

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

September 24, 2019

The Annual Meeting of the Members (the “Members”) of the Hudson Yards Infrastructure Corporation (the “Corporation”) was held on September 24, 2019 at approximately 12:33 p.m., at 255 Greenwich Street, Conference Room 6M4, New York, New York.

The following persons were present:

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

Alan Anders, by proxy for Melanie Hartzog, Director of Management and Budget of the City;

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

Michael Stern, by proxy for Scott M. Stringer, Comptroller of the City; and

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

Raymond Majewski, by proxy for Corey Johnson, Speaker of the City Council;

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

Pedram Mahdavi, by proxy for Vicki Been, First Deputy Mayor for Housing and Economic Development of the City; and

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

Sherif Soliman, by proxy for Laura Anglin, First Deputy Mayor for Operations of the City;

constituting a quorum of such Members. 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 Directors

The first item on the agenda was the election of alternate directors. 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 the Deputy Mayor for Housing and Economic Development of the City of New York wishes to elect an Alternate Director to represent her at meetings of the Board of Directors of the Corporation; it is hereby

RESOLVED, that the Membership Class consisting of the Deputy Mayor for Housing and Economic Development of the City of New York hereby elects Pedram Mahdavi as her Alternate Director.

Recess of the Meeting

An oral resolution was made and seconded to recess the meeting until the completion of the meetings of the Audit Committee, Governance 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 Audit Committee, Governance Committee and Board of Directors meetings the meeting of the members resumed at 12:56 p.m.

Approval of Minutes of Meeting of April 29, 2019

The second item on the agenda was the approval of the minutes of the Annual Meeting of the Members which occurred on April 29, 2019. 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 April 29, 2019; it is therefore

RESOLVED, that the minutes of the meeting of Members of April 29, 2019 are hereby approved.

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

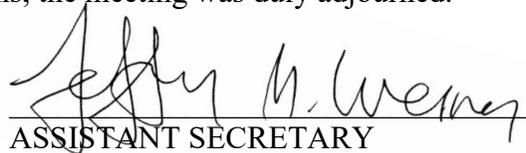
WHEREAS, the Corporation has prepared an annual report in compliance with Section 519 of the NPCL (the “Annual Report”); it is therefore

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