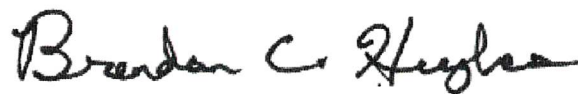


**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for BROOKLYN MARINE TERMINAL DEVELOPMENT CORPORATION, File Number 251126002454 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on November 26, 2025.

WALTER T. MOSLEY
Secretary of State



BRENDAN C. HUGHES
Executive Deputy Secretary of State



CERTIFICATE OF INCORPORATION
OF
BROOKLYN MARINE TERMINAL DEVELOPMENT CORPORATION
A Not-For-Profit Corporation Under Section 402 of the Not-For-Profit Corporation Law
of the State of New York

THE UNDERSIGNED INCORPORATOR, being a natural person over the age of 18 years, in order to form a not-for-profit corporation pursuant to Section 402 of the Not-for-Profit Corporation Law of the State of New York (the "N-PCL"), hereby certifies as follows:

I. NAME

The name of the corporation is Brooklyn Marine Terminal Development Corporation (the "Corporation").

II. STATUTORY AUTHORITY

- A. The Corporation is a corporation as defined in Section 102(a)(5) of the N-PCL.
- B. The Corporation is a charitable corporation under Section 201 of the N-PCL.

III. PURPOSES, POWERS, AND RESTRICTIONS

A. The Corporation is formed exclusively for charitable or public purposes as a not-for-profit corporation, for the following public or quasi-public objectives, that include lessening the burdens of government by managing the transformation of the Brooklyn Marine Terminal site, which is in the neighborhoods of Red Hook and the Columbia Waterfront District in Brooklyn, New York, including Piers 7 through 12, the Atlantic Basin area, and upland and neighboring areas (the "Brooklyn Marine Terminal Project site"), into a modern maritime port and vibrant mixed-use community and implementing other activities contemplated by the BMT Vision for Brooklyn Marine Terminal, dated September 2025 (the "Vision Plan") (collectively, the "Brooklyn Marine Terminal Project"). The Vision Plan provides the framework for the adoption of a related General Project Plan by the New York State Urban Development Corporation d/b/a Empire State Development, which may be amended from time to time (the "General Project Plan"), and the implementation thereof, and the implementation of other activities contemplated by the Vision Plan, including in connection with off-site activities. The Corporation is committed to ensuring transparency, accountability, and enforceable delivery of community commitments, revitalizing this section of the Brooklyn waterfront through investing in a modern port and developing new industrial spaces, creating thriving mixed-use spaces that enhance the adjacent communities, responding to the housing crisis by including both market-rate and affordable housing, improving mobility and transit accessibility, and developing new open spaces and opportunities for community gatherings, while increasing neighborhood resilience.

In advancing its purposes and objectives the Corporation will be performing an essential governmental function. To enable the Corporation to meet its public and quasi-public purposes and to advance the goals and objectives outlined above and in the BMT Vision Plan for the Brooklyn Marine Terminal Project, as may be modified through and subject to adoption and implementation of the General Project Plan, including through review of submissions of interest in response to the Request for Expressions of Interest from port developers, port operators, and maritime industrial users with respect to the port and marine terminal facilities at the Brooklyn Marine Terminal Project site issued on October 2, 2025, the

Corporation shall have the power, subject to the restrictions set forth in this Article III or under applicable law:

1. to implement the development, operation and maintenance of the Brooklyn Marine Terminal Project;
2. to negotiate and consummate the acquisition, disposition, transfer or other conveyance of real or personal property (including, without limitation, the waterfront property) to implement the Brooklyn Marine Terminal Project as buyer, seller, lessee, lessor, assignee or assignor or otherwise in relation to enabling, implementing, promoting or assisting development of and/or redevelopment activities in connection with the Brooklyn Marine Terminal Project;
3. to acquire, construct, improve, develop, renovate, rehabilitate, revitalize or replace, any and all facilities, recreational and otherwise (including, without limitation, any and all structures on both land and in water, parking spaces, open or covered public spaces, utilities, plants or buildings, including, without limitation, residential housing, retail shopping, one or more hotels and commercial spaces) to be located at or serving or supporting the Brooklyn Marine Terminal Project, and the operation and maintenance thereof;
4. to engage the services of one or more developers, contractors, consultants, engineers, brokers, planners, construction managers, property managers, architects, attorneys, advisors, trustees, concessionaires, operators and other persons or entities whose services shall be necessary or desirable in connection with the activities referred to herein;
5. to apply for, accept and comply with the terms of, any gifts or grants or loans of funds or property or financial or other aid in any form from the federal government or any agency or instrumentality thereof, or from the State of New York or New York City (the "City") or any agency or instrumentality thereof or from any other source, for any or all of the purposes specified herein;
6. to receive revenues derived from the development and operation of the Brooklyn Marine Terminal Project to be used for the development, operation and maintenance of the Brooklyn Marine Terminal Project;
7. to make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property or any interest therein, wherever situated;
8. to maintain, modernize, and electrify the maritime port facility as part of the Brooklyn Marine Terminal Project so that it responds to industry trends of the 21st century, is financially self-sustainable, and supports the use of the City's waterways to move freight and other goods, including by supporting the Blue Highways initiative;
9. to provide a range of public open space;
10. to improve resiliency to prepare the Brooklyn Marine Terminal Project site and adjoining neighborhoods for sea-level rise and climate change;

