

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

September 29, 2020

A meeting of the Governance Committee (the “Committee”) of the Hudson Yards Infrastructure Corporation (the “Corporation”) was held on September 29, 2020 at approximately 3:24 p.m. conducted via online meeting and telephone.

The following members of the Committee were present, represented by their designees:

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 Committee. 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 Ms. Henning, Chairperson of the Committee.

Approval of Minutes of Meeting of May 11, 2020

The first item on the agenda was the approval of the minutes of the meeting of the Committee held on May 11, 2020. There was no discussion, and upon unanimous vote, the resolution was adopted.

WHEREAS, the Governance Committee has reviewed the minutes of the previous meeting of the Governance Committee held on May 11, 2020; it is therefore

RESOLVED, that the minutes of the Governance Committee meeting of May 11, 2020 are hereby approved.

Annual Self-Evaluation of the Governance Committee

The second item on the agenda was the self-evaluation of the Committee's functions, and a review of the Committee's actions in the previous fiscal year. Ms. Henning noted that such a review must be conducted annually pursuant to the Committee's Charter. A report listing the Committee's actions in the previous fiscal year was provided to the Committee for review. Ms. Henning noted that the Committee found that it was functioning in a satisfactory manner, and that the Resolution would record such opinion and authorize the results of the self-evaluation to be presented to the Corporation's Board of Directors. There was no discussion, and upon unanimous vote, the following resolution was adopted:

WHEREAS, Section III(g) of the Governance Committee Charter requires the Governance Committee to conduct an annual self-evaluation of its functions; and

WHEREAS, the Governance Committee finds its functioning and performance to be satisfactory, effective, and in compliance with the Governance Committee Charter; it is therefore

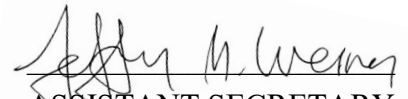
RESOLVED, that the Governance Committee finds its functioning to be satisfactory and the Chair of the Governance Committee shall present the Committee's findings to the Board of Directors of the Hudson Yards Infrastructure Corporation.

Review of compensation and benefits

The third and final item on the agenda was a review of the Corporation's compensation and benefits expenses, as required by the Committee's Charter. This was a review item only and no vote was taken. A report was provided to the Committee, stating that the Corporation has no employees, and describing the total compensation that the Corporation reimburses to other entities for personal services provided to the Corporation. There were no questions regarding the report.

Adjournment

There being no further business to come before the Committee, on unanimous vote,
the meeting was adjourned.



ASSISTANT SECRETARY