

QUEENS WEST DEVELOPMENT CORPORATION (QWDC)

I. Legal Name, Address and Contact Information

Queens West Development Corporation
633 Third Avenue, 34th Floor
New York, NY 10017

Contact: Paula Roy, President
(212) 803-3542
proy@esd.ny.gov

II. Names and Titles of Directors and Officers

Board of Directors:

Vincent Albanese, Chairman
Michael Francois
Frances Walton

Officers:

Paula Roy, President
Frances A. Walton, Treasurer
Eileen McEvoy, Secretary

III. Report of Purpose, Operations and Mission and Projects, Statement of Justification

A. Purpose and Mission:

Queens West Development Corporation ("QWDC") was incorporated on February 10, 1992. QWDC is a cooperative undertaking of the State and the Port Authority, each of which has representatives on the QWDC Board of Directors. Under its General Project Plan ("GPP"), which was adopted in 1991, QWDC is responsible for remediating and redeveloping 40 acres of former industrial property along the East River in Long Island City, Queens into a new waterfront community. QWDC has already done much to transform this derelict and contaminated area into what is now a vibrant and growing community.

B. Projects:

One of the most significant aspects of the project that QWDC has completed is the construction of a 13-acre public park along the East River. The park has breathtaking views of Manhattan and is considered one of the most beautiful parks in the City. New York State Parks, Recreation & Preservation manages this parkland on behalf of the

State. QWDC has also provided for the building of 10 residential towers adjacent to the waterfront park. When the final building is completed, QWDC will have delivered 4,800 new units of housing. At full project completion, QWDC will have also delivered over 130,000 square feet in retail amenities, public streets and utilities, and two public schools. The last remaining undeveloped parcel is the future home of the award winning Steven Holl designed Queens Library. The New York City Department of Design and Construction is finalizing an agreement with QWDC now to break ground on the library in the Fall of 2014. Construction is expected to take approximately 24 months.

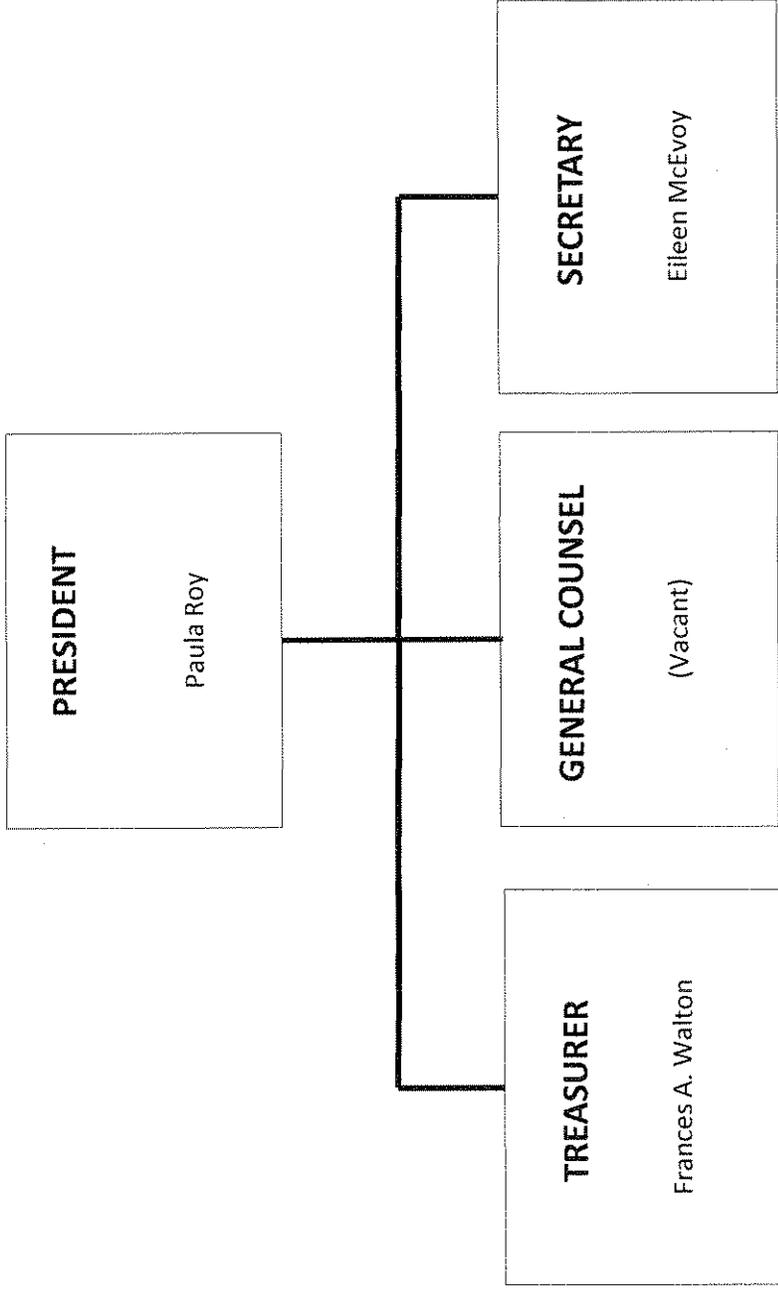
C. Statement of Justification:

Although QWDC's construction project is nearing completion, the Corporation will need to continue in order to oversee and retain authority for a number of GPP development incentives, including exemption from property, sales and use taxes and mortgage recording tax. In addition, QWDC is responsible for the enforcement of the GPP Design Guidelines, administration and enforcement of developer leases, collection of rents and public facility charges. Once construction is complete and title to all parkland and streets is transferred to the New York State Office of Parks, Recreation & Historic Preservation and the New York City Department of Transportation, respectively, QWDC staff levels will be reduced by about 50%.

