

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

May 13, 2014

A meeting of the Board of Directors (the “Board”) of the Hudson Yards Infrastructure Corporation (the “Corporation”) was held on May 13, 2014 at approximately 2:28 p.m. at 255 Greenwich Street, Room 6M4, New York, New York.

The following members of the Committee were represented by their alternates:

Dean Fuleihan, Director of Management and Budget of The City of New York (the “City”), represented by Alan Anders;

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

Melissa Mark-Viverito, Speaker of the City Council, represented by Raymond Majewski;

Alicia Glen, Deputy Mayor for Economic Development of the City, represented by Peter Wertheim; and

Anthony Shorris, Deputy Mayor for Operations of the City, represented by Peter Hatch;

constituting a quorum of the Board. Jinelle Craig 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. Anders.

### Approval of Minutes

The first item on the agenda was the approval of the minutes of the meeting of the Directors which occurred on September 26, 2013. 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 26, 2013 it is therefore

**RESOLVED**, that the minutes of the Board of Directors meeting September 26, 2013, are hereby approved.

### Approval of Budget

The second item on the agenda was approval of the Corporation’s budget. Mr. Anders explained that pursuant to the Section 2801(2) of the Public Authorities Law, the Corporation must submit a budget report to various officials, and he briefly described such report. Ms. Kostik inquired about the Eastern Railroad TDRs and pilot payments. A brief discussion ensued regarding an estimation of pilot payments, other revenues, TDR payments to the MTA and subway construction schedule. A motion was made to approve the resolution set forth below with respect to the budget report and financial plan.

**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 Financial Advisor Contract

The third item on the agenda was the approval a financial advisory contract with Public Financial Management Inc. (“PFM”). Mr. Anders explained that the U.S. Securities and Exchange Commission recently promulgated a new rule know as the Municipal Advisor Rule. As such, the Board of Directors of the Corporation desires to enter into a contract with PFM, a company that is an independent registered municipal advisor. Mr. Anders explained that the contract will facilitate the Corporation’s desire and ability to receive financing ideas from investment banking firms. A motion was made to approve the resolution set forth below approving the financial advisor contract. The motion was seconded and, there being no objection, approved.

**WHEREAS**, management of the Hudson Yards Infrastructure Corporation (the “Corporation”) believes it is in the best interest of the Corporation to have a financial advisor;

**WHEREAS**, in conjunction with the City of New York and other entities, the Corporation previously conducted a Request for Proposals process for financial advisor services and selected Public Financial Management Inc. (“PFM”); and

**WHEREAS**, the Board of Directors believes that it is in the best interests of the Corporation to amend the contract with PFM to expand the scope of services provided to include general financial advisory services, and to authorize two one-year optional extensions of the contract through June 30, 2015 and June 30, 2016 respectively, at the discretion of the Corporation’s Management, on the terms set forth in Schedule I hereto, it is therefore

**RESOLVED**, that the President or the Treasurer of the Corporation is authorized to amend the terms of the contract with PFM to expand the scope of services to include general financial advisory services, for the terms set out in Schedule I, and on such other terms and conditions as deemed reasonable and necessary.

#### Approval of Directors' and Officers' Insurance Contracts

The fourth item on the agenda was the procurement of Directors' and Officers' Liability Insurance. Mr. Anders explained that the resolution under discussion would approve the procurement through a broker, Wells Fargo Insurance Services, USA, Inc., of such insurance from a group of insurance companies. He noted that the insurance contract will be for the period between May 25, 2014 through May 24, 2015 with the annual premium plus the broker's fee not to exceed \$225,000. 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; it is therefore

**RESOLVED**, that the Corporation hereby approves the procurement of Directors' and Officers' Liability Insurance policies through Wells Fargo Insurance Services, USA, Inc. from American International Group ("AIG"), Zurich American Insurance Company ("Zurich"), Liberty Mutual Insurance Company ("Liberty Mutual"), Aspen Insurance ("Aspen") and Chubb Group of Insurance Companies ("Chubb" and together with AIG, Zurich, Liberty Mutual and Aspen, the "Insurers"), or such other substitute insurers as the President shall determine, providing coverage for the period from May 25, 2014 through May 24, 2015; provided that the annual premium payable by the Corporation to the Insurers, plus the brokers fee, will not exceed \$225,000, 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.

Approval of Amended Mission Statement Performance Measurements and Authorization to Publish Measurement Report

The fifth item on the agenda was the review and approval of the Corporation's Mission Statement and Performance Measurements. Mr. Anders informed the Directors that minor changes were proposed to the report pursuant to section 2800 of the Public Authorities Law. A motion was made to approve the resolution set forth below approving the Corporation's Mission Statement and Measurements. The motion was seconded and, there being no objections, 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 and April 2, 2013; and

**WHEREAS**, the Corporation is required to annually review the mission statement and performance measurements and publish a measurement report; and

**WHEREAS**, the Corporation's Management has proposed minor revisions to the Mission Statement and Performance Measures; and

**WHEREAS**, the Board has reviewed the amended mission statement and performance measurements and the completed measurement report and found them to be reasonable; it is hereby

**RESOLVED** that Board accepts the mission statement and performance measurements, as attached hereto, and authorizes the measurement report to be published on the Corporation's website and submitted to the Authorities Budget Office.

