

Hudson River Park Trust

Board of Directors

Audit Committee Charter

Purpose

The purpose of the Audit Committee is to assist the HRPT Board in fulfilling its oversight responsibilities regarding the integrity of HRPT's financial statements, the qualification and selection of the independent auditors, the performance of the annual audit of financial statements, and the performance of HRPT's internal audit functions relative to financial and regulatory recordkeeping, reporting and compliance.

Composition of Committee and Selection of Members

In accordance with Section 8 of the HRPT By-Laws, the HRPT Board of Directors established a Finance Committee, now known as the Audit Committee, in May 1999 (the "Committee"). The Committee consists of the HRPT Chair and Vice- Chair, and four other members of the HRPT Board, each of whom shall be independent. A member shall be considered independent if he or she, is not and has not been within the last three years, a paid employee of HRPT and has not had a significant business or other financial relationship with HRPT. To the extent practicable, the Audit Committee members shall be familiar with governmental and corporate financial reporting and auditing. At least one member of the committee should be a financial expert and this shall be disclosed in HRPT's annual reports. Such financial expert should have 1) an understanding of generally accepted accounting principles and financial statements; 2) experience in preparing or auditing financial statements of comparable entities; 3) experience in applying such principles in connection with the accounting for estimates, accruals and reserves; 4) experience with internal accounting controls and, 5) an understanding of audit committee functions.

Meetings

The audit committee will meet a minimum of twice a year, with the expectation that additional meetings may be required to adequately fulfill all the obligations and duties outlined in the charter. Members of the audit committee are expected to attend each committee meeting, in person or via videoconference. The audit committee may invite other individuals, such as members of management, auditors or other technical experts to attend meetings and provide pertinent information, as necessary. The audit committee will meet with HRPT's independent auditor at least once annually to discuss HRPT's financial statements. Meeting agendas will be prepared for every meeting and provided to the audit committee members along with briefing materials 5 business days before the scheduled audit committee meeting. The audit committee will act only on the affirmative vote of a majority of the members at a meeting or by unanimous consent. Minutes of these meetings will be recorded.

Powers and Responsibilities

The Audit Committee shall be charged with the following:

BOD Approved May 27, 2010

- Reviewing and approving HRPT's financial statements
- Overseeing HRPT's internal controls and compliance systems
- Appointing, compensating and overseeing HRPT's outside auditors
- Resolving disagreements with respect to and overseeing compliance with accounting policies and principles
- Reviewing management reports on internal controls and the attestation of such reports by HRPT's outside auditors
- Meeting as needed with HRPT staff, independent auditors or outside counsel.
- Investigating compliance with HRPT's policies and/or referring instances of non-compliance to the State Inspector General for investigation.
- Establishing procedures for receipt, retention, investigation and/or referral to the State Inspector General of complaints received by HRPT regarding accounting, internal controls and auditing.
- Establishing and updating as needed policies and procedures to ensure that every director, officer, employee of HRPT shall report promptly to the State Inspector General any information concerning allegations of corruption, fraud, criminal activity, conflicts of interest or abuse by HRPT directors, officers or employees or any persons having business dealings with HRPT. The Audit Committee shall review all reports and draft reports delivered by the State inspector General to HRPT and shall serve as a point of contact with such Inspector General.