

**BY
-LAWS
of
NEW YORK CONVENTION CENTER OPERATING CORPORATION**

**ARTICLE I
THE CORPORATION**

§ 1. Description. The New York Convention Center Operating Corporation (the “Corporation”) is a public benefit corporation, created by and having the powers and duties set forth in Title 27, Article 8 of the Public Authorities Law, and governed generally by the Public Authorities Law as amended by 2009 N.Y. Laws 1363, The Public Authorities Reform Act of 2009 (collectively “The Act”).

§ 2. Offices. The principal office of the Corporation shall be located in the City, County and State of New York at 655 West 34th Street, New York, NY 10001-1188. The Corporation may also have offices at such other place or places as the President of the Corporation may from time to time determine to be necessary or appropriate for the conduct of the affairs of the Corporation.

§ 3. Seal. The official seal of the Corporation shall be in the form of two concentric circles between which shall be inscribed the name of the Corporation and in the center of which shall be inscribed the words “Established 1979”. Such seal may also include such other insignia as may be approved by the Board of Directors of the Corporation.

§ 4. Fiscal Year. The fiscal year of the Corporation shall be the same as the fiscal year of the State of New York.

ARTICLE II
BOARD OF DIRECTORS

§ 1. Number. The affairs and activities of the Corporation shall be conducted under the direction of the Board of Directors as provided in the Act.

§ 2. Meetings. The Board Chair shall establish a schedule of regular meetings for each calendar year and shall provide written notice of such schedule to each Board member before the end of the preceding calendar year. Such schedule may be modified and additional meetings of the Corporation may be called by the Board Chair or by resolution of the full Board, upon written notice to all directors.

§ 3. Notice of Non-Regularly Scheduled Meetings. The notice of all meetings shall state the place, date and hour of the meeting, and, shall indicate that it is being issued by or at the direction of the person or persons calling the meeting. Except as otherwise provided in Article IV relating to the amendment of these by-laws, such notice need not specify the matters to be considered at the meeting. A copy of the notice of any meeting shall be served upon each director in one of the following ways: by ordinary mail directed to him or her at his or her residence, place of business or any other address designated by the director at least five (5) days before the day of the meeting if by ordinary mail, or at least two (2) days before the day of the meeting if by overnight mail or hand delivery, or by e-mail at least two (2) days before the day of the meeting, receipt of which shall be confirmed by telephone or by return e-mail.

§ 4. Waiver of Notice. Notice of any meeting of the Corporation need not be given to a director if waived in writing by him or her either before or after such

meeting, or if he or she shall be present at such meeting. Notice of an adjourned meeting need not be given to any director present at the time of the adjournment.

§ 5. Quorum and Adjournment. A quorum shall be as set forth in the Act. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

§ 6. Voting. The powers of the Corporation shall be exercised as prescribed by the Act.

§ 7. Removal of Directors. A director may be removed as provided in the Act.

§ 8. Resignations. Any director may resign from his or her office at any time by complying with the provisions of §31 of the Public Officers Law, and such resignation shall be effective as provided therein.

§ 9. Vacancies. Vacancies in the membership of the Board of Directors shall be filled as provided in the Act.

§ 10. Reimbursement for Expenses. Directors shall be reimbursed for expenses as provided in the Act.

§ 11. Delegation of Authority. The Board of Directors may delegate its powers and authority to one or more directors, officers, agents or employees of the Corporation.

§ 12. Committees. The Board of Directors may appoint, by vote, such committees, and, pursuant to § 13 of this Article, may delegate such powers and

duties to them, as the Board may deem advisable. The Board of Directors shall appoint an Audit Committee and a Governance Committee each to be comprised of no fewer than three independent members (as that term is defined in the Public Authorities Accountability Act of 2005), who shall constitute a majority of each committee, and who shall possess the necessary skills to understand the duties and functions of their committee. To the extent practicable, the Board shall appoint at least one financial expert to the Audit Committee.

§ 13. Conflict of Interests. In the event that a director has any real or apparent conflicts of interest, as defined in the Board Of Directors' Code of Ethics, the measures described below shall be followed.

- A. A director shall as soon as practicable inform the Corporation's Ethics Officer or the Board Chair in writing of the circumstances giving rise to any actual or apparent conflict of interest or one which appears likely to arise or, if the director becomes aware of such conflict during the course of a Board meeting, shall describe the conflict to the Board and such description shall be included in the minutes of meeting.
- B. The Ethics Officer shall make a determination of whether a conflict of interest exists.
- C. A director shall not vote and shall not participate in the deliberations of any Board discussions concerning matters as to which the director has been determined to have a conflict of interest.
- D. A director shall not discuss with management or otherwise attempt to influence any management decision as to which the director has a conflict of interest.
- E. A director may submit for consideration by the Board or management of the Corporation the name of any prospective contractor or applicant for employment so long as he does not participate in and makes

no attempt to influence the selection process.

