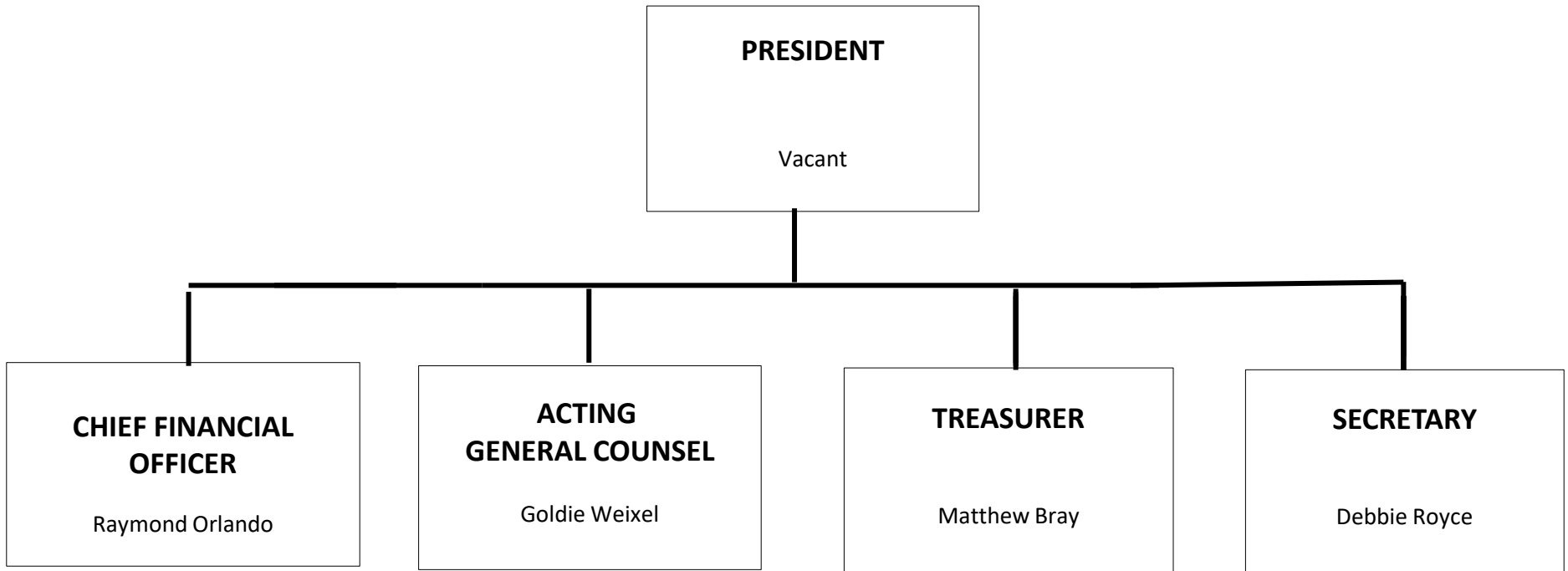


ORGANIZATIONAL CHART

**ATLANTIC YARDS COMMUNITY DEVELOPMENT CORPORATION
ORGANIZATIONAL CHART
DECEMBER 2022**



BY-LAWS

ATLANTIC YARDS COMMUNITY DEVELOPMENT CORPORATION

AMENDED BY-LAWS

Article I

SHAREHOLDERS

Section 1.1 Sole Shareholder. The New York State Urban Development Corporation ("UDC"), as specified in the Certificate of Incorporation of the Atlantic Yards Community Development Corporation ("Corporation"), is the sole shareholder ("Shareholder") of the Corporation. As specified in the Corporation's Certificate of Incorporation, the aggregate number of capital shares which the Corporation shall have authority to issue is one hundred (100) shares of Common Stock, of one class only, with a par value of one cent (\$0.01) per share.

Section 1.2 Action Without a Meeting. The Shareholder may take any action which could be taken at a meeting without a meeting pursuant to provisions of the New York Business Corporation Law of the State of New York.

