

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

September 21, 2016

The Annual Meeting of the Members (the “Members”) of the Hudson Yards Infrastructure Corporation (the “Corporation”) was held on September 21, 2016 at approximately 10:04 a.m., at 255 Greenwich Street, Conference Room 6M4, New York, New York.

The following Members 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; and

Anthony Shorris, Deputy Mayor of Operations, 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.

Election of Alternate Director

The first 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 of Operations 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 Operations of the city of New York hereby elects Benjamin Furnas to act as alternate Director for such Director.

Approval of Minutes of Meeting of September 24, 2015

The second item on the agenda was the approval of the minutes of the Annual Meeting of the Members which occurred on September 24, 2015. 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 24, 2015; it is therefore

**RESOLVED**, that the minutes of the meeting of Members of September 24, 2015, are hereby approved.

Recess of the Meeting

An oral resolution was made and seconded to recess the meeting until the completion of the meetings of the Governance Committee, Audit Committee and Board of Directors of the Corporation. There were no objections and the meeting was recessed.

Resumption of the Meeting

Subsequent to the completion of the Governance Committee, Audit Committee and Board of Directors meetings the meeting of the members resumed at 10:46.

Receipt and Acceptance of the Annual Report to the Members

The third and final item on the agenda was the receipt and acceptance of the Annual Report of the Board of Directors to the Members (a copy of which was included in the material provided to the Members). Mr. Anders explained that pursuant to Section 519 of the New York Not-for-Profit Corporation Law, a report with respect to the financial condition of the Corporation must be presented to the Members at the Annual Meeting. A motion was made to adopt the resolution set forth below with respect to the Annual Report. The motion was seconded and, there being no objections, duly adopted.

**WHEREAS**, Section 519 of the New York Not-For-Profit Corporation Law (the “NPCL”) requires that the Board of Directors of not-for-profit corporations present an annual report relating to the financial conditions of such corporations to the members of such corporations at their annual meeting; and

**WHEREAS**, the Corporation has prepared an annual report in compliance with Section 519 of the NPCL (the “Annual Report”); it is therefore

**RESOLVED**, that the members of the Corporation do hereby receive and review the Annual Report; and it is

**FURTHER RESOLVED**, that the Annual Report be entered in the minutes of this Annual Meeting of the Members.

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