IV. By-Laws and Organizational Documents (Attached)

ORGANIZATIONAL CHART

**QUEENS WEST DEVELOPMENT CORPORATION
ORGANIZATIONAL CHART
NOVEMBER 2013**



BY-LAWS

QUEENS WEST DEVELOPMENT CORPORATION

BYLAWS

Article I

SHAREHOLDERS

1.1. Shareholders. As specified in the Certificate of Incorporation of Queens West Development Corporation ("Corporation"), the aggregate number of capital shares which the Corporation shall have authority to issue is two hundred (200) shares of Common Stock, of one class only, with a par value of one cent (\$0.01) per share. One hundred fifty-one (151) shares shall be issued. The issued shares shall be issued to the parties and in the amounts set forth below:

New York State Urban Development Corporation ("UDC")	102 shares
Port Authority of New York & New Jersey ("PA")	49 shares

1.2 No assignment or transfer of shares in the Corporation shall be effective without the consent of all other shareholders.

Article II

MEETINGS OF SHAREHOLDERS

2.1. Place of Meetings. All meetings of the shareholders of the Corporation shall be held at such place within or without the State of New York as the Board of Directors may designate. The place at which any meeting is to be held shall be specified in the notice of such meeting.

2.2. Time of Annual Meeting. An annual meeting of the shareholders, for the election of directors and for the transaction of any other proper business, shall be held either (a) at 10:00 A.M. on the third Tuesday in April, unless such day is a legal holiday, in which event the meeting shall be held at the same time on the next business day, or (b) at such other time and date, not more than thirteen months after the last preceding annual meeting, as the Board of Directors shall designate.

2.3. Call of Special Meetings. Special meetings of the shareholders of the Corporation may be called at any time at the request in writing of either the President or any shareholder. Such request shall state the purpose or purposes of the proposed meeting.

2.4. Notice of Meetings. Written notice of each meeting of shareholders shall be given to the shareholders by the Secretary, not less than ten or more than fifty days before the meeting. Such notice shall set forth the place, date and hour of the meeting, and, in the case of a special meeting, the purpose or purposes thereof and an indication that the notice is being issued by or at the direction of the person or persons calling the meeting. The business transacted at

any special meeting shall be confined to the purposes stated in such notice. No such notice of any meeting need be given to a shareholder if that shareholder files a written waiver of notice thereof with the Secretary, either before or after the meeting. The attendance of a shareholder at a meeting of the shareholders, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice of such meeting.

2.5. Voting by Shareholders.

(a) At each and every meeting of the shareholders, every shareholder shall be entitled to vote in person. Every shareholder of record shall be entitled to one vote for every share standing in its name on the record of shareholders.

(b) The proportion of shares the holders of which shall be present at any meeting of shareholders in order to constitute a quorum for the transaction of any business shall be all of the issued and outstanding shares of the Corporation.

(c) The proportion of affirmative votes of the holders of shares that shall be necessary at any meeting of shareholders for the transaction of any business, including amendments to the Certificate of Incorporation, shall be the votes of all of the issued and outstanding shares of the Corporation.

2.6. Action Without a Meeting. Whenever under the New York Business Corporation Law shareholders are required or permitted to take any action by vote, such action may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the holders of all outstanding

shares entitled to vote thereon.

Article III

BOARD OF DIRECTORS

3.1. Number and Qualifications of Directors. The business of the Corporation shall be managed by its Board of Directors (the "Board"), which shall consist of four members, two of whom shall be chosen by UDC and two of whom shall be chosen by the PA. Any individuals serving as directors by virtue of their holding official positions at UDC or the PA shall cease automatically to serve as a director of the Corporation upon their resignation or removal from such official position. Each director shall be at least twenty-one years of age. The President of the Borough of Queens may designate a person to represent the Borough President at all meetings of the Board of Directors. Such representative shall not vote, shall not be counted for quorum purposes, and shall not be covered by the indemnification provisions of Article V hereof, but otherwise shall be entitled to participate fully in all respects in the activities of the Board, as if the representative were a Director.

3.2. Election of Directors and Vacancies. Except as otherwise provided in this section, each director shall be elected at the annual meeting of the shareholders. Any vacancy in the Board caused by the death, resignation or removal of a director or pursuant to the terms of the preceding Section 3.1. hereof shall be filled by a majority vote of the directors then in office, provided that at all times a director so elected to fill a vacancy shall be qualified and have been designated as set forth in said Section 3.1. Unless prior thereto a

director resigns, dies, is removed or ceases to serve pursuant to Section 3.1, each director shall continue to hold office until the annual meeting of the shareholders next following his or her election, and until his or her successor has been elected and has qualified.

3.3. Chairman of the Board. The Chairman of the Board shall be elected by unanimous vote of the Board for a three-year term, and shall preside at all meetings of the shareholders and the Board. He or she shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

3.4. Resignations. Resignations of directors must be in writing and shall be effective upon the date of receipt thereof by the Secretary or upon an effective date specified therein, whichever date is later.

3.5. Removal of Directors. Any director may be removed at any time, for cause, by vote of the shareholders.

3.6. Powers. The Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not by the laws of the State of New York, by the Certificate of Incorporation or by these Bylaws directed or required to be exercised or done by the shareholders.

3.7. Meetings of the Board.

(a) The first meeting of the Board after the annual meeting of the shareholders may be held without notice, either immediately after said meeting of the shareholders and at the place where it was held, or at such other time and place as shall be determined by the Board prior to the annual meeting or by the

consent in writing of all the directors.

(b) Regular meetings of the Board may be held, except as may be otherwise provided by law, without notice to the Board at such time and place as shall from time to time be determined by the Board.