Article II

BOARD OF DIRECTORS

Section 2.1 Number of Directors. The business of the Corporation shall be managed by its Board of Directors (the "Board"), which shall consist of fourteen (14) directors:

- (a) nine (9) directors shall be appointed by the Governor of the State of New York, one of which shall be designated by the Governor as the Chair;
- (b) one (1) director shall be appointed by the Mayor of the City of New York;

- (c) one (1) director shall be appointed by the Brooklyn Borough President;
- (d) one (1) director shall be appointed by the Speaker of the New York Assembly;
- (e) one (1) director shall be appointed by the President Pro Tem of the New York State Senate; and
- (f) one (1) director shall be appointed by the Speaker of the New York City Council.

Section 2.2 Qualifications. Each director shall be at least twenty-one years of age and must reside in New York City, with the exception that the ESD President and CEO, if appointed to the AYCDC Board, will not be required to reside with-in New York City.

Section 2.3 Term. Each director shall be appointed as set forth in Section 2.1 for a term of three (3) years. Each director shall continue in office until a successor has been appointed and has taken office, or until sooner death, resignation or removal.

Section 2.4 Vacancies. Any vacancy in the Board caused by the death, resignation or removal of a director shall be filled by a qualified director appointed as set forth in Section 2.1.

Section 2.5 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.

Section 2.6 Removal of Directors. Any director may be removed at any time, for cause, by the Shareholder. With or without cause, at any time, any director appointed pursuant to Section 2.1 shall be removed upon the written direction of the individual providing such appointment pursuant to Section 2.1.

Section 2.7 Powers. The Board shall have the management and control of the business affairs and property of the Corporation and may exercise, by a majority vote for all actions, the following specific responsibilities:

- Reviewing proposed changes to Project plan and agreements, and advising ESD board accordingly in advance of votes;
- Monitoring developer compliance with all public commitments;
- Monitoring, reporting on and responding to construction impacts and quality of life issues;
- Evaluating the quality and effectiveness of monitoring, support and other services;
- Making recommendations to ESD on ways to improve and expedite developer responsiveness to public obligations and increase transparency of Project development;
- Assuring effective communication between the developer, government agencies and officials, elected officials and community and civic organizations;
- Developing recommendations related to the Project, including in relation to unanticipated issues; and
- Complying, as appropriate, with the Public Officers Law as it applies to members of the board and the conduct of business by AYCDC.

Section 2.8 Meetings of the Board.

(a) Regular meetings of the Board may be held, except as may otherwise be provided by law, without notice to the Board, at such time and place within New York City as shall from time to time be determined by the Sole Shareholder, Chair of the Board, or President, except that the Board shall meet not less than approximately quarterly.

(b) Special meetings of the Board may be called at any time by the Secretary at the request in writing of either the Chair of the Board, the President, or a quorum of members of the Board. Such request shall state the purpose or purposes of the proposed meeting. Such meetings shall be held within New York City. 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 (5) days before the meeting or mailed to each director at least seven (7) 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 or who files a written waiver of notice thereof with the Secretary, either before or after the meeting.

Section 2.9 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 Board then in office. 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.

Section 2.10 Meeting by Video Conference. 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 video conference by means of which all persons participating in the meeting can hear and see each other, and participation in a meeting by such means shall constitute presence in

person at such meeting and can be counted towards the quorum as set forth in Section 2.9. 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.

Section 2.11 Committees. The Board may appoint, by vote, such committees of Board members and may delegate such powers and duties to them as the Board may deem advisable.

Section 2.12 Compensation of Directors. No director of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument from the Corporation, except as provided by the Board.

Article III

OFFICERS

Section 3.1 Number, Election and Compensation. The principal officers of the Corporation shall be the President, one or more Vice Presidents, a Secretary, a Chief Financial Officer, a Treasurer and a General Counsel and such other officers as may be appointed by the Board from time to time. All officers of the Corporation shall be appointed by the Board. Any two or more offices may be held by the same person except the offices of President and Secretary. No officer of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument from the Corporation, except as provided by the Board.

Section 3.2 Terms 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 appointed. Any officer appointed by the Board may be removed at any time, with or without cause, by the Board, 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 the President.

Section 3.3 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 from time to time by the Board. The President shall serve at the pleasure of the Governor.

