

**MINUTES OF THE MEETING OF THE GOVERNANCE COMMITTEE
OF HUDSON YARDS INFRASTRUCTURE CORPORATION**

April 27, 2018

A meeting of the Governance Committee (the “Committee”) of Hudson Yards Infrastructure Corporation (the “Corporation”) was held on April 27, 2018 at approximately 11:19 a.m. at 255 Greenwich Street, Conference Room 6M4, New York, New York.

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

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

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

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

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

Dean Fuleihan, First Deputy Mayor of Operation, represented by Sherif Soliman;

constituting a quorum of the Board. Charlotte 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 Ms. Kostik.

Approval of Minutes of Meeting of September 27, 2017

The first item on the agenda was the approval of the minutes of the meeting of the Committee held on September 27, 2017. A motion was made to adopt the resolution set forth below approving such minutes. The motion was seconded and, there being no objections, duly adopted.

WHEREAS, the Governance Committee has reviewed the minutes of the previous meeting of the Governance Committee held on September 27, 2017 it is therefore

RESOLVED, that the minutes of the Governance Committee meeting of September 27, 2017 are hereby approved.

Approval of Amended Policy on the Procurement of Goods and Services

The second 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. A motion was made to approve the resolution set forth below with respect to the proposed resolution. 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

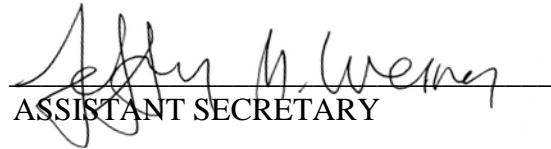
WHEREAS, the Corporation's Officers recommend amending Section II(1) of the Policy to change the dollar amount for procurement contracts for which the Authority may enter into without prior approval of the Board of Directors or the need for a competitive request for proposals process; and

WHEREAS, the Governance Committee has reviewed the Policy, as amended and attached hereto and finds the changes to be reasonable and prudent; it is therefore

RESOLVED, that the Governance Committee hereby recommends to the Board of Directors that the Policy be adopted, as amended and attached hereto.

Adjournment

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


ASSISTANT SECRETARY