

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

May 5, 2017

The Annual Meeting of the Members (the “Members”) of the Hudson Yards Infrastructure Corporation (the “Corporation”) was held on May 5, 2017 at approximately 11:20 a.m., at 255 Greenwich Street, Conference Room 6M4, New York, New York.

The following members of the Committee were represented by their alternates:

Dean Fuleihan, Director of Management and Budget of The City of New York (the “City”), represented by Alan Anders;

Scott M. Stringer, Comptroller of the City, represented by Carol Kostik;

Melissa Mark-Viverito, Speaker of the City Council, represented by Raymond Majewski;

Alicia Glenn, First Deputy Mayor for Economic Development of the City, represented by Carl Rodrigues; and

Anthony Shorris, First Deputy Mayor of the City, represented by Benjamin Furnas;

constituting a quorum of the Board. Loran Radovicka 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. Anders.

Approval of Minutes of Meeting of September 21, 2016

The first item on the agenda was the approval of the minutes of the Annual Meeting of the Members which occurred on September 21, 2016. 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 21, 2016; it is therefore

RESOLVED, that the minutes of the meeting of Members of September 21, 2016, are hereby approved.

Election of Alternate Director

The second and final item on the agenda was the election of alternate Director. Upon motion duly made and seconded, there being no objections, the following resolution to elect an alternate Director was duly approved:

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 Deputy Mayor for Economic Development of the City of New York wishes to elect new alternate Director; it is hereby

RESOLVED, that the Membership Class consisting of the Deputy Mayor of Economic Development of the City of New York hereby elects Carl Rodrigues 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.



ASSISTANT SECRETARY