CITY PLANNING COMMISSION

July 1, 2015/Calendar No. 20 N 150271 ZAR

IN THE MATTER OF an application submitted by GGP Staten Island Mall, LLC, Macy's Retail Holdings, Inc., and J.C. Penney Corporation, Inc for the grant of an authorization pursuant to Section 36-023 of the Zoning Resolution to allow in a C4- l District, on a zoning lot in excess of 4 acres, a group parking facility which is accessory to an existing commercial development and proposed enlargement in connection with a proposed approximately 418,071 square-foot enlargement of an existing commercial development located at 2655 Richmond Avenue (Block 2400, Lots 7, 118, 180, 210, 220 and 500) in a C4-1 District, within the Borough of Staten Island, Community District 2.

WHEREAS, the City Planning Commission received an application (N 150271 ZAR) from GGP Staten Island Mall, LLC, Macy's Retail Holdings, Inc., and J.C. Penney Corporation, Inc requesting an authorization pursuant to Section 36-023 of the Zoning Resolution to allow in a C4- l District, on a zoning lot in excess of 4 acres, a group parking facility which is accessory to an existing commercial development and proposed enlargement, in connection with a proposed approximately 418,071 square-foot enlargement of an existing commercial development located at 2655 Richmond Avenue (Block 2400, Lots 7, 118, 180, 210, 220 and 500) in a C4-1 District, within the Borough of Staten Island, Community District 2; and

WHEREAS, in addition, the following applications are being considered concurrently with this application:

N 150272 ZAR An authorization pursuant to Section 36-023 to allow a reduction of the parking requirements of Section 36-21 (General Provisions) by 48 percent from 10,438 spaces to 5,477 spaces.

N 150273 ZAR An authorization pursuant to Section 36-023 to allow modification of the landscaping provisions of Section 37-90 for a group parking facility accessory to an enlargement of an existing commercial development; and

WHEREAS, in additional to the authorizations, the City Planning Commission also received applications (N 150274 ZCR, 150275 ZCR) from GGP Staten Island Mall, LLC, Macy's Retail

Holdings, Inc., and J.C. Penney Corporation, Inc, for Chairman Certifications for cross-access connections pursuant to Section 36-592 and that no cross access connection is required pursuant to Section 36-596 (a); and

WHEREAS, on January 9, 1991 the CPC previously approved an authorization (N 900428 ZAR) for layout of parking and to facilitate an enlargement of the previously existing enclosed portion of the mall and the addition of a 3rd anchor store, JC Penny. On June 26, 2002 the CPC approved an authorization (N 020275 ZAR) for layout of parking and reduction in parking requirement by 9.3%, while the BSA approved a special permit (390-01BZ pursuant to Zoning Resolution Section 73-44) to reduce the amount of parking required from one space per 150 SF of floor area to one space per 400 SF of floor area to facilitate development of a Macy's furniture store in a new detached building; and

WHEREAS, the entire Staten Island Mall is a regional shopping center with nearly 1,377,648 SF spread across 3 zoning lots totaling 109 acres, providing a total of 6,926 parking spaces. Within the 85 acre development site (Block 2400, Lots 7, 118, 180, 210, 220, and 500) is a J. C. Penny anchor store, Macy's anchor store and separate furniture store, and the enclosed mall, totaling nearly 1,199,925 SF of retail uses and surface parking lots providing 5,908 parking spaces. For the purposes of this application, the proposed development site does not include the existing Sears anchor store and its adjacent parking lot providing 1,018 parking spaces, which are located on a separate zoning lot that is separately owned and not controlled by the applicant or co-applicants; and

WHEREAS, the development site is located on a block bounded by Richmond Avenue, Richmond Hill Road, Marsh Avenue and Platinum Avenue. There are 8 ingress/egress curb cuts providing access points to the ring road, an internal private road located within the site, which provides access to parking aisles surrounding the mall buildings. There is one existing walking path from surrounding land uses along Marsh Avenue to the mall. Multiple local and express bus routes stop on site or on adjacent streets; roughly four of those local bus routes terminate at

the mall. These bus lines provide service to Brooklyn and many parts of Staten Island, including the Staten Island Ferry Terminal at St. George, the Staten Island Rail Road, and the Eltingville Transit Center; and

