

HUDSON YARDS INFRASTRUCTURE CORPORATION

MINUTES OF THE MEETING OF THE AUDIT COMMITTEE

September 23, 2008

A meeting of the Audit Committee (the “Committee”) of Hudson Yards Infrastructure Corporation (the “Corporation”) was held on September 23, 2008 commencing at approximately 3:10 p.m. at 75 Park Place, Conference Room 6M4, New York, New York.

The following Committee members were represented by their designees:

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

A quorum was present. Uyen Nguyen 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. Geller, Chair of the Audit Committee.

Approval of Minutes

The first item on the agenda was the approval of the minutes of the meeting of the Committee held on April 29, 2008. Upon motion duly made and seconded, there being no objections, the following resolution to adopt such minutes was approved:

WHEREAS, the Audit Committee of the Hudson Yards Infrastructure Corporation has reviewed the minutes of the Audit Committee meeting held on April 29, 2008; it is therefore

RESOLVED, that the minutes of the Audit Committee meeting of April 29, 2008 be, and they hereby are, approved.

Presentation by management and independent auditors regarding the audited annual financial statements of the Corporation

The next item on the agenda was the presentation by management and independent auditors regarding the audited financial statements of the Corporation. The management’s portion of the presentation was presented by Michele Levine, the Corporation’s Comptroller. Ms. Levine began by noting that that this was the Corporation’s third year of operations. She highlighted

certain items in the draft financial statement included in the Committee's package and a brief discussion ensued. Carol Kostik asked whether the recent events involving the bankruptcy of Lehman Brothers posed any risk to the Corporation. Ms. Levine responded that management has been keeping an eye on the recent events and the Corporation's financial and legal advisors do not believe that it poses a material risk to the Corporation.

Glenn Friedrich, as representative of Deloitte & Touche LLP ("Deloitte"), presented the independent auditor's portion of the presentation, attached hereto. Mr. Friedrich highlighted certain items in the package which he provided to the Committee members and a brief discussion ensued. He noted that with respect to the Corporation's investment compliance, management had disclosed to Deloitte that a non-compliant investment was made during the year and sold upon management's discovery of the non-compliance. Ms. Levine noted that it was management's responsibility to give the proper instructions regarding investments and to ensure that such a mistake does not happen again in the future, Jay Olson, the Corporation's Treasurer will become more active with respect to the investments.

Resolution to move into executive session

The next item on the agenda was a resolution to hold a portion of the Committee meeting in executive session. A motion was made to adopt the resolution set forth below regarding a move into executive session. The motion was seconded and, there being no objection, approved.

WHEREAS, Section 105 of the New York State Public Officers Law states that upon a majority vote, a meeting involving the financial history of a corporation, may be held in executive session; and

WHEREAS, the Audit Committee wishes to hold a portion of its meeting to discuss the financial history of a corporation, it is hereby

RESOLVED, the Audit Committee shall hold a portion of its meeting in executive session; and

FURTHER RESOLVED, that following that portion of the Audit Committee's meeting held in executive session, the executive session shall end and the remainder of the Audit Committee meeting shall be open to the public.

Audit Committee meets with independent auditors

Members of the public left the room and the executive session commenced. While in executive session, the Committee met with the Deloitte representative, Mr. Friedrich.

Executive session ends

The executive session ended and members of the public were allowed back into the room.

Recommendation to the Board of Directors the acceptance of the independent auditors' report on the audited financial statements of the Corporation for the fiscal years ended June 30, 2007 and June 30, 2008, and the issuance of such financial statements.

The next item on the agenda was the recommendation to the Board of Directors the acceptance of the independent auditor's report on the audited financial statements of the Corporation for the fiscal years ended June 30, 2007 and June 30, 2008, and the issuance of such financial statements. A motion was made to adopt the resolution set forth below with respect to this recommendation and issuance. The motion was seconded and, there being no objection, approved.

WHEREAS, the Audit Committee of the Hudson Yards Infrastructure Corporation (the "Corporation") has met with the independent auditors of the Corporation and has reviewed the independent auditors' report on the audited financial statements of the Corporation for the fiscal years ended June 30, 2007 and June 30, 2008 and such financial statements, as submitted to the committee; and

WHEREAS, the Audit Committee believes the independent auditors' report and the financial statements are reasonable and appropriate; it is therefore

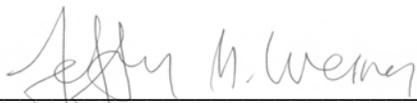
RESOLVED, that the Audit Committee recommends to the Board the acceptance of the independent auditors' report and the authorization of the release of the audited financial statements of the Corporation for the fiscal years ended June 30, 2007 and June 30, 2008; provided that both the independent auditors' report and the audited financial statements may be amended to reflect non-material changes acceptable to the Comptroller of the Corporation.

Discussion of Internal Control Policies

The last item on the agenda was a discussion regarding Internal Control Policies. Ms. Levine stated that she received very little feedback from the Committee members regarding the first draft of the internal control policies and procedures. She asked that the Committee please review the draft and give comments and suggestions. She noted that the document was not meant to be a step-by-step manual, rather it was meant to mitigate the risk of misstatements and errors, whether accidental or not.

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