Annual Approval of Policy on the Acquisition and Disposition of Real Property

The sixth item on the agenda was the proposed annual approval of the Corporation's policy on the Acquisition and Disposition of Real Property. Mr. Anders explained that pursuant to Section 2896 of the Public Authorities Law this policy must be reviewed annually. He noted that there are no proposed changes to the policy and that the Governance Committee of the Corporation has recommended approval. A motion was made to approve the resolution.

**WHEREAS**, the Hudson Yards Infrastructure Corporation (the "Corporation"), on October 12, 2006, pursuant to Section 2824 of the Public Authorities Law of the State of New York (the "Public Authorities Law"), adopted a Policy on the Acquisition and Disposition of Real Property; and

**WHEREAS**, pursuant to Section 2896 of the Public Authorities Law, the Corporation is required annually to review such policies; and

**WHEREAS**, the Corporation has reviewed the attached policy and has deemed it to be reasonable and appropriate; it is therefore

**RESOLVED**, that the Policy on the Acquisition and Disposition of Real Property, a copy of which will be filed with the Minutes of the Meeting, is hereby approved.

#### Annual Approval of Policy on the Disposition of Personal Property

The seventh item on the agenda was the proposed approval of the Policy on the Disposition of Personal Property. Mr. Anders explained that the Corporation is required to annually review the policy pursuant to the Public Authorities Law. He noted that no changes were made and that the Governance Committee of the Corporation has recommended approval. A motion was made to approve the resolution set forth below approving the policy. The motion was seconded and, there being no objections, approved.

**WHEREAS**, the Hudson Yards Infrastructure Corporation (the "Corporation"), on October 12, 2006, pursuant to Section 2824 of the Public Authorities Law of the State of New York (the "Public Authorities Law"), adopted a Policy on the Disposition of Personal Property; and

**WHEREAS**, pursuant to Section 2896 of the Public Authorities Law, the Corporation is required annually to review such policy; and

**WHEREAS**, the Corporation has reviewed the attached policy and has deemed it to be reasonable and appropriate; it is therefore

**RESOLVED**, that the Policy on the Disposition of Personal Property, a copy of which will be filed with the Minutes of the Meeting, is hereby approved.

Appointment of Comptroller, Deputy Comptroller & Assistant Treasurer Appointment

The eighth item on the agenda was the appointment of Laura Tarbox as Assistant Treasurer of the Corporation, Robert Balducci as Comptroller of the Corporation and Kemraj Narine as Deputy Comptroller of the Corporation. A motion was made to approve the resolution set forth below. The motion was seconded and, there being no objections, approved.

**WHEREAS**, the Board of Directors (the “Board”) of the Hudson Yards Infrastructure Corporation (the “Corporation”) is duly authorized pursuant to Section 713 of the New York Not-For-Profit Corporation Law to appoint such officers and employees as it may require for the performance of its duties; and

**WHEREAS**, the Corporation’s Comptroller, Michele Mark Levine, resigned in late 2013; and

**WHEREAS**, the Board believes that Robert Balducci, who has served as the Corporation’s Deputy Comptroller since 2011, is highly qualified to assume the duties of Comptroller; and

**WHEREAS**, the Corporation believes it would be reasonable and prudent to appoint a Deputy Comptroller to succeed Mr. Balducci; and

**WHEREAS**, the Board believes that Kemraj Narine, who has served as the Corporation’s Assistant Comptroller since 2011, is highly qualified to succeed Mr. Balducci as Deputy Comptroller of the Corporation; and

**WHEREAS**, the Corporation desires to appoint an Assistant Treasurer to assist the Treasurer in the performance of his duties; and

**WHEREAS**, the Board believes that Laura Tarbox is highly qualified to assume the duties of Assistant Treasurer; it is

**RESOLVED**, that Robert Balducci is hereby appointed as Comptroller of the Corporation; and it is

**FURTHER RESOLVED**, that Kemraj Narine is hereby appointed as Deputy Comptroller of the Corporation; and it is

**FURTHER RESOLVED**, that Laura Tarbox is hereby appointed as Assistant Treasurer of the Corporation.

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

The ninth 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. Anders, the Chairperson of the Committee, noted that the Committee has expressed its satisfaction with its functioning as set forth in such material.

Report of the President of the Corporation

The tenth and final item on the agenda was a report by Alan Anders, the President of the Corporation. Mr. Anders provided a brief overview of the activities of the Corporation since the last update. A brief discussion ensued.

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