of existing services from a previous supplier, which is desirable for purposes of continuity or compatibility; and

WHEREAS, the officers of the Corporation recommend that the Corporation extend its contract with Nixon Peabody LLP while the Corporation completes a competitive request for proposals process to select new Bond Counsel; it is hereby

RESOLVED, that the Board of Directors of the Corporation hereby ratifies and approves the retention of Nixon to serve as bond counsel to the Corporation through June 30, 2018, at a rate, inclusive of expenses, not to exceed \$250,000 per bond transaction.

Approval of Mission Statement & Measurement Report

The sixth item on the agenda was the approval of the Mission Statement and Measurement Report. A motion was made and seconded to enter into discussion of the proposed resolution. Mr. Olson explained that pursuant to Section 2800 of the Public Authorities Law, the Board of Directors previously adopted a Mission Statement on October 4, 2007 and amended it on March 2, 2011 to add Performance Measures. The Corporation subsequently amended the Mission Statement and Performance Measures and the Mission Statement was updated to reflect the Corporation's latest refunding. He noted that the Resolution would approve the Mission Statement and Performance Measures, and authorize the Measurement Report to be published. There being no further discussion and no objections, the resolution was approved.

WHEREAS, pursuant to Section 2800 of the Public Authorities Law (the "PAL"), the Board of Directors (the "Board") of the Hudson Yards Infrastructure Corporation (the "Corporation") previously adopted a Mission Statement on October 4, 2007 and amended it on March 2, 2011 to add Performance Measures by which the Corporation could evaluate whether its policies and performance meet the stated goals of its Mission Statement, and subsequently amended the Mission statement and Performance Measures ("Mission Statement") on April 2, 2013 and May 13, 2014; and

WHEREAS, the Corporation is required to annually review the Mission and to publish a Measurement Report which utilize the Performance Measures to evaluate whether the Corporation's policies and performance meets the stated mission of the Corporation; and

WHEREAS, the Corporation's staff recommends amending the Mission Statement to reflect the Corporation's last refunding; and

WHEREAS, the Board has reviewed the Mission Statement, as amended, and the completed Measurement Report, and has found them to be reasonable and accurate; it is hereby

RESOLVED that Board accepts the amended Mission Statement as attached hereto and authorizes the completed Measurement Report to be published on the Corporation's website and submitted to the Authorities Budget Office.

Report of Audit Committee Chair Regarding Audit Committee's Annual Report and Self-Evaluation

The seventh item on the agenda was a presentation by the Audit Committee Chair with respect to the self-evaluation and Annual Report of the Audit Committee, a copy of which was provided to the Directors at the meeting of the Audit Committee. Mr. Olson, the Chairperson of the Committee, noted that the Committee has expressed its satisfaction with its functioning as set forth in such material included in the Board member's folders.

Report of the President of the Corporation

The eighth and final item on the agenda was a report by Alan Anders, the President of the Corporation. Mr. Anders noted that a brief overview of the activities of the Corporation and an explanation of the Corporation's Quarterly Receipts and Disbursements Report, a copy of which was provided to the Directors during the discussion regarding the approval of the Corporation's budget.

Adjournment

There being no further business to come before the Board, upon motion duly made and seconded, there being no objections, the meeting was duly adjourned.


ASSISTANT SECRETARY