F. Unless otherwise provided by law, no matter requiring or submitted for Board approval as to which any director has a conflict of interest shall be void if all of the following conditions are met:

(i) The material facts of such director's interest are fully disclosed to the board of directors; and

(ii) The interested director refrains from voting on and from any discussions concerning the matter; and

(iii) The matter is approved by a majority vote of the disinterested directors, or, if the votes of the disinterested directors are insufficient to constitute an act of the Corporation as defined in § 6 of this Article, by unanimous vote of the disinterested directors.

(iv) Interested directors may be counted for determining the presence of a quorum at a meeting of the directors which authorizes the contract or transaction.

G. In the event a director believes the director has an actual or apparent conflict of interest but has material information which would be useful to share with the Board or the management of the Corporation, notwithstanding the conflict:

(i) The director may bring the nature of the conflict and the information to the Ethics Officer.

(ii) The Ethics Officer may weigh the significance of the disclosed information and the conflicts to determine whether such disclosure to the Board or management would be prejudicial.

(iii) The Ethics Officer will advise the Board and the Corporation's Management, of the identity of the director, the nature of the conflict, and if the Ethics Officer determines that such disclosure would not be prejudicial, the material information provided by that director.

ARTICLE III

OFFICERS

§ 1. Appointment. The officers of the Corporation shall be the Board Chair, Board Vice-Chair, the President, one or more Vice Presidents, the General Counsel, the Secretary, and such other officers as the Board of Directors may determine. The Board Chair shall be appointed by the Governor as provided in the Act. The Board Vice-Chair shall be appointed by the Board upon recommendation of the Board Chair. The President shall be appointed by the Board of Directors upon recommendation of the Board Chair as provided in the Act. All other officers of the Corporation shall be appointed by the Board of Directors. Two or more offices may be held by the same person, provided however that the Chair shall not hold any other office within, nor be an employee of, the Corporation, and provided further that the President shall not be a director of the Corporation. A vacancy in any office shall be filled in the manner prescribed for appointment to such office.

§ 2. Terms of Office. All officers of the Corporation other than the Board Chair shall hold office at the pleasure of the Board of Directors and may be removed by the Board, with or without cause, at any time.

§ 3. Board Chair. The Board Chair shall preside at all meetings of the Board of Directors, shall set the Board's agenda, manage the flow of information to the Board, coordinate the work of the Board's committees and serve as the primary liaison between the Board and senior management, and shall have such other powers and duties as are prescribed by law or in these by-laws.

§ 4. Board Vice Chair. The Board Vice-Chair shall assist the Board Chair and shall have such powers and duties pertaining to his or her office as are prescribed in these by-laws or as may be assigned to him or her from time to time by the Board Chair or by the Board of Directors. In the absence or disability of the Board Chair, the Board Vice Chair shall preside at all meetings of the Board of Directors and exercise all powers and perform all duties of the Board Chair, except for those specifically granted to the Board Chair under the Act.

§ 5. President. The President shall be chief executive officer of the Corporation and, subject to the policies established by the Corporation, shall have general responsibility for the conduct of the affairs of the Corporation, including the initiation, planning and carrying out of the projects, programs and other activities of the Corporation pursuant to the Act. The President may attend meetings of the Board of Directors and its committees, and may submit such recommendations and information as he or she considers proper concerning the duties and affairs of the Corporation. The President shall have the power to delegate authority and assign duties to employees of the Corporation. The President shall have such other powers and duties pertaining to his or her office as are prescribed by law or in these by-laws or as may be assigned to him or her from time to time by the Board of Directors.

§ 6. Vice Presidents. Upon recommendation of the Board Chair, the Board of Directors shall designate a Vice President or Vice Presidents of the Corporation to exercise the powers of the President in the event of his or her absence or disability. The performance of any such duty by a Vice President shall be conclusive evidence of the power to act. Each Vice President shall have such powers and perform such duties as from time to time may be assigned to him or her by these

by-laws, by the Board of Directors or by the President.

§ 7. Secretary. The Secretary shall cause notices of all meetings to be served as prescribed in these by-laws, shall keep the minutes of all meetings, shall have charge of the seal of the Corporation and the corporate records and shall affix the seal to such papers or documents as may be proper and, when the seal is so affixed, the Secretary shall attest the same by his or her signature whenever required and shall perform such other duties as are assigned to him or her by the Board Chair or the Board of Directors.

§ 8. Other Officers. Such other officers as the Board may appoint shall perform such duties and have such authority as the Board of Directors may determine.

§ 9. Certification of Instruments. Each officer of the Corporation shall have the authority, when necessary or appropriate, to certify the records, proceedings, rules and regulations and other instruments of the Corporation and to affix and attest to the official seal of the Corporation on contracts and other instruments of the Corporation.

ARTICLE IV BY-LAWS

§ 1. Amendments. These by-laws may be amended, supplemented or repealed by the Board at any meeting of the Corporation if either all the directors then in office are present at such meeting or notice of the proposed amendment, supplement or repeal shall have been included in the notice or waiver of notice of such meeting.

