

HUDSON YARDS INFRASTRUCTURE CORPORATION

MINUTES OF SPECIAL MEETING OF THE MEMBERS

April 27, 2010

The special meeting of the Members of the Hudson Yards Infrastructure Corporation (the "Corporation") was held on April 27, 2010 at approximately 11:50 a.m. at 75 Park Place, Room 6M4, New York, New York.

The following persons were present:

- The Membership Class consisting of the Director of Management and Budget of the City of New York (the "City"): Mark Page, Director of Management and Budget of the City, in person
- The Membership Class consisting of the Comptroller of the City: Carol Kostik, by proxy for William C. Thompson, Jr., Comptroller of the City
- The Membership Class consisting of the Speaker of the City Council: Raymond Majewski, by proxy for Christine Quinn, Speaker of the City Council
- The Membership Class consisting of the Deputy Mayor for Economic Development and Rebuilding of the City: Andrew Winters, by proxy for Robert C. Lieber, Deputy Mayor for Economic Development and Rebuilding of the City
- The Membership Class consisting of the Deputy Mayor for Operations of the City: Brian Geller, by proxy for Edward Skyler, Deputy Mayor for Operations of the City

A quorum of Members was present. Uyen Nguyen 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.

The meeting was called to order by Mr. Page.

Approval of Minutes

The first order of business was the approval of the minutes of the previous meeting of the Members of the Corporation held on September 25, 2009. Upon motion duly made and seconded, there being no objections, the following resolution to adopt such minutes was approved:

WHEREAS, the Members of Hudson Yards Infrastructure Corporation have reviewed the minutes of the previous meeting of the Members held on September 25, 2009; it is therefore

RESOLVED, that the minutes of the meeting of Members of September 25, 2009, are hereby approved.

Election of Alternate Director

The next and last order of business was the election of an Alternate Director. Mr. Page explained that Section 703(d) of the New York Not-for-Profit Corporation Law (“N-PCL”) allows Directors of the Corporation to be represented by Alternate Directors, provided that such Alternate Directors are elected by the membership class that elected the applicable Director. The membership class of the Corporation consisting of the Deputy Mayor for Economic Development of the City wishes to elect a new Alternate Director. Mr. Andrew Winter, representing the Deputy Mayor for Economic Development of the City in his capacity as the Membership Class of the Corporation, duly adopted the resolution set forth below electing himself as the Alternate Director for the Deputy Mayor for Economic Development of the City.

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 Economic Development of the City of New York (the “City”), which previously elected (i) Deputy Mayor for Economic Development of the City to act as a Director of the Corporation, wishes to elect new alternate Director; it is hereby

RESOLVED, that the Membership Class consisting of the Deputy Mayor for Economic Development of the City hereby elects Andrew Winters to act as alternate Director for such Director.

Adjournment

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


ASSISTANT SECRETARY