MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE HUDSON YARDS INFRASTRUCTURE CORPORATION

September 25, 2009

A meeting of the Board of Directors (the "Board") of the Hudson Yards Infrastructure Corporation (the "Corporation") was held on September 25, 2009 at approximately 10:50 a.m. at 75 Park Place, Room 6M4, New York, New York.

The following director was present in person:

Mark Page, Director of Management and Budget of The City of New York (the "City"); and

the following directors were represented by their alternates:

William C. Thompson, Jr., Comptroller of the City, represented by Carol Kostik;

Christine C. Quinn, Speaker of the City Council, represented by Raymond Majewski;

Robert C. Lieber, Deputy Mayor for Economic Development of the City, represented by Felix Ciampa; and

Edward Skyler, Deputy Mayor for Operations of the City, represented by Brian Geller;

constituting a quorum of the Board. Kathy Blyn 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 and the State of New York.

The meeting was called to order by Mr. Page.

Approval of Minutes

The first item on the agenda was the approval of the minutes of the meeting of the Directors which occurred on April 24, 2009. Upon motion duly made and seconded, there being no objections, the following resolution to adopt such minutes was duly approved:

WHEREAS, the Board of Directors of the Hudson Yards Infrastructure Corporation (the "Corporation") has reviewed the minutes of the previous meeting of the Board of Directors held on April 24, 2009; it is therefore

RESOLVED, that the minutes of the Board of Directors meeting of April 24, 2009, are hereby approved.

Approval of Amended and Restated Trust Indenture

The second item on the agenda was the approval of the Amended and Restated Trust Indenture of the Corporation. Mr. Page explained that the amendment would change allowable investments of Corporation funds to include the Federal Home Loan Bank and highly rated money market funds and would allow certain funds to be moved between certain accounts. Scott Ulrey, the Assistant Secretary of the Corporation, pointed out that at the request of the Comptroller of the City a slight change had been made to the original proposal in that the word "System" was added at the end of the phrase "Federal Home Loan Bank". Mr. Ulrey advised the Directors that this correction is reflected in the Third Supplemental Trust Indenture as provided to the Directors in their packets and attached hereto. A motion was then made to approve the resolution set forth below with respect to the Trust Indenture. The motion was seconded and, there being no objections, approved.

WHEREAS, the staff of the Hudson Yards Infrastructure Corporation (the "Corporation") has recommended to the Board that certain changes be made to the Master Indenture of the Corporation, which proposed changes are set forth in the proposed Third Supplemental Trust Indenture, attached hereto as Exhibit A, and are described and explained in a memo, attached hereto as Exhibit B, prepared by the Secretary of the Corporation; and

WHEREAS, the Board has reviewed the proposed Third Supplemental Trust Indenture and the accompanying memo and has deemed the changes to be reasonable and appropriate, it is therefore

RESOLVED, that the Third Supplemental Trust Indenture in the form presented to the Board is hereby approved.

Acceptance of the Independent Auditors' Report on the Audited Financial Statements for the Fiscal Years Ended June 30, 2009 and June 30, 2008 and Authorization to Release Such Financial Statements

The third item on the agenda was acceptance by the Board of the Report of the Corporation's Independent Auditors on the Corporation's audited financial statements for the fiscal years ending June 30, 2009 and June 30, 2008 as well as authorization of the release of such financial statements. Mr. Page informed the Directors that the Audit Committee of the Corporation had recommended such acceptance and authorization. A motion was made to approve the resolution set forth below with respect to the financial statements. The motion was seconded and, there being no objections, approved.

WHEREAS, the Audit Committee has met with the independent auditors of the Hudson Yards Infrastructure Corporation (the "Corporation") and has reviewed the independent auditors' report on the audited financial statements of the Corporation for the fiscal years ended June 30, 2009 and June 30, 2008 and such financial statements; and

WHEREAS, the Audit Committee believes the independent auditors' report and the financial statements are reasonable and appropriate and has recommended that the Board accept the independent auditors' report and authorize the release of the financial statements; it is therefore

RESOLVED, that the Board hereby accepts the independent auditors' report on the audited financial statements of the Corporation for the fiscal years ended June 30, 2009 and June 30, 2008 and authorizes the release of such audited financial statements; provided that both the independent

auditors' report and the audited financial statements may be amended to reflect non-material changes acceptable to the Comptroller of the Corporation.

