

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

May 11, 2020

The Meeting of the Members (the “Members”) of the Hudson Yards Infrastructure Corporation (the “Corporation”) was held on May 11, 2020 at approximately 4:05 p.m., conducted via online meeting and telephone.

The following Members or their alternates were present:

Melanie Hartzog, Director of Management and Budget of The City of New York (the “City”), represented by Jay Olson;

Scott M. Stringer, Comptroller of the City, represented by Marjorie Henning;

Vicki Been, Deputy Mayor for Housing and Economic Development, represented by Pedram Mahdavi;

constituting a quorum of such Members. Rita Pasarell 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. Olson.

Approval of Minutes of Meeting of September 24, 2019

The first item on the agenda was the approval of the minutes of the Members which occurred on September 24, 2019. Upon unanimous vote, 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 24, 2019; it is therefore

RESOLVED, that the minutes of the meeting of Members of September 24, 2019, are hereby approved.

Election of Alternate Directors

The second and final item on the agenda was the election of the alternate directors.

The Membership Class connected to each election voted separately, and upon such votes, the following resolution to elect the alternate directors 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;

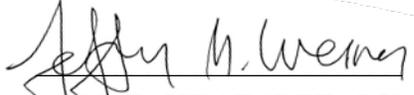
WHEREAS, pursuant to the Certificate of Incorporation and By-Laws of the Corporation, each Member comprises a Membership Class and each Membership Class constitutes a separate section entitled to elect or appoint one director and an alternate director; and

WHEREAS, the Membership Classes consisting of Budget Director of the City of New York (the “City”) and the Comptroller of the City of New York wish to elect Alternate Directors; it is hereby

RESOLVED, that the Membership Class consisting of the Budget Director of the City hereby elects Jay Olson and the Membership Class consisting of the Comptroller of the City hereby elects Marjorie Henning.

Adjournment

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



ASSISTANT SECRETARY