

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

September 18, 2023

A meeting of the Governance Committee (the “Committee”) of the Hudson Yards Infrastructure Corporation (the “Corporation”) was held on September 18, 2023 at approximately 11:17 a.m., conducted at 255 Greenwich Street, Room 6M4, New York, New York.

The following members of the Committee or their alternates were present:

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

Brad Lander, Comptroller of the City, represented by Michael Stern;

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

Maria Torres-Springer, Deputy Mayor of Economic and Workforce Development, represented by Nate Bliss; and

Meera Joshi, Deputy Mayor for Operations, represented by Ya-Ting Liu; constituting a quorum of the Committee.

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 Mr. Stern, Chairperson of the Committee.

Approval of Minutes of Meeting of May 8, 2023

The first item on the agenda was the approval of the minutes of the meeting of the

Committee which occurred on May 8, 2023. There was no discussion, and upon unanimous vote, the following resolution to adopt such minutes was duly approved:

WHEREAS, the Governance Committee has reviewed the minutes of the previous meeting of the Governance Committee held on May 8, 2023; it is therefore

RESOLVED, that the minutes of the Governance Committee meeting of May 8, 2023 are hereby approved.

Resolution: Self-evaluation and discussion of presentation to Board of Directors

The second item on the agenda was the self-evaluation of the Committee and a resolution which would authorize the presentation of the self-evaluation to the Board of Directors. Section III(g) of the Governance Committee Charter requires the Governance Committee conduct a self-evaluation of its functions annually. Mr. Stern explained that a report of the Committee's actions taken in the past fiscal year was included in today's folders. He further noted that the proposed resolution expresses the Committee's opinion that it is functioning in a satisfactory manner consistent with its Charter and authorizes the Chair of the Committee to present the result of this self-evaluation to the Board. Mr. Stern asked if there were there any questions or comments and there was no further discussion. No further discussion was held 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

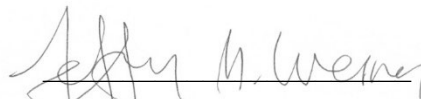
RESOLVED, that the Governance Committee finds its functioning to be satisfactory and the Chair of the Governance Committee shall present the Committee's findings to the Board of Directors of Hudson Yards Infrastructure Corporation.

Review of compensation and benefits

The third and final item on the agenda was a review of the Corporation's compensation and benefits expenses. Mr. Stern stated that Section III(i) of the Governance Committee Charter requires the Governance Committee to annually review this information. The information provided states that the Corporation has no employees and describes the total compensation that the Corporation reimburses to other entities for personal services provided to the Corporation. Mr. Stern noted that this was a review item only, and no vote was taken. There was no further discussion.

Adjournment

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


SECRETARY