

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

May 11, 2020

A meeting of the Board of Directors (the “Board”) of the Hudson Yards Infrastructure Corporation (the “Corporation”) was held on May 11, 2020 at approximately 4:36 p.m. conducted via online meeting and telephone.

The following members of the Board or their alternates were present:

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 Marjorie Henning;

Vicki Been, Deputy Mayor for Housing and Economic Development, represented by Pedram Mahdavi;

constituting a quorum of the Board. Rita Pasarell 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 of New York.

The meeting was called to order by Mr. Olson, Chairperson of the Board.

Recognition of Alan Anders

The first item on the agenda was a resolution acknowledging the passing of Alan Anders and his many contributions to the Corporation. Mr. Anders, the Corporation’s President, passed away over the weekend. The proposed resolution recognizes Mr. Anders’ commitment and dedication to the Corporation, and expresses the Board’s, and the Corporation’s staff, deep gratitude for his decades of services and leadership. Mr. Olson then read the resolution, highlighting Mr. Anders’ accomplishments during his years of dedicated service. Upon unanimous vote, the following resolution was approved.

WHEREAS, the Board of Directors of the Hudson Yards Infrastructure Corporation (the “Corporation”) is deeply saddened to learn of the passing of Alan L. Anders, President of the Corporation; and

WHEREAS, Mr. Anders was first appointed Treasurer of the Corporation in 2005, and was subsequently appointed President in 2006; and

WHEREAS, Mr. Anders also served as an alternate Director on the Audit Committee, Finance Committee, Governance Committee and Board of Directors of the Corporation since 2012; and

WHEREAS, Mr. Anders provided unparalleled guidance and wisdom during his many years of dedicated service to the Corporation; it is therefore

RESOLVED, that the Board of Directors of the Corporation, on behalf of themselves and the staff of the Corporation, wishes to recognize Mr. Anders' immeasurable contribution to the Corporation, express its gratitude for the years of service and leadership he provided, and send its deepest sympathies to Mr. Anders' family.

Approval of Minutes of Meeting of September 24, 2019

The second item on the agenda was the approval of the minutes of the meeting of the Directors which occurred on September 24, 2019. Upon unanimous vote, 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 24, 2019 is therefore

RESOLVED, that the minutes of the Board of Directors meeting September 24, 2019 are hereby approved.

Approval of Budget

The third item on the agenda was approval of the Corporation's budget. Mr. Olson explained that pursuant to Section 2801(2) of the Public Authorities Law, the Corporation is required to submit a budget report to the Authorities Budget Office. The budget contains estimated receipts and expenditures for the current and next fiscal year, and the actual receipts and expenditures for the last completed fiscal year, as well as a projected four year plan. The Budget was circulated to the Board.

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, provided that the Corporation's Comptroller may make non-material changes to the budget and financial plan prior to its submission.

Approval of Independent Auditors Contract

The fourth item on the agenda was the approval of a contract with Marks Paneth LLP ("Marks Paneth") to serve as independent auditor to the Corporation. Following a competitive request for proposals process, the Corporation's staff have recommended the retention of Marks Paneth to serve as independent auditor for the Corporation's financial statements for the Fiscal Years 2020 through 2023, with an optional one-year extension for Fiscal Year 2024. The Audit Committee of the Corporation has recommended the Board of Directors approve the proposed resolution. The Corporation's Comptroller, Robert Balducci, was present to discuss the selection. There being no further discussion, upon unanimous vote the below resolution was adopted.

WHEREAS, following a request for proposals for independent auditors, the selection committee of the Hudson Yards Infrastructure Corporation (the "Corporation") has selected the firm of Marks Paneth LLP ("Marks Paneth"); and

WHEREAS, the Audit Committee of the Corporation has recommended the appointment and retention of Marks Paneth as the Corporation's independent auditors; it is hereby

RESOLVED, that the Board of Directors authorize the Officers of the Corporation to enter into an agreement with Marks Paneth to serve as independent auditors for the Corporation's financial statements for the fiscal years ending June 30, 2020, 2021, 2022 and 2023 with a one-year extension at the discretion of the Corporation with no further action required by the Audit Committee or Board of Directors to cover the audit of the Corporation's financial statements for the fiscal year ending June 30, 2024, which agreement shall contain such other terms and conditions which are not inconsistent with this resolution as the staff of the Corporation shall determine, and which agreement shall provide for compensation not to exceed the rates below:

Audit (by Fiscal Year)

<u>2020</u>	<u>2021</u>	<u>2022</u>	<u>2023</u>	<u>2024</u>
\$21,000	\$21,500	\$22,000	\$22,500	\$23,000

Special Projects (per hour)

Position	FY 2020	FY 2021	FY 2022	FY 2023	FY2024
Partner	\$320	\$330	\$340	\$350	\$360
Manager	\$225	\$230	\$235	\$240	\$245
Senior	\$160	\$165	\$170	\$175	\$180
Staff	\$115	\$120	\$125	\$130	\$135

Approval of Directors’ and Officers’ Insurance Policies

The fifth item on the agenda was the approval of Directors’ and Officers’ Liability Insurance policies. The resolution would approve \$50 million of coverage for directors’ and officers’ insurance for the period from June 25, 2020 through June 24, 2021, and would authorize entering into policies for the coming year that do not exceed the dollar amount of \$275,000. The broker, USI, is currently soliciting bids and the proposed resolution will authorize procurement of insurance coverage from Allied World Assurance Company, Inc., Zurich American Insurance Company, Liberty Mutual Insurance Company and Arch Insurance Group, Inc., or similarly rated companies.

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

RESOLVED, that the Board of Directors 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 USI Insurance Services LLC as broker, providing coverage for the period from June 25, 2020 through June 24, 2021 provided that the annual premium payable by the Corporation to the Insurers, plus any brokers fee, will not exceed \$275,000, and said policies shall contain such other

terms and conditions not inconsistent with the foregoing which the Treasurer or such other Officer of the Corporation shall deem necessary, desirable or appropriate and that the Treasurer or other Officer of the Corporation shall be authorized to procure such insurance coverage.

Approval of Mission Statement and Performance Measures and Authorization to Publish Measurement Report

The sixth item on the agenda was the review and approval of the Corporation's Mission Statement and Performance Measurements. Mr. Olson informed the Directors that no changes are proposed to the Mission Statement and Performance Measures. Additionally, the Measurement Report, which evaluates the Corporation Performance Measures, has been completed. Following a brief discussion and upon unanimous vote, 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"); 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 approving the Mission Statement with no amendments; and

WHEREAS, the Board has reviewed the Mission Statement, with no amendments, and the completed Measurement Report, and has found them to be reasonable and accurate; it is hereby

RESOLVED that Board accepts the 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 and final 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. This was a review item only and no vote was conducted. Mr. Olson noted that the Committee has expressed its satisfaction with its functioning as set forth in such material.

Adjournment

There being no further business to come before the Board, upon unanimous vote, the meeting was duly adjourned.


ASSISTANT SECRETARY