CITY PLANNING COMMISSION

September 11, 2013/Calendar No. 28 C130318 ZSR

IN THE MATTER OF an application submitted by the NYC Economic Development Corporation and St. George Outlet Development LLC pursuant to Sections 197-c and 201 of the New York City Charter for the grant of a special permit pursuant to Section 128-61 of the Zoning Resolution to allow a development plan for a retail outlet mall, catering facility, hotel and a public parking garage with a maximum of 1,250 spaces, and an improvement plan for a Waterfront Esplanade, on property located on Parcel 2 in the North Waterfront Subdistrict (Block 2, p/o Lots 1, 5, 10 and 20) and on the Waterfront Esplanade, in an M1-1 District, within the Special St. George District, Borough of Staten Island, Community District 1.

This application (C130318ZSR) for a special permit pursuant to Section 128-61 "Special Permit for North Waterfront Sites" was filed by NYC Economic Development Corporation and St. George Outlet Development LLC on May 14, 2013. The special permit, along with the related actions, would facilitate the redevelopment of the two city-owned commuter parking lots at the St. George Ferry Terminal for a 600-ft. tall observation wheel with accessory retail and public parking and 340,000 sq. ft. a retail outlet mall with a 200-room hotel and 20,000 sq. ft. catering facility.

RELATED ACTIONS

In addition to the special permit, which is the subject of this report (C130318ZSR), implementation of the proposed development also requires action by the City Planning Commission on the following applications which are being considered concurrently with this application:

C 130315ZMR	Zoning Map Amendment to extend the boundaries of the existing Special St. George District to include all of the project area.
N 130316ZRR	Zoning Text Amendment to establish the North Waterfront Subdistrict within the existing Special St. George District and a new special permit in Section 128-61 to permit development on designated parcels pursuant to a development plan.
C 130317ZSR	Special permit pursuant to Section 128-61 to permit the development of an observation wheel and accessory terminal building; the development a public parking garage for 950 cars and 12 buses; the decking over of a railroad right-of-way; and establishing in lieu of base plane an appropriate level or levels as the reference plane.
C 130319PPR	Disposition of Parcel 1 (Block 2, part of Lot 20), a City-owned property (via application of the NYC Dept. of Small Business Services)
C 130320PPR	Disposition of Parcel 2 (Block 2, parts of Lots 1, 5, 10 and 20), a City-owned property (via application of the NYC Dept. of Small Business Services)

BACKGROUND

A full background discussion and description of this application appears in the related report for a zoning text amendment (N130316ZRR).

ENVIRONMENTAL REVIEW

The application (C130318ZSR), in conjunction with the applications for the related actions (C130315ZMR, N130316ZRR, C130317ZSR, C1030319 PPR and C130320PPR) was reviewed pursuant to the New York State Environmental Quality Review Act (SEQRA), and the SEQRA regulations set forth in Volume 6 of the New York Code of Rules and Regulations, Section 617.00 et seq. and the New York City Environmental Quality Review (CEQR) Rules of

Procedure of 1991 and Executive Order No. 91 of 1977. The designated CEQR number is 13SBS001R. The lead agency is the Department of Small Business Services.

A summary of the environmental review and the Final Environmental Impact Statement appears in the related report for a zoning text amendment (N130316ZRR).

UNIFORM LAND USE REVIEW

The application (C130318ZSR), in conjunction with the applications for the related actions (C130315ZMR, C130317ZSR, C1030319 PPR and C130320PPR), was certified as complete by the Department of City Planning on May 20, 2013, and was duly referred to Community Board 1 and the Borough President, in accordance with Title 62 of the Rules of the City of New York, Section 2-02(b), along with the related application (N 130316 ZRR), which as duly referred for information and review in accordance with the procedures for non-ULURP matters.

Community Board Public Hearing

Community Board 1 held a public hearing on this and related actions on June 11, 2013, and on that date, by a vote of 25 in favor, 1 opposed and 3 ineligible, adopted a resolution recommending approval of this application with conditions.

A summary of the recommendations of Community Board 1 appears in the report for a related application for a zoning text amendment (N130316ZRR).

Borough President Recommendation

This application was considered by the Staten Island Borough President, who issued a recommendation approving the application with conditions on July 8, 2013.

A summary of the recommendations of Staten Island Borough President appears in the report for a related application for a for a zoning text amendment (N130316ZRR).

City Planning Commission Public Hearing

On July 10, 2013 (Calendar No. 19), the City Planning Commission scheduled July 24, 2013 for a public hearing on this application (C130318ZSR), in conjunction with the applications for the related actions. The hearing was duly held on July 24, 2013 (Calendar No. 40). There were 17 speakers in favor of the application and none opposed. There were a number of appearances as described in the related application for a zoning text amendment (N130316ZRR), and the hearing was closed.

WATERFRONT REVITALIZATION PROGRAM CONSISTENCY REVIEW

This application (C130318ZSR), in conjunction with those for the related actions, was reviewed by the Department of City Planning for consistency with the policies of the New York City Waterfront Revitalization Program (WRP), as amended, approved by the New York City Council on October 13, 1999, and by the New York State Department of State on May 28, 2002, pursuant to the New York State Waterfront Revitalization and Coastal Resources Act of 1981 (New York State Executive Law, Section 910 et seq.). The designated WRP number is 12-138.

Based on the information submitted, the Waterfront Open Space Division, on behalf of the New York City Coastal Commission, having reviewed the waterfront aspect of this action, finds that the actions will not substantially hinder the achievement of any Waterfront Revitalization Program (WRP) policy and hereby finds the project consistent with the WRP policies.

CONSIDERATION

The Commission believes that this application for a special permit application (C130318ZSR), in conjunction with the applications for the related actions (C130315ZMR, N130316ZRR, C130317ZSR, C1030319 PPR and C130320PPR) is appropriate.

A full consideration and analysis of issues and the reasons for approving this application appear in the related report for a zoning text amendment (C130316ZRR).

FINDINGS

The Commission hereby makes the following findings pursuant to Section 128-61(f) that the proposed plans:

(1) include #uses# that are appropriate, considering the unique location of the site in relation to the Staten Island Ferry Terminal, the Staten Island Rail Road, and the land #uses# in and around the #Special St. George District#;

(2) provide a distribution of #floor area#, locations and heights of #buildings or other structures#, primary business entrances and open areas that will result in a superior site plan, providing a well-designed relationship between #buildings and other structures# and open areas on the #zoning lot#; and shall also provide a well-designed relationship between the site and adjacent #streets#, surrounding #buildings#, adjacent off-site open areas and #shorelines# and will thus benefit the users of the site, the neighborhood and the City as a whole;

(3) provide a distribution of #floor area# and locations and heights of #buildings or other structures# that will not unduly increase the #bulk# of #buildings or other

structures# in the North Waterfront Subdistrict or unduly obstruct access of light and air to the detriment of the users of the site or nearby #blocks# or of people using the public #streets#, and that will provide waterfront vistas from nearby #streets# and properties on nearby #blocks#;

(4) provide useful and attractive publicly accessible open space, with sufficient public amenities, including but not limited to seating, landscaping and lighting, that results in a superior relationship with surrounding neighborhood destinations, #streets#, #buildings#, open areas, public facilities and the waterfront;

(5) improve public access to the waterfront;

(6) improve, as applicable, the publicly accessible waterfront open space sufficiently to ensure that emergency vehicles will have adequate access to the waterfront and adjacent #developments#;

(7) in connection with the improvement of the applicable portions of the publicly accessible waterfront open space, restore planted areas, trees and lighting in a way that is attractive and compatible with the design of the Waterfront Esplanade existing on (date of adoption);

(8) provide adequate parking and loading to meet the demand for all users during peak utilization;

(9) provide adequate parking for commuters at locations convenient and accessible to the Staten Island Ferry Terminal at all times and during all phases of construction;

(10) provide signage and lighting that are compatible with the scenic and historic character of the harbor and that will not adversely affect the character of the surrounding neighborhood;

(11) for a #public parking garage# with more than 150 parking spaces, will ensure that:

(i) entrances are proposed in locations and with design features that minimize traffic congestion and conflicts with pedestrians;

(ii) adequate reservoir space has been provided at the vehicular entrances; and

(iii) the #streets# providing access to such #use# will be adequate to handle the traffic generated thereby; and

(12) for a #development# located partially or entirely within a railroad or transit right-of-way or yard and/or in #railroad or transit air space#, that:

(i) the distribution of #floor area# does not adversely affect the character of the surrounding area by being unduly concentrated in any portion of such #development#, including any portion of the #development# located beyond the boundaries of such railroad or transit right-of-way or yard; and

(ii) if such railroad or transit right-of-way or yard is deemed appropriate for future transportation #use#, the site plan and structural design of the #development# do not preclude future use of, or improvements to, the right-of-way for such transportation #use#.

The Commission also hereby makes the following findings pursuant to Section 128-61(a)(4): temporary #public parking lots# or #public parking garages# with more than 150 spaces, supplied in connection with an interim parking plan, provided that the applicable findings of Section 74-51 (Public Parking Garages or Public Parking Lots outside High Density Central Areas) are met by each such temporary public parking facility.

RESOLUTION

RESOLVED, that having considered the Final Environmental Impact Statement (FEIS), for which a Notice of Completion was issued on August 29, 2008, with respect to this application (CEQR No. 13SBS001R), the City Planning Commission finds that the requirements of the New York State Environmental Quality Review Act and Regulations, have been met and that:

1. Consistent with social, economic and other essential considerations, from among the reasonable alternatives thereto, the action to be approved is one which minimizes or avoids adverse environmental impacts to the maximum extent practicable; and

2. The adverse environmental impacts disclosed in the FEIS will be minimized or avoided to the maximum extent practicable by incorporating as conditions to the approval, in accordance with the environmental commitment letter, dated September 11, 2013, from the New York City Economic Development Corporation, the St. George Outlet Development LLC, and the New York Wheel LLC, those project components related to the environment and mitigation measures that were identified as practicable.

This report of the City Planning Commission, together with the FEIS, constitute the written statement of facts, and of social, economic and other factors and standards, that form the basis of the decision, pursuant to Section 617.11(d) of the SEQRA regulations; and be it further

RESOLVED, the City Planning Commission, in its capacity as the City Coastal Commission, has reviewed the waterfront aspects of this application and finds that the proposed action is consistent with WRP policies; and be it further

RESOLVED, by the City Planning Commission, pursuant to Sections 197-c and 201 of the New York City Charter, that based on the environmental determination, and the consideration and findings described in this report, the application submitted by NYC Economic Development Corporation and St. George Outlet Development LLC pursuant to Sections 197-c and 201 of the

New York City Charter for the grant of a special permit pursuant to Section 128-61 of the Zoning Resolution to allow a development plan for a retail outlet mall, catering facility, hotel and a public parking garage with a maximum of 1250 spaces, and an improvement plan for a Waterfront Esplanade, on property located on Parcel 2 in the North Waterfront Subdistrict (Block 2, p/o Lots 1, 5, 10 and 20) and on the Waterfront Esplanade, in an M1-1 District, within the Special St. George District, Borough of Staten Island, Community District 1, is approved, subject to the following conditions:

1. The property that is the subject of this application (C130318ZSR) shall be developed in size and arrangement in accordance with the dimensions, specifications and zoning computations indicated on the following plans, prepared by Perkins Eastman Architects and SHoP Architects, P.C. filed with this application and incorporated in this resolution:

Dwg. No.	Title	Last Date Revised
-	Zoning Lots Site Plan	09/09/2013
Z-001	Index	09/09/2013
Z-100	Zoning Site Plan	09/09/2013
Z-101	Site Plan	09/09/2013
Z-102	Site Sections	09/09/2013
Z-103	Site Sections	09/09/2013
Z-112	Floor Plans	09/09/2013
Z-113	Upper Floor Plans	09/09/2013
Z-117	Elevations	09/09/2013
Z-118	Elevations	09/09/2013
Z-121	Level 1 Plan - Parking Level 1 (P1)	09/09/2013

Z-122	Level 1 Plan - Parking Level 2 (P2)	09/09/2013
Z-123	Level 2 Plan - Parking Level 3 (P3)	09/09/2013
Z-124	Interim Parking Phasing Plan	09/09/2013
Z-125	Interim Parking Phasing Plan	09/09/2013
Z-126	Interim Parking Phasing Plan	09/09/2013
Z-127	Interim Parking Phasing Plan	09/09/2013
Z-128	Wall Street Modification Plan	09/09/2013
Z-131	Public Open Space Signage Plans	09/09/2013
Z-132	Public Open Space Signage & Transparency Elevations	09/09/2013
Z-133	Public Open Space Signage & Transparency Elevations	09/09/2013
Z-135	Public Space/Landscape Plan	09/09/2013
Z-136	Open Space Landscape Part Plans	09/09/2013
Z-137	Perimeter Landscape Part Plans	09/09/2013
Z-138	Landscape Details	09/09/2013
Z-139	Amenities & Furnishings Plan	09/09/2013
Z-140	Site Detail Zoning Drawings	09/09/2013
Z-141	Esplanade Improvements Part Plan	09/09/2013
Z-145	Lighting Photometric Plan	09/09/2013
Z-146	Lighting Plan	09/09/2013

2. Such development shall conform to all applicable provisions of the Zoning Resolution, except for as shown on the plans listed above which have been filed with this application. All zoning computations are subject to verification and approval by the New York City Department of Buildings.

