

**MINUTES OF THE MEETING OF THE AUDIT COMMITTEE OF HUDSON YARDS
INFRASTRUCTURE CORPORATION**

January 16, 2009

A meeting of the Audit Committee (the “Committee”) of Hudson Yards Infrastructure Corporation (the “Corporation”) was held on January 16, 2009 at approximately 3:15 p.m. at 75 Park Place, Room 6M4, New York, New York.

The following members of the Committee or their alternates were present:

Carol Kostik	- alternate for William C. Thompson, Jr., Comptroller of The City of New York (the “City”)
Raymond Majewski	- alternate for Christine C. Quinn, Speaker of the City Council
Jed Howbert	- alternate for Robert C. Lieber, Deputy Mayor for Economic Development of the City
Brian Geller	- alternate for Edward Skyler, Deputy Mayor for Operations of the City

constituting a quorum of the Committee. Kathy Blyn 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 Brian Geller, chair of the Committee.

Approval of Minutes of Meeting of September 23, 2008

The first item on the agenda was approval of the minutes of the meeting of September 23, 2008. Mr. Howbert pointed out that the phrase “and Rebuilding” should be deleted from the Robert Lieber’s title set forth in the minutes as his title is now Deputy Director for Economic Development. A motion was made to approve the resolution set forth below approving such minutes, subject to such change. The motion was seconded and, there being no objections, duly adopted.

WHEREAS, the Audit Committee of the Hudson Yards Infrastructure Corporation has reviewed the minutes of the Audit Committee meeting held on September 23, 2008; it is therefore

RESOLVED, that the minutes of the Audit Committee meeting of September 23, 2008 be, and they hereby are, approved.

Evaluation of Independent Auditors and Authorization of Engagement Letter

The second item on the agenda was an evaluation of the Corporation’s independent auditors, Deloitte & Touche LLP (“Deloitte”) and authorization for the Corporation to sign an engagement letter with Deloitte for fiscal year 2009. Michele Mark Levine, the Comptroller of the Corporation, indicated that Deloitte has been the Corporation’s auditor since its inception, that management is satisfied with its performance and recommends that the Board authorize the signing of such engagement letter. Ms. Kostik enquired as to whether the existing fee schedule would remain the same and Ms. Levine replied that it would. A brief discussion ensued. A motion was made to approve the resolution set forth below recommending that the Board authorize signing of an engagement letter with Deloitte. The motion was seconded and, there being no objections, approved.

WHEREAS, the Audit Committee of the Hudson Yards Infrastructure Corporation (the “Corporation”) is authorized under the Audit Committee Charter, to recommend to the Board of

Directors of the Corporation the appointment and retention of the Corporation's independent auditors; and

WHEREAS, the Corporation, as authorized by the Board of Directors, previously retained the firm of Deloitte & Touche LLP for such firm to serve as independent auditors for the Corporation's financial statements for the fiscal years ending on June 30, 2007, 2008 and 2009, with an option to extend for two additional one year periods; and

WHEREAS, pursuant to the Audit Committee Charter, the Audit Committee has evaluated the independent auditors and found their performance to be satisfactory; it is hereby

RESOLVED, that the Audit Committee recommends that the Board authorize the management of the Corporation to sign an engagement letter with Deloitte & Touche LLP as the independent auditors for the Corporation's financial statements for the fiscal year ending June 30, 2009, as well as any other documents necessary to effectuate the continued retention of the independent auditors.

Review of Management Letter

The third item on the agenda was review of the management letter of Deloitte with respect to the audit of the Corporation's financial statements for fiscal year 2008, attached hereto. Ms. Levine briefly described the letter, which she characterized as a "no material weakness letter".

Annual Self-Evaluation and Review of Annual Report of the Audit Committee

The fourth item on the agenda was the annual self-evaluation and review of the Annual Report of the Audit Committee. Mr. Geller summarized the accomplishments of the Audit Committee in calendar year 2008. A motion was made to approve the resolution set forth below which approves the Annual Report of the Audit Committee, attached hereto. The motion was seconded and, there being no objections, approved.

WHEREAS, Section III(h) of the Audit Committee Charter requires the Audit Committee to issue an annual report to be published no later than February 28 of each year, which details the activities and decisions of the Committee for the prior calendar year;

WHEREAS, the Audit Committee has reviewed the Annual Report of the Audit Committee, as attached hereto and finds it to be reasonable; and

WHEREAS, Section III(g) of the Audit Committee Charter requires the Audit Committee to conduct an annual self-evaluation of its performance, including its effectiveness and compliance with the Audit Committee Charter; and

WHEREAS, the Audit Committee finds its performance to be satisfactory, effective, and in compliance with the Audit Committee Charter; it is therefore

RESOLVED, that the Annual Report of the Audit Committee is hereby approved and shall be presented to the Board of Directors of the Hudson Yards Infrastructure Corporation, a copy of which shall be filed with the minutes of the Audit Committee.

Annual Review and Approval of the Audit Committee Charter and Charter Schedule

The fifth item on the agenda was the annual review and approval of the Audit Committee Charter and Committee Schedule. Scott Ulrey, the Assistant Secretary of the Corporation, informed the Committee that there was one change to the Charter Schedule. He explained that this change accelerates the items required to be accomplished in a May to June time period to an April to May time period. He further explained that this has been proposed because the Board must approve the Corporation's budget during the April to May time period and the proposed change would reduce the number of necessary meetings. A motion was made to approve the resolution set forth below with respect to the Audit Committee Charter and Charter Schedule. The motion was seconded and, there being no objection, approved.

WHEREAS, the Board of Directors (the "Board") of the Hudson Yards Infrastructure Corporation (the "Corporation") originally adopted an Audit Committee Charter on October 4, 2007; and

WHEREAS, pursuant to the Audit Committee Charter, section III(p), the Audit Committee of the Corporation is required annually to review the Audit Committee Charter, reassess its adequacy, and recommend any proposed changes to the Governance Committee of the Corporation; and

WHEREAS, pursuant to the Audit Committee Charter, section III(r), the Audit Committee of the Corporation is required to develop a schedule of dates by which the requirements of the Charter shall be carried out; and

WHEREAS, the Audit Committee has reviewed the Audit Committee Charter, as attached hereto, and the Audit Committee Schedule, as amended and attached hereto, and finds them to be reasonable and appropriate; it is hereby

RESOLVED, that the Audit Committee hereby approves the Audit Committee Charter as adopted, and further, approves the Audit Committee Schedule as attached.

Discussion of Internal Control Policies

The sixth and final item on the agenda was a discussion of Internal Control Policies for the Corporation. Ms. Levine explained that the version of the draft Policies which was before the Committee is close to being final and she encouraged the Committee members to advise her of any comments they had.

Adjournment

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



ASSISTANT SECRETARY