

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

April 29, 2019

A meeting of the Governance Committee (the “Committee”) of Hudson Yards Infrastructure Corporation (the “Corporation”) was held on April 29, 2019 at approximately 16:22 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 Alan Anders;

Scott M. Stringer, Comptroller of the City, represented by Marjorie Henning;

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

Dean Fuleihan, First Deputy Mayor for Economic Development of the City, represented by Carl Rodrigues;

constituting a quorum of the Board. Loran Radovicka 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 Ms. Henning.

Approval of Minutes of Meeting of September 28, 2018

The first item on the agenda was the approval of the minutes of the meeting of the Committee held on September 28, 2018. 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 28, 2018 it is therefore

RESOLVED, that the minutes of the Governance Committee meeting of September 28, 2018 are hereby approved.

Approval of Policy on the Procurement of Goods and Services

The second item on the agenda was the approval of the 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 Policy. Ms. Henning explained that Section 2824(e) of the Public Authorities Law of the State of New York requires the Corporation to periodically review such Policy and recommend changes if necessary. Ms. Henning noted that the Authority found the Policy to be reasonable and appropriate, and no changes were proposed. 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, September 27, 2012 and April 27, 2018; and

WHEREAS, the Governance Committee is required to periodically review the Policy; and

WHEREAS, the Governance Committee has reviewed the Policy and recommends no additional amendments; it is therefore

RESOLVED, that the Governance Committee hereby approves the Policy with no additional amendments.

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