Section 3.4 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 appointed by the Board shall be vested with all the powers and authority to perform all the duties of the President.

Section 3.5 Secretary. The Secretary shall attend all meetings of the Board and record all votes and keep 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 Shareholder and of the Board when notice is required by these By-Laws. 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 Chair of the Board, the President or a Vice President, shall affix the seal to the 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 from time to time by the Board or the President.

Section 3.6 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 from time to time by the Board, the President or the Secretary.

Section 3.7 Chief Financial Officer. The Chief Financial Officer shall have primary oversight of all Corporation finances. The Chief Financial Officer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board, or the President.

Section 3.8 Treasurer. The Treasurer shall have custody of the corporate funds and securities of the Corporation, shall cause full and accurate accounts of receipts and disbursements in books belonging to the Corporation to be kept, 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. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board, or the President.

Section 3.9 General Counsel. The General Counsel shall be the chief legal advisor of the Corporation. The General Counsel shall have general supervision of all legal matters of the Corporation and shall see that all orders and resolutions of the Board are in compliance with all relevant laws carried into effect. The General Counsel shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

Section 3.10 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.

Article IV

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 4.1 General Scope of Indemnification.

(a) 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, 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 4.4 of these By-Laws, 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 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: (i) any transaction of the Corporation, or (ii) any act or failure to act by any such director, officer or employee which engaged in the discharge of his or her duties on behalf of the Corporation.

Section 4.2 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: (y) choice of counsel is governed by statute; or (z) 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 the Statute shall require appropriate groups of person to be represented by the same counsel.

Section 4.3 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 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 the 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.

Section 4.4 Directors' Liability. No director of the Corporation shall be personally liable to the Corporation or its Shareholder 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 V

CONDUCT OF BUSINESS

Section 5.1 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.

Section 5.2 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".

Section 5.3 Fiscal Year. The fiscal year of the Corporation shall be from April 1st through March 31st.

ARTICLE VI

AMENDMENTS

Section 6.1 By-Laws. The By-Laws may be altered, amended or repealed and new By-Laws added by action of the Shareholder or by the Board.

CERTIFICATE
OF
INCORPORATION

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CERTIFICATE OF INCORPORATION OF
ATLANTIC YARDS COMMUNITY 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 ATLANTIC YARDS COMMUNITY DEVELOPMENT CORPORATION (the "Corporation").

SECOND: The New York State Urban Development Corporation ("UDC") is organizing the Corporation. UDC is doing business as Empire State Development.

THIRD: The Corporation is to be a subsidiary of UDC, as authorized by Section 12 of the New York State Urban Development Corporation Act (the "Act") and by Section 2827-a of the New York State Public Authorities Law.

FOURTH: The purpose for which the Corporation is formed is to oversee and monitor UDC's Atlantic Yards Land Use Improvement and Civic Project. The Corporation shall have all powers conferred upon a business corporation by the laws of the State of New York and all powers conferred upon UDC by the Act. The Corporation is not formed to engage in

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any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

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

SIXTH: The aggregate number of shares which this Corporation shall have authority to issue is one hundred (100) 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 amount set forth below:

UDC	100 Shares.
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SEVENTH: The Secretary of State of the State of New York (the "Secretary") 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 shall mail a copy of any process against the Corporation served upon the Secretary is:

Atlantic Yards Community Development Corporation
c/o New York State Urban Development Corporation
d/b/a Empire State Development
633 Third Avenue - 37th Floor
New York, New York 10017

Attn: General Counsel

EIGHTH: (a) The proportion of shares the holders of which shall be present in person or by proxy at any meeting of the 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 business, including amendments to the Certificate of Incorporation, shall be the votes of all the issued and outstanding shares of the Corporation.

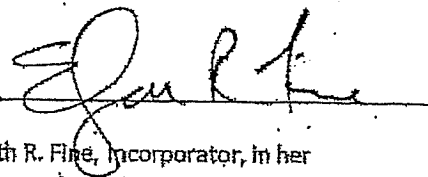
NINTH: The proportion of directors that shall constitute a quorum for the transaction of business shall be not less than a majority of the Directors then in office.

TENTH: 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.

ELEVENTH: 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 November, 2014.