Authorization of the Annual Report for Presentation to the Members

The fourth item on the agenda was authorization of the Annual Report required by Section 519 of the New York Not-for-Profit Corporation Law for presentation to the Members of the Corporation. A motion was made to approve the resolution set forth below with respect to such report. The motion was seconded and, there being no objections, approved.

WHEREAS, Section 519 of the New York Not-For-Profit Corporation Law (the "N-PCL") 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, in compliance with Section 519 of the N-PCL the Board of Directors of the Corporation has caused an annual report relating to the Corporation's fiscal year 2009 (the "Annual Report") to be prepared; it is therefore

RESOLVED, that the Board of Directors does hereby authorize and ratify the preparation of the Annual Report and its presentation to the Members of the Corporation; and

FURTHER RESOLVED, that the Annual Report be entered in the minutes of this meeting of the Board of Directors.

Approval of Revised Budget

The fifth item on the agenda was approval of a revised budget for the Corporation. Mr. Page explained that the Corporation's budget was revised to reflect a $25 million allocation to cover an estimated arbitrage rebate payment. He explained that pursuant to the Internal Revenue Code, an arbitrage rebate payment must be made when investment earnings on bond proceeds exceed the cost of the borrowing itself. A brief discussion ensued. A motion was made to approve the resolution set forth below with respect to the revised budget. The motion was seconded and, there being no objections, approved.

WHEREAS, the Board of Directors of the Hudson Yards Infrastructure Corporation (the "Corporation"), pursuant to Section 2801(2) of the Public Authorities Law of New York, previously approved a report containing budget information on operations and capital construction setting forth the estimated receipts and expenditures for Fiscal Year 2010 and the Fiscal Year 2009, and the actual receipts and expenditures for Fiscal Year 2008; and

WHEREAS, the budget has since been revised to reflect a $25,000,000 allocation in Fiscal Year 2010 for an estimated arbitrage rebate payment due in December 2011, pursuant to Section 148 of the Internal Revenue Code; and

WHEREAS, the Board of Directors has reviewed the revised budget information, attached hereto; it is therefore

RESOLVED, that the Board of Directors approves the revised budget information as attached hereto.

Adoption of Amended and Restated Audit Committee Charter

The sixth item on the agenda was adoption of an amended and restated Audit Committee Charter as recommended by the Governance Committee of the Corporation. Mr. Page explained that the most substantive change was made to conform with amended Directive 22 of the Office of the Comptroller of the City. A motion was made to approve the resolution set forth below with respect to such Charter. The motion was seconded and, there being no objections, approved.

WHEREAS, pursuant to section III(a)(ii) of the Governance Committee Charter, the Governance Committee of the Hudson Yards Infrastructure Corporation (the "Corporation") may periodically review the Audit Committee Charter and recommend changes to the Board of Directors of the Corporation; and

WHEREAS, the Governance Committee believes the changes as reflected in the Amended and Restated Audit Committee Charter, including changes made to comply with the amended Directive 22 of the Office of the Comptroller of the City of New York, are reasonable and appropriate and has recommended that the Amended and Restated Audit Committee Charter be adopted by the Board of Directors of the Corporation in the form attached hereto as Exhibit A; and

WHEREAS, the Board of Directors of the Corporation has reviewed the Amended and Restated Audit Committee Charter as attached hereto; it is therefore

RESOLVED, that the Board of Directors of the Corporation hereby adopts the Amended and Restated Audit Committee Charter, a copy of which shall be filed with the minutes of the Board of Directors of the Corporation.

Annual Approval of Investement Guidelines

The seventh item on the agenda was the annual approval of the Corporation's Investment Guidelines. Mr. Page explained that an annual review is required and that subsequent to such review it was not considered necessary to make any changes. A motion was made to approve the resolution set forth below with respect to the Investment Guidelines. The motion was seconded and, there being no objections, approved.

WHEREAS, the Hudson Yards Infrastructure Corporation (the "Corporation"), adopted Investment Guidelines on October 4, 2007 to establish policies for the investment of its funds and subsequently amended the Investment Guidelines on January 16, 2009; and

WHEREAS, the Corporation is required annually to review its Investment Guidelines; and

WHEREAS, the Board of Directors has reviewed the attached Investment Guidelines and has deemed them to be reasonable and appropriate; it is therefore

RESOLVED, that the Investment Guidelines, a copy of which will be filed with the Minutes of the Meeting, are hereby approved.