WHEREAS, the applicant proposes to merge the enclosed mall (with JC Penny) Zoning Lot and the Macy's Zoning Lot into a single zoning lot to create the proposed development site and proposes an enlargement to the Staten Island Mall to be located on an existing parking areas currently providing 1,780 parking spaces. The proposed development would include an enlargement of the Macy's store (75,000 SF), an approximately 1,413-space parking garage with 3 levels of parking located near the northwest corner of the mall building, a one-story food store adjacent to the mall's northeastern frontage (50,000 SF), additional space for mall retail and a cinema near the main Richmond Avenue entrance (287,576 SF), two stand-alone retail/restaurant pads on the mall's Richmond Avenue frontage (8,000 SF and 6,000 SF), and a new multi-use outdoor plaza of roughly 10,000 SF to provide permanent space for community events and create an outdoor pedestrian environment. The overall enlargement would add 418,071 SF of floor area to the development site, creating a total of 1,617,996 SF of retail and cinema floor area with an FAR of 0.44. The proposal would provide a total of 5,477 parking spaces located on the two merged zoning lots—resulting in a net reduction of 367 spaces from the existing 5,844 spaces provided. The proposal includes 427 new tree plantings located in 6.1 total acres of new landscaping to provide a total of 927 trees as well as 210 required street trees fronting the site. Six new proposed walkways would connect the mall to surrounding land uses including a shared pedestrian/bike path from the Springville Greenway bicycle and running path located on the opposite side of Richmond Avenue, existing housing north and east of the site, the public school east of the site, and bus stops. A pedestrian bridge and crosswalks at grade would connect the parking structure to the main mall building; and

WHEREAS, this application (N 150271 ZAR), along with related applications (N 150272 ZAR, N 150273 ZAR, N 150274 ZCR, 150275 ZCR) 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 City Environmental Quality Review (CEQR) Rules of Procedure of 1991 and Executive Order No. 91 of 1977. The lead is the City Planning Commission. The designated CEQR number is 14DCP136R; and

WHEREAS, it was determined that the proposed actions may have a significant effect on the environment, and that an environmental impact statement would be required. A Positive Declaration was issued on June 16, 2014, and distributed, published and filed, and the applicant was asked to prepare a Draft Environmental Impact Statement (DEIS). Together with the Positive Declaration, a Draft Scope of Work for the DEIS was issued on June 16, 2014. A public scoping meeting was held on July 24, 2014, and comments were accepted by the lead agency through August 4, 2014. A Final Scope of Work was issued on December 18, 2014; and

WHEREAS, a DEIS was prepared and a Notice of Completion for the DEIS was issued on March 13, 2014. On May 6, 2015 (Cal. No. 17), a public hearing was held on the DEIS pursuant to SEQRA and the CEQR procedures. No public comments were received on the DEIS. A Final Environmental Impact Statement (FEIS) was completed and a Notice of Completion for the FEIS was issued on June 19, 2015; and

WHEREAS, the FEIS identified significant adverse impacts with respect to transportation (traffic). These impacts and measures to minimize or eliminate these impacts, where feasible and practicable, are described below:

Transportation – Traffic

The proposed project would result in potential significant adverse traffic impacts at a number of locations in the traffic study area. The overall finding of the traffic mitigation analysis is that 25 out of 38 intersections under the Build condition would either not be

significantly impacted or could be mitigated with readily implementable traffic improvement measures as detailed below, including installation of a new traffic signal at a currently unsignalized intersection installation of a new left turn phase on an existing signal, signal timing changes and lane configuration. However, 13 of the 38 study intersections would be unmitigated or partially mitigated in one or more peak periods because the proposed mitigation measures were found to be impractical and infeasible due to safety concerns.

