

# **HUDSON YARDS INFRASTRUCTURE CORPORATION**

## **MINUTES OF THE MEETING OF THE GOVERNANCE COMMITTEE**

**April 27, 2010**

A meeting of the Governance Committee (the “Committee”) of Hudson Yards Infrastructure Corporation (the “Corporation”) was held on April 27, 2010 commencing at approximately 12:00 p.m. at 75 Park Place, Conference Room 6M4, New York, New York.

The following Committee members were represented by their alternates:

- William C. Thompson, Jr., Comptroller of the City of New York (the “City”), represented by Carol Kostik;
- Christine C. Quinn, Speaker of the City Council, represented by Raymond Majewski;
- Robert C. Lieber, Deputy Mayor for Economic Development and Rebuilding of the City, represented by Andrew Winters; and
- Edward Skyler, Deputy Mayor for Operations of the City, represented by Brian Geller.

A quorum was present. Uyen Nguyen 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, Chair of the Governance Committee.

### **Approval of Minutes**

The first item on the agenda was the approval of the minutes of the meeting of the Committee held on February 26, 2010. Upon motion duly made and seconded, there being no objections, the following resolution to adopt such minutes was approved:

**WHEREAS**, the Governance Committee has reviewed the minutes of the previous meeting of the Governance Committee held on February 26, 2010; it is therefore

**RESOLVED**, that the minutes of the Governance Committee meeting of February 26, 2010, are hereby approved.

**Recommendation to Board – Annual Review and Approval of Amended Policy on the Procurement of Goods and Services**

The second and last item on the agenda was the recommendation to the Board of Directors of the Corporation (the “Board”) that they approve the Amended Policy on the Procurement of Goods and Services (the “Policy”). Ms. Kostik explained that the Corporation is required to establish a policy on the procurement of goods and services and review and approve it annually pursuant to the Public Authorities Law. Ms. Kostik informed the Committee that the Policy has not changed since its previously adoption by the Committee. A motion was made to approve the resolution set forth below with respect to the Committee’s recommendation that the Board adopt the Policy. 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

**WHEREAS**, pursuant to subsection III(a)(viii) of the Governance Committee Charter, the Governance Committee has reviewed the Policy, as previously adopted and attached hereto, and found it to be reasonable and appropriate; it is therefore

**RESOLVED**, that the Governance Committee hereby recommends that the Board of Directors adopt the Policy, as previously adopted and attached hereto.

**Adjournment**

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

  
ASSISTANT SECRETARY