3. Such development shall conform to all applicable laws and regulations relating to its construction, operation and maintenance.

4. Development pursuant to this resolution shall be allowed only after the restrictive declaration, attached hereto as Exhibit A,, with such administrative and technical changes as are acceptable to Counsel to the City Planning Commission, has been executed and recorded by St. George Outlets LLC in the Office of the Richmond County Clerk, Such restrictive declaration shall be deemed incorporated herein as a condition of this resolution.

5. All leases, subleases, or other agreements for use or occupancy of space at the subject property shall give actual notice of this special permit to the lessee, sub-lessee or occupant.

6. Upon the failure of any party having any right, title or interest in the property that is the subject of this application, or the failure of any heir, successor, assign, or legal representative of such party, to observe any of the covenants, restrictions, agreements, terms or conditions of this resolution and the restrictive declaration whose provisions shall constitute conditions of the special permit hereby granted, the City Planning Commission may, without the consent of any other party, revoke any portion of or all of said special permit. Such power of revocation shall be in addition to and not limited to any other powers of the City Planning Commission, or of any other agency of government, or any private person or entity. Any such failure as stated above, or any

alteration in the development that is the subject of this application that departs from any of the conditions listed above, is grounds for the City Planning Commission or the City Council, as applicable, to disapprove any application for modification, cancellation or amendment of the special permit hereby granted or of the restrictive declaration.

7. Neither the City of New York nor its employees or agents shall have any liability for money damages by reason of the city or such employees or agents failure to act in accordance with the provisions of this special permit.

The above resolution (C130318ZSR), duly adopted by the City Planning Commission on September 11, 2013 (Calendar No. 28), is filed with the Office of the Speaker, City Council, and the Borough President together with a copy of the plans of the development, in accordance with the requirements of Section 197-d of the New York City Charter.

AMANDA M. BURDEN, *FAICP*, Chair
KENNETH J. KNUCKLES, *Esq.*, *Vice-Chairman*
RAYANN BESSER, IRWIN G. CANTOR, P.E.,
ALFRED C. CERULLO, III, BETTY Y. CHEN, MICHELLE R. DE LA UZ,
MARIA M. DEL TORO, JOSEPH I. DOUEK, RICHARD W. EADDY,
ANNA HAYES LEVIN, ORLANDO MARIN, Commissioners

Exhibit A
Restrictive Declaration

EXHIBIT A

RESTRICTIVE DECLARATION

THIS DECLARATION, made as of the _____ day of_____, 2013 by St. George Outlet Development, LLC a New York limited liability company, having an address at 150 Myrtle Avenue, Brooklyn, New York 11201 ("Declarant").

W I T N E S S E T H:

WHEREAS, Declarant is the lessee of certain real property owned by the City of New York located in the Borough of Richmond, Staten Island, City and State of New York, designated for real property tax purposes as Block 2, parts of Tax Lots 1, 5, 10 and 20, which real property is more particularly described in Exhibit "A" annexed hereto and made a part hereof (collectively, the "Subject Property"); and

WHEREAS, Declarant desires to improve the Subject Property with the construction of an approximately 340,000 square foot ("SF") retail development with up to approximately 30,000 SF of accessory food service and related accessory uses, an approximately 130,000 SF hotel, and an approximately 20,000 SF catering facility (the "Retail / Hotel Development") or alternatively 365,000 SF of retail development with up to approximately 30,000 SF of accessory food service and related accessory uses and an approximately 130,000 SF hotel but with 5,000 SF less of accessory space; and

WHEREAS, Section 128-61 (Special Permit for North Waterfront Sites) of the Zoning Resolution of the City of New York (the "Zoning Resolution") establishes development standards and requires the issuance of a special permit to be granted by the City Planning Commission ('CPC") in order to construct and operate the Retail / Hotel Development on the Subject Property; and

WHEREAS, Declarant has applied to the CPC for a special permit, pursuant to Zoning Resolution § 128-61 both establishing the development standards for the proposed Retail /Hotel Development and permitting its construction; and

WHEREAS, in connection with the effectuation of the Retail / Hotel Development and in addition to the special permit (Application No. 130318ZSR) allowing the Retail / Hotel Development, the New York City Economic Development Corporation ("NYCEDC"), seeks approvals for the disposition by the New York City Department of Small Business Services of the Subject Property to the Declarant (Application No. 130320PPR); and

WHEREAS, the Declarant and the NYCEDC seek approval of a zoning map amendment to Map 21c of the Zoning Resolution (Application No. 130315ZMR) to rezone an area including the Subject Property from M1-1 to M1-1/SG by extending the the existing St. George Special District north across Richmond Terrace to include the Subject Property; and

WHEREAS, the NYCEDC seeks approval of a zoning text amendment to Zoning Resolution §§ 128-00 *et seq.* (Application No. 130316ZRR) establishing the North Waterfront Subdistrict within the expanded St. George Special District and to create a new provision establishing a new special permit pursuant to Zoning Resolution § 128-61 available to the Subject Property within the North Waterfront along with a related zoning text amendment to Zoning Resolution § 62-13; and

WHEREAS, the Declarant will complete at its sole cost and expense certain improvements both within and beyond the Subject Property in accordance with the plans shown on Drawings Z-100, Z-101, , Z-128, Z-135, Z-137, Z-138, Z-139, Z-140 Z-141, Z-145, and Z-146 (hereinafter the "Off-Site Improvements") including the relocation and reconstruction of

Bank Street along the Subject Property, the development of a new esplanade, the reconstruction of a stairway from the Staten Island Ferry Terminal to the new esplanade, and the installation of an elevator from the Ferry Terminal to the new esplanade; and

WHEREAS, Section 128-61 of the Zoning Resolution requires, as a condition to the exercise of the special permit, the execution and recordation in the Office of the Richmond County Clerk of a restrictive declaration acceptable to the CPC, binding the Declarant and its successors and assigns to maintain the Retail / Hotel Development and temporary parking facilities to be used during the development's construction in accordance with the approved Proposed Plans comprising Declarant's approved development plan, and in a manner consistent with any additional conditions and safeguards prescribed by the CPC; and

WHEREAS, _____ has certified in a certification attached hereto as Exhibit "B" and made a part hereof, that as of _____, the parties listed on such Exhibit, including the City of New York, are the only "Part(ies) in Interest" to the Subject Property, as "Part(ies) in Interest" is defined in subdivision (c) of the definition of "zoning lot" in Section 12-10 of the Zoning Resolution; and

WHEREAS, Declarant desires to restrict the manner in which the Subject Property is developed in the future, and intends these restrictions to benefit all the land, including land owned by City, lying within a one-half-mile radius of the Subject Property.

NOW, THEREFORE, Declarant hereby declares, covenants and agrees as follows:

1. Off-Site Improvements. Declarant covenants, agrees and reconfirms that, it will construct and complete the Off-Site Improvements described in its special permit application and as further set forth in Section 4.2 hereof.

2. Temporary Off-Site Parking. Declarant covenants and agrees that, throughout the construction period of its development from the time the Subject Property is unable to accommodate 786 on-site automobile parking spaces for use by commuters and stadium patrons until substantial completion of on-site parking facilities for at least 1,250 automobiles, it will provide and maintain temporary parking facilities for 786 cars at various off-site locations in accord with the Interim Parking Plan For Retail Development Site ("Interim Parking Plan") attached hereto as Exhibit "C".

2.1 Declarant may apply to the Chair of the City Planning Commission (the "Chair") for the Chair's certification reducing the temporary parking facilities': (i) hours of operation stated in the Interim Parking Plan; (ii) number of parking spaces; or (iii) shuttle service to and from the Staten Island Ferry Terminal and, the Chair shall issue such certification provided a utilization study based on actual operating conditions acceptable to the Chair demonstrates that such hours, capacity or shuttle service are excessive and unnecessary and that the proposed revised hours of operation, capacity or shuttle service are adequate to serve parking facility users.

2.2 Declarant further covenants and agrees that existing parking on the Subject Property shall not be discontinued for purposes of construction of the Retail/Hotel Development unless Declarant shall have received a written certification from the Chair that the off-site temporary parking facilities and shuttle service between the temporary off-site parking facilities and the Ferry Terminal described in the Interim Parking Plan are physically able and

legally permitted to provide the off-site temporary parking and shuttle service described in the aforesaid Interim Parking Plan. In order for the Declarant to receive such certification, Declarant must demonstrate that: (a) that a management plan for: (i) the off-site temporary parking, including provisions that will promote usage at all locations, and (ii) the shuttle service, including the frequency, capacity, shuttle routes and drop-off /pick- up points, has been reviewed and accepted; (b) the shuttle service has been contractually secured and sufficient advance public notice has been given and outreach conducted with respect to the interim parking locations and the scheduling of the shuttle service; (c) that the parking sites have been legally secured and have been physically improved (*i.e.* security, lighting, graded, paved and striped) to accommodate the parking; and (d) that the parking sites have received all necessary permissions from relevant City agencies to operate. Such submission to the Chair for certification may be substantiated with written and photographic evidence.

2.3 Declarant further covenants and agrees that the temporary off-site parking facilities and shuttle service shall not be discontinued unless Declarant shall have received certification from the Chair that on-site parking facilities have been substantially completed pursuant to approved building plans and that all required governmental approvals to operate the on-site parking facility have been received.

2.4 Upon receipt by the Chair of a written request for certification, with a copy of the request to the Director of the Staten Island Office of the Department of City Planning (the "Director"), described in Section 2.1 the Chair shall issue within 30 calendar days: (i) the requested certification; or (ii) written objections, specifying which items have not been substantially completed; provided, however, that failure by the Chair to provide such certification or written objections to Declarant within such 30-day period shall be deemed an

issuance by the Chair of such certification. Upon receipt by the Chair of Declarant's written response to the Chair's written objections, the Chair shall issue within 10 business days: (i) the requested certification; or (ii) written objections, specifying which items have not been substantially completed; provided however, that failure by the Chair to provide such certification or written objections to Declarant within such 10-day period shall be deemed an issuance by the Chair of such certification.

2.5 Upon receipt by the Chair of a written request (with a copy of the request to the Director) for a determination described in Sections 2.2 or 2.3 the Chair shall issue within 10 business days: (i) the requested certification; or (ii) written objections, specifying which items have not been substantially completed; provided, however, that failure by the Chair to provide such certification or written objections to Declarant within such 10-day period shall be deemed an issuance by the Chair of such certification. Upon receipt by the Chair of Declarant's written response to the Chair's written objections, the Chair shall issue within 10 work days: (i) the requested certification; or (ii) written objections, specifying which items have not been substantially completed; provided however, that failure by the Chair to provide such certification or written objections to Declarant within such 10-day period shall be deemed an issuance by the Chair of such certification.