The following intersections could be fully mitigated in one or more peak hours:

Staten Island Mall Northwest Driveway At Richmond Avenue

Impacts would occur on the Richmond Avenue southbound left turn lane group during all peak hours and could be mitigated through signal timing modifications.

Platinum Avenue At Richmond Avenue

Impacts would occur on the Platinum Avenue westbound left turn lane group during the weekday PM and Saturday midday and PM peak hours and could be mitigated through signal timing modifications.

Forest Hill Road At Richmond Avenue

Impacts would occur on the Forest Hill Road westbound left turn and westbound left-right lane groups during the weekday PM peak hour and could be mitigated through signal timing modifications.

Richmond Hill Road At Staten Island Mall North Driveway

Impacts would occur on the Staten Island Mall North Driveway northbound left turn lane group during the Saturday midday and PM peak hours and could be mitigated through signal timing modifications.

Richmond Hill Road At Marsh Avenue

Impacts would occur on the Marsh Avenue northbound left turn lane group during the weekday PM and Saturday midday and PM peak hours and could be mitigated through signal timing modifications.

Platinum Avenue At Marsh Avenue

Impacts would occur on the Marsh Avenue southbound left turn lane group during all peak hours and could be mitigated through signal timing modifications.

Staten Island Mall East Driveway At Marsh Avenue

Impacts would occur on the Staten Island Mall East Driveway left turn lane group during the weekday PM and Saturday midday and PM peak hours and could be mitigated through the installation of a traffic signal. A signal warrant analysis was prepared for this intersection and was submitted for NYCDOT's review and approval. The analysis indicated that this intersection would meet the MUTCD's criteria for Warrant 3A – Peak Hour.

Staten Island Mall Northeast Driveway At Marsh Avenue

An impact would occur on the Staten Island Mall Northeast Driveway eastbound left turn lane group during the Saturday PM peak hour and could be mitigated through signal timing modifications.

Staten Island Expressway Eastbound Off-Ramp, Goethals Road North, and West Caswell Avenue at Richmond Avenue

Impacts would occur on the Richmond Avenue southbound through-right lane group during the weekday PM and Saturday midday peak hour and could be mitigated through signal timing modifications.

Nome Avenue At Richmond Avenue

An impact would occur on the Nome Avenue westbound left-right lane group during the weekday midday peak hour and could be mitigated through signal timing modifications.

Drumgoole Road West At Richmond Avenue

An impact would occur on the Richmond Avenue southbound through lane group during the weekday PM peak hour and could be mitigated through signal timing modifications.

Arthur Kill Road At Richmond Avenue

Impacts would occur on the Richmond Avenue northbound through-right lane group during the weekday PM and Saturday midday and PM peak hours and on the southbound left turn lane group during all peak hours. These impacts could be mitigated through signal timing modifications and restriping the westbound approach from one 14-foot wide receiving lane, one 13-foot wide receiving lane, one 12-foot wide left turn lane, one 12-foot wide through lane, and one 12-foot wide right turn lane to two 11-foot wide receiving lanes, one 10-foot wide left turn lane, two 10-foot wide through lanes, and one 11-foot wide right turn lane.

Katan Avenue At Richmond Avenue

Impacts would occur on the Richmond Avenue southbound left-through-right lane group during the weekday PM and Saturday midday and PM peak hours and could be mitigated through signal timing modifications.

Clarke Avenue At Arthur Kill Road

Impacts would occur on the Clarke Avenue westbound left-right lane group and the Arthur Kill Road northbound through lane group during the weekday PM peak hour and could be mitigated through signal timing modifications.

Arthur Kill Road At Drumgoole Road West

An impact would occur on the Drumgoole Road West southbound left-through-right lane group during the weekday midday peak hour and could be mitigated through signal timing modifications.

Arthur Kill Road At Woodrow Road

Impacts would occur on the Arthur Kill Road westbound left-through lane group during the weekday and Saturday PM peak hours and could be mitigated through signal timing modifications.