(c) Special meetings of the Board may be called at any time by the Secretary at the request in writing of the Chairman of the Board, the President, or one or more members of the Board. Such request shall state the purpose or purposes of the proposed meeting. Such meetings may be held at any place. Notice of each such meeting, specifying the time and place thereof, shall be given by the Secretary by causing the same to be delivered to each director at least five days before the meeting or mailed to each director at least seven days before the meeting. No such notice of any meeting need be given to any director who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her or who files a written waiver of notice thereof with the Secretary, either before or after the meeting.

3.8. Quorum of Directors. As provided in the Certificate of Incorporation of the Corporation, a quorum for the transaction of business at meetings of the Board shall consist of not less than a majority of the entire Board then in office, and must include at least one director from UDC and one director from the PA. In the absence of a quorum at any duly scheduled or duly called meeting, a majority of the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present, at which time any business may be transacted which might have been

transacted at the meeting as originally scheduled.

3.9. Extraordinary Vote of Directors Required. The affirmative vote of at least one director from UDC and one director from the PA shall be necessary for the transaction of the following specified items of business:

- (a) Amendments to the Corporation's Certificate of Incorporation.
- (b) Election of the Corporation's president.
- (c) Adoption of the Corporation's annual budget.
- (d) Approval of methods for the acquisition and disposition of real property by the Corporation, including solicitation procedures.
- (e) Approval of specific acquisitions and dispositions of real property by or for the Corporation in connection with the Project.
- (f) Approval of the form and content of Requests for Proposals and any other solicitation documents to be issued to potential developers.
- (g) Designation of one or more developers for the Project.
- (h) Approval of material changes to the terms of any developer designation or developer agreement.
- (i) Approval of the assignment or other transfer of any developer designation or developer agreement.
- (j) Approval of the de-designation, termination or mutual termination of any developer designation or developer agreement.
- (k) Approval of any proposed modification to the UDC General Project Plan for the Project.
- (l) Authorization to initiate, discontinue or settle litigation brought by or against the Corporation.

- (m) Approval of any contract proposed to be entered into by the Corporation for an amount in excess of \$500,000 or for a term in excess of one year, and approval of any proposed sole source contract for an amount in excess of \$20,000, regardless of the length of its term.
- (n) Authorization to form any subsidiaries of the Corporation.
- (o) Interim uses of property acquired by the Port Authority in connection with the Project, other than property already so acquired and held by the Port Authority as of the date of incorporation of the Corporation.

3.10. Meeting by Videoconference. One or more members of the Board or of any committee thereof may participate in any meeting of the Board or of such committee by means of videoconference or by such means authorized by New York State law applicable to the Corporation, and participation in a meeting by such means shall constitute presence in person at such meeting. In any such case the minutes of the meeting shall indicate which members of the Board or of such committee participated in the meeting by such means.

3.11. Committees. The Board of Directors may appoint, by vote, such committees of Board members and may delegate such powers and duties to them as the Board of Directors may deem advisable.

3.12. Compensation of Directors. No director or officer of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument from the Corporation, except as provided by the Board.

Article IV

OFFICERS

4.1. Number, Election and Compensation. The principal officers of the Corporation shall be the President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be chosen by the Board at such time as the Board may determine. The Board may choose such other officers having such powers and duties as the Board may determine. Two or more offices, except those of President and Secretary, may be held by the same person. The salaries of the principal officers of the Corporation shall be fixed by the Board; the salaries of other officers may be fixed by the President.

4.2. Term and Removal. Unless he or she resigns, dies or is removed prior thereto, each officer of the Corporation shall hold office until his or her successor has been chosen and has qualified. Any person elected or appointed by the Board may be removed at any time, with or without cause, and all vacancies (however arising) may be filled at any time, in each case by the affirmative vote of the Board. Any other employee of the Corporation may be removed at any time, with or without cause, by the President or by any superior of such employee to whom the power of removal has been delegated by such chief executive officer.

4.3. President. The President shall have general supervision and direction of the business of the Corporation, shall see that all orders and resolutions of the Board are carried into effect, and shall be a member of all committees appointed by the Board. The President shall have such other powers and perform such other duties as may be prescribed by the Board.

4.4. Vice Presidents. Each Vice President shall have such powers and perform such duties as may be prescribed from time to time by the Board or the President. In the absence or disability of the President, a Vice President designated by the Board shall be vested with all the powers and authority to perform all the duties of said officer.

4.5 Secretary. The Secretary shall attend all sessions of the Board and all meetings of the shareholders and record all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the shareholders and of the Board when notice is required by these Bylaws. The Secretary shall have custody of the seal of the Corporation, and, when authorized by the Board or when any instrument requiring the corporate seal to be affixed shall first have been signed by the Chairman of the Board, the President or a Vice President, shall affix the seal to such instrument and shall attest the same by his or her signature. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the President.

4.6. Assistant Secretaries. Each Assistant Secretary, if one or more are appointed, shall be vested with all the powers and authorized, in the absence or disability of the Secretary to perform all the duties of the Secretary. Each Assistant Secretary shall perform such other duties as may be prescribed by the Board, the President or the Secretary.

4.7. Treasurer. The Treasurer shall be the chief financial officer of the Corporation. The Treasurer shall have custody of the corporate funds and securities of the Corporation, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation, taking proper vouchers for such disbursements, and shall render to the President and the Board, at the regular meetings of the Board or whenever any of them may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board, or the President.

4.8. Assistant Treasurers. Each Assistant Treasurer, if one or more are appointed, shall be vested with all the powers and authorized in the absence or disability of the Treasurer to perform all the duties of the Treasurer. Each Assistant Treasurer shall perform such other duties as may be prescribed by the Board, the President or the Treasurer.

4.9. Duties of Officers May be Delegated. In case of the absence of any officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being, the powers or duties, or any of them, of such officer to any other officer, or to any director.