3. Retail / Hotel Development. Declarant covenants that the Subject Property shall be developed in accordance with the special permit (Application No. 130318ZSR), and no substantial compliance with such special permit shall be allowed, except for Publicly Accessible Open Spaces, as follows, and no other development of the Subject Property, including any development otherwise permitted on as “as-of-right” basis under the provisions of the Zoning Resolution, shall be permitted unless Declarant has submitted an application for a modification

to this declaration in accordance with the provisions of Section 11 of this declaration, and such application has been approved. Declarant further covenants that the Subject Property shall be developed pursuant to the following plans prepared by SHoP, dated September 9, 2013, approved as part of the Retail / Hotel Development special permit and annexed hereto in Exhibit "D" and made a part hereof (the "Approved Plans") as well as the Notes on Plans indicated on the Approved Plans. Any variation to Publicly Accessible Open Space shall be subject to a Department of City Planning determination of "substantial compliance":

ST. GEORGE WATERFRONT REDEVELOPMENT (PARCEL 2)

Sheet Number	Sheet Name
	ZONING LOTS SITE PLAN
Z-001	INDEX
Z-100	ZONING SITE PLAN
Z-101	SITE PLAN
Z-102	SITE SECTIONS
Z-103	SITE SECTIONS
Z-112	FLOOR PLANS
Z-113	UPPER FLOOR PLANS
Z-117	ELEVATIONS
Z-118	ELEVATIONS
Z-121	LEVEL 1 PLAN - PARKING LEVEL 1
Z-122	LEVEL 1 PLAN - PARKING LEVEL 2
Z-123	LEVEL 2 PLAN - PARKING LEVEL 3
Z-124	INTERIM PARKING PHASING PLAN
Z-125	INTERIM PARKING PHASING PLAN
Z-126	INTERIM PARKING PHASING PLAN
Z-127	INTERIM PARKING PHASING PLAN
Z-128	WALL STREET MODIFICATION PLAN
Z-131	PUBLIC OPEN SPACE SIGNAGE PLANS
Z-132	PUBLIC OPEN SPACE SIGNAGE & TRANSPARENCY ELEVATIONS
Z-133	PUBLIC OPEN SPACE SIGNAGE & TRANSPARENCY ELEVATIONS
Z-135	PUBLIC SPACE/ LANDSCAPE PLAN
Z-136	OPEN SPACE LANDSCAPE PART PLANS
Z-137	PERIMETER LANDSCAPE PART PLANS
Z-138	LANDSCAPE DETAILS
Z-139	AMENITIES & FURNISHINGS PLAN
Z-140	SITE DETAIL ZONING DRAWINGS
Z-141	ESPLANADE IMPROVEMENTS PART PLAN
Z-145	LIGHTING PHOTOMETRIC PLAN
Z-146	LIGHTING PLAN

3.1 Declarant further covenants and agrees that it shall not file for approval of Zoning Diagram (ZD1) and an architectural site plan by the Department of Buildings ("DOB") in support of Declarant's application for building permits to commence construction unless it shall have received certification from the Chair that the ZD1 and the architectural site plan are in accordance with the City Planning Commission approved plans for the Declarant's development. The ZD1, as prescribed by the DOB, is an 11-inch by 17-inch or smaller drawing that graphically summarizes the proposed zoning bulk, yards and street plantings. The ZD1 drawing includes diagrams for schematic site plans and other projections (three dimensional or axonometric as required) describing vertical dimensions. For purposes of this declaration, the ZD shall include successor forms or requirements of this nature as prescribed by DOB. The architectural site plan is a more detailed site plan than that required by the ZD1 and shall include details such as, but not limited to, landscaping, locations of trees and planters and amenities. Upon receipt by the Chair of a written request for certification of the ZD1 materials and architectural site plan described herein, the Chair shall issue within 30 calendar days: (i) the requested certification; or (ii) written objections, specifying where the proposed ZD1 materials and architectural site plan are inconsistent with the approved special permit plans; provided, however, that failure by the Chair to provide such certification or written objections to Declarant within such 30-day period shall be deemed an issuance by the Chair of such certification. Notwithstanding the foregoing, Declarant shall not be precluded from filing for approval by DOB of plans for grading or excavation prior to its application for or issuance of the Chair's certification.

3.2 Declarant further covenants and agrees that it shall neither file for approval nor place any kiosk in On-Site Public Open Space, as such term is defined in Section 4.1 hereof, unless it shall have received certification from the Chair permitting such placement. Upon receipt by the Chair of a written request for certification of the placement of kiosks described herein, the Chair shall issue within 30 calendar days: (i) the requested certification; or (ii) written objections regarding such placement; provided, however, that failure by the Chair to provide such certification or written objections to Declarant within such 30-day period shall be deemed an issuance by the Chair of such certification.

3.3 Declarant covenants and agrees to participate in a consultation process regarding implementation of the Interim Parking Plan, as described below. A committee (the "Committee") shall consist of representatives from the New York City Departments of City Planning and Transportation, the Declarant, and the Staten Island Borough President and shall meet at least every three months. Such Committee meetings will begin three months after the commencement of off-site parking pursuant to the Interim Parking Plan. Upon request of the Committee, during the period of operation of the Interim Parking Plan, the Declarant's representative shall address the questions and concerns of the Committee about the implementation and operation of the Interim Parking Plan. The Declarant shall, in good faith, work with the Committee to address operational issues and, as appropriate, to promptly resolve them. Declarant's obligations shall include but not be limited to the following, upon request of the Committee members: utilization monitoring, data collection regarding use and operation of the interim parking facilities, and qualitative periodic reports regarding use and operation of the interim parking facilities. Declarant’s obligations hereunder shall expire at the expiration of the Interim Parking Plan.

4. On-Site and Off-Site Public Open Space Requirements.

4.1 The Retail / Hotel Development's Publicly Accessible Open Space to be located on the Subject Property (the "On-Site Public Open Space") described in the subject ULURP application and comprising: (i) the visual corridor/upland connection; and (ii) the approximately 6,000 square foot open space "Central Plaza" area (exclusive of pedestrian walkways bounding it on three sides) adjacent to the visual corridor/upland connection approximately 200 feet from Richmond Terrace; shall be constructed and landscaped by Declarant in accordance with Approved Plans Sheet Numbers Z-100, Z-101, Z-135 to Z-140, Z-145 and Z-146 ("On-Site Public Open Space Plans"). The On-Site Public Open Space shall be open to the public as set forth in Section 4.3 hereof, and such hours of operation shall be indicated at all main points of entry for such On-Site Public Open Space by signage the designs of which shall have been approved by the New York City Public Design Commission ("PDC"); and may be closed for one day per year to avoid public dedication. Notwithstanding the foregoing, Declarant may close the On-Site Public Open Space or portions thereof for additional periods as may be necessary in order to: (i) accomplish maintenance, repairs or replacements; (ii) make emergency repairs to mitigate hazardous site conditions; and (iii) address other emergency conditions. Emergency conditions for which the On-Site Public Open Space may be closed pursuant to (iii) above shall be limited to actual or imminent emergency situations, including, but not limited to, security alerts, riots, casualties, disasters, or other events endangering public health, safety or property, provided that no such emergency closure shall continue for more than twelve (12) consecutive hours without Declarant having consulted with the New York City Police Department ("NYPD") or New York City DOB, as appropriate, and having followed the NYPD's or DOB's direction, if any, with regard to the emergency situation. Declarant shall promptly notify the Chair of CPC

("Chair"), and DOB, as appropriate, in writing of any such emergency closure under (iii) above, which extends more than twelve (12) hours. Declarant will close or permit to be closed only those portions of the On-Site Public Open Space, which must or should reasonably be closed to effect the repairs, replacements or mitigation of hazardous site conditions to be undertaken pursuant to (i) and (ii) above, and will exercise due diligence in the performance of such repairs, replacements or mitigation such that they are completed expeditiously and the temporarily closed areas (or any portions thereof) are re-opened to the public promptly. Declarant shall provide notice to the Chair of any closure of the On-Site Public Open Space associated with scheduled repairs or replacements under (i) above, and anticipated closure time frame, and shall post information regarding the same at appropriate locations at entrances to and within the On-Site Public Open Space, not less than seven (7) days prior to such closure.

4.2 The Retail / Hotel Developments Off-Site Improvements described in the subject ULURP application and comprising a redesigned and rebuilt public esplanade at Bank Street, the relocation of Bank Street closer to the shore, the widening and reorienting of the current stairway between the Ferry Terminal and the esplanade, and the installation of an elevator connecting the Ferry Terminal to the esplanade shall be constructed and landscaped, where applicable, by Declarant in accordance with the applicable Approved Plans, including the provision of required signage.

4.3 Hours of Operation; Nightime Closure The On-Site Public Open Space shall be publicly accessible twenty-four (24) hours a day. Notwithstanding the foregoing or anything to the contrary in this Section 4.3, the Central Plaza area and Visual Corridor/Upland Connection may be closed during specified nighttime hours where it has been open to the public a minimum of one year and Declarant documents that such closing is

necessary for public safety, upon certification by the Chair that a detailed site plan or plans have been submitted and approved, setting forth hours of accessibility to the public, the materials, dimensions, and configuration of any design element that limits public access, and the storage location for any such design element. Such design elements shall have been been approved by PDC; and, provided, further,

4.3(a) Operational Rules for the On-Site Public Open Space

The On-Site Public Open Space and Public Plazas shall in addition be governed by the rules and regulations ("Operational Rules") set forth in Exhibit "E" annexed hereto and made a part hereof and shall be displayed on signage the design of which shall have been approved by the PDC. Declarant may, from time to time, propose reasonable modifications or additions to such Operational Rules subject to the administrative approval of the Chair.

4.3 (b) All pedestrian pathways or corridors not identified as On-Site Public Open Space shall be operated and controlled solely by the Declarant.

4.4 Certificate of Occupancy

(a) Certificate of Occupancy and Provision of On-Site Public Open Space

Subject to the force majeure provisions of Section 5 hereof, Declarant shall not submit to the DOB a Form PW-7 (or successor form promulgated by DOB) that requests issuance of either a temporary certificate of occupancy ("TCO") or a permanent certificate of occupancy ("CO") for occupancy of any retail zoning floor area nor accept a TCO or CO for any retail zoning floor area until (x) Declarant has Substantially Completed (as hereinafter defined in (d)) items (i) – (iv) in paragraph (c) below in accordance with the On-Site Public Open Space Plans, (y) the Chair has certified that same has been Substantially Completed, which certification (or written objections,

specifying which items have not been Substantially Completed) shall be issued within 30 days following request by Declarant); provided, however, that failure by the Chair to provide such certification or written objections to Declarant within such 30-day period shall be deemed an issuance by the Chair of such certification; provided, further, that if Declarant's request for such certification is submitted between November 15 and March 1, the Substantial Completion of item (iv) shall not be a precondition to the issuance of such certification, and (z) Declarant shall have posted a letter of credit equal to the verifiable cost, in an amount acceptable to the Chair, to complete the On-Site Public Open Space. The foregoing shall not prohibit Declarant from submitting paperwork or requesting TCO inspections for retail zoning floor area, including submitting to DOB Form PW-6 (or successor form promulgated by the DOB) prior to Substantially Completing items (i) – (iv).

(b) Substantial Completion of On-Site Public Open Space

Subject to the force majeure provisions of Section 5 hereof, Declarant shall not submit to the DOB a Form PW-7 (or successor form promulgated DOB) that requests issuance of either a temporary certificate of occupancy ("TCO") or a permanent certificate of occupancy ("CO") for occupancy of any hotel or catering facility zoning floor area, nor accept a TCO or CO for any hotel or catering facility zoning floor area until (x) Declarant has Substantially Completed (as hereinafter defined in (d)) items (i) – (iv) in paragraph (c) below in accordance with the On-Site Public Open Space Plans, (y) the Chair has certified that same has been Substantially Completed, which certification (or written objections, specifying which items have not been Substantially Completed) shall be issued within 30 days following request by Declarant); provided, however, that failure by the Chair to provide such certification or written objections to Declarant within such 30-day period shall be deemed an issuance by the Chair of such

certification; provided, further, that if Declarant's request for such certification is submitted between November 15 and March 1, the Substantial Completion of item (c)(iv) shall not be a precondition to the issuance of such certification, and (z) Declarant shall have posted a letter of credit equal to the verifiable cost, in an amount acceptable to the Chair, to complete the On-Site Public Open Space. The foregoing shall not prohibit Declarant from submitting paperwork or requesting TCO inspections for retail zoning floor area, including submitting to DOB Form PW-6 (or successor form promulgated by the DOB) prior to Substantially Completing items (i) – (iv).

(c) Elements of Substantial Completion of On-Site Public Open Space

The On-Site Public Open Space Plans shall be deemed Substantially Completed when the following elements are Substantially Completed:

(i) All drainage, horizontal paving and hardscape shall be installed and, as applicable, shall be operational.

(ii) Furniture, including planters, shall be installed and, as applicable, shall be operational.

(iii) Plaza lighting shall be installed and, as applicable, shall be operational.

(iv) Plantings and landscaping shall be installed.

(d) Meaning of Substantial Completion

For purposes of this Declaration, "Substantial Completion" or "Substantially Complete", shall mean completion of construction substantially in accordance with the On-Site Public Open Space Plans in the reasonable determination of the

Chair, notwithstanding that minor or insubstantial details of construction, decoration or mechanical adjustment remain to be performedto such an extent that such On-Site Public Open Space may be operated and made available for public use, in the reasonable determination of the Chair, notwithstanding that landscaping, planting of vegetation or other tasks which must occur seasonally has not been completed, provided that Declarant supplies assurances in a manner reasonably acceptable to the Chair that such task will be completed in the appropriate season.

(e) Maintenance of On-Site Public Open Space

Declarant shall be responsible for all maintenance and repair of On-Site Public Open Space in accordance with the following:

(i) Litter and obstructions removed no less than daily and leaves collected and removed as needed to maintain the open space in clean, neat and good condition;

(ii) Walkways, lighting and all other improvements and facilities installed in On-Site Public Open Space shall be routinely cleaned and maintained so as to keep such in clean, neat and good condition;

(iii) Graffiti shall be regularly painted over or removed, as appropriate to the nature of the surface, promptly, with reasonable dispatch;

(iv) Drains, sewers and catch basins shall be cleaned regularly to prevent clogging or flooding;

(v) Branches and trees damaged or felled by winds, ice, vandalism or by any other reason whatsoever, shall be promptly removed;

(vi) Snow and ice shall promptly be removed from all walkways so as not to interfere with safe passage and from all other paved surfaces no more than 24 hours after each snowfall or accumulation of ice.

(vii) Declarant shall be responsible for a maintenance program for the planted portions of the On-Site Public Open Space that will include without limitation the following maintenance activities: regular plant inspection, weeding, raking, applying fertilizer and removing and replacing dead plants.