Rockland Avenue At Brielle Avenue

An impact would occur on the southbound left-through-right lane group during the weekday PM peak hour. In addition impacts would occur on the eastbound left and westbound left-through right lane groups during the Saturday midday peak hour. All impacts could be mitigated through signal timing modifications.

Richmond Road At Wilder Avenue

An impact would occur on the Richmond Road westbound left-through lane group during the weekday PM peak hour and could be mitigated through signal timing modifications.

Forest Avenue At Richmond Avenue And Morningstar Road

Impacts would occur on the Morningstar Road southbound left-through-right lane group during all peak hours and could be mitigated through signal timing modifications.

In addition, the following intersections could be partially mitigated in one or more time periods:

Richmond Hill Road At Richmond Avenue

An unmitigated impact would occur on the Richmond Avenue southbound through-Hill Road westbound right lane group during the Saturday midday PM peak hour. The impacts impact on the Richmond Avenue southbound left turn and Richmond Hill Road eastbound right lane groups lane group could be mitigated through signal timing modifications during the weekday midday and Saturday PM peak hours.

Platinum Avenue At Staten Island Mall Drive

An unmitigated impact would occur on the Staten Island Mall Drive northbound left-through-right lane group during the Saturday midday peak hour. The impact on the Platinum Avenue eastbound left lane group could be mitigated through signal timing modifications and the addition of a new east-west left turn phase. In addition, impacts that occur on the northbound left-through-right lane group during the weekday midday and PM and Saturday PM peak hour and on the southbound left-through-right lane group in the Saturday PM peak hour could be mitigated through signal timing modifications.

Draper Place At Richmond Avenue

An unmitigated impact would occur on the Richmond Avenue northbound left lane group during the Saturday PM peak hour. The impact on the Richmond Avenue southbound through-right lane group during the Saturday PM peak hour and on the northbound left lane group during the weekday midday peak hour could be mitigated through signal timing modifications.

Rockland Avenue At Forest Hill Road

An unmitigated impact would occur on the Forest Hill Road northbound through-right lane group during the weekday midday and Saturday PM peak hours. The impacts on the Rockland Avenue eastbound left lane group during the weekday midday peak hour and the westbound left lane group during the weekday midday and Saturday PM peak hours could be mitigated through signal timing modifications.

Traffic Mitigation Implementation

Each of the traffic capacity improvements described above fall within the jurisdiction of NYCDOT for implementation. All expenses related to the design and installation of the new or modified traffic signals, and proposed geometric modifications, traffic signs and pavement marking removals/installations at the traffic signal locations, will be funded by the applicant.

WHEREAS, the Commission acknowledges that the arterial roads in the area of the project are heavily congested and that the FEIS identified significant adverse traffic impacts, some of which would remain unmitigated. A Restrictive Declaration would be recorded to ensure implementation of the mitigation measures that were identified. The Restrictive Declaration would provide for the implementation of the mitigation measures at the intersection of Marsh Avenue and Staten Island Mall East Driveway and at Platinum Avenue at Staten Island Mall Drive. The Restrictive Declaration would require the Applicants to install a new traffic signal at the intersection of Marsh Avenue and Staten Island Mall East Driveway; and to install a new left turn phase on the existing traffic signal at Platinum Avenue at Staten Island Mall Drive at the applicants' expense; and

WHEREAS, to avoid the potential for certain significant adverse impacts to occur, the proposed actions includes an (E) designation for hazardous materials (E-361) for the parcels as detailed below:

Hazardous Materials

Block 2400, Lots 7, 118, 180, 210, 220, and 500

Task 1: Sampling Protocol

Prior to construction, the Applicant submits to OER, for review and approval, a Phase II Investigation protocol, including a description of methods and a site map with all sampling locations clearly and precisely represented.

No sampling should begin until written approval of a protocol is received from OER. The number and location of sample sites should be selected to adequately characterize the site, the specific source of suspected contamination (i.e., petroleum-based contamination and non-petroleum-based contamination), and the remainder of the site's condition. The characterization should be complete enough to determine what remediation strategy (if any) is necessary after review of the sampling data. Guidelines and criteria for selecting sampling locations and collecting samples are provided by OER upon request.

