

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

December 19, 2022

A meeting of the Members of the Hudson Yards Infrastructure Corporation (“HYIC”) was held on December 19, 2022 at approximately 12:01 p.m., conducted via telephone and online meeting.

The following Members attended, represented by their designees:

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

Brad Lander, Comptroller of the City, represented by Marjorie Henning;

Adrienne Adams, Speaker of the City Council, represented by Emre Edev;

constituting a quorum of the Board.

Claudia Martinez 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. Womack, the Chairperson of the Board.

Approval of Minutes

The first item on the agenda was the approval of the minutes of the meeting of the Members which occurred on September 16, 2022. Upon unanimous vote, the following resolution to adopt such minutes was adopted.

**WHEREAS**, the Members of HYIC have reviewed the minutes of its meeting held on September 16, 2022; it is therefore

**RESOLVED**, that the minutes of the meeting of September 16, 2022 be, and they hereby are, approved.

Election of Alternate Director

Mr. Womack noted the second and final item on the agenda was the election of an alternate director to represent the Comptroller of the City of New York. As proxy holder for Comptroller Brad Lander, Marjorie Henning voted to elect herself as his alternate director and attend meeting in his absence. Following Ms. Henning’s vote, the following resolution was adopted:

**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 Marjorie Henning, to act as alternate director at meetings of the Corporation.

Adjournment

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



JEFFREY M. WEMY  
GENERAL COUNSEL