

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

**May 13, 2014**

A Special Meeting of the Members (the “Members”) of the Hudson Yards Infrastructure Corporation (the “Corporation”) was held on May 13, 2014 commencing approximately at 2:05 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;

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

Anthony Shorris, Deputy Mayor for Operations of the City, represented by Peter Hatch;

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 September 26, 2013. 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 26, 2013 it is therefore

**RESOLVED**, that the minutes of the meeting of Members of September 26, 2013, are hereby approved.

### Election of Directors and Alternate Directors

The second order of business was the election of Directors and Alternate Directors by the Membership Classes consisting of the, Director of the Office of Management and Budget of the City, City Council Speaker of the City, Deputy Mayor for Housing and Economic Development, First Deputy Mayor and the Comptroller of the City as provided for in Section 703(d) of the New York Not-for-Profit Corporation Law. Pursuant to the Certificate of Incorporation and By-laws of the Corporation the membership classes consisting of the i) Director of Office of Management and Budget of the City of New York (“OMB”) hereby elected the Director of OMB to act as a Director, and OMB’s Deputy Director for Finance, currently Alan Anders, to act as an alternate Director for such Director, ii) City Council Speaker of the City elected the City Council Speaker of the City to act as a Director, and the Deputy Director of the City Council Finance Division, currently Raymond Majewski, to act as an alternate Director

for such Director, iii) Deputy Mayor for Housing and Economic Development of the City elected the Deputy Mayor for Housing and Economic Development as a director and the Senior Policy Advisor to the Deputy Mayor for Housing and Economic Development, currently Peter Wertheim, as an alternate director, iv) First Deputy Mayor elected the First Deputy Mayor to act as a Director and the Senior Advisor to the First Deputy Mayor, currently Peter Hatch, to act as an alternate director and v) Comptroller elected the Comptroller to act as a Director, and the Executive Director of Debt Management and Counsel for Finance, currently Carol Kostik, to act as an alternate Director for such Director.

**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 Director of the Office of Management and Budget of the City of New York (“OMB”) wishes to elect the Director of OMB to act as a Director and the Deputy Director of Finance of OMB, currently Alan Anders, to act as an alternate director; and

**WHEREAS**, the Membership Class consisting of the City Council Speaker of the City of New York (the “Speaker”) wishes to elect the Speaker to act as a Director and the Deputy Director/Chief Economist of the New York City Council Finance Division, currently Raymond Majewski, to act as an alternate director; and

**WHEREAS**, the Membership Class consisting of the Deputy Mayor for Housing and Economic Development wishes to elect the Deputy Mayor for Housing and Economic Development as a Director and the Senior Policy Advisor to the Deputy Mayor for Housing and Economic Development, currently Peter Wertheim, as an alternate director; and

**WHEREAS**, the Membership Class consisting of the First Deputy Mayor wishes to elect the First Deputy Mayor as a Director and the Senior Advisor to the First Deputy Mayor, currently Peter Hatch, as an alternate director; and

**WHEREAS**, the Membership Class consisting of the Comptroller of the City of New York (the “Comptroller”) wishes to elect the Comptroller to act as a Director and the Deputy Comptroller for Public Finance, currently Carol Kostik, to act as an alternate director; it is therefore

**RESOLVED**, that the Membership Class consisting of the Director of OMB hereby elects the Director of OMB to act as a Director, and the Deputy Director of Finance of OMB, currently Alan Anders, to act as an alternate Director for such Director; and it is

**FURTHER RESOLVED**, that the Membership Class consisting of the City Council Speaker hereby elects the City Council Speaker as a Director and the Deputy Director/Chief Economist of the New York City Council Finance Division, currently Raymond Majewski, to act as an alternate director; and it is

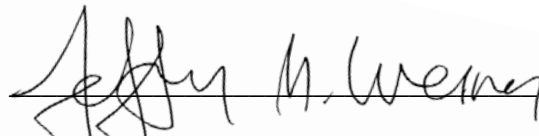
**FURTHER RESOLVED**, that the Membership Class consisting of the Deputy Mayor for Housing and Economic Development hereby elects the Deputy Mayor for Housing and Economic Development as a Director and the Senior Policy Advisor to the Deputy Mayor for Housing and Economic Development, currently Peter Wertheim, to act as an alternate director; and it is

**FURTHER RESOLVED**, that the Membership Class consisting of the First Deputy Mayor hereby elects the First Deputy Mayor as a Director and Senior Advisor to the First Deputy Mayor, currently Peter Hatch, to act as an alternate director; and it is

**FURTHER RESOLVED**, that the Membership Class consisting of the Comptroller hereby elects the Comptroller to act as a Director, and the Deputy Comptroller for Public Finance, currently Carol Kostik, to act as an alternate Director for such Director.

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