Task 2: Remediation Determination and Protocol

A written report with findings and a summary of the data must be submitted to OER after completion of the testing phase and laboratory analysis for review and approval. After receiving such results, a determination is made by OER if the results indicate that remediation is necessary. If OER determines that no remediation is necessary, written notice shall be given by OER.

If remediation is indicated from the test results, a proposed remedial action plan must be submitted to OER for review and approval. The Applicant must complete such remediation as determined necessary by OER. The Applicant should then provide proper documentation that the work has been satisfactorily completed.

A OER-approved construction health and safety plan would be implemented during evacuation and construction and activities to protect workers and the community from potentially significant adverse impacts associated with contaminated soil and/or

groundwater. This plan would be submitted to OER for review and approval prior to implementation; and

WHEREAS, this application (N 150271 ZAR) was referred to Community Board 2 by the Department of City Planning on March 16, 2015 in accordance with the procedures for non-ULURP matters; and

WHEREAS, Community Board 2 held a public hearing on this application (N 150271 ZAR) on April 8, 2015, and on April 21, 2015, by a vote of 25 in favor, with 11 opposed and 0 abstentions, adopted a resolution recommending approval of the application with no conditions or recommendations; and

WHEREAS, the application (N 150271 ZAR), in conjunction with 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 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 Act of 1981 (New York State Executive Law, Section 910 et seq.). The designated WRP number is 13-097. The City Coastal Commission, having reviewed the waterfront aspects of this action, finds that the actions will not substantially hinder the achievement of any WRP policy and hereby determines that this action is consistent with WRP policies; and

WHEREAS, the applicant's request for the grant of a City Planning Commission authorization pursuant to Section 36-023 of the Zoning Resolution for a group parking facility in a C4- l District which is accessory to a commercial development on a zoning lot in excess of 4 acres is subject to a CPC finding that the layout of the parking spaces is arranged and located in relation to the uses on the site so as to provide adequate ingress, egress and circulation with respect to the abutting streets; and

WHEREAS, the Commission recognizes that while the current parking layout will change somewhat, the configuration will continue to maintain traffic flow into and out of the development site, as the changes will not alter any of the curb cuts providing access to the mall from its four bounding streets. The existing ring road will continue to connect to all public street curb cuts and will continue to connect all internal parking lots and garages to each other and to all entrances to the mall and anchor stores. This ring road will continue to ensure vehicular flexibility in entering the property, as cars may continue to use the internal ring road to reach the part of the mall/parking area they desire, rather than using the external street network; and

WHEREAS, the Commission recognizes that transportation to the mall and through the mall property via public bus will also continue uninterrupted and will likely be improved through the provision of additional crosswalks to and from bus stops. Currently a number of bus lines serve the mall's ring road including the S44, S59, S94 and S79 Select Bus Service. These bus lines will continue to have three stops within the mall property: two in the property's northwest corner adjacent to the existing Macy's Furniture Store, and one at the property's southwest corner closest to the Sears anchor store. Clearly identified crosswalks will be added allowing bus riders safer passage across the ring road in the northwest, and furthermore the mall enlargement will bring the mall entrances closer to both bus stops so riders will have less open parking lot area to traverse in order to enter the mall; and

WHEREAS, the Commission also recognizes that by enlarging the mall on its western and eastern sides, and by replacing an open parking area with a garage, pedestrians accessing the site from surrounding neighborhoods will need to traverse shorter lengths of open parking field to enter the mall. Furthermore, in conjunction with the reconfiguration of the parking lots, additional or improved pedestrian sidewalks and crosswalks will be added in the vicinity of the Macy's Furniture, allowing for safer pedestrian access from the residences along the south side of Richmond Hill Road. Two proposed paths between the main entrance to the mall and Richmond Road will be designed as shared pedestrian-bike paths so cyclists will be able to enter

the property separate from motor vehicles from the New Springville Greenway bike/running path along Richmond Avenue near Freshkills Park; and