(viii) Declarant shall be responsible for repairs and replacements as needed to maintain the On-Site Public Open Space in good order and working condition. This includes repairs and replacement to benches, walls, barriers, paving, lighting, signage, and any items with painted surfaces.

(f) Certificate of Occupancy and Provision of Permanent Parking Structure and Off-Site Improvements.

Subject to the force majeure provisions of Section 5 hereof, Declarant shall not submit to the DOB a Form PW-7 (or successor form promulgated by DOB) that requests issuance of either a TCO or COfor occupancy of any retail zoning floor area, nor accept a TCO or CO for any retail zoning floor area until (x) Declarant has Substantially Completed the permanent parking structure and the Offsite Improvements. For purposes of this provision, Substantially Completed shall mean open and available for use by the public as defined pursuant to agreements with the New York City Department of Transportation and/or NYCEDC.

5. Force Majeure Event. "Force Majeure Event" shall mean an occurrence beyond the reasonable control of Declarant which causes the delay of the performance of either Declarant's Off-Site Improvements or On-Site Public Open Space Requirements hereunder, provided that Declarant has taken reasonable steps to control or to minimize such delay, and which occurrences shall include, but not be limited to: (i) a strike, lockout or labor dispute; (ii) the inability to obtain labor or materials or reasonable substitutes therefor; (iii) acts of God; (iv) restrictions, regulations, orders, controls or judgments of any Governmental Authority, including, with respect to design and construction of the Off-Site Improvements, such as have the effect of preventing Declarant from designing orconstructing same in an efficient and expeditious manner; (v) undue material delay in performance of any work or processing and/or issuance of approvals of any applications or agreements or other actions required in order to permit Declarant to carry out its obligations pursuant to this Declaration by any Governmental Authority, provided that such delay is not caused by any act or omission of Declarant; (vi) enemy or hostile government action, civil commotion, insurrection, terrorism, revolution or sabotage; (vii) fire or other casualty; (viii) a taking of the whole or any portion of the Subject Property by condemnation or eminent domain; (ix) inclement weather substantially delaying construction of any relevant portion of the Subject Property; (x) unforeseen underground or soil conditions, provided that Declarant did not and could not reasonably have anticipated the existence thereof as of the date hereof; (xi) the denial of access to adjoining real property, notwithstanding the existence of a right of access to such real property in favor of Declarant arising by contract, if such access is required to accomplish the special permit requirements of Declarant pursuant to this Declaration; (xii) failure or inability of a public utility to provide

adequate power, heat or light or any other utility service; (xiii) orders of any court of competent jurisdiction which prohibit, or the pendency of any litigation which has the effect of prohibiting Declarant from performing its obligations hereunder, provided that the Chair has concurred that a Force Majeure Event has occurred in accordance with the provisions of Section 5.1.

5.1 Delay by reason of Force Majeure Event. If Declarant is unable to perform any obligation under this Declaration by reason of a Force Majeure Event, Declarant may notify the Chair of the Force Majeure Event (a "Delay Notice") who shall certify the existence of such Force Majeure Event. Any Delay Notice shall include a description of the Force Majeure and impact on the work in question (as reasonably determined by Declarant). The Chair shall thereafter determine whether the Force Majeure Event exists, acting in consultation with the DOT Commissioner as appropriate, and upon notice to Declarant no later than ten days after its receipt of the Delay Notice, certify whether a Force Majeure Event exists. Failure to certify within ten days after receipt of the Delay Notice shall be deemed a finding of a Force Majeure Event by the Chair. If the Chair certifies that a Force Majeure Event does not exist, the Chair shall set forth with specificity in the certification the reasons therefor. If the Chair certifies that a Force Majeure Event exists, the Chair shall, either concurrently with such certification or no later than ten (10) days thereafter, grant Declarant appropriate relief, including notifying the Buildings Department that a Building Permit, or some or all of the requested TCOs (as applicable) may be issued for all or part of Declarant's development, provided that no CO shall be issued for any part of Declarant’s development unless final completion of the Off-Site Improvements and On-Site Public Open Space have been achieved except where : (a) the Department of Buildings has advised the Chair in writing that no further TCOs are available under law ; or (b) the Chair determines that the Force Majeure Event will extend for a period of

more than two (2) years. In determining the appropriate relief, the Chair shall, acting in consultation with the DOT Commissioner as appropriate, impose conditions as and to the extent reasonably necessary to ensure that activities resulting from the issuance of a Building Permit or TCO, as applicable, shall not result in undue interference with ferry operations or ferry terminal operations. Declarant shall be afforded an opportunity to object to or seek modifications to such conditions prior to their becoming final, and may seek subsequent changes to such conditions based on a demonstration that a condition is no longer needed or may be adjusted without resulting in undue interference with ferry operations or ferry terminal operations. Any delay arising by reason of a Force Majeure Event shall be deemed to continue until Declarant has reasonable time to remobilize its work force and to resume its work in full force, or, in the event that a Force Majeure Event results in a diminution of work without its discontinuance, until Declarant has reasonable time to resume full work. Upon cessation of the Force Majeure Event, Declarant shall promptly recommence the full performance of its required work. As a further condition to granting relief as aforesaid, the Chair may in addition to withholding some or all of the requested TCOs as security, require that Declarant post a letter of credit **("Completion Letter of Credit")** or similar security if acceptable to the Chair, in a form reasonably acceptable to the Chair and naming the City as beneficiary, to secure Declarant's obligation to complete the Off-Site Improvements and the On-Site Public Open Space Requirements work upon the cessation of the Force Majeure Event. Such Completion Letter of Credit or similar security shall be in a sum of no more than 125 % of the estimated cost, based on an estimate provided by Declarant and accepted by the City, to complete the Off-Site Improvements and the On-Site Public Open Space Requirements work. If Declarant fails to resume performance of its improvement work or to resume full work upon cessation of the Force Majeure Event, the

City may undertake to perform the Obligation and draw upon the aforesaid Completion Letter of Credit, to the extent required to complete the Off-Site Improvements and the On-Site Public Open Space work. Upon performance of the Off-Site Improvements and/or the On-Site Public Open Space Requirements, whether by the Declarant or the City, the City shall promptly return the aforesaid security (or the undrawn balance thereof) to Declarant. Declarant hereby grants the City a license to enter upon such portions of the Subject Property as shall be required to exercise the aforesaid self-help rights conferred upon the City, subject to compliance with all generally applicable site safety requirements, and provided further that (i) any construction agreements entered into by the City for such purpose shall name Declarant as an additional insured; (ii) the City shall exercise reasonable efforts to coordinate the work with Declarant's construction activities so as to minimize the potential for undue interference with such activities.

6. Binding Effect. The restrictions, covenants, rights and agreements set forth in this Declaration shall be binding upon Declarant and any successor or assign of Declarant as of the Effective Date; provided, that the Declaration shall be binding on any Declarant, only for the period during which such Declarant, or any successor or assign thereof, is the holder of an interest in the Subject Property, and only to the extent of such Declarant's interest in the Subject Property. At such time as a Declarant or any successor to a Declarant no longer holds an interest in the Subject Property, such Declarant's or such Declarant's successor's obligations and liability under this Declaration shall wholly cease and terminate, and the party succeeding such Declarant or such Declarant's successor shall assume the obligations and liability of Declarant pursuant to this Declaration with respect to actions or matters occurring subsequent to the date such party assumes an interest in the Subject Property to the extent of such party's interest in the Subject Property. For purposes of this Declaration, any successor to a Declarant shall be deemed a

Declarant for such time as such successor holds all or any portion of any interest in the Subject Property. Reference in this Declaration to agencies or instrumentalities of the City State or Federal Government shall be deemed to include agencies or instrumentalities succeeding to jurisdiction thereof pursuant to the laws of the Nation, State of New York and the New York City Charter.

7. Recordation. Declarant shall file and record this Declaration in the Office of the Richmond County Clerk (the "Clerk"), indexing it against the Subject Property within fifteen (15) days of the date which is the later of (a) final approval of the Land Use Applications by the CPC or the City Council, as the case may be (the "Final Approval"), or (b) acquisition by Declarant of the lease interest in the Subject Property (such date, the "Recording Date"). Declarant shall promptly provide to the Chairperson of the CPC a copy of the Declaration as recorded, so certified by the Clerk. If Declarant fails to so record this Declaration by the Recording Date, CPC may record a duplicate original of this Declaration, but all costs of recording, whether undertaken by Declarant or by CPC, shall be borne by Declarant.

8. Effective Date. This Declaration and the provisions and covenants hereof shall become effective as of the Recording Date.

9. Notice. All notices, demands, requests, consents, approvals, and other communications (each, a "Notice") which may be or are permitted, desirable, or required to be given under this Declaration shall be in writing and shall be sent or delivered as follows:

(i) if to Declarant:
to the address at the commencement of this Declaration
Attn: _____,

with a copy to:

Steven Polivy
Akerman Senterfitt, LLP
666 Fifth Avenue
New York, NY 10103

(ii) if to the Chair or to CPC:
New York City Planning Commission
22 Reade Street
New York, New York 10007
Attention: Chairperson

with a copy to:
the general counsel of CPC at the same address

and if required pursuant to Section 2.4 hereof, to the Director of the Staten Island Office:

Director, Staten Island Office
NewYork City Department of City Planning
130 Stuyvesant Place, 6th Fl.
Staten Island, New York 10301

(iii) if to a Party in Interest other than Declarant:
at an address which will have been provided in writing to CPC in accordance with this Section 9

(iv) if to a Mortgagee:
at an address which will have been provided in writing to CPC in accordance with this Section 9

Declarant, the CPC, any Party in Interest, and any Mortgagee may, by notice provided in accordance with this Section 9, change any name or address for purposes of this Declaration. In order to be deemed effective, any Notice shall be sent or delivered in at least one of the following manners: (A) sent by registered or certified mail, postage pre-paid, return receipt requested, in which case the Notice shall be deemed delivered for all purposes hereunder five days after being actually mailed; (B) sent by overnight courier service, in which case the Notice shall be deemed delivered for all purposes hereunder on the date the Notice was actually received or was refused; or (C) delivered by hand, in which case the Notice will be deemed delivered for all purposes hereunder on the date the Notice was actually received. All Notices

from CPC to Declarant shall also be sent to every Mortgagee of whom CPC has notice, and no Notice shall be deemed properly given to Declarant without such notice to such Mortgagee(s). In the event that there is more than one Declarant at any time, any Notice from the CPC shall be provided to all Declarants of whom CPC has notice.

10. Defaults and Remedies.

10.1 Declarant acknowledges that the restrictions, covenants, and obligations of this Declaration will protect the value and desirability of the Subject Property, as well as benefit the City. If Declarant, and/or its successors and assigns fails to perform any of Declarant's obligations under this Declaration, including, but not limited to the performance of the maintenance obligations set forth in Section 4.4 hereof, City shall have the right to enforce this Declaration against Declarant and exercise any administrative, legal or equitable remedy available to City, and Declarant hereby consents to same; provided that this Declaration shall not be deemed to diminish Declarant's or any other party-in-interest's right to exercise any and all administrative, legal, or equitable remedies otherwise available to it; and provided further, that City's rights of enforcement shall be subject to the cure provisions and periods set forth in Section 10.3 hereof. Declarant also acknowledges that the remedies set forth in this Declaration are not exclusive and that City and any agency thereof may pursue other remedies not specifically set forth herein including, but not limited to, a mandatory injunction compelling Declarant to comply with the terms of this Declaration.

10.2 Notwithstanding any provision of this Declaration, only Declarant, and Declarant's successors and assigns and the City, shall be entitled to enforce or

assert any claim arising out of or in connection with this Declaration. Nothing contained herein should be construed or deemed to allow any other person or entity to have any interest in or right of enforcement of any provision of this Declaration or any document or instrument executed or delivered in connection with the Large Scale Special Permits, the Land Use Applications or any Final Approval.

10.3 Prior to the City instituting any proceeding to enforce the terms or conditions of this Declaration due to any alleged violation hereof, City shall give Declarant, every mortgagee of all or any portion of the Property (a "Mortgagee") and every Party In Interest from whom the City has received notice pursuant to Section 9 hereof thirty (30) business days written notice of such alleged violation, during which period Declarant, any Party in Interest and Mortgagee shall have the opportunity to effect a cure of such alleged violation or to demonstrate to City why the alleged violation has not occurred. If a Mortgagee or Party In Interest performs any obligation or effects any cure Declarant is required to perform or cure pursuant to this Declaration, such performance or cure shall be deemed performance on behalf of Declarant and shall be accepted by any person or entity benefitted hereunder, including CPC or City, as if performed by Declarant. If Declarant, any Party in Interest or Mortgagee commences to effect such cure within such thirty (30) day period (or if cure is not capable of being commenced within such thirty (30) day period, Declarant, any Party in Interest or Mortgagee commences to effect such cure when such commencement is reasonably possible), and thereafter proceeds diligently toward the effectuation of such cure, the aforesaid thirty (30) day period (as such may be extended in accordance with the preceding clause) shall

be extended for so long as Declarant, any Party in Interest or Mortgagee continues to proceed diligently with the effectuation of such cure. In the event that more than one Declarant exists at any time on the Subject Property, notice shall be provided to all Declarants from whom City has received notice in accordance with Section 9 hereof, and the right to cure shall apply equally to all Declarants.