Article V

INDEMNIFICATION OF DIRECTORS AND OFFICERS

5.1. (a) General Scope of Indemnification. The provisions of this Article for indemnification shall be in addition to and shall not supplant any indemnification by the State of New York heretofore or hereafter conferred upon any Director, officer or employee by a statute, by Sections 17, 18 and 19 of the Public Officers Law, or otherwise. This Article is to be construed liberally in favor of each Director, officer and employee of the Corporation to the fullest extent permitted by law, and any ambiguity, uncertainty or reasonable doubt as to facts, interpretation or legal conclusions shall be resolved in favor of such Director, officer or employee. The provisions of this Article shall inure only to the Directors, officers or employees of the Corporation or of its subsidiaries, and to their estates, shall not enlarge or diminish the rights of any other party, and shall not impair, limit or modify the rights and obligations of any insurer under any policy of insurance.

(b) Directors, Officers and Employees. Other than as provided in Section 5.4 of these Bylaws, the Corporation shall to the fullest extent permitted by law save harmless and indemnify any person (or his or her estate) who shall have served as a director, officer or employee of the Corporation or of a subsidiary of the Corporation against financial loss or reasonable litigation expense incurred in connection with any claim, demand, suit, action or proceedings, whether civil or criminal, or the defense thereof, and arising out of (a) any transaction of the Corporation or of a subsidiary of the Corporation, or (b) any act or failure to act by any such director, officer or employee while engaged in the

discharge of his or her duties on behalf of the Corporation or its subsidiaries.

5.2. Conditions Precedent and Representation of Persons

Indemnified. Except in a criminal proceeding, the right to indemnification shall be conditioned on (a) the prompt delivery to the Corporation of a copy of the summons, complaint, process, notice, demand or pleading commencing any such claim, demand, suit, action or proceeding, (b) a contemporaneous offer to name counsel to the Corporation as counsel to the director, officer or employee in the defense of such claim, demand, suit, action or proceeding, and (c) the full cooperation of the director, officer or employee, in the event the offer is accepted, in the making of such defense. The Corporation may, either by its own staff counsel or by outside counsel of its choice, accept the offer and assume the representation of any person who becomes a party to the claim, demand, suit, action or proceeding, except in situations in which (a) choice of counsel is governed by statute, or (b) the Corporation's counsel determines that it is inappropriate or inadvisable for such person to be represented by counsel chosen by the Corporation. In the event the Corporation does not assume such representation, such person shall have the right to engage private counsel of his or her choice and the Corporation shall have the obligation of indemnification for the reasonable fees and expenses of such private counsel as provided in this Article and, to the extent applicable, Article Seven of the Business Corporation Law; provided, however, that the Corporation as a condition to such indemnification by the State of New York pursuant to statute shall, require appropriate groups of persons to be represented by the same counsel.

5.3. Advances of Expenses. (a) Directors and Officers. A

director or officer who becomes a party to an action or proceeding may request that the Corporation advance expenses pending the final disposition of such action or proceeding. Such advancement shall be made in the manner delineated by Section 723 of the Business Corporation Law.

(b) Employees. Reasonable litigation expenses incurred by an employee who becomes a party to an action or proceeding may be paid by the Corporation from time to time pending the final disposition of such action or proceeding without necessity for any authorization, findings, or other action by the directors prior to the making of such advances; provided, however, that such advancement shall be made in the manner delineated by Section 723 of the Business Corporation Law, and that the directors (i) may make a preliminary finding at any time prior to the final disposition of such action or proceeding that it then appears that an employee has clearly not acted, in good faith, for a purpose reasonably believed to be in the best interests of the Corporation or of its subsidiaries and, in criminal actions or proceedings, in addition, that the employee clearly had not had reasonable cause to believe that his or her conduct was lawful, or may seek an opinion in writing of outside legal counsel with respect to that issue, and if such a preliminary finding shall be made or a negative opinion on that issue shall be given, no further advances under this paragraph shall be made with respect to expenses of such employee, and (ii) may determine, or provide for the determination of, the reasonableness of expenses sought to be advanced.

5.4. Directors' Liability. No director of the Corporation shall be personally liable to the Corporation or its shareholders for damages for any breach of duty as a director, unless a judgment or other final adjudication adverse to the director establishes that, in connection with any such breach of duty (i) the acts or omissions of the director were in bad faith or involved intentional misconduct or a knowing violation of law, (ii) the director personally gained in fact a financial profit or other advantage to which the director was not legally entitled, or (iii) the acts of the director violated Section 719 of the Business Corporation Law.

Article VI

CONDUCT OF BUSINESS

6.1. Powers of Execution. (a) All checks and other demands for money and notes and other instruments for the payment of money shall be signed on behalf of the Corporation by such officer or officers or by such other person or persons as the Board may from time to time designate.

(b) All contracts, deeds and other instruments to which the seal of the Corporation is affixed shall be signed on behalf of the Corporation by the President, or such other person or persons as the Board may from time to time designate, and shall be attested by the Secretary or an Assistant Secretary.

(c) All other contracts, deeds and instruments shall be signed on behalf of the Corporation by the President or such other person or persons as the Board or the President may from time to time designate.

6.2. Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words, "Corporate Seal, New York."

6.3. Fiscal Year. The fiscal year of the Corporation shall end on March 31.

Article VII

SHARE CERTIFICATES

7.1. Certificates. Certificates of shares in the Corporation shall be in such form as shall be approved by the Board. They shall be signed by the President or a Vice President and by the Secretary, Assistant Secretary or Treasurer, and sealed with the seal of the Corporation; and the name of the entity owning the shares represented by each certificate, the number of shares and the date of issuance shall be entered in appropriate books or record. All Certificates exchanged and returned to the Corporation shall be marked "Cancelled", with the date of cancellation by the President, a Vice President, the Secretary, Assistant Secretary or the Treasurer, and shall be filed among the corporate records of the Corporation.