WHEREAS, the Commission believes that, based upon the foregoing, the application (N 150271 ZAR) meets the findings of ZR Section 36-023; and

WHEREAS, during the public hearing for the DEIS held on May 6, 2015, the Commission had questions about whether the applicant would consider adding a bike lane to the central ingress and egress driveways providing access from Richmond Avenue and the New Springville Greenway, accessibility for the disabled, charging stations in the parking garage, and improvements to bus stops; and

WHEREAS, the applicant responded to questions from the Commission in a letter to the Commission Chairman dated June 12, 2015. The Commission recognizes that the applicant is proposing that the pedestrian paths from Richmond Avenue and Freshkills Park will be designed as a shared pedestrian/bike path allowing cyclists to enter the mall property separate from vehicular traffic. The internal ring road will serve as a Class III bike lane and will be marked with "sharrows" alerting motorists and bicyclists that lanes are to be shared. In regards to a question about sidewalks, the applicant noted that the sidewalks with a minimum 6 ft clearance, curb cuts and crosswalks will be provided near all entrances to ensure ADA accessibility. In response to a question about providing upgrades or new bus shelters, the applicant indicated in a letter dated June 25 to the CPC chairman commitment to the installation of bus shelters at all existing bus stop locations on the applicant's property. Regarding the question about electric car charging stations, the applicant indicates having an agreement with Volta Charging that provides charging stations at 11 of their properties on the west coast and central United States. In all but one of these locations, four charging stations are provided. Eight charging stations are provided in Glendale, CA, where demand is particularly high. The applicant indicated commitment in the letter dated June 25 to the CPC chairman to making commercially reasonable efforts to reach an agreement with an electric car charging station provider to install four to eight vehicle charging

stations in the proposed parking garage. Regarding the potential for extending the ring road through the Sears parking lot as a means to reduce traffic on Platinum Avenue, while the applicant and co-applicants do not have any control over the Sears zoning lot and cannot commit to any future design or layout of that parcel, there is nothing in the current enlargement plans that would preclude extending the ring road through the Sears property by such property owner at some point in the future; and

WHEREAS, the Commission also recognizes that the requested action facilitates the creation of approximately 943 permanent jobs and approximately 1,000 construction jobs, and will support the significant upgrade of a 1971-era shopping center to meet the needs of today's shoppers, provides a signficant new public gathering space and represents a significant private investment in the neighborhood as the city invests in Freshkills Park across the street and is supported by Community Board 2; and therefore be it

RESOLVED, the City Planning Commission, pursuant to Section 36-023 of the Zoning Resolution for a group parking facility in a C4- l District which is accessory to a commercial development, hereby determines that the layout of such parking spaces is arranged and located in relation to the use or uses to which such spaces are accessory, so as to provide adequate ingress, egress and circulation with respect to abutting streets or uses; and

RESOLVED, that having considered the Final Environmental Impact Statement (FEIS), for which a Notice of Completion was issued on June 19, 2015, with respect to this application (CEQR No. 14DCP136R), the City Planning Commission finds that the requirements of the New York State Environmental Quality Review Act and Regulations have been met:

1. Consistent with social, economic and other essential considerations from among the reasonable alternatives available, the Proposed Action adopted herein is one that avoids or minimizes 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, pursuant to the Restrictive Declaration, marked as Exhibit A hereto, all as acceptable to Counsel to the Department, to be executed by GGP Staten Island Mall, LLC, and such Restrictive Declaration shall have been recorded and filed in the Office of the Register of the City of New York, County of Richmond, those mitigation measures that were identified as practicable and the placement of (E) designation for Hazardous Materials, which form part of the action.