By:



Elizabeth R. Fine, Incorporator, in her
capacity as Executive Vice President – Legal
& General Counsel of UDC
New York State Urban Development
Corporation d/b/a Empire State Development,
633 Third Avenue – 37th Floor
New York, New York 10017

CERTIFICATE OF RESERVATION

ENTITY NAME: ATLANTIC YARDS COMMUNITY DEVELOPMENT CORPORATION

DOCUMENT TYPE: RESERVATION (NEW) (DOM. NFP)

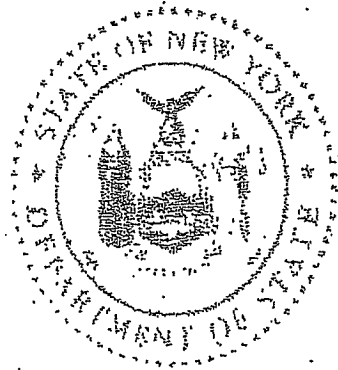
FILED: 11/19/2014 DURATION: 01/20/2015 CASH#: 141119000324 FILM #: 141119000308

FILER:

MS. DEBBIE ROYCE
EMPIRE STATE DEVELOPMENT CORP.
633 3RD AVENUE 37TH FLOOR
NEW YORK, NY 10017

ADDRESS FOR PROCESS:

REGISTERED AGENT:



** SUBMIT RECEIPT WHEN FILING CERTIFICATE **
APPLICANT NAME : MS. DEBBIE ROYCE

SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45

SERVICE CODE: 45

FEES 35.00
FILING 10.00
TAX 0.00
CERT 0.00
COPIES 0.00
HANDLING 25.00

PAYMENTS 35.00
CASH 0.00
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CERTIFICATE OF INCORPORATION

OF

ATLANTIC YARDS COMMUNITY DEVELOPMENT CORPORATION

Under Section 402 of the Business Corporation Law

GA

Filed By: New York State Urban Development Corporation
d/b/a Empire State Development
633 Third Avenue - 37th Floor
New York, New York 10017
Attn: Elizabeth R. Fine, Esq.

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED NOV 25 2014
TAXS
BY: *[Signature]*

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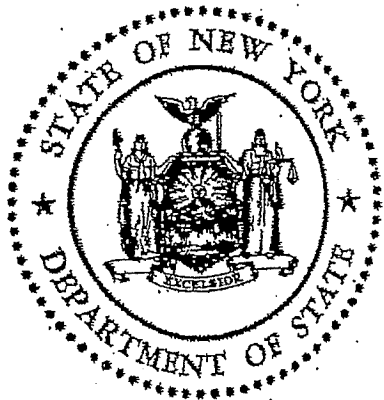
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DEPARTMENT OF STATE

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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 November 26, 2014.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

ENTITY NAME: ATLANTIC YARDS COMMUNITY DEVELOPMENT CORPORATION

DOCUMENT TYPE: INCORPORATION (DOM. BUSINESS)

COUNTY: NEWY

FILED: 11/25/2014 DURATION: PERPETUAL CASH#: 141125000338 FILM #: 141125000317
DOS ID: 4671487

FILER:

EXIST DATE

NEW YORK STATE URBAN DEVELOPMENT
ATTN: ELIZABETH R. FINE, ESQ.
633 THIRD AVENUE, 37TH FL
NEW YORK, NY 10017

11/25/2014

ADDRESS FOR PROCESS:

THE CORPORATION
C/O NYS URBAN DEVELOPMENT CORP
NEW YORK, NY 10017

ATTN: GEN. CSL.
33 THIRD AVE. 37TH FL

REGISTERED AGENT:

STOCK: 100 PV



The corporation is required to file a Biennial Statement with the Department of State every two years pursuant to Business Corporation Law Section 408. Notification that the biennial statement is due will only be made via email. Please go to www.email.ebiennial.dos.ny.gov to provide an email address to receive an email notification when the Biennial Statement is due.

SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45

SERVICE CODE: 45 *

FEES 170.00
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CERT 0.00
COPIES 10.00
HANDLING 25.00

PAYMENTS 170.00
CASH 0.00
CHECK 0.00
CHARGE 0.00
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