

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

September 25, 2009

A meeting of the Audit Committee (the “Committee”) of Hudson Yards Infrastructure Corporation (the “Corporation”) was held on September 25, 2009 at approximately 10:15 a.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
Felix Ciampa	-	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 and the State of New York.

The meeting was called to order by Brian Geller, Chairperson of the Committee.

Approval of Minutes of Meeting of April 24, 2009

The first item on the agenda was approval of the minutes of the meeting of April 24, 2009. A motion was made to approve the resolution set forth below approving such minutes. 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 April 24, 2009; it is therefore

**RESOLVED**, that the minutes of the Audit Committee meeting of April 24, 2009 be, and they hereby are, approved.

Presentation by Management and Independent Auditors Regarding the Audited Annual Financial Statement of the Corporation

The next item on the agenda was the presentation by the Corporation's management and independent auditors, Deloitte & Touche LLP ("Deloitte") with respect to the annual financial statements of the Corporation. Such financial statements as well as the report of the independent auditors were in the package provided to the Committee members in draft form. Michele Mark Levine, the Comptroller of the Corporation, asked Robert Balducci, the Assistant Comptroller of the Corporation, to discuss the financial statements. Mr. Balducci began to describe the financial statements and a discussion among Ms. Kostik, Ms. Levine, Mr. Balducci and Glenn Friedrich of Deloitte with respect to various aspects of the financial statements ensued. Mr. Friedrich then made a brief presentation with respect to Deloitte's report on the financial statements.

Meeting Goes Into Executive Session

Mr. Geller then informed the Committee that the Government Finance Officers Association and the American Institute of Certified Public Accountants strongly recommend that independent auditors meet privately with an entity in executive session. He explained that executive session would allow the auditors to meet privately with Committee members to express any concerns about the Corporation's management and allow Committee members to ask questions about and/or express any concerns they may have. He stated that if any material areas

of concern appropriate for public meetings were raised in executive session, the Committee would bring them to the attention of the full Board in order that they may be addressed appropriately in accordance with laws and procedures governing the Corporation. A motion was made for the meeting to go into executive session. The motion was seconded and, there being no objections, approved.

#### Public Meeting Resumes

The public meeting of the Committee resumed and Mr. Geller informed the meeting that nothing material and appropriate for discussion at the public meeting had arisen during the executive session.

#### Recommendation to Board of Directors to Accept the Independent Auditors' Report on the Audited Financial Statements of the Corporation for the Fiscal Years Ended June 30, 2009 and June 30, 2008, and to Issue such Financial Statements

The final item on the agenda was the recommendation of the Committee to the Board of Directors to accept the independent auditors' report on the audited financial statements of the Corporation for the fiscal years ended June 30, 2009 and June 30, 2008, and to issue such financial statements. Ms. Levine informed the Committee that a change would be made to the last sentence of the second to last paragraph on page 7 of the financial statements. A motion was made to adopt the resolution set forth below with respect to the financial statements, subject to the change mentioned by Ms. Levine. The motion was seconded and, there being no objections, 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, 2009 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, 2009 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.

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.



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ASSISTANT SECRETARY