

QUEENS WEST DEVELOPMENT CORPORATION

MINUTES

of the
Meeting of the Directors

at the offices of the
New York State Urban Development Corporation
633 Third Avenue
New York, New York 10017

held on

Tuesday, September 24, 2013

Directors

In Attendance:

Vincent M. Albanese, Chair
Michael Francois
Frances A. Walton

**Also Present
for QWDC:**

Paula Roy, President
Eileen McEvoy, Secretary

**Present for
ESD:**

Andrew Grossman, Senior Director-Finance and Administration
Operations
Mehul Patel, Chief of Staff
Simon Wynn, Senior Counsel

Also Present:

Matthew Pedderson – Port Authority
Andres Villa - New York City Council Member, Van Bramer's Office
Sam Vargas - Council Member Nolan's Office
The Public
The Press

DRAFT – SUBJECT TO REVIEW AND REVISION

The meeting of the Queens West Development Corporation (“QWDC”) was called to order at 10:15 a.m. It was noted for the record that notices to the public and news media of the time and place of the meeting had been given in compliance with the New York State Open Meetings Law.

The Chairman then called for the approval of the Minutes of the March 28, 2013 Directors’ meeting.

There being no corrections or deletions, upon motion duly made and seconded, the following resolution was unanimously adopted:

APPROVAL OF MINUTES AND RATIFICATION OF ACTIONS TAKEN AT THE MARCH 28, 2013, MEETING OF THE DIRECTORS OF THE QUEENS WEST DEVELOPMENT CORPORATION

RESOLVED, that the Minutes of the meeting of the Corporation held on March 28, 2013 are hereby approved and all actions taken by the Directors present at such meeting, as set forth in such Minutes, are hereby in all respects ratified and approved as actions of the Corporation.

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Mr. Wynn then asked the Directors to appoint the following individuals as officers of the Corporation.

Paula Roy – President
Lawrence Jacobs – Vice President and General Counsel
Frances Walton - Treasurer

DRAFT – SUBJECT TO REVIEW AND REVISION

Mr. Wynn provided the background information with regard to the individuals to be considered for appointment.

Following the full presentation, Director Walton noted that she has worked with Ms. Roy in the recent past and that she is very pleased that she is being considered for this appointment today.

The Chairman then called for questions or comments. Hearing none, and upon motion duly made and seconded, the following resolutions were unanimously adopted:

Queens West Development Corporation – Appointment of Officer – President

BE IT RESOLVED, that Ms. Paula Roy be, and she hereby is, appointed to the office of President of the Queens West Development Corporation (the “Corporation”); and be it further RESOLVED, that in accordance with and for all the purposes of the New York State Urban Development Corporation Act and the bylaws of the Corporation, including but not limited to the indemnification provisions thereof, the foregoing individual is an “officer” of the Corporation.

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Queens West Development Corporation - Appointment of Officer – Vice President and General Counsel

BE IT RESOLVED, that Lawrence A. Jacobs be, and he hereby is, appointed to the office of Vice President and General Counsel of the Queens West Development Corporation (the “Corporation”); and be it further,

RESOLVED, that in accordance with and for all the purposes of the New York State Urban Development Corporation Act and the bylaws of the Corporation, including but not limited to the indemnification provisions thereof, the foregoing individual is an “officer” of the Corporation.

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Queens West Development Corporation - Appointment of Officer – Treasurer

BE IT RESOLVED, that Ms. Frances A. Walton be, and she hereby is, appointed to the office of Treasurer to the Queens West Development Corporation (the “Corporation”); and be it further,

RESOLVED, that in accordance with and for all the purposes of the New York State Urban Development Corporation Act and the bylaws of the Corporation, including but not limited to the indemnification provisions thereof, the foregoing individual is an “officer” of the Corporation.

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Ms. Roy than provided the President’s Report, first noting that she is very pleased to be working on this project.

Ms. Roy went on to provide an update on the activities that have taken place since the last Directors’ meeting in March of 2013 as well as a synopsis of the next steps to be taken with regard to the project.