7.2. Lost, Stolen and Destroyed Certificates. In the case of lost, stolen or destroyed certificates, new certificates may be issued to take the place thereof upon receipt by the Corporation of such bond of indemnity, and under such regulations, as shall be prescribed by the Board of Directors, but the giving of a bond of indemnity may be waived by the Board.

Article VIII

INTERESTED DIRECTORS

8.1. Unless otherwise provided by law, no contract or other transaction between the Corporation and any other corporation, firm, association or other entity (including any State instrumentality) in which one or more of its directors or officers are directors or officers or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason that such director or directors or officer or officers are present at the meeting of the Board, or of any Committee thereof, which approves such contract or transaction or that his, her or their votes are counted for such purpose:

- A. If the material facts as to such directors' or officers' interest in such contract or transaction and as to any such common directorship, officership, financial interest or affiliation are disclosed in good faith or known to the directors and the directors approve such contract or transaction by a vote sufficient for such purpose without counting the vote of such interested director, or if the votes of the disinterested directors are insufficient to constitute an act of the Board, by unanimous vote of the disinterested directors; or
- B. If the material facts as to such directors' or officers' interest in such contract or transaction and as to any such common directorship, officership, financial interest or affiliation are disclosed in good faith or known to the shareholders, and such contract or transaction is approved by the shareholders.

Common, interested or affiliated directors may be counted in determining the presence of a quorum at a meeting of the Board or Committee thereof which authorizes such contract or transaction.

NOTICES

9.1. Whenever, under the provisions of these Bylaws, notice is required to be given to any director or shareholder, such notice shall be given in writing (a) in person or (b) by mail, by depositing the same in the United States mail, postage prepaid, addressed to such director or shareholder at such address as appears on the records of the Corporation, and such notice shall be deemed to be given on the day it is so mailed.

Article X

STATUTES

10.1. BCL and UDC Act. This Corporation is organized by UDC under and pursuant to the New York State Urban Development Act of 1968 as amended and the Business Corporation Law of the State of New York. All functions of this Corporation are subject to the provisions of such laws and such other rules, regulations, policies, procedures and guidelines as are now or may hereafter apply to or be adopted by UDC.

Article XI

AMENDMENTS

11.1. These Bylaws may be amended or repealed (a) by the vote of the shareholders or (b) at any meeting of the Board by the affirmative vote of all of the directors; provided, however, that in either case notice of the proposed amendment shall have been contained in the notice of the meeting.

CERTIFICATE
OF
INCORPORATION

CSC 45
DRAW DOWN

090710000324

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION OF
QUEENS WEST DEVELOPMENT CORPORATION
UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

THE UNDERSIGNED, being the President and Secretary of Queens West Development Corporation, do hereby certify and set forth:

- (1) The name of the corporation is QUEENS WEST DEVELOPMENT CORPORATION (the "Corporation").
- (2) The certificate of incorporation of the Corporation was filed by the Department of State on the 10th day of February, 1992.
- (3)(a) Paragraph FIFTH of said certificate of incorporation, which sets forth the aggregate number of shares authorized to be issued, the parties to whom such shares shall be issued, their par value and their classes, is hereby amended to read as follows:

FIFTH: The aggregate number of shares which the Corporation shall have authority to issue is two hundred (200) shares of Common Stock, of one class only, with a par value of one cent (\$0.01) per share. Such shares shall be issued to the parties and in the amounts set forth below:

UDC	102 Shares
Port Authority	49 Shares

(b) The terms of this amendment provide for a change in the number of issued and outstanding shares, consequent upon the surrender to and reacquisition by the Corporation of forty-nine (49) shares which were issued to the New York City Economic Development Corporation as provided in the said certificate of incorporation. With reference to section 515 of the Business Corporations Law, the said certificate of incorporation does not require that shares reacquired by the Corporation be cancelled, or that the capital of the Corporation be reduced.

(c) As a result of said surrender, the number of authorized shares shall be unchanged at two hundred (200) shares with a par value one cent (\$0.01) per share, all of the same class. One hundred fifty-one (151) of said authorized shares shall be issued and outstanding shares, each with a par value one cent (\$0.01) per share, all of the same class. The amendment hereinabove does not change the capital of the Corporation, which is and remains two dollars (\$2.00).

(4) Paragraph SIXTH of said certificate of incorporation, which sets forth the post office address to which the Secretary of State shall mail a copy of any process against the Corporation, is hereby amended to read as follows:

SIXTH: The Secretary of State of the State of New York is hereby designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him/her is:

Queens West Development Corporation
c/o Empire State Development Corporation
Att'n: General Counsel
633 Third Avenue
New York, NY 10017

(5) Paragraph EIGHTH of said certificate of incorporation, which sets forth certain quorum and voting requirements applicable to the Corporation's board of directors, is hereby amended to read as follows:

EIGHTH: (a) The proportion of directors that shall constitute a quorum for the transaction of business shall be not less than a majority of the entire board then in office, and must include at least one director from UDC and one director from the Port Authority.

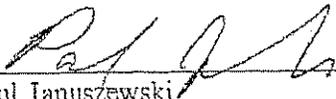
(b) The unanimous vote of the board shall be required for the election of the chairman of the board.

(c) The affirmative vote of at least one director from UDC and one director from the Port Authority shall be necessary for the transaction of the following specified items of business:

- (1) Amendments to the Corporation's Certificate of Incorporation and Bylaws.
- (2) Election of the Corporation's president.
- (3) Adoption of the Corporation's annual budget.
- (4) Approval of methods for the acquisition and disposition of real property by the Corporation, including solicitation procedures.
- (5) Designation of one or more developers for the Project.
- (6) Approval of specific acquisitions and dispositions of real property by or for the Corporation in connection with the Project.
- (7) Such other items of business as may be specified in the Bylaws of the Corporation.

