

**MINUTES OF SPECIAL MEETING OF THE MEMBERS OF HUDSON YARDS  
INFRASTRUCTURE CORPORATION**

**April 2, 2013**

A Special Meeting of the Members (the “Members”) of the Hudson Yards Infrastructure Corporation (the “Corporation”) was held on April 2, 2013 commencing approximately at 1:00 p.m. at 255 Greenwich Street, Conference Room 6M4, New York, New York.

The following Members were present:

- (a) The Membership Class consisting of the Director of Management and Budget of the City of New York (the “City”):

Mark Page, Director of Management and Budget of the City, in person

- (b) The Membership Class consisting of the Comptroller of the City:

Carol Kostik, by proxy for John C. Liu, Comptroller of the City

- (c) The Membership Class consisting of the Speaker of the City Council:

Raymond Majewski, by proxy for Christine Quinn, Speaker of the City Council

- (d) The Membership Class consisting of the Deputy Mayor for Economic Development of the City:

Jeffrey Mandel, by proxy for Robert K. Steel, Deputy Mayor for Economic Development of the City

- (e) The Membership Class consisting of the Deputy Mayor for Operations of the City:

Brian Geller, by proxy for Caswell F. Holloway, Deputy Mayor for Operations of the City

constituting a quorum of the Board. Kathy Blyn 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 Mr. Page.

#### Approval of Minutes

The first item on the agenda was the approval of the minutes of the Annual Meeting of the Members which occurred on September 27, 2012. Upon motion duly made and seconded, there being no objections, the following resolution to adopt such minutes was duly approved:

**WHEREAS**, the Members of Hudson Yards Infrastructure Corporation have reviewed the minutes of the previous meeting of the Members held on September 27, 2012 it is therefore

**RESOLVED**, that the minutes of the meeting of Members of September 27, 2012, are hereby approved.

#### Election of Alternate Director

The second and final item on the agenda was the election of an Alternate Director by the Membership Class consisting of the Speaker of the City Council, as provided for in Section 703(d) of the New York Not-for-Profit Corporation Law. Mr. Page explained that pursuant to the Certificate of Incorporation and By-laws of the Corporation the membership class consisting of the Speaker of the City Council was electing Raymond Majewski to serve as the alternate Director for the Director who is the Speaker of the City Council. A resolution, set forth

below, electing Mr. Majewski as alternate Director to the Director who is the Speaker of the City Council was adopted.

**WHEREAS**, the Hudson Yards Infrastructure Corporation (the “Corporation”) is a not-for-profit local development corporation incorporated under the New York Not-For-Profit Corporation Law (the “N-PCL”);

**WHEREAS**, Section 703(d) of the N-PCL provides that where directors of not-for-profit corporations are elected by membership sections, such sections may also elect alternate directors;

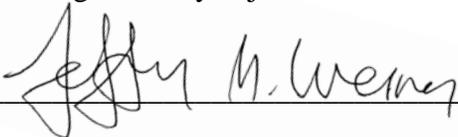
**WHEREAS**, pursuant to the Certificate of Incorporation and By-Laws of the Corporation, each Member comprises a Membership Class and each Membership Class constitutes a separate section entitled to elect or appoint one director and an alternate director; and

**WHEREAS**, the Membership Class consisting of the Speaker of City Council of the city of New York wishes to elect new alternate Director; it is hereby

**RESOLVED**, that the Membership Class consisting of the Speaker of City Council of the city of New York hereby elects Raymond Majewski to act as alternate Director for such Director.

Adjournment

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



A handwritten signature in cursive script, appearing to read "Jeffrey M. Werner", is written over a horizontal line.

ASSISTANT SECRETARY