

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

May 8, 2023

A meeting of the Audit Committee (the “Committee”) of the Hudson Yards Infrastructure Corporation (the “Corporation”) was held on May 8, 2023 at approximately 1:05 p.m. conducted via online meeting and telephone.

The following members of the Committee attended, represented by their designees:

Jacques Jiha, Director of Management and Budget of The City of New York (the “City”), represented by David Womack;

Brad Lander, Comptroller of the City, represented by Michael Stern;

Adrienne Adams, Speaker of the City Council, represented by Emre Edev;

Meera Joshi, Deputy Mayor for Operations, represented by Ya-Ting Liu; constituting a quorum of the Board. Claudia Martinez 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 of New York.

The meeting was called to order by Mr. Womack, Chairperson of the Committee.

Approval of Minutes of Meeting of September 16, 2022

The first item on the agenda was the approval of the minutes of the meeting of the Committee which occurred on September 16, 2022. There was no discussion, and upon unanimous vote, the following resolution to adopt such minutes was duly approved:

WHEREAS, the Audit Committee of the Hudson Yards Infrastructure Corporation has reviewed the minutes of the Audit Committee meeting held on September 16, 2022; it is therefore

RESOLVED, that the minutes of the Audit Committee meeting September 16, 2022 be, and they hereby are, approved.

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

The second item on the agenda was the self-evaluation of the Audit Committee and the review of the Annual Report of the Committee's actions in the previous calendar year, a copy of which was provided to the Committee members in advance of the meeting. Mr. Womack noted that the Committee is required to conduct an annual self-evaluation and provide the results of that evaluation to the Board of Directors. He explained that the report outlines the Committee's actions during calendar year 2022. The proposed resolution expresses the Committee's belief that it is functioning in a satisfactory manner and approves presenting the results of the self-evaluation to the Board of Directors. There was no further discussion and, upon unanimous vote, the following resolution was approved.

WHEREAS, Section III(k) of the Audit Committee Charter and Section 5.3 of Directive 22 of the City of New York Office of the Comptroller require the Audit Committee to issue an annual report to be prepared no later than October 30 of each year, which details the activities and decisions of the Committee for the prior calendar year; and

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(j) 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.

Annual Review of Internal Controls

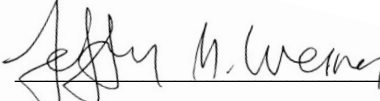
The third item on the agenda was the annual review of the Corporation's Internal Controls. Mr. Womack explained that changes were proposed, a blackline of which was provided to the Committee. The Corporation's Comptroller, Raymond Lee was present to answer any questions. Mr. Womack noted that this was a review item only, and no vote was taken.

Presentation of Audit Plan by Independent Auditors and Discussion of New Accounting and Auditing Standards

The fourth and final item on the agenda was a presentation by the Corporation's independent auditor, Mayer Hoffman, P.C. ("Mayer Hoffman"). Mr. Womack introduced Warren Ruppel. Mr. Ruppel introduced Philip Marciano, a representative from Mayer Hoffman. Mr. Ruppel then referred to the firm's plan for the audit of the financial statements for the fiscal year 2023 which had been distributed to the Committee members in advance of the meeting. He reviewed and discussed the contents of the presentation. Mr. Marciano asked if any Committee members had any knowledge of or suspicion of fraud, and Mr. Womack responded that he had no such knowledge.

Adjournment

There being no further business to come before the Committee, upon unanimous vote, the meeting was duly adjourned.


SECRETARY