(6) This amendment to the certificate of incorporation of the Corporation was authorized by unanimous vote of the board of directors of the Corporation, followed by vote of the holders of all outstanding shares entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned have executed and signed this Certificate and do affirm the foregoing as true under the penalties of perjury, this 9th day of July, 2009.



Paul Januszewski
President



Eileen McBvoy
Secretary

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on July 13, 2009.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

090710000324

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION OF
QUEENS WEST DEVELOPMENT CORPORATION

Under Section 805 of the Business Corporation Law

10C

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUL 10 2009

TAXS. 0

BY: Simon Wynn

Filed By: New York State Urban Development Corporation
d/b/a Empire State Development Corporation
633 Third Avenue - 37th Floor
New York, New York 10017
Att: Simon Wynn, Esq.

CUSTOMER REF. #
05871550A

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2009 JUL 10 AM 11:38

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RECEIVED

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION OF
QUEENS WEST DEVELOPMENT CORPORATION
UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

THE UNDERSIGNED, being the President and Secretary of Queens West Development Corporation, do hereby certify and set forth:

(1) The name of the corporation is QUEENS WEST DEVELOPMENT CORPORATION (the "Corporation").

(2) The certificate of incorporation of the Corporation was filed by the Department of State on the 10th day of February, 1992, and was amended by Certificate of Amendment filed by the Department of State on the 28th day of April, 1992.

(3)(a) Paragraph FIFTH of said certificate of incorporation, which sets forth the aggregate number of shares authorized to be issued, the parties to whom such shares shall be issued, their par value and their classes, is hereby amended to read as follows:

FIFTH: The aggregate number of shares which the Corporation shall have authority to issue is two hundred (200) shares of Common Stock, of one class only, with a par value of one cent (\$0.01) per share. Such shares shall be issued to the parties and in the amounts set forth below:

UDC	102 Shares
Port Authority	49 Shares

(b) The terms of this amendment provide for a change in the number of issued and outstanding shares, consequent upon the surrender to and reacquisition by the Corporation of forty-nine (49) shares which were issued to the New York City Economic Development Corporation as provided in the said certificate of incorporation. With reference to section 515 of the Business Corporations Law, the said certificate of incorporation does not require that shares reacquired by the Corporation be cancelled, or that the capital of the Corporation be reduced.

(c) As a result of said surrender, the number of authorized shares shall be unchanged at two hundred (200) shares with a par value one cent (\$0.01) per share, all of the same class. One hundred fifty-one (151) of said authorized shares shall be issued and outstanding shares, each with a par value one cent (\$0.01) per share, all of the same class. The amendment hereinabove does not change the capital of the Corporation, which is and remains two dollars (\$2.00).

(4) The second sentence of paragraph SIXTH of said certificate of incorporation, which sets forth the post office address to which the Secretary of State shall mail a copy of any process against the Corporation, is hereby amended to read as follows:

The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him/her is:

Queens West Development Corporation
c/o Empire State Development Corporation
633 Third Avenue
New York, NY 10036

(5) Paragraph EIGHTH of said certificate of incorporation, which sets forth certain quorum and voting requirements applicable to the Corporation's board of directors, is hereby amended to read as follows:

EIGHTH: (a) The proportion of directors that shall constitute a quorum for the transaction of business shall be not less than a majority of the entire board then in office, and must include at least one director from UDC and one director from the Port Authority.

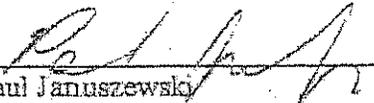
(b) The unanimous vote of the board shall be required for the election of the chairman of the board.

(c) The affirmative vote of at least one director from UDC and one director from the Port Authority shall be necessary for the transaction of the following specified items of business:

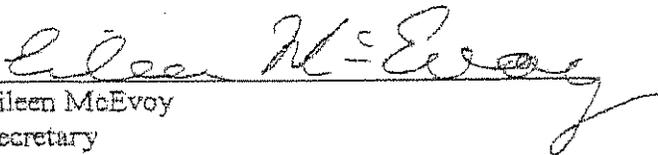
- (1) Amendments to the Corporation's Certificate of Incorporation and Bylaws.
- (2) Election of the Corporation's president.
- (3) Adoption of the Corporation's annual budget.
- (4) Approval of methods for the acquisition and disposition of real property by the Corporation, including solicitation procedures.
- (5) Designation of one or more developers for the Project.
- (6) Approval of specific acquisitions and dispositions of real property by or for the Corporation in connection with the Project.
- (7) Such other items of business as may be specified in the Bylaws of the Corporation.

(6) This amendment to the certificate of incorporation of the Corporation was authorized by unanimous vote of the board of directors of the Corporation, followed by vote of the holders of all outstanding shares entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned have executed and signed this Certificate and do affirm the foregoing as true under the penalties of perjury, this 20th day of May, 2009.



Paul Januszewski
President



Eileen McEvoy
Secretary

CERTIFICATE OF CHANGE
OF
QUEENS WEST DEVELOPMENT CORPORATION

Under Section 805-A of the Business Corporation Law

The undersigned, being the President and Secretary of the Queens West Development Corporation, do hereby certify and set forth:

- (1) The name of the corporation is the Queens West Development Corporation.
- (2) The Certificate of Incorporation of the Queens West Development Corporation was filed by the Department of State on the 10th day of February 1992.
- (3) The Certificate of Incorporation of the Queens West Development Corporation is hereby changed as follows:

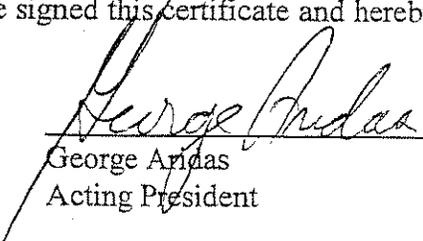
Paragraph (6) of the Certificate of Incorporation, which sets forth a designation of the Secretary of State as agent of the corporation upon whom process against it may be served and the post office address to which the Secretary of State shall mail a copy of any process against it served upon him, is hereby changed to the following, so as to change the post office address:

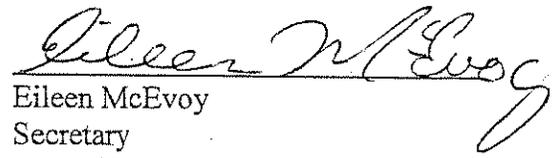
(6) The Secretary of State of the State of New York is hereby designated the agent of this corporation upon whom process against this corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against this corporation served upon him as agent of this corporation is:

Queens West Development Corporation
c/o Empire State Development Corporation
633 Third Avenue, 37th Floor
New York, New York 10017
Attn: General Counsel

- (4) This change to the Certificate of Incorporation of the Queens West Development Corporation was authorized pursuant to section 803(b) of the Business Corporation Law by vote of the board of directors.

IN WITNESS WHEREOF, the undersigned have signed this certificate and hereby affirm it as true under the penalties of perjury.


George Aridas
Acting President


Eileen McEvoy
Secretary

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

QUEENS WEST DEVELOPMENT CORPORATION

Under Section 805 of the Business Corporation Law

The undersigned, being the President and Secretary of Queens West Development Corporation, do hereby certify and set forth:

(1) The name of the corporation is Queens West Development Corporation.

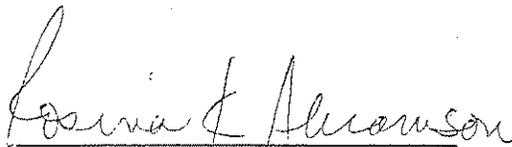
(2) The certificate of incorporation of Queens West Development Corporation was filed by the Department of State on the 10th day of February 1992.

(3) The first sentence of Subparagraph (b) of Paragraph EIGHTH of the certificate of incorporation which sets forth unanimous voting requirements for certain transactions is hereby amended to read as follows:

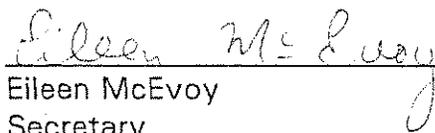
(b) The affirmative vote of at least one director from UDC, one director from the Port Authority, and one director from EDC shall be necessary for the transaction of the following specified items of business:

(4) This amendment to the certificate of incorporation of Queens West Development Corporation was authorized by unanimous vote of the board, followed by vote of the holders all outstanding shares entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned have executed and signed this certificate and do affirm the foregoing as true under the penalties of perjury, this 15th, day of December 1994.



Rosina K. Abramson
President



Eileen McEvoy
Secretary

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
QUEENS WEST DEVELOPMENT CORPORATION
UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

THE UNDERSIGNED, being the sole incorporator of Queens West Development Corporation, does hereby certify and set forth:

(1) The name of the corporation is QUEENS WEST DEVELOPMENT CORPORATION (the "Corporation");

(2) The certificate of incorporation of the Corporation was filed by the Department of State on the 10th day of February, 1992.

(3) Paragraph EIGHTH of said certificate of incorporation, which sets forth certain quorum and voting requirements applicable to the Corporation's board of directors, is hereby amended to read as follows:

EIGHTH: (a) The proportion of directors that shall constitute a quorum for the transaction of business shall be not less than a majority of the entire board, and must include

at least one director from UDC, one director from the Port Authority and one director from EDC.

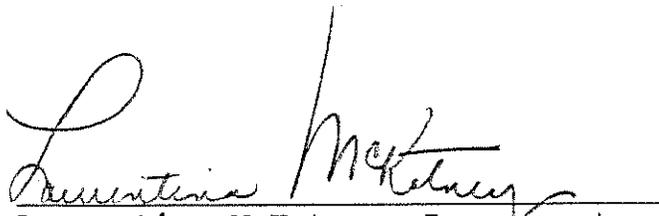
(b) The unanimous vote of the entire board of directors shall be necessary for the transaction of the following specified items of business:

1. Amendments to the Corporation's Certificate of Incorporation.
2. Election of the Corporation's chairman and president.
3. Adoption of the Corporation's annual budget.
4. Approval of methods for the acquisition and disposition of real property by the Corporation, including solicitation procedures.
5. Designation of one or more developers for the Project.
6. Approval of specific acquisitions and dispositions of real property by or for the Corporation in connection with the Project.
7. Such other items of business as may be specified in the By-Laws of the Corporation.

(4) This amendment to the certificate of incorporation of the Corporation was authorized by signed written consent of the

sole incorporator dated April 23, 1992. The Corporation has no shareholders of record, no subscribers for shares whose subscriptions have been accepted, and no directors.

IN WITNESS WHEREOF, I have executed and subscribed this Certificate and do affirm the foregoing as true under the penalties of perjury, this 24th day of April, 1992.



Laurentina McKetney, Incorporator
c/o New York State Urban
Development Corporation
1515 Broadway
New York, New York 10036

920428000 3604

CERTIFICATE OF AMENDMENT

OF

Queens West Development Corporation

(under Section 805 of the Business Corporation Law)

FILED
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STATE OF NEW YORK
DEPARTMENT OF STATE

APR 28 1992

BY: KAD
MIC

FILED BY: M/S Urban Development Corp.