10.4 If, after due notice and opportunity to cure as set forth in this Declaration, Declarant, a Mortgagee or a Party in Interest shall fail to cure the alleged violation, the City may exercise any and all of its rights, including without limitation those delineated in this Section 10, and may disapprove any amendment, modification or cancellation of this Declaration on the sole ground that Declarant is in default of a material obligation under this Declaration.

11. Applications.

11.1 Declarant shall include a copy of this Declaration with any application made to DOB for a foundation, new building, alteration, or other permit (a "Permit") for any portion of the Retail / Hotel Development built pursuant to the special permit. Except as provided in Section 3 and Section 5 hereof, nothing in this Declaration, shall be construed to prohibit or preclude Declarant from filing for any permit for all or any portion of the Retail / Hotel Development, in such phase or order as Declarant sees fit in Declarant's sole discretion.

11.2 Nothing in this Declaration shall be construed to prevent Declarant or any of Declarant's successors or assigns from making any application of any sort to any governmental agency or department (each, an "Agency") in connection with the

development of the Subject Property; provided, that Declarant shall include a copy of this Declaration in connection with any application for any such discretionary approval, and provided that nothing in this Section 11.2 shall be construed as superseding the requirements, restrictions, or approvals that may be required under this Declaration or any agreements with any other Agency or the City.

12. Amendment, Modification and Cancellation.

12.1 This Declaration may be amended, cancelled, or modified only upon application by Declarant with the express written consent of CPC or an agency succeeding to CPC's jurisdiction, and no other approval shall be required from any other public body, private person, or legal entity of any kind.

12.2 Notwithstanding anything to the contrary contained in Section 12.1 hereof, the Chair of CPC may by its express written consent administratively approve modifications or amendments to this Declaration that, in the sole judgment of the Chair, are determined by the Chair to be a minor amendment or modification of this Declaration, and such minor modifications and amendments shall not require the approval of CPC.

13. Limited Liability. Notwithstanding anything to the contrary contained in this Declaration:

13.1 The restrictions, covenants, obligations and agreements herein shall be binding on the Declarant or any other individual, business, organization or other entity, as the case may be, only for the period during which the Declarant or any

such party-in-interest holds an interest in the Subject Property and subject to the further provisions of this Section 13.

13.2 The City shall first look solely to the interest of the Declarant in the Subject Property for the collection of any judgment recovered against the Declarant or the enforcement of any remedy based upon any breach by the Declarant under this Declaration, and no other property of the Declarant or its principals, disclosed or undisclosed, partners, shareholders, directors, officers, members or employees shall be subject to levy, execution or other enforcement procedure for the satisfaction of the remedies of the City under or with respect to this Declaration, and no such party shall have any personal liability under this Declaration. Notwithstanding the foregoing, nothing in this Section 13.2 shall be deemed to preclude, qualify, limit or prevent any of the City's governmental rights, powers or remedies, including without limitation, with respect to the satisfaction of the remedies of the City, under any laws, statutes, codes or ordinances.

13.3 The restrictions, covenants and agreements set forth in this Declaration shall bind Declarant and any successors-in-interest of such Declarant only for the period during which such Declarant and any such successor-in-interest is the holder of a fee interest in, or is a Party-in-Interest of, the Subject Property and only to the extent of such fee interest or the interest rendering such Declarant a Party-in-Interest. At such time as the named Declarant has no further fee interest in the Subject Property and is no longer a Party-in-Interest in the Subject Property, such Declarant's obligations and liability with respect to this Declaration shall wholly cease and terminate from and after the conveyance of Declarant's interest and

Declarant's successors-in-interest in the Subject Property by acceptance of such conveyance automatically shall be deemed to assume Declarant's obligations and liabilities hereunder to the extent of such successor-in-interest's interest.

14. Severability. In the event that any of the provisions of the Declaration shall be deemed, decreed, adjudged, or determined to be invalid or unlawful by a court of competent jurisdiction, such provision shall be severable and the remainder of this Declaration shall continue to be in full force and effect.

15. Applicable Law. This Declaration shall be governed and construed by the laws of the State of New York, without regard to principles of conflicts of law.

IN WITNESS WHEREOF, the undersigned has executed this Declaration this day of _____, 2013.

ST. GEORGE OUTLET DEVELOPMENT, LLC

By: _____,
Name:
Title:

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On the _____day of _____, 2013, before me, the undersigned, a Notary Public in and for said state, personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed this instrument.

_____

Notary Public

EXHIBIT A

Description of Subject Property

EXHIBIT B

Certification of Parties in Interest

EXHIBIT C

Interim Parking Plan

For Parcel 2

During construction of the St. George Redevelopment sites, on-site parking spaces located on the Parcel 2 would not be available. The only on-site parking that would be available would include 820 spaces on Parcel 1. Temporary off-site parking facilities would be provided at various locations to accommodate the remainder of the parking demand. The off-site parking facilities would be located near local bus routes (ADA accessible) and/or rail transit. Drivers parking at these facilities would be expected to use public transit or a free shuttle to be provided by the applicant to travel between the parking facilities at 680 Richmond Terrace, 475 Bay Street, 40 Prospect Street and the Staten Island Ferry St. George Terminal.

This Interim Parking Plan describes each temporary parking facility; modes of access to the sites including supplemental free shuttle service; additional travel times for people parking off-site; and the ability for the existing transit network to support the increase in ridership between the parking facilities and the Staten Island Ferry St. George Terminal. It also describes the general criteria and review process for establishing a management and operational plan for these interim lots to maximize their utilization.

Prior to the relocation of commuter parking from the proposed development site (Parcel 2), the Applicant must seek a certification from the Chair of the Department of City Planning, as specified in the Restrictive Declaration. Evidence of compliance with this plan will be submitted to the Chair of the City Planning Commission with a copy to the Director of the Staten Island Borough Office, stating that the off-site temporary parking facilities and shuttle service between the temporary off-site parking facilities and the Ferry Terminal described in this Interim Parking Plan are physically able and legally permitted to provide the off-site temporary parking. The Applicant shall provide evidence(a) that a management plan for : (i) the off-site temporary parking , including provisions that will promote usage at all locations and incentives to encourage construction workers to park at 475 Bay Street and 40 Prospect Street, and (ii) the shuttle routes and drop-off /pick- up points, has been reviewed and accepted by the Department of Transportation and MTA if necessary; (b) the shuttle service has been contractually secured and 2 months of public notice has been given and outreach conducted with respect to the interim parking locations and the scheduling of the shuttle service; (c) that the parking sites have been legally secured and have been physically improved (i.e. security, lighting, graded, paved and striped) to accommodate the parking; and (d) that the parking sites have received all necessary permissions from relevant City agencies to operate.

The Chair of the Department of City Planning will have 10 business days to review the submission and raise written objections, specifying which items have not been substantially completed. However, a failure by the Chair to provide a response within the 10 business day period shall be deemed an issuance by the Chair of such certification.

The Interim Parking Plan described herein meets the aforementioned criteria and only requires the submission of evidence of substantial compliance of the requirements listed within. Any modifications to this plan require review by the Department of City Planning.

Subsequent changes to the management plan or shuttle service described in this plan require review and approval by the New York City Department of Transportation.

Pursuant to Section 128-61(a)(4)(ii), the permit to operate any temporary public parking lot with more than 150 spaces will expire 30 days after the Department of Buildings issues a certificate for all permanent public parking facilities located on Parcel 2.

Temporary Off-Site Parking Facilities

Four temporary off-site parking facilities have been identified for use during construction of development on Parcel 2:

- 680 Richmond Terrace (125 spaces)
- 40 Prospect Street (143 spaces)
- 475 Bay Street (325 spaces)
- 22 Academy Place (248 spaces)

Figure 1 identifies the location of each temporary parking facility, the nearby bus and rail transit routes, and the travel times to and from the Staten Island Ferry St. George terminal. Each parking facility is described in greater detail below.

<u>680 Richmond Terrace</u>

This parking facility, with 125 parking spaces, would be located on Richmond Terrace between Lafayette Avenue and Franklin Avenue, and is shown on Figure 2 and Drawing Z-124. Vehicles would access the site from a driveway on Richmond Terrace. People who would park at this location would travel between the parking facility and the Staten Island Ferry St. George terminal via the S40, S44, S90, and S94 bus routes along Richmond Terrace or on a free shuttle (ADA accessible) provided by the developer that would operate between this parking facility and the Staten Island Ferry St. George terminal during the morning and evening commute peaks.

The shuttle would have a capacity of approximately 22 passengers and would supplement the MTA bus routes that provide service along Richmond Terrace near the 680 Richmond Terrace site. The shuttle would operate on weekdays from 6:00 AM to 8:00 PM and would operate along Richmond Terrace and pick-up/drop-off passengers at the Ferry Terminal. Details of the route and stop locations would be finalized with NYCDOT and MTA if necessary prior to the relocation of commuter parking from the proposed development. The cost to park at this facility would be $8 per day, which is consistent with the current cost to park on the South Site.

<u>40 Prospect Street</u>

This parking facility, with 143 parking spaces, would be located on Prospect Street off of Bay Street, and is shown on Figure 3 and Drawing Z-125. Vehicles would access the site from driveways on Prospect Street. People who would park at this location would travel between the parking facility and the Staten Island Ferry St. George terminal via the Staten Island Railway (SIR) at the Stapleton Station and the S51, S74, S76, S81, S84, and S86 bus routes along Bay Street. Travel times between this site and the Staten Island Ferry St. George terminal are five to six minutes in each direction on both the bus and rail. Walking routes between the parking facility, bus stops, and Stapleton SIR station are shown on Figure 3. Drivers would have to pay $5.50 per day to park at this facility, which is less than the current cost to park on the South Site or the temporary parking facilities at 680 Richmond Terrace and 22 Academy Place. As described above, the reduced cost is intended to encourage use of this parking facility and to account for the added transit costs that would be incurred by people using this lot to travel to/from the Staten Island Ferry St. George Terminal.

The free shuttle (ADA accessible) that would be provided by the developer for 680 Richmond Terrace would also operate between the temporary parking facilities at 40 Prospect Street and 475 Bay Street and the Staten Island Ferry St. George terminal during the morning and evening commute peaks. Details of the route and stop locations would be finalized with NYCDOT and MTA if necessary prior to the relocation of commuter parking from the proposed development. The developer would monitor performance to determine service demands at offsite parking facilities. Changes to the proposed route, schedule or proposed drop-off/pick-up locations require review by City DOT and MTA if necessary.

475 Bay Street

This parking facility, with 325 parking spaces, would be located on Bay Street between Wave Street and Congress Street, and is shown on Figure 3 and Drawing Z-127. Vehicles would access the site from driveways on Bay Street. People who would park at this location would travel between the parking facility and the Staten Island Ferry St. George terminal via the SIR at the Stapleton Station and the S51, S74, S76, S81, S84, and S86 bus routes along Bay Street. Travel times between this site and the Staten Island Ferry St. George terminal are five to six minutes in each direction on both the bus and rail. Walking routes between the parking facility, bus stops, and Stapleton SIR station are shown on Figure 3. Drivers would have to pay $5.50 per day to park at this facility, which is less than the current cost to park on the South Site or the temporary parking facilities at 680 Richmond Terrace and 22 Academy Place. As described above, the reduced cost is intended to encourage use of this parking facility and to account for the added transit costs that would be incurred by people using this lot to travel to/from the Staten Island Ferry St. George Terminal.

The free shuttle (ADA accessible) that would be provided by the developer for 680 Richmond Terrace would also operate between the temporary parking facilities at 40 Prospect Street and 475 Bay Street and the Staten Island Ferry St. George terminal during the morning and evening commute peaks. Details of the route and stop locations would be finalized with NYCDOT and MTA if necessary prior to the relocation of commuter parking at the proposed development. The

developer would monitor performance to determine service demands at offsite parking facilities. Changes to the proposed route, schedule or proposed drop-off/pick-up locations require review by City DOT and MTA if necessary.

22 Academy Place

This parking facility, with 248 parking spaces, would be located on Academy Place between Hamilton Avenue and Wall Street, and is shown on Figure 4 and Drawing Z-126. Vehicles would access the site from a driveway on Academy Place. As this facility is located within ¼ mile of the St. George Redevelopment site and Staten Island Ferry St. George Terminal, people who would park at this location would be expected to walk between the parking facility and the Staten Island Ferry St. George terminal; a travel time of approximately seven minutes. The cost to park at this facility would be $8 per day, which is consistent with the current cost to park on the South Site.

Temporary Off-Site Parking Operations and Management

Public outreach, through physical notices placed in and around the Staten Island Terminal (subject to NYCDOT review and approval), the internet via a website controlled by the developer, and potential press opportunities, would occur at least 2 months before closure of the existing parking facilities and opening of the temporary parking facilities. Assuming a strong initial demand when the public outreach is performed, the developer will be able to issue permits to individual lots with the goal of being able fully permit as many lots as possible, to minimize vehicles circulating between lots.