Approval of Investment Report

The eighth item on the agenda was Approval of the Corporation's Investment Report. A motion was made to approve the resolution set forth below approving the Investment Report. The motion was seconded and, there being no objections, approved.

WHEREAS, the Hudson Yards Infrastructure Corporation (the "Corporation"), pursuant to the Corporation's Investment Guidelines, is required to annually prepare and approve an Investment Report; and

WHEREAS, the Board has reviewed the attached Investment Report and has deemed it to be reasonable and appropriate, it is therefore

RESOLVED, that the Investment Report is hereby approved.

Approval of Extension of Bond Counsel Contract

The ninth item on the agenda was the approval of an extension of the contract with the Corporation's bond counsel, Nixon Peabody LLP. Mr. Page explained that pending selection of bond counsel pursuant to an ongoing request for proposals it was advisable to extend the existing contract through December 31, 2009. He futher explained that while a new bond sale by the Corporation is not anticipated at this time, it is useful and prudent to retain counsel in the event that questions with respect to the Corporation's bonds should arise. A motion was made to approve the resolution set forth below with respect to such bond counsel contract. The motion was seconded and, there being no objections, approved.

WHEREAS, following a competitive request for proposal process, pursuant to resolution dated December 7, 2006, the Board of Directors of Hudson Yards Infrastructure Corporation (the "Corporation") authorized the Officers of the Corporation to retain the firm of Nixon Peabody LLP ("Nixon Peabody") as the Corporation's bond counsel through August 1, 2008; and

WHEREAS, a new procurement for Corporation bond counsel has been initiated in conjunction with the City of New York, Transitional Finance Authority and New York City Municipal Water Finance Authority, among other entities; and

WHEREAS, the management of the Corporation has recommended that the agreement with Nixon Peabody be extended through December 31, 2009 to allow time for bond counsel evaluations and selections to be made; and

RESOLVED, that the Board of Directors of the Corporation hereby approves and ratifies an extension to the agreement with Nixon Peabody for the period from August 1, 2008 through December 31, 2009, for such firm to serve as bond counsel to the Corporation the same rates, as follows: $350 per hour blended rate for attorneys and $100 per hour for legal assistants, plus reasonable expenses.

Approval of Graphic Design Consultant

The tenth item on the agenda was approval of a graphic design consultant to work on the Corporation's annual report and to subcontract with a printing firm to be selected pursuant to a bidding procedure requiring at least three bids, such procedure to be monitored by the Corporation staff. Mr. Page stated that pursuant to a request for proposals, Creative Source, Inc. has been determined to be the best choice for graphic design consultant. A brief discussion ensued. A motion was then made to approve the resolution set forth below with respect to such graphic design consultant contract. The motion was seconded and, there being no objections, approved.

WHEREAS, Hudson Yards Infrastructure Corporation (the "Corporation") conducted a Request for Proposals process for a graphic design consultant to work with the Corporation in connection with the preparation of the Corporation's Comprehensive Annual Financial Report ("CAFR"); and

WHEREAS, Creative Source, Inc. was selected based on price, experience and a demonstrated ability to provide excellent service; and

WHEREAS, the Board of Directors believes that it is in the best interests of the Corporation to authorize a contract with Creative Source, Inc.; it is therefore

RESOLVED, that the President or the Treasurer of the Corporation is each hereby authorized and directed to enter into an agreement in the name of the Corporation whereby Creative Source, Inc. will serve as graphic design consultant to the Corporation upon such terms as the President or the Treasurer deems reasonable and appropriate; provided, however, that such agreement shall be limited to work on the fiscal year 2009 CAFR; and provided, further, that compensation to Creative Source, Inc. shall be in the amount of $16,866 and not to exceed $19,000, plus an amount not to exceed $30,000 to be pre-approved by the President or Treasurer of the Corporation for payment of printing services to be performed under a sub-contract managed by Creative Source, Inc.

Presentation by Governance Committee Chair

The eleventh item on the agenda was a presentation by the Chairperson of the Governance Committee setting forth its findings and activities during fiscal year 2009, as required by the Committee's Charter. Ms. Kostik presented a report describing such findings and activities.

Report of President

The twelfth and final item on the agenda was a report of the President of the Corporation. Alan Anders, the President of the Corporation, gave a brief report, including that payments with respect to the extension of the Number 7 subway line are still ahead of schedule.

Adjournment

There being no further business to come before the Board, upon motion duly made and seconded, there being no objections, the meeting was duly adjourned.

ASSISTANT SECRETARY