

**MINUTES OF MEETING OF THE AUDIT COMMITTEE OF THE
HUDSON YARDS DEVELOPMENT CORPORATION
May 13, 2014**

A meeting of the Audit Committee members of the Hudson Yards Development Corporation (the "Corporation") was held on May 13, 2014 at 3:30pm in the 7th floor Conference Room at the New York City Office of Management and Budget at 255 Greenwich Street, New York, New York 10007.

Six Alternate Directors were present, constituting a quorum.

Alternate Directors:

Michael Dardia, New York City Office of Management and Budget

Peter Hatch, Office of the Deputy Mayor for Operations for the City of New York

Carol Kostik, Office of the Comptroller for the City of New York

Raymond Majewski, Office of the Speaker of the City Council

Kim Vaccari, Office of New York City Economic Development Corporation

Peter Wertheim, Deputy Mayor for Economic Development for the City of New York

Approval of Minutes

Upon motion duly made and seconded, the minutes of the September 23, 2013 meeting of the Audit Committee of the Corporation were unanimously approved.

Audit Committee Annual Report

HYDC's Audit Committee Annual Report for calendar year 2013 was presented by the Chairperson of the Audit Committee's proxy, Michael Dardia. Upon motion duly made and seconded, the Audit Committee unanimously adopted the following resolution:

RESOLVED, that the HYDC Audit Committee adopt the Audit Committee Report for calendar year 2013 included in the Audit Committee meeting materials.

Annual Review of Audit Committee Charter and Internal Controls Policy

No changes were made to the Audit Committee Charter. Upon motion duly made and seconded, the Audit Committee adopted the following resolution regarding the Internal Controls Policy.

RESOLVED, that the HYDC Audit Committee adopt the amended Internal Controls Policy included in the Audit Committee Materials as Appendix 2.

Presentation of Audit Plan

Daniel McElwee of Marks, Paneth & Shron presented the audit plan for HYDC for Fiscal Year 2014.

Comptroller Directive #1 and HYDC's Financial Integrity Statement for 2013

Michael Dardia noted that the HYDC's completed internal controls checklist in compliance with Comptroller Directive #1 and HYDC's Financial Integrity Statement for 2013 were included in the Audit Committee materials for informational purposes.

Adjournment

Upon motion duly made and seconded, and there being no further business, the meeting was adjourned.