

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

**September 23, 2014**

The Annual Meeting of the members (the “Members”) of the Hudson Yards Infrastructure Corporation (the “Corporation”) was held on September 23, 2014 commencing approximately at 4:41 p.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; and

Alicia Glen, Deputy Mayor for Economic Development of the City, represented by Peter Wertheim;

constituting a quorum of the Board. Jinelle Craig 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

The first item on the agenda was the approval of the minutes of the Annual Meeting of the Members which occurred on May 13, 2014. 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 May 13, 2014 it is therefore

**RESOLVED**, that the minutes of the meeting of Members of May 13, 2014, are hereby approved.

### Receipt and Acceptance of the Annual Report to the Members

The second 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

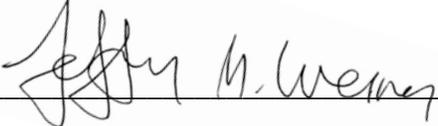
**WHEREAS**, the Corporation has prepared an annual report in compliance with Section 519 of the NPCL (the “Annual Report”); it is therefore

**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.



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ASSISTANT SECRETARY