11. to ensure the Atlantic Basin area within the Brooklyn Marine Terminal Project site includes active uses such as hotel, retail, and light industrial that support and benefit the surrounding Red Hook community and the City as a whole;

12. to ensure that housing on the Brooklyn Marine Terminal Project site is at a range of affordability levels and densities, and that the affordable housing is permanently affordable;

13. to improve the Brooklyn Marine Terminal Project site's connectivity with a focus on pedestrian-first strategies and designs, and a transportation network to help address vehicle congestion not only adjacent to the site but also throughout the adjoining neighborhoods and improve bus speeds to intended rider destinations;

14. to regularly report to the public on the progress of implementing the goals and objectives under the BMT Vision Plan for the Brooklyn Marine Terminal Project, through and subject to adoption and implementation of the General Project Plan, and the off-site activities contemplated in the BMT Vision Plan;

15. to ensure the Brooklyn Marine Terminal Project is financially viable and the port is well capitalized and that risks are mitigated throughout project implementation;

16. to ensure that, after the commitments in the Vision Plan as reflected in the subsequent General Project Plan are implemented, a defined percentage of any ground rent proceeds generated above the costs of operating the Corporation with regard to the Brooklyn Marine Terminal Project, to be determined by the Corporation, shall be dedicated to neighborhood and infrastructure improvements in the adjacent communities of Red Hook, the Columbia Street Waterfront District, Carroll Gardens, and Cobble Hill, following completion of Phase 3; and

17. to perform any and all acts, and exercise any and all powers which may now or hereafter be lawful for the Corporation to perform or exercise under the laws of the State of New York for the purpose of accomplishing any of the foregoing purposes.

B. Following or in connection with adoption of the General Project Plan, the Corporation will establish a BMT Oversight Task Force.

C. Nothing contained in this Certificate shall authorize the Corporation, directly or indirectly, to engage in or include among its purposes any of the activities set forth in paragraph (a) through (v) of Section 404 of the N-PCL.

D. In furtherance of the preceding purposes and objectives, the Corporation has all powers now or hereafter granted to a corporation under Section 202 of the N-PCL and, in addition, all other powers now or hereafter conferred by law, and the power to do all things necessary, proper, and consistent with maintaining qualification to receive contributions deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent federal tax laws.

E. All income and earnings of the Corporation shall be used exclusively for the purposes of the Corporation. No part of the income or earnings of the Corporation shall inure to the benefit or profit of, nor shall any distribution of its property or assets be made to, any member or private person, corporate or individual, or any other private interest, except that the Corporation may pay reasonable compensation

for goods purchased or services rendered in connection with the furtherance of the purposes of the Corporation set forth herein.

F. The Corporation may not attempt to participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office.

IV. OFFICE AND TERRITORY

A. The office of the Corporation is to be located in the City of New York, Kings County in the State of New York.

B. The territory in which the Corporation principally conducts its operations is the City of New York, New York.

V. INITIAL DIRECTORS

The names and addresses of the individuals who are to serve as the initial Directors of the Corporation (the "Initial Directors") until their first successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
Nathan Bliss	City Hall New York, New York 10007
Aaron Charlop-Powers	City Hall New York, New York 10007
William Heinzen	City Hall New York, New York 10007

VI. DESIGNATION

A. The Secretary of State of the State of New York is hereby designated as agent of the Corporation upon whom process against it may be served.

B. The address to which the Secretary of State of the State of New York shall mail a copy of any process accepted on behalf of the Corporation is c/o New York City Economic Development Corporation, One Liberty Plaza, New York, New York 10006, Attention: General Counsel.

VII. MEMBERS

A. Each Member is a separate class.

B. The number, qualifications, tenure, powers, and duties of Members and the procedure for designating Members are set forth in the Bylaws.

VIII. DIRECTORS

The qualifications, manner of election, number, tenure, powers, and duties of the Directors of the Corporation are set out in the Bylaws.

IX. INDEMNITY


The Corporation shall indemnify, defend and hold harmless each Member, each Director, each officer and, to the extent authorized by the Board of Directors, each other person authorized to act for the Corporation or on its behalf, to the fullest extent permitted under the N-PCL.

X. DISSOLUTION

A. In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, no member or private person, corporate or individual, or other private interest, is entitled to any distribution or division of its remaining funds and other property and rights and interests in property.

B. The Corporation, after the payment of all of its debts and liabilities of whatsoever kind and nature, shall distribute the balance of its assets to the City of New York.

I, the undersigned Incorporator named above, do hereby affirm that this Certificate of Incorporation of Brooklyn Marine Terminal Development Corporation is my act and deed and the facts stated in this Certificate are true, and, accordingly, I have executed this Certificate on November 26, 2025.


Nathan Bliss (Nov 26, 2025 12:18:25 EST)

Nathan Bliss
Incorporator
c/o New York City Economic Development
Corporation
One Liberty Plaza
14th Floor
New York, NY 10006