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1515 B'way

NY NY 10036-8960

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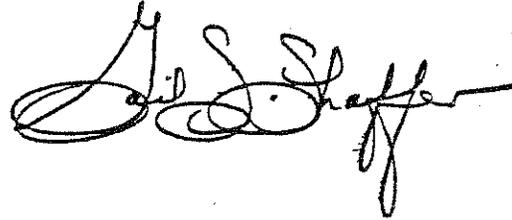
State of New York }
Department of State } ss:

030258

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

APR 20 1942



Secretary of State

FG20210000519

CERTIFICATE OF INCORPORATION OF
QUEENS WEST DEVELOPMENT CORPORATION
UNDER SECTION 402 OF THE BUSINESS CORPORATION LAW

THE UNDERSIGNED, being a natural person of the age of eighteen years or over, for the purpose of forming a corporation pursuant to Section 402 of the Business Corporation Law of the State of New York, does hereby certify:

FIRST: The name of the corporation is QUEENS WEST DEVELOPMENT CORPORATION (the "Corporation");

SECOND: The Corporation is to be a subsidiary of the New York State Urban Development Corporation ("UDC"), as authorized by Section 12 of the New York State Urban Development Corporation Act (the "UDC Act");

THIRD: The purposes for which the Corporation is formed are to facilitate performance of the essential governmental functions entrusted to UDC under the UDC Act and to the Port Authority of New York and New Jersey (the "Port Authority") under its 1984 Waterfront Development Legislation, and to exercise all or any part of such public functions, in furtherance of an agreement among UDC, the Port Authority, the New York City Economic Development Corporation ("EDC") and The City of New York (the "City") with respect to the development of a major mixed-use project on the waterfront at Hunters

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Point, Queens, New York City (the "Project"), in accordance with UDC's Hunters Point Waterfront Development Land Use Improvement Project General Project Plan dated February 21, 1990, as such General Project Plan may be modified or amended from time to time by UDC, and any work related thereto or in connection therewith, and all other lawful business purposes. The Corporation shall have all powers conferred upon a business corporation by the laws of the State of New York.

FOURTH: The office of the Corporation is to be located in the City, County and State of New York.

FIFTH: The aggregate number of shares which the Corporation shall have authority to issue is two hundred (200) shares of Common Stock, of one class only, with a par value of one cent (\$0.01) per share. Such shares shall be issued to the parties and in the amounts set forth below:

UDC	102 Shares
EDC	49 Shares
Port Authority	49 Shares

SIXTH: The Secretary of State of the State of New York is hereby designated as agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon her is:

Queens West Development Corporation
c/o New York State Urban Development Corporation
1515 Broadway
New York, New York 10036

Attn: Senior Vice President, Legal Department

SEVENTH: (a) The proportion of shares the holders of which shall be present in person or by proxy at any meeting of shareholders in order to constitute a quorum for the transaction of any business shall be all of the issued and outstanding shares of the Corporation.

(b) The proportion of votes of the holders of shares that shall be necessary at any meeting of shareholders for the transaction of any business, including amendments to the Certificate of Incorporation, shall be the votes of all of the issued and outstanding shares of the Corporation.

EIGHTH: (a) The proportion of directors that shall constitute a quorum for the transaction of business shall be not less than a majority of the entire board, not counting the Chair, and must include at least one director each from UDC, the Port Authority and EDC/City.

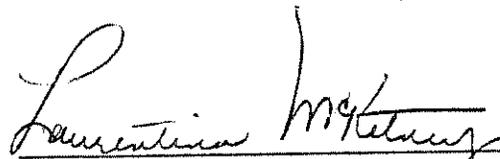
(B) The unanimous vote of the entire Board of Directors, excluding the Chair, shall be necessary for the transaction of the following specified items of business:

1. Amendments to the Corporation's Certificate of Incorporation.
2. Election of the Corporation's chair and president.
3. Adoption of the Corporation's annual budget.
4. Approval of methods for the acquisition and disposition of real property by the Corporation, including solicitation procedures, in connection with the Project.
5. Designation of one or more developers for the Project.
6. Approval of specific acquisitions and dispositions of real property by or for the Corporation in connection with the Project.
7. Such other items of business as may be specified in the By-Laws of the Corporation.

NINTH: No director of the Corporation shall be personally liable to the Corporation or its shareholders for damages for any breach of duty as a director, unless a judgment or other final adjudication adverse to the director establishes that, in connection with any such breach of duty (i) the acts or omissions of the director were in bad faith or involved intentional misconduct or a knowing violation of law, (ii) the director personally gained in fact a financial profit or other advantage to which the director was not legally entitled, or (iii) the acts of the director violated Section 719 of the Business Corporation Law.

TENTH: Under the provisions of Section 22 of the UDC Act, the Corporation is exempt from payment of the franchise tax on business corporations imposed by Article 9-A of the Tax Law of the State of New York.

IN WITNESS WHEREOF, I have executed and subscribed this Certificate and do affirm the foregoing as true under the penalties of perjury this 21st day of January, 1992.



Laurentina McKetney, Incorporator
c/o New York State Urban
Development Corporation
1515 Broadway
New York, New York 10036

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CERTIFICATE OF INCORPORATION

OF

QUEENS West Development Corporation

(under Section 402 of the Business Corporation Law)

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FEB 10 1992

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED FEB 10 1992
TAX \$ None
BY: PSL
New York

2/28/92
2:50 PM

FILED BY:

no fee
no tax

NYS Urban Development Corp.

ATTN LAURENTINA McKEON

1515 Broadway

NEW YORK NY 10036-88

920210000

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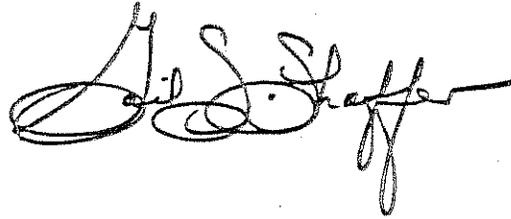
State of New York }
Department of State } ss:

012134

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

FEB 25 1992

A handwritten signature in cursive script, appearing to read "D. S. Shaffer", written in black ink.

Secretary of State