Mr. Wynn then asked the Directors to authorize the Corporation to transfer jurisdiction of the remaining Queens West Development Stage 2 public streets to the City of New York and to take related actions.

DRAFT – SUBJECT TO REVIEW AND REVISION

Mr. Wynn provided the relevant background information with regard to this request, noting in part, that once the Department of Environmental Protection has signed off on the sewers, the streets will be transferred.

Following the full presentation, Director Francois asked if there was a time frame with regard to when all of the outstanding items in connection with this request will be completed and Mr. Wynn stated that it is anticipated that everything will be completed by the end of the year.

The Chairman then called for further questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

QUEENS WEST DEVELOPMENT CORPORATION – Authorization to Transfer Jurisdiction of the Remaining Public Streets in Stage 2 to the City of New York and Amend a Corresponding Mapping Agreement.

RESOLVED, that the Corporation is hereby authorized to transfer title to the remaining public streets constructed by the Corporation in Stage 2 of the Queens West Project to the City of New York and to amend a corresponding Mapping Agreement; and be it further

RESOLVED, that the President, Vice President and Secretary of the Corporation be, and each of them hereby is, authorized to take such action or execute such agreements and documents as he or she may consider necessary or appropriate to effectuate the foregoing and that all actions heretofore taken in connection with the actions described in these Materials be and hereby are ratified, confirmed and approved as the act and deeds of the Corporation.

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DRAFT – SUBJECT TO REVIEW AND REVISION

Next, Mr. Wynn asked the Directors to authorize the transfer of title to the Stage 2 Parks and Vernon Boulevard Dog Run to the New York State Office of Parks, Recreations and Historic Preservation.

Mr. Wynn noted that the impediments to this transfer are small and have arisen with the Attorney General's Office which has to approve transfers such as this one. He stated that even though QWDC is giving this land to State Parks, the Attorney General's Office requires a specific resolution of the Board before they will approve the transfer.

Mr. Wynn added that over the years, Queens West has transferred a number of parks to State Parks based upon an agreement approved by the Board without a specific Board resolution.

This requirement, Mr. Wynn stated, represents a new policy of the Attorney General's Office.

Following Mr. Wynn's detailed presentation of the relevant background information regarding this request, Director Francois asked if there were any operation or maintenance obligations vis-à-vis this transfer. He specifically asked if it was correct that once the transfer is made, State Parks will accept all operation and maintenance responsibilities and Mr. Wynn stated that that was correct.

DRAFT – SUBJECT TO REVIEW AND REVISION

The Chairman then called for further questions or comments. Hearing none, and upon motion duly made and seconded, the following resolution was unanimously adopted:

QUEENS WEST DEVELOPMENT CORPORATION – Ratification and approval of the Transfer of Title to the Stage 2 parks and the Vernon Boulevard Dog Run property to the New York State Office of Parks, Recreation, and Historic Preservation.

RESOLVED, that the Corporation hereby authorizes and ratifies the transfer of Title to the Stage 2 parks and the Vernon Boulevard Dog Run to the New York State Office of Parks, Recreation, and Historic Preservation.

RESOLVED, that the President, Vice President or Treasurer of the Corporation be, and each of them hereby is, authorized to take such action or execute such agreements and documents as he or she may consider necessary or appropriate to effectuate the foregoing and that all actions heretofore taken in connection with the actions authorized hereby be and they hereby are authorized, confirmed and ratified as the act and deeds of the Corporation.

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Ms. Roy then noted that the New York City School Construction Authority has completed construction of a school on Parcel 4.

Ms. Roy pointed out that it is a public school and intermediate school combined. She further stated that there was the original public school that was built as part of Queens West, as part of the Stage 1 development in the City Lights Building.

That school, Ms. Roy continued, was for K through 5 but because there has been an influx of children, they have expanded the school from K through 5 to K through 8 and this change is being accommodated by the new building.

DRAFT – SUBJECT TO REVIEW AND REVISION

It was explained that QWDC approved the amendment to the lease between City Lights Building and the School Construction Authority because QWDC is required to approve any such sub-lease.

There being no further business, the meeting was adjourned at 10:53 a.m.

Respectfully submitted,

Eileen McEvoy
Secretary