

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

December 19, 2022

A meeting of the Board of Directors (the “Board”) of the Hudson Yards Infrastructure Corporation (the “Corporation” or “HYIC”) was held on December 19, 2022 at approximately 12:04 p.m., conducted via telephone and online meeting.

The following Board members attended, represented by their designees:

Jacques Jiha, Director of the Mayor’s Office of Management and Budget for The City of New York (the “City”), represented by David Womack;

Brad Lander, Comptroller of the City, represented by Marjorie Henning;

Adrienne Adams, Speaker of the City Council, represented by Emre Edev;

constituting a quorum of the Board.

Claudia Martinez served as secretary of the meeting.

Also in attendance were members of the public, officers of the Authority and employees of various agencies of the City and the State of New York.

The meeting was called to order by Mr. Womack, the Chairperson of the Board.

Approval of Minutes

The first item on the agenda was the approval of the minutes of the meeting of the Board which occurred on September 16, 2022. Upon unanimous vote, the following resolution to adopt such minutes was adopted.

**WHEREAS**, the Board of Directors of HYIC have reviewed the minutes of its meeting held on September 16, 2022; it is therefore

**RESOLVED**, that the minutes of the meeting of September 16, 2022 be, and they hereby are, approved.

Authorization to Hold Remote Meetings

The second item on the agenda was a resolution which would authorize the Corporation to

hold remote Committee and Board of Directors meetings. Mr. Womack explained that the Open Meetings Law was amended earlier this year to allow public bodies to hold remote meetings so long as there is a state of emergency declared by the chief executive of a city and the public body determines the circumstances necessitating the emergency declaration could affect or impair the ability of the public body to hold an in person meeting. Mr. Womack noted that the Mayor has extended the City's State of Emergency in response to the COVID-19 pandemic, and that the proposed resolution expresses the Corporation's determination that the COVID-19 pandemic continues to affect the Corporation's ability to meet in person, and authorizes fully remote meetings for as long as the Mayor's state of emergency in response to the COVID-19 pandemic remains outstanding. Upon unanimous vote, the below resolution was adopted.

**WHEREAS**, the Mayor of the City of New York (the "City") issued Executive Order 267 extending the declaration of the State of Emergency in the City due to the COVID-19 pandemic through December 21, 2022; and

**WHEREAS**, pursuant to New York Public Officers Law Section 103-a (3) (the "Open Meetings Law"), if the chief executive of a city has proclaimed a local state of emergency and a public body determines that the circumstances necessitating the emergency declaration affect or impair the ability of the public body to hold an in-person meeting, the in-person participation requirements of the Open Meetings Law are not applicable; and

**WHEREAS**, the Hudson Yards Infrastructure Corporation (the "Corporation") is a public body subject to the Open Meetings Law; and

**WHEREAS**, due to the rising number of COVID-19 cases in the City, and in conjunction with the Mayor's so declared State of Emergency due to the COVID-19 pandemic, the Corporation has determined that the ability of the Corporation to hold in person meetings is so affected by the COVID-19 pandemic; it is therefore

**RESOLVED**, that so long as the Mayor of the City has a declared State of Emergency in the City due to the COVID-19 pandemic, meetings of the Board of Directors and Committees of the Corporation may be held fully remotely.

#### Appointment of Comptroller

The third and final item on the agenda was a resolution which would appoint Raymond Lee as Comptroller of HYIC. Mr. Womack explained that the Corporation's previous Comptroller resigned in August 2022, following which the Corporation's management undertook a search for a

replacement. He noted that the Corporation's management now recommend the appointment of Raymond Lee, whose biography has been provided to the Board for review. Mr. Womack explained that Mr. Lee currently serves as Comptroller for the New York City Municipal Water Finance Authority and the New York City Transitional Finance Authority, and previously served as the Assistant Director for Accounting Services, Internal Audit, and Single Audit at the New York City Office of Management and Budget. There being no discussion, the following resolution was unanimously adopted:

**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**, Robert Balducci, who previously served as Comptroller of the Corporation, resigned in August of 2022; and

**WHEREAS**, staff of the Corporation conducted a search for a new Comptroller, and, following such search, have selected Raymond Lee, who currently serves as Comptroller to the New York City Municipal Water Finance Authority and formerly served as the Assistant Director for Accounting Services, Internal Audit, and Single Audit at the New York City Office of Management and Budget; and

**WHEREAS**, Corporation management believe Mr. Lee is highly qualified to assume the duties of Comptroller, and Mr. Lee's biography has been provided for the Board's review; it is therefore

**RESOLVED**, that Raymond Lee is hereby appointed Comptroller of the Corporation.

#### Adjournment

There being no further business to come before the Board, upon unanimous vote, the meeting was duly adjourned.

  
GENERAL COUNSEL