

## **HUDSON RIVER PARK TRUST – Amendment of Hudson River Park Trust By-Laws**

---

**RESOLVED**, based upon the materials presented to the Board of Directors (“Board”) at its meeting on September 29, 2016, a copy of which is ordered filed with the records of the Hudson River Park Trust (the “Trust”), that Article III of the By-Laws of Trust be amended by deleting Sections 1, 2 and 3, 10 and 13 thereof in their entirety and by replacing such Sections with the following new Sections 1, 2, 3, 10 and 13:

- Section 1. Officers. The officers of the Trust shall be the Chairman, Vice-Chairman, a President and Chief Executive Officer, a Chief Financial Officer, one or more Executive Vice Presidents, one or more Vice Presidents, a Secretary and Assistant Secretaries, a Treasurer and Assistant Treasurers, a Chief Information Officer, a General Counsel and a Deputy General Counsel. The Trust may establish additional officers having such powers and duties as the Trust may determine who shall hold office at the pleasure of the Trust. The salaries of the officers, except for the Chairman and Vice-Chairman who shall receive no salary, shall be fixed by the Board.
- Section 2. Acts of the Trust. All acts, agreement and documents of the Trust shall be performed or executed in the name of the Trust by an authorized officer. The following are designated as an authorized officer of the Trust for such purposes: the Chairman, the Vice-Chairman, the President and Chief Executive Officer, a Chief Financial Officer, one or more Executive Vice Presidents, one or more Vice Presidents, the Secretary, the Treasurer, the Chief Information Officer, the General Counsel, the Deputy General Counsel and by such other officer or person as the Trust may from time to time designate.
- Section 3. Contracts Requiring Board Approval. All contracts for the general corporate purposes of the Trust that are in excess of two hundred thousand dollars (\$200,000) must be approved by the Directors of the Trust.
- Section 10. Vice Presidents. Each Executive Vice President and Vice President shall have such powers and perform such duties as may be prescribed from time to time by the Trust or the President. In the absence or disability of the President, any Executive Vice President designated by the President or the Board may be vested with all the powers and authority to perform all the duties of the President.
- Section 13. Chief Financial Officer; Treasurer. The Chief Financial Officer shall have general supervision over the financial affairs of the Trust. The Chief Financial Officer may also be designated to serve as the Treasurer. The Treasurer shall be responsible for the care and custody of all monies and securities of the Trust, including the investment thereof, and deposit all fund an securities or cause the same to be deposited in the same of the Trust in a bank or banks, trust company or trust companies.

and be it further

**RESOLVED**, that the President or her designee(s) be, and each of them is hereby authorized to take such actions as the President or her designee(s) may deem necessary or appropriate in order to implement the foregoing resolution.