

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

September 16, 2022

The Meeting of the Members (the “Members”) of the Hudson Yards Infrastructure Corporation (the “Corporation”) was held on September 16, 2022 at approximately 3:00 p.m. at 255 Greenwich Street, Room 8S-1-S2, New York, New York, 10007 with telephone dial-in access.

The following Members or their alternates were present:

Jacques Jiha, Director of Management and Budget of The City of New York (the “City”), represented by David Womack;

Brad Lander, Comptroller of the City, represented by Michael Stern;

Meera Joshi, Deputy Mayor for Operations, represented by Ya-Ting Liu;

constituting a quorum of the Members. Rita Pasarell 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. Womack.

Approval of Meeting Minutes

The first item on the agenda was the approval of the minutes of the meeting of the Members which occurred on June 23, 2022. Upon unanimous vote, the following resolution to adopt such minutes was duly approved:

**WHEREAS**, the Members of the Hudson Yards Infrastructure Corporation have reviewed the minutes of the previous meeting of the Members held on June 23, 2022; it is therefore

**RESOLVED**, that the minutes of the meeting of Members of June 23, 2022, are hereby approved.

### Election of Alternate Director

The second and item on the agenda was the election of an alternate director. The Membership Class connected to the election voted, and upon such vote, the following resolution to elect the alternate director was duly approved:

**WHEREAS**, 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; and

**WHEREAS**, the Membership Class consisting of the Comptroller of the City wishes to elect an Alternate Director to attend meetings of the Corporation and act on their behalf at said meetings; it is therefore

**RESOLVED**, that the Membership Class consisting of the Comptroller of the City hereby elects Michael Stern, to act as alternate director at meetings of the Corporation.

### Acceptance of Annual Report Pursuant to Section 519 of the Not-for-Profit Corporation Law

The final item on the agenda<sup>1</sup> was the receipt and acceptance of the Annual Report to Members. Mr. Womack stated that Section 519 of the New York Not-for-Profit Corporation Law requires that the Board present an annual report relating to the financial conditions of the Corporation, to the Members at their annual meeting. The report is for Fiscal Year 2022. The Board have authorized the release of the report to the Members. The report was provided to the Members for review, and the proposed resolution would accept the annual report. There being no discussion, and upon unanimous vote, the following resolution was 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

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<sup>1</sup> The final agenda item took place at the reconvened meeting of the Members.

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”); and

**WHEREAS**, the Board of Directors of the Corporation has verified the accuracy of the information contained in the Annual Report and has authorized the submittal of such Annual Report to the members of the Corporation; 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.

## **SCHEDULE I**

### **ANNUAL REPORT OF THE BOARD OF DIRECTORS OF HUDSON YARDS INFRASTRUCTURE CORPORATION**

For the Fiscal Year Ended June 30, 2022 Under  
Section 519 of the New York State Not-For-Profit  
Corporation Law

**To:** The Members of Hudson Yards Infrastructure Corporation

**From:** The Board of Directors of Hudson Yards Infrastructure Corporation

The Board of Directors respectfully verifies and submits for your information the following report relating to Hudson Yards Infrastructure Corporation for the fiscal year ending June 30, 2022:

1. The assets and liabilities, including trust funds (listed separately), of the Corporation as of the end of said fiscal period may be found on page 15 of the attached audited financial statements.
2. The principal changes in the assets and liabilities, including trust funds, of the Corporation during said fiscal period may be found on page 7 of the attached audited financial statements.
3. The receipts of the Corporation, both unrestricted and restricted to particular purposes, during said fiscal period may be found on page 16 of the attached audited financial statements.
4. The expenditures of the Corporation, for both general and restricted

purposes, during said fiscal period may be found on page 16 of the attached audited financial statements.

5. Concerning the membership of the Corporation:

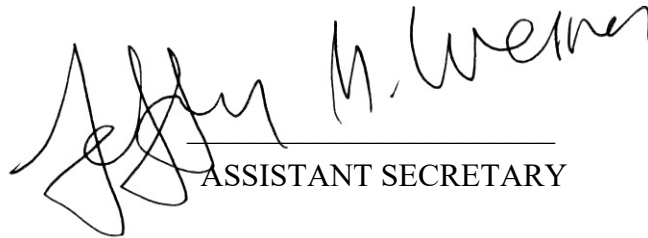
- (a) The number of members as of June 30, 2022 is 5.
- (b) The number of members remained the same during the Fiscal Year ended June 30, 2022.
- (c) The names and places of residence of the current members may be obtained upon request from the Corporation, which are kept at 255 Greenwich Street, 6th Floor, New York, NY 10007.

This report has been prepared pursuant to Section 519 of the New York State Not-for-Profit Corporation Law

Dated: September 16, 2022  
New York, New York

Adjournment

There being no further business to come before the Members, upon unanimous vote, the meeting was duly adjourned.

  
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ASSISTANT SECRETARY