ARTICLE V

INDEMNIFICATION and DEFENSE

§ 1. Indemnification and Defense

A. The Corporation shall fully indemnify, to the extent not expressly prohibited by law, each director, officer and employee of the Corporation (“Person”) made or threatened to be made a party to any action, claim or proceeding, whether civil or criminal, including any investigative, administrative, legislative, or other proceeding and including appeals therein, including any person called upon voluntarily or by subpoena to give testimony, produce documents or respond to interrogatories in connection with any Matter, against any and all judgments, fines, penalties, amounts paid in settlement, and expenses, including attorneys’ fees, actually and reasonably incurred as a result of or in connection with any Matter, with the limitations set forth in paragraphs B and C of this section.

B. A Person shall be eligible for indemnification under this Article only if he is made or threatened to be made a party to a Matter because of the fact that he is or was a director, officer or employee of the Corporation. The Corporation’s General Counsel shall determine the eligibility of a person requesting indemnification at the time that the Corporation is notified of the Matter.

C. A Person shall not be entitled to indemnification if it is determined, in the manner prescribed in ¶ D of this section, that the injury or damage resulted from intentional wrongdoing on the part of such person, or that the Person failed to meet any condition for indemnification set forth in this Article .

D. A Person determined to be eligible for indemnification who has been wholly successful, on the merits or otherwise, in the defense of any Matter,

shall be entitled to indemnification. A Person shall not be entitled to indemnification if a judgment or other final adjudication adverse to such person establishes that the injury or damage resulted from intentional wrongdoing on the part of such person. In all other circumstances a determination shall be made, at the conclusion of the Matter, whether a Person found eligible for indemnification is entitled to indemnification under ¶ 1C. Such determination shall be made by majority vote of the directors who are not or were not parties to the Matter in question, or, if a quorum of such directors is not obtainable, by majority vote of the directors upon the opinion in writing of independent legal counsel that indemnification is proper pursuant to this section. In making any determination regarding any Person's entitlement to indemnification hereunder, it shall be presumed that such Person is entitled to indemnification, and the corporation shall have the burden of proving the contrary.

E. Indemnification shall be conditioned on the prompt delivery to the Corporation's General Counsel of a copy of the summons, complaint, process, notice, demand, subpoena or pleading. Upon a determination that a Person is eligible for indemnification, the Corporation shall, either by staff counsel or by outside counsel of its choice, assume the representation of such Person, except where a determination is made that such representation would be inappropriate due to actual or potential differing interests between the Corporation and such Person. Such determination shall be made by the Corporation's General Counsel. In the event that the Corporation does not assume the representation of the Person requesting indemnification, the Person may engage private counsel of his own choice and the Corporation shall reimburse the Person for the reasonable fees and

expenses of such counsel as set forth below. As a condition of indemnification the Corporation may require compliance with the restrictions on selection of counsel imposed by any applicable insurance policy or the requirements imposed by the Attorney General's office pursuant to Public Officers Law §17. No indemnification shall be made with respect to any settlement or compromise of any Matter unless and until the Corporation has consented to such settlement or compromise.

§ 2. Advancement of Expenses. The Corporation shall pay expenses actually and reasonably incurred by or on behalf of a Person determined to be eligible for indemnification in the manner prescribed by ¶ 1C of this Article, in advance of the final disposition of such Matter. Such payments shall be made promptly upon receipt by the Corporation, from time to time, of a written demand of such Person for such advancement, together with an undertaking by or on behalf of such Person to repay any expenses so advanced to the extent that the Person receiving the advancement is ultimately found not to be entitled to indemnification for part or all of such expenses.

§ 3. Rights Not Exclusive.

A. The rights to indemnification and advancement of expenses granted by or pursuant to this article (i) shall not limit or exclude, but shall be in addition to, any other rights which may be granted by or pursuant to any statute, corporate charter, by-law, resolution, or agreement, (ii) shall be deemed to constitute contractual obligations of the Corporation to any director, officer, employee or other person who serves in a capacity referred to herein at any time while this article is in effect, (iii) are intended to be retroactive and shall be available with respect to events occurring prior to the adoption of this Article, and (iv) shall continue to

exist after the repeal or modification hereof with respect to events occurring prior thereto.

- A. The provisions of this Article shall be secondary 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 §2571 of Article 8 of the Public Authorities Law, by §17 of the Public Officers Law, or otherwise. The Corporation may require compliance with the requirements of § 17 of the Public Officers Law as a condition of indemnification.

§ 4. Authorization of Contracts. The Corporation may, with the approval of the board of directors, enter into an agreement with any person who has agreed to perform services for the Corporation, which agreement may provide for indemnification of such person and advancement of expenses to such person upon terms, and to the extent, not prohibited by law.

§ 5. Insurance. The corporation may purchase and maintain insurance to indemnify the Corporation and the directors, officers and employees within the limits permitted by law. The Corporation may require compliance with the conditions of such insurance policy as a condition of indemnification.

§ 6. Severability. If any provision of this article is determined at any time to be unenforceable in any respect, the other provisions shall not in any way be affected or impaired thereby.