To streamline operations of the off-site parking facilities, an online/web-based parking reservation system would be developed which would include the following elements:

- Drivers using the off-site parking facilities would be able to pre-purchase parking permits based on availability and location.
- Drivers would be presented with a map/list of the off-site parking facilities with available spaces and their prices either online or on their smart phone.
- Drivers would have the opportunity to select facilities primarily based on convenience and/or cost. This should result in a strong preference for drivers to select facilities that are along their route of travel, enabling them to limit the distance they need to drive and avoid congestion.

In addition to these points, the developer is in discussions with a parking technology provider that is capable of providing space availability in real time via a dedicated website and an app that can be downloaded to mobile smart phones. Users without smart phones can also pay by mobile phone or on-site. This provider has implemented this technology in over 300 U.S. cities with tens of thousands of parking spaces. The ability to provide real time tracking of parking space availability is a technology the developer is actively pursuing.

Reduced parking costs for the off-site parking facilities that will use public transportation to arrive at the Staten Island Ferry St. George Terminal will be another incentive for drivers to park in locations further from the terminal and along their general arrival routes. In the existing

condition, many commuters travel into Manhattan and then link into the mass transportation system. For these commuters there would be no additional expense to take the SIR or MTA Bus from these temporary lots to the Staten Island Terminal, as they would be provided with a free MetroCard transfer when re-entering the system on either the Manhattan or Staten Island sides.

Occupancy and pricing for the temporary parking lots will be monitored, recorded during peak hours and maintained by the developer and provided for the City's review quarterly. A quarterly meeting will be established that at a minimum has a representative from the developer, the Department of City Planning and the Department of Transportation. In addition, each of these three parties have the right to request a meeting prior to the regularly scheduled quarterly meeting to discuss an immediate concern in relation to the Interim Parking Plan. The quarterly meeting will be based around a discussion of the results of the temporary parking monitoring as well as the overall effectiveness of the Interim Parking Plan, and acts to establish a regular forum where both the applicant and the City can propose changes to the Interim Parking Plan.

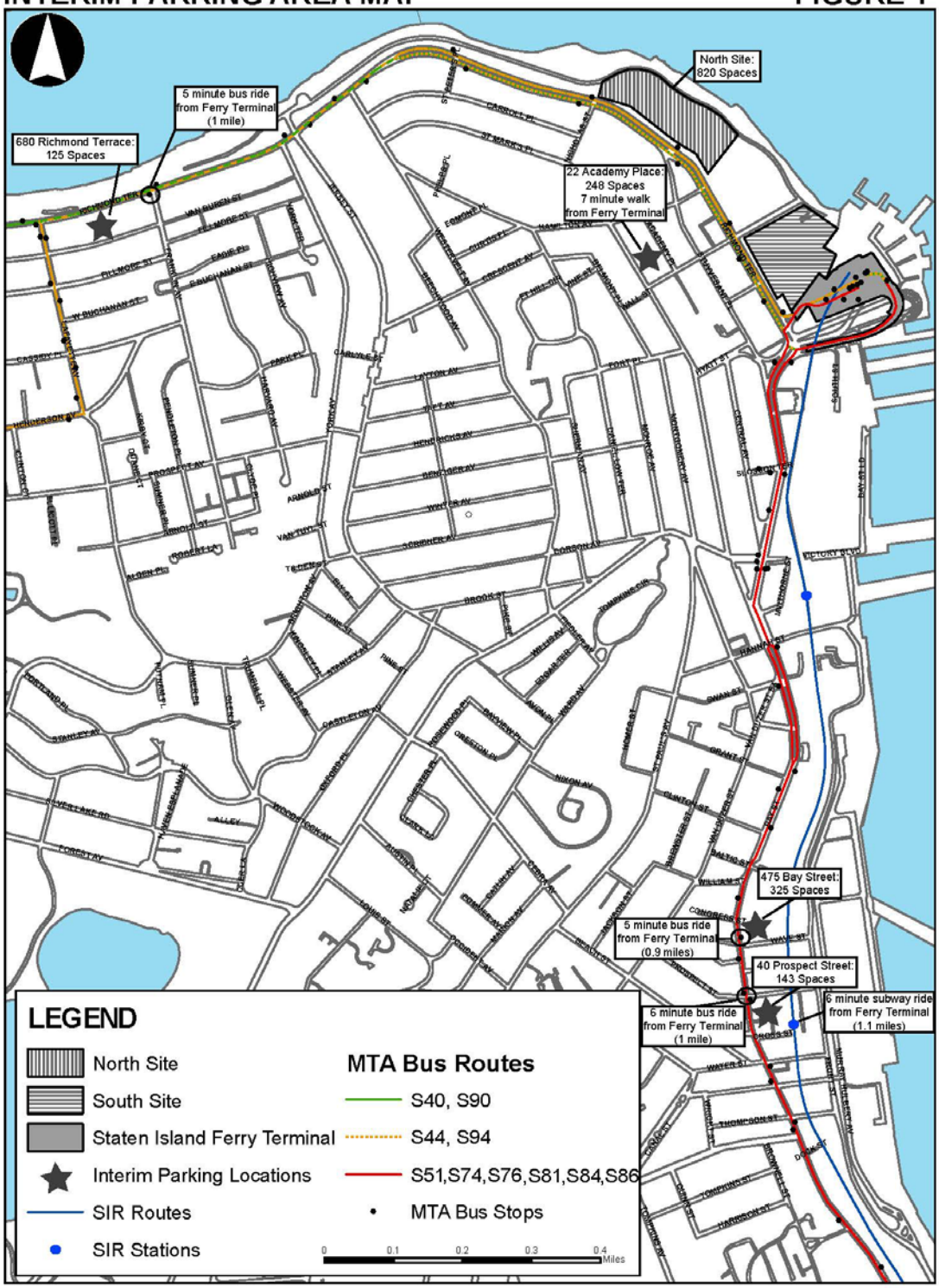
One month prior to the relocation of commuters at the proposed development located on Parcel 2, the developer will submit a detailed management plan to the Department of City Planning, to insure substantial compliance of the requirements listed within this Interim Parking Plan. Subsequent changes to the management plan require review by the Department of City Planning.

Transit-Ridership during Construction

A transit analysis for the construction period is included in Chapter 20, "Construction" of the St. George Redevelopment FEIS. The projected construction workers and commuters who would park in temporary off-site parking facilities would be distributed among various bus routes, the SIR, and Staten Island Ferry. Since the projected increase in trips on any one bus route would be fewer than 50 trips during the peak construction period, a detailed bus line-haul analysis was not required. However, since more than 200 new passengers would be added to the SIR during the peak construction period, a detailed line-haul analysis was conducted. The SIR is projected to continue to operate under capacity during the peak construction period; therefore, the SIR would not be significantly impacted during construction.

INTERIM PARKING AREA MAP

FIGURE 1

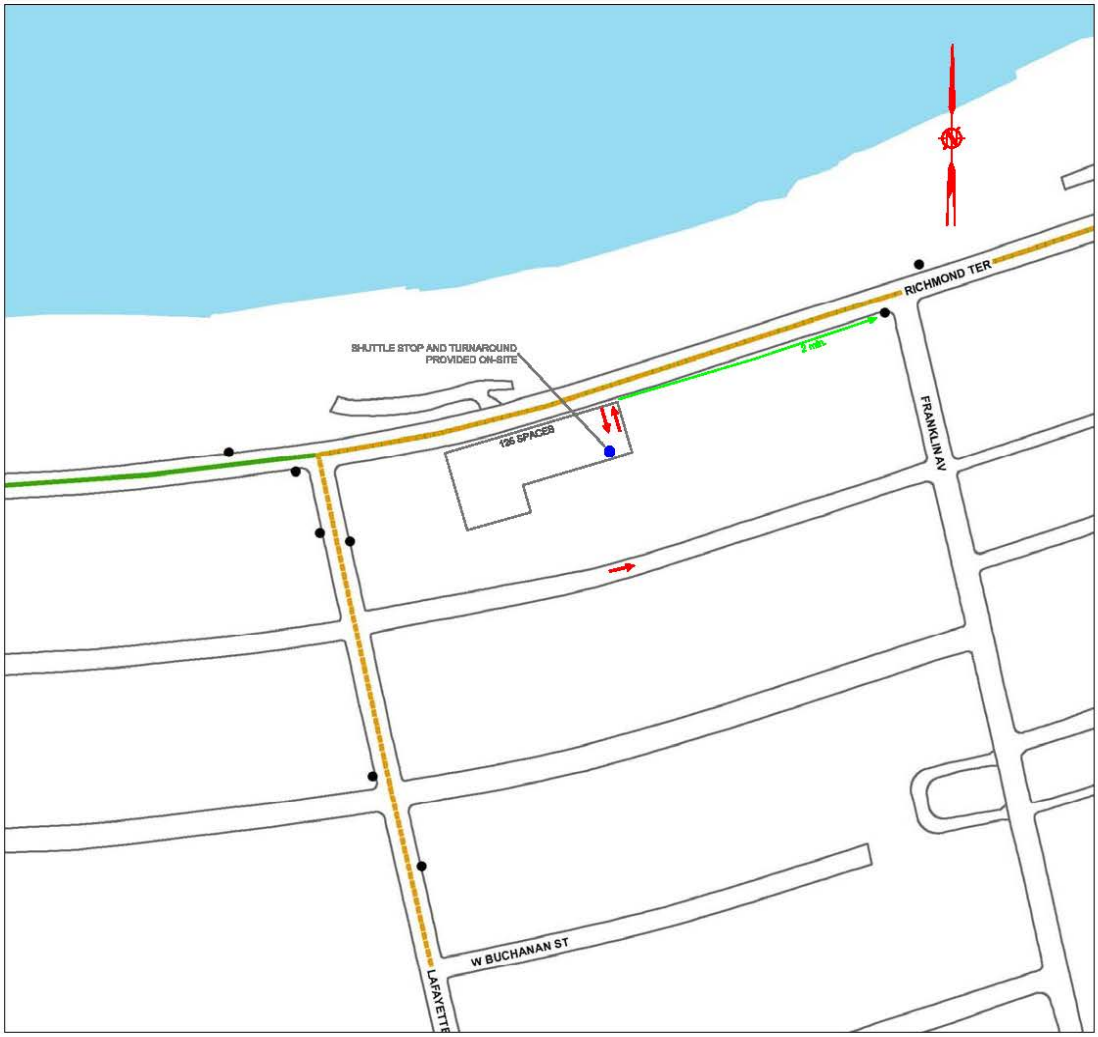


EMPIRE OUTLETS

INTERIM PARKING - CONNECTION TO FERRY

680 RICHMOND TERRACE

FIGURE 2



LEGEND:

- PEDESTRIAN PATH FROM PARKING FACILITY TO LOCAL BUS STOP
- DIRECTION OF TRAFFIC FLOW
- LOCAL BUS ROUTE (S40, S90)
- LOCAL BUS ROUTE (S44, S94)
- BUS STOP
- SHUTTLE STOP

