MINUTES OF MEETING OF THE AUDIT COMMITTEE OF THE HUDSON YARDS DEVELOPMENT CORPORATION
October 3, 2008

A meeting of the Audit Committee of the Hudson Yards Development Corporation (the "Corporation") was held on October 3, 2008 at 2:00 p.m. in the 7th floor Conference Room at the New York City Office of Management and Budget at 75 Park Place, New York, New York.

Five Directors and Alternate Directors were present, constituting a quorum.

Directors:

Mark Page, Director, New York City Office of Management and Budget

Alternate Directors:

Caswell Holloway, Office of the Deputy Mayor for Operations for the City of New York

Kyle Kimball, New York City Economic Development Corporation

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

Raymond Majewski, New York City Council

Minutes of September 26, 2007 Audit Committee Meeting

Upon motion duly made and seconded, the minutes for the September 26, 2007 meeting of the Audit Committee were approved.

FY 2008 Audited Financial Statements

Dena Linn Chen, HYDC Controller and Vice President for Operations, made management's portion of the presentation of HYDC's audited financial statements for Fiscal Year 2008. Glenn Friedrich of Deloitte & Touche made the independent auditor's portion of the presentation of such financial statements.

Following such presentations, upon motion duly made and seconded, a motion was approved to hold a portion of the Audit Committee meeting in executive session for the purpose of allowing the Audit Committee to meet with Mr. Friedrich outside the presence of HYDC management and the public. A discussion then took place between the Audit Committee and Mr. Friedrich outside the presence of HYDC management and the public. Following that discussion, the executive session ended and the Audit Committee reported that they had been assured by Mr. Friedrich that Deloitte's audit had identified no significant matters of any concern.

Upon motion duly made and seconded, the following resolution was approved:

> ***RESOLVED,*** that the Audit Committee of the Board of Directors of the Hudson Yards Development Corporation ("HYDC") recommends that the Board accept and authorize the issuance of HYDC's financial statements for Fiscal Year 2008, attached hereto as Exhibit 1.

Adjournment

There being no further business, the meeting was adjourned.