VEHICULAR ACCESS AND PEDESTRIAN FLOW

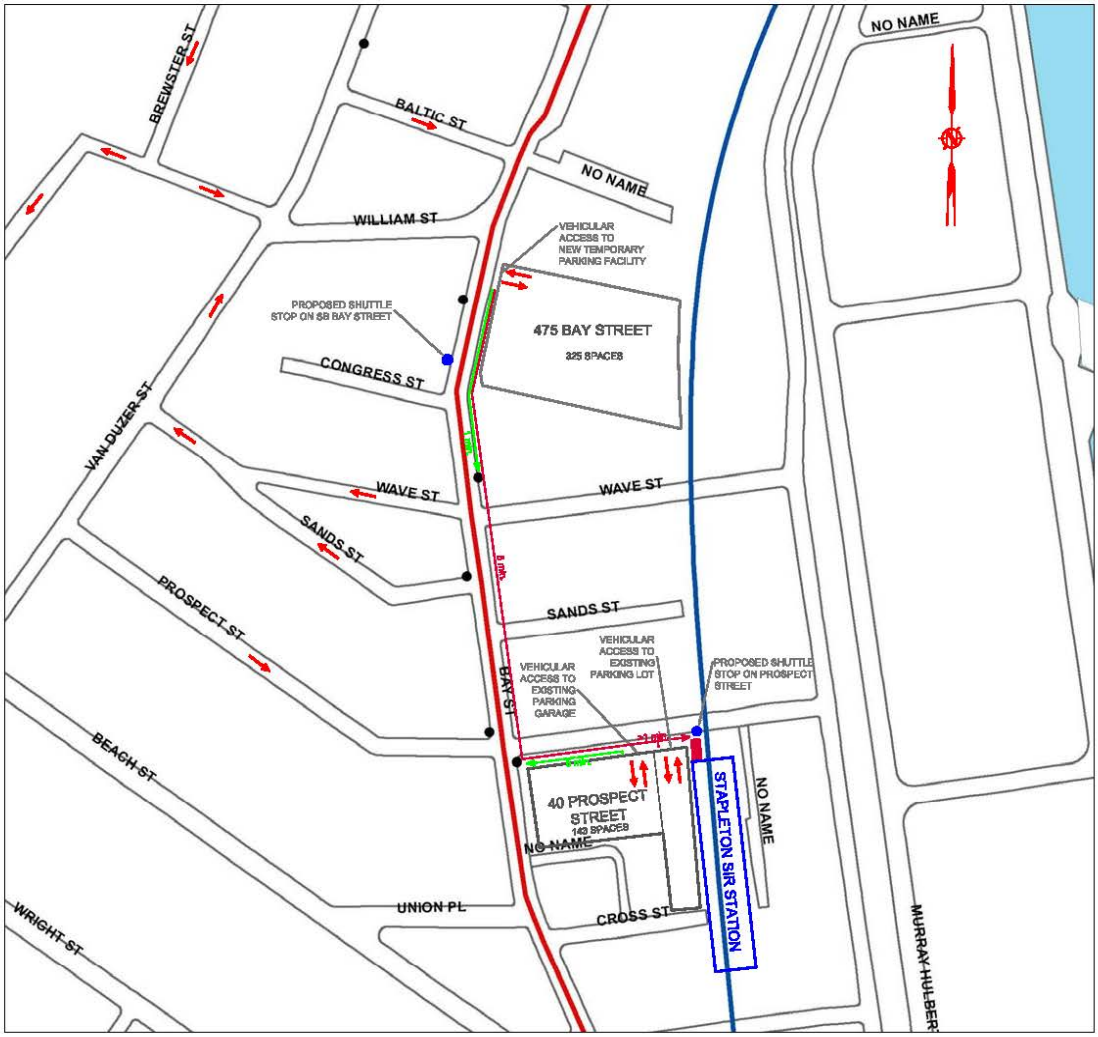
AUGUST 2013

EMPIRE OUTLETS

FIGURE 3

INTERIM PARKING - CONNECTION TO FERRY

475 BAY STREET & 40 PROSPECT STREET



LEGEND:

- PEDESTRIAN PATH FROM PARKING FACILITY TO LOCAL BUS STOP
- PEDESTRIAN PATH FROM PARKING FACILITY TO LOCAL SIR STATION
- DIRECTION OF TRAFFIC FLOW
- LOCAL BUS ROUTE (S51, S74, S76, S81, S84, S86)
- BUS STOP
- SHUTTLE STOP
- STATEN ISLAND RAILWAY ROUTE

VEHICULAR ACCESS AND PEDESTRIAN FLOW

AUGUST 2013

EMPIRE OUTLETS

FIGURE 4

INTERIM PARKING - CONNECTION TO FERRY

22 ACADEMY PLACE

LEGEND:

- PEDESTRIAN ROUTE FROM PARKING FACILITY TO THE SI FERRY TERMINAL
- VEHICULAR ROUTE INBOUND TO PARKING FACILITY
- VEHICULAR ROUTE OUTBOUND FROM PARKING FACILITY
- DIRECTION OF TRAFFIC FLOW
- BUS STOP

VEHICULAR ACCESS AND PEDESTRIAN FLOW

AUGUST 2013

EXHIBIT D

Approved Plans

EXHIBIT E

Operational Rules for On-Site Public Open Space

This is a privately-owned space that is designed and intended for use and enjoyment by the general public for passive recreation.

Prohibited:

1. Lying down on the ground or lying down on benches, sitting areas or walkways in a manner which could unreasonably interfere with the use of benches sitting areas or walkways by others.

2. Camping or the erection of tents or other shelter/structures including the use of tarps and sleeping bags.

3. Storage or placement of personal property on the ground, benches, or sitting areas or walkways in a manner which could unreasonably interfere with the use of such areas by others.

4. Use of illegal drugs, smoking, vending and consumption of alcoholic beverages.

5. Assemblages of 100 persons or more, except with permission from the owner.

6. Playing of a musical instrument, amplified or unamplified, or of recorded music, except with permission of the owner.

7. Roller blading, skateboarding and other recreational activities using hardwheel equipment that could damage surfaces and landscaping.

8. Activities such as kite-flying and other recreational activities using airborne devices and equipment that could interfere with facility operations.

3

NYCPLANNING
DEPARTMENT OF CITY PLANNING CITY OF NEW YORK

Community/Borough Board Recommendation

Pursuant to the Uniform Land Use Review Procedure

Application #: **C 130318 ZSR**	Project Name: **St. George Waterfront Redevelopment**
CEQR Number: 13SBS001R	Borough(s): Staten Island Community District Number(s): 1

Please use the above application number on all correspondence concerning this application

SUBMISSION INSTRUCTIONS

1. Complete this form and return to the Department of City Planning by one of the following options:
   - **EMAIL (recommended):** Send email to **CalendarOffice@planning.nyc.gov** and include the following subject line: (CB or BP) Recommendation + (6-digit application number), e.g., "CB Recommendation #C100000ZSQ"
   - **MAIL:** Calendar Information Office, City Planning Commission, Room 2E, 22 Reade Street, New York, NY 10007
   - **FAX:** (212) 720-3356 and note "Attention of the Calendar Office"
2. Send one copy of the completed form with any attachments to the applicant's representative at the address listed below, one copy to the Borough President, and one copy to the Borough Board, when applicable.

Docket Description:

IN THE MATTER OF an application submitted by the NYC Economic Development Corporation and St. George Outlet Development LLC pursuant to Sections 197-c and 201 of the New York City Charter for the grant of a special permit pursuant to Section 128-61* of the Zoning Resolution to allow a development plan for a retail outlet mall, catering facility, hotel and a public parking garage with a maximum of 1274 spaces, and an improvement plan for a Waterfront Esplanade, on property located on Parcel 2 in the North Waterfront Subdistrict* (Block 2, p/o Lots 1,5,10 and 20) and on the Waterfront Esplanade, in an M1-1 District, within the Special St. George District**, Borough of Staten Island, Community District 1.

*Note: A zoning text amendment to create a new Section 128-61 (Special Permit for North Waterfront Sites) and a North Waterfront Subdistrict, is proposed under a concurrent related application C 130316 ZRR.
**Note: The site is proposed to be rezoned by establishing a Special St. George District under a concurrent related application C 130315 ZMR.

Plans for this proposal are on file with the City Planning Commission and may be seen in Room 3N, 22 Reade Street, New York, N.Y. 10007.

Applicant(s):	Applicant's Representative:
NYC Economic Development Corporation 110 William Street, New York, NY 10038 **St. George Outlet Development LLC** 150 Myrtle Avenue, Brooklyn NY 11201	Hardy Adasko NYC Economic Development Corporation 110 William Street New York, NY 10038

Recommendation submitted by: Community Board #1, Staten Island

Date of public hearing: June 3, 2013 Location: Brighton Heights Church 320 St. Marks Place

Was a quorum present? YES [X] NO [ ] *A public hearing requires a quorum of 20% of the appointed members of the board, but in no event fewer than seven such members.*

Date of Vote: June 11, 2013 Location: All Saints Church 2329 Victory Blvd

RECOMMENDATION

- [ ] Approve
- [ ] Disapprove
- [x] Approve With Modifications/Conditions - attached
- [ ] Disapprove With Modifications/Conditions

Please attach any further explanation of the recommendation on additional sheets, as necessary.

Voting

In Favor: 25 # Against: 1 # Abstaining: 0 Total members appointed to the board: 41 (3 ineligible)

Name of CB/BB officer completing this form	Title	Date
Anthony Lepentis	1st Vice Chair	6/12/13

MOTION: Observation wheel, hotel, catering facility, outlets.

Whereas, it is extremely important that all applications are approved to utilize and develop the St. George Waterfront to attract tourists, service community residents and be an economic benefit to all,

Be It Hereby Resolved that: Community Board #1 approves the St. George Waterfront Redevelopment Application Nos. C130315 ZMR, C 130317 ZSR, C130318 ZSR, C130319 PPR and C 130320 PPR with the following conditions

A) All plantings are low growing to allow view corridors.
B) Both operators provide off-site parking (beyond interim construction) with shuttle service to meet demands for all users during peak utilization.
C) All parking rates be at existing market rate or lower and any future increase be subject to review and approval by Community Board #1
D) Priority should be given to members of the NYC Building Trades, Staten Island businesses, organized, unorganized, woman and minority workforce for all aspects of construction and, include a project labor agreement with NYC Building Trades by **BOTH** developers.

Be it further resolved that: 100% of the monies collected for rent by both projects by the New York City Economic Development Corporation be used to fund and maintain the following improvements:

1. Smart Lights throughout the corridor from Bay Street Landing/Richmond Terrace Corridor and its feeder roads; Victory Blvd., Jersey Street, Nicholas Street, Bank Street, Hill Street, Wall Street etc.
2. Widen and reconfigure Richmond Terrace including a bike lane.
3. Both Developers widen Bank Street from Richmond Terrace including a bike lane (Per FDNY)
4. 24 hour 7-day a week ½ hour Ferry Service
5. Create and secure a continuous coastal restoration and protection along the north and east shore from Ft. Wadsworth to the Goethals Bridge.
6. The North Shore Greenway Trail – Fully funded and completed from Ft. Wadsworth to the Goethals Bridge, to include safe and secure waterfront access, pathways, lighting benches, signage etc.
7. Fixing the promenade at Bay Street Landing – Removal of all the pilings from Hurricane Sandy, restoration and protection.
8. An HOV lane that would accommodate a north shore rubber wheel trolley along Richmond Terrace to the Bayonne Bridge
9. Improve the St George Ferry Terminal circulation by having all riders disembark through the north side of the terminal during the hours of 10am and 4pm daily so that the separation of tourists from commuters can occur easily with tourists being drawn to the north through the glass doors leading to the Empire Outlets/Wheel/Promenade and commuters being drawn south toward public transportation options.
10. Improve the St. George Ferry Kiss and Ride St. George Ferry Terminal by removing the fence, security booths and ferry worker parking and placing a sidewalk with security bollards and planting within a 15 foot buffer surrounding the ferry maintenance facility and also build a sidewalk connecting the existing sidewalk that is cut off by the current security fence that encompasses a private parking lot and the Ferry Maintenance Facility. That sidewalk should continue through the property and into the former Coast Guard/Triangle Equities Site to

connect with the Bay Street Landing Promenade. This sidewalk should have lighting, seating, planting and security bollards (especially as it passes the Ferry Maintenance Facility) in order to provide a double layer of protection. What was once private parking for Ferry Maintenance Facility should then be used as public parking space. All security booths should remain within the 15 foot buffer for the Ferry Maintenance Facility. Signage should be installed encouraging visitors to see the public plaza and fishing pier and other attractions that will come with the development of the former Coast Guard/Triangle Equities site.

11. Deck over the remaining parking lot and train tracks adjacent to the bus ramps to create more public access and space and,
12. Provide a (Kiosk) for Department of Cultural Affairs to encourage use of and access to Staten Island Cultural and recreational institutions (Snug Harbor Cultural Center Staten Island Institute of Arts and Sciences, SI Zoo, Etc.)

Motion passed 25-1-0 (3 ineligible)

NYCPLANNING
DEPARTMENT OF CITY PLANNING CITY OF NEW YORK

BOROUGH PRESIDENT RECOMMENDATION
Pursuant to the Uniform Land Use Review Procedure

Application #: C 130318 ZSR CEQR #: 13SBS001R	Project Name: ST. GEORGE WATERFRONT REDEVELOPMENT Borough(s): STATEN ISLAND Community District Number(s): 1

Please use the above application number on all correspondence concerning this application

Docket Description:

IN THE MATTER OF an application submitted by the NYC Economic Development Corporation and St. George Outlet Development LLC pursuant to Sections 197-c and 201 of the Ne York City Charter for the grant of a special permit pursuant to Section 128-61* of the Zoning Resolution to allow a development plan for a retail outlet mall, catering facility, hotel and a public parking garage with a maximum of 1274 spaces, and an improvement plan for a Waterfront Esplanade, on property located on parcel 2 in the North Waterfront Subdistrict* (Block 2, p/o Lot 1,5,10 and 20) and on the Waterfront Esplanade, in an M1-1 District, within the Special St. George District**, Borough of Staten Island, Community District 1.

*Note: A zoning text amendment to create a new Section 128-61 (Special Permit for North Waterfront Sites) and a North Waterfront Subdistrict, is proposed under a concurrent related application C 130316 ZRR.

**Note: The site is proposed to be rezoned by establishing a Special St. George District under a concurrent related application C 130315 ZMR.

Plans for this proposal are on file with the City Planning Commission and may be seen in Room 3N, 22 Reade Street, New York, New York 10007.

Recommendation:

- [ ] Approve
- [ ] Disapprove
- [x] Approve With Modifications/Conditions
- [ ] Disapprove With Modifications/Conditions

Explanation of Recommendation, Conditions or Modification:

See Page 2.

Related Applications:

Contact:
Address questions about this recommendation to:
OFFICE OF THE STATEN ISLAND BOROUGH PRESIDENT
ATTN: LAND USE DIRECTOR

Address: 10 Richmond Terrace, Staten Island, NY 10301 (Room G-12)
Phone: 718.816.2112
Fax: 718.816.2060

James P. Molinaro
President of the Borough of Staten Island

July 8, 2013
DATE

Explanation of Recommendation, Conditions or Modification (continued):

The following ***modifications*** are presented for consideration by the City Planning Commission:

1. **Developers** to promote the establishment of a non-profit St. George community association among new and existing landowners and businesses that will provide service, advocacy, and information to enhance the quality of life for the St. George community and its visitors, with the understanding that other applicants seeking future waterfront approvals in St. George would also be required to participate and provide funding. Services should include marshaling private sector resources through direct and indirect funding in support of supplemental security and sanitation, visitor information services, landscaping and streetscape beautification and maintenance and upkeep of the public areas adjacent to the development sites, which generally should include the sidewalks on both sides of the Richmond Terrace / Bay Street Corridor from St. Peters Place to the Hyatt Street/Bay Street Triangle. A preliminary draft of intended structure can be included in the ULURP application prior to DCP approval.

2. **Developers** to provide S.I. commuters with *"Priority Resident Parking"* that will offer first-come, first-served parking locations most convenient to the ferry terminal during pre-determined rush hours. The number of spaces should be consistent with demand outlined in the EIS. Subject to the ability to complete any further environmental reviews required by CEQR within the current ULURP, these parking locations and restrictions should be identified and included in the ULURP application prior to DCP approval.

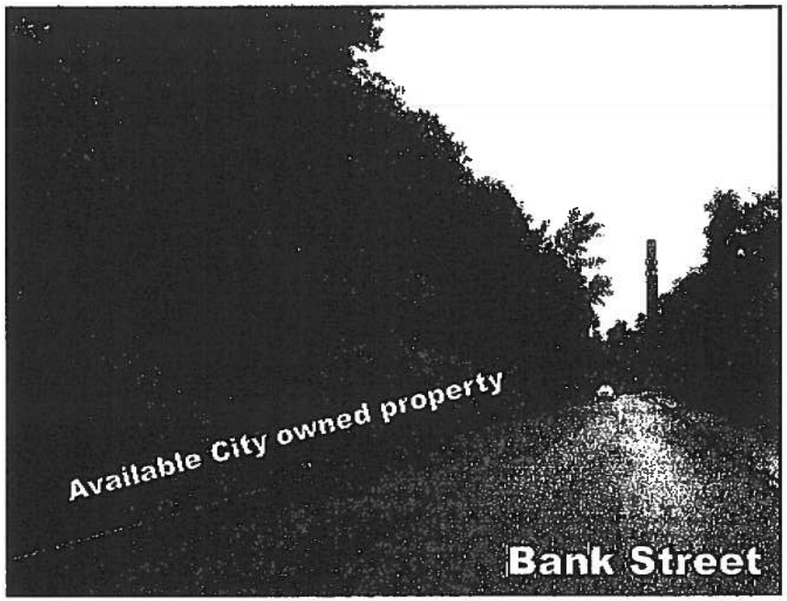
3. **Developers** should evaluate project site to determine if the number of vehicle spaces to be retained during construction, in proximity to the Ferry, can be increased. Underparcels adjacent to either Richmond Terrace or Bank Street, with a priority on paved and storm-damaged City-owned parcels, should be considered for additional temporary parking. Existing City parcels between Bank Street and the North Shore Esplanade (B2, L601-see attached photos) could be temporarily converted to additional commuter parking areas accessed from Bank Street and managed by the developers. If these or other suitable sites are acceptable, an agreement can be made with the developers to properly design and screen temporary parking areas during construction and to provide an exit strategy to rebuild these areas as public open spaces with pedestrian amenities upon completion of the structured parking. Subject to the ability to complete any further environmental reviews required by CEQR within the current ULURP, a phased design proposal can be included in the ULURP application prior to DCP approval.

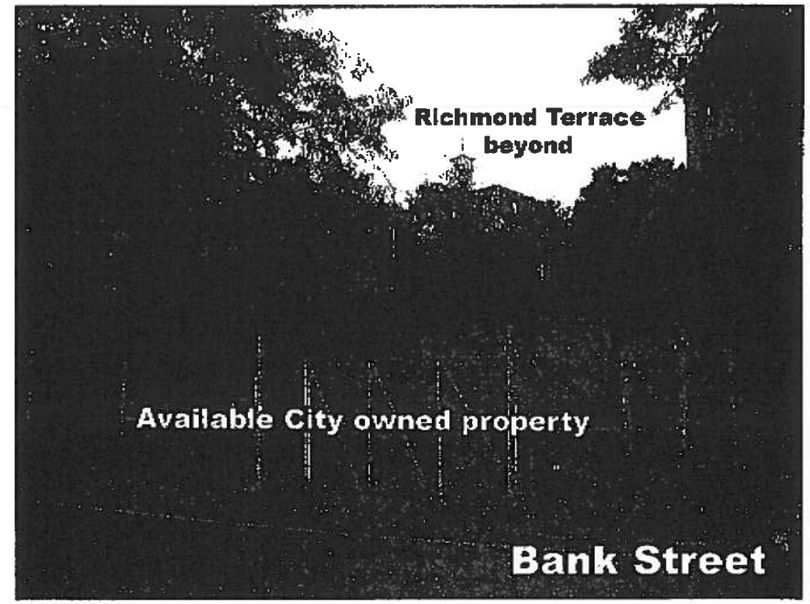
4. **Developers** to establish a free Wi-Fi network across the entire development site for community access. The network should operate 24/7 for the life of the proposed uses and be incorporated into the ULURP application prior to DCP approval subject to the condition that the Developers can receive all necessary licenses and permissions for such network.

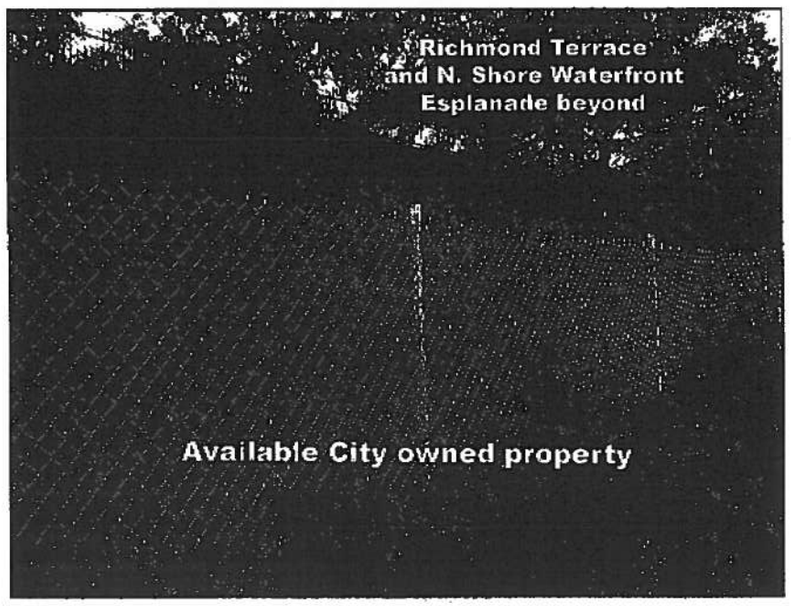
5. **Developers** to evaluate waterfront esplanade adjacent to Bank Street to determine if restoration and additional improvements can be made to existing public open spaces (see attached photos). Acceptable improvements can be incorporated into the ULURP application prior to DCP approval.

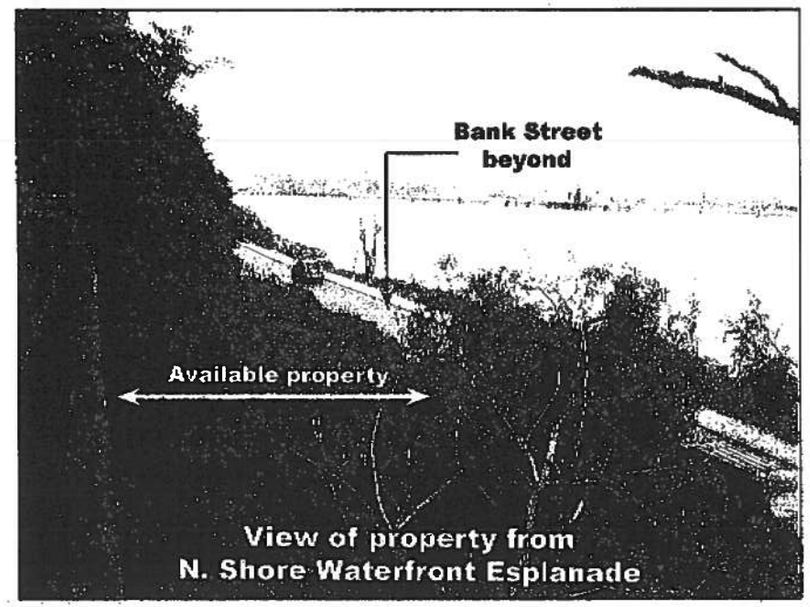
6. **Developers to** provide a looped shuttle service from <u>all</u> temporary off-site parking locations during construction. Shuttles should be restricted to arterial streets *only*. Subject to the ability to complete any further environmental reviews required by CEQR within the current ULURP, a permanent on-site shuttle service between the development parcels and the S.I. Ferry Terminal should be included in the ULURP application prior to DCP approval.

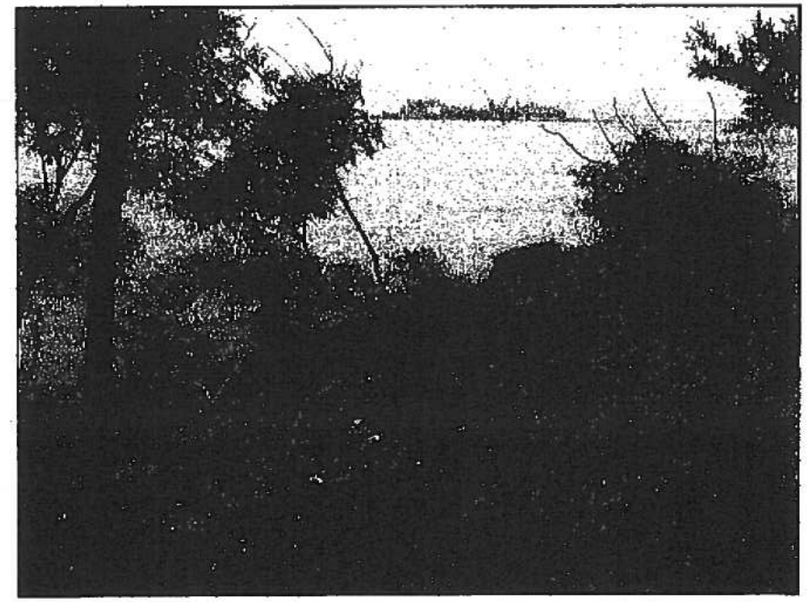
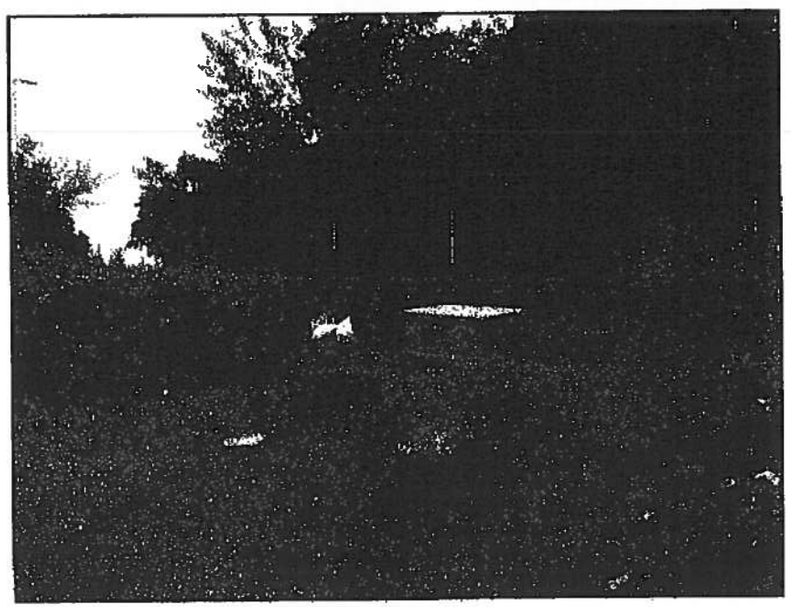
RECOMMENDATION #3
Increased Temporary Parking Opportunities Along Bank Street (B2-L601)









S.I.BORO PRES Fax:718-816-2060 Jul 8 2013 04:30pm P012/015

RECOMMENDATION #5
Restoration of Waterfront Properties Adjoining Bank Street