The report of the City Planning Commission, together with the FEIS, constitutes 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 Coastal Commission, having reviewed the waterfront aspects of this action and finds that the action will not substantially hinder the achievement of any Waterfront Revitalization Program (WRP) policy and hereby determines that this action is consistent with WRP policies; and be it further

RESOLVED, by the City Planning Commission, pursuant to Sections 197-c and 200 of the New York City Charter, that based on the environmental determination, and the consideration and findings described in this report, the application (N 150271 ZAR) submitted by the applicants for the grant of an authorization pursuant to Section 36-023 of the Zoning Resolution to allow in a C4- l District on a zoning lot in excess of 4 acres a group parking facility which is accessory to an existing commercial development and proposed enlargement in connection with the proposed approximately 418,071 square-foot enlargement of an existing commercial development located at 2655 Richmond Avenue (Block 2400, Lots 7, 118, 180, 210, 220 and 500) in a C4-1 District, within the Borough of Staten Island, Community District 2, is approved, subject to the following terms and conditions:

1. The property that is the subject of this application (N 150271 ZAR) shall be developed in

size and arrangement substantially in accordance with the dimensions, specifications and zoning computations indicated on the following plans, prepared by Perkins Eastman Architects, PC, filed with this application and incorporated in this resolution:

Dwg. No.	Title	Last Received Date
Z3.0	Zoning Analysis – Full Build Site Plan	2015-02-11
Z3.1	Zoning Analysis For Landscaping – Full Build Site Plan	2015-02-11
Z4.0	Site Plan	2015-02-11
Z4.1	Site Plan Northeast	2015-02-11
Z4.2	Site Plan Northwest	2015-02-11
Z4.3	Site Plan Southeast	2015-02-11
Z4.4	Site Plan Southwest	2015-02-11
Z6.0	Parking Garage Floor Plans	2015-02-11
Z7.0	Site Sections	2015-02-11
Z8.0	Cross Access Site Plan	2015-02-11
Z9.0	Landscape Site Plan	2015-02-11
Z9.1	Landscape Site Plan Northeast	2015-02-11
Z9.2	Landscape Site Plan Northwest	2015-02-11
Z9.3	Landscape Site Plan Southeast	2015-02-11
Z9.4	Landscape Site Plan Southwest	2015-02-11

2. Such development shall conform to all applicable provisions of the Zoning Resolution, except for the modifications specifically granted in this resolution and 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: (i) the Restrictive Declaration, attached hereto as Exhibit A, with such administrative changes as are acceptable to Counsel to the Department of City Planning, has been executed and recorded in the Office of the Richmond County Clerk, which declaration shall be deemed incorporated herein as a condition of this resolution; and (ii) the Declaration of Cross-Access Easement, executed by Marvin Levine on May 27, 2015, has been recorded in the Office of the Richmond County Clerk, which declaration is associated with the related Chairman certification (N150274ZCR), and the recordation of which declaration shall be deemed a condition of this resolution.

The above resolution, is duly adopted by the City Planning Commission on July 1, 2015 (Calendar No. 20) in accordance with Section 36-023 of the Zoning Resolution.

CARL WEISBROD, **Chairman**
KENNETH J. KNUCKLES, ESQ., **Vice-Chairman**
RAYANN BESSER, IRWIN G. CANTOR, P.E., ALFRED C. CERULLO, III,
CHERYL COHEN EFFRON, JOSEPH I. DOUEK, RICHARD W. EADDY,
ANNA HAYES LEVIN, BOMEE JUNG, ORLANDO MARIN,
LARISA ORTIZ, **Commissioners**

DANA T. MAGEE
CHAIR

DEBRA A. DERRICO
DISTRICT MANAGER

THE CITY OF NEW YORK
Community Board 2
BOROUGH OF STATEN ISLAND

460 BRIELLE AVENUE
STATEN ISLAND, NEW YORK 10314
718-317-3235
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April 22, 2015

Ms. Yvette Gruel
City Planning Commission
Calendar Information Office, Room 2E
22 Reade Street
New York, New York 10007

Re: N 150271 ZAR, N 150272 ZAR, N 150273 ZAR
Block 2400; Lots 7, 118, 210, 220, 500
2655 Richmond Avenue, Staten Island Mall

Dear Ms. Gruel:

At the regular monthly meeting of the full board held on Tuesday, April 21, 2015, Community Board 2 had reviewed applications N 150271 ZAR, N 150272 ZAR, and N 150273 ZAR submitted by Jesse Masyr, Esq. on behalf of GGP, Staten Island Mall, LLC who is applying to the City Planning Commission for the following Land Use actions:

An authorization pursuant to Zoning Resolution (ZR) Section 36-023 of the ZR for a group parking facility that is accessory to an enlargement of the Mall to assure that the layout of the parking spaces is arranged and located in relation to the uses on the site so as to provide adequate ingress, egress and circulation with respect to the abutting streets;

An authorization pursuant to Zoning Resolution Section 36-023 and to permit a reduction of the parking requirements of ZR Section 36-21 by approximately 48 percent, reducing the number of required accessory parking spaces on the zoning lot from 10,438 to 5,477;

An authorization pursuant to Zoning Resolution Section 36-023 to permit modification and waiver of the maneuverability and landscaping provisions of ZR Sections 36-58 and 37-90 to allow for the provision of landscaping to the maximum extent practicable;

A certification pursuant to ZR Section 36-592 that cross access connections have been provided on the zoning lot pursuant to the regulations of ZR Section 36-59 (for connections to adjacent Tax Lots 6, 15, 103, and 300 on Tax Block 2400; and adjacent former Tax Lots 1, 502, 503,on Tax Block 2401; and

Upon review, the Board voted in favor of a resolution to recommend approval of the actions by the City Planning Commission, by a vote of: 25-In Favor; 11-Opposed; 0-Abstentions; 0-Not Entitled.

Thank you for taking the Community Board's recommendation under consideration prior to voting.

Sincerely,

Dana T. Magee

Dana T. Magee
Chair

Debra A. Derrico

Debra A. Derrico
District Manager

Exhibit A

DECLARATION

This DECLARATION, made this ____ day of _____, 2015 by GGP Staten Island Mall, LLC having an office at 110 North Wacker Drive, Chicago, IL, 60606 (hereinafter referred to as "Declarant").

WITNESSETH:

WHEREAS, Declarant is the fee owner of property located in the Borough of Staten Island, City and State of New York, which is designated as Tax Block 2400, Lots 7, 180, 220 and 500 and commonly known as 2589 Richmond Avenue, and which is more particularly described by metes and bounds in **Exhibit A** attached hereto and made a part hereof (the "Subject Property"); and

WHEREAS, Fidelity National Title Insurance Company (the "Title Company") has certified in a certification attached hereto as **Exhibit B** and made a part hereof, that as of June 18, 2015 the Declarant and The Northwestern Mutual Life Insurance Company are the only parties-in-interest (as defined in the definition of "zoning lot" set forth in Section 12-10 of the Zoning Resolution of the City of New York, as amended, hereinafter referred to as the "Zoning Resolution" or "ZR") in the Subject Property, and

WHEREAS, all parties-in-interest to the Subject Property have either executed this Declaration or waived their right to execute and subordinated their interest in the Subject Property to this Declaration by written instrument annexed hereto as **Exhibit B-1** and made a part hereof, which instrument is intended to be recorded simultaneously with this Declaration; and

WHEREAS, The Northwestern Mutual Life Insurance Company is the holder of a certain mortgage affecting the Subject Property and constitutes a "party in interest" in the Subject Property within the meaning of Section 12-10 of the Zoning Resolution of the City of New York, effective December 15, 1961, as amended, and has waived its right to execute this Agreement by a written Waiver of Execution of Declaration and Subordination of Mortgage, a copy of which is attached as **Exhibit B-1**;

WHEREAS, the Declarant proposes to construct an approximately 418,071 square foot enlargement of an existing mall at the Subject Property (the "Proposed Project") and has submitted applications to the New York City Planning Commission, each dated February 13, 2015, and designated No. N 150271 ZAR for an authorization pursuant to Section 36-023 of the Zoning Resolution to assure that the layout of the parking spaces is arranged and located adequately, No. N 150272 ZAR for an authorization pursuant to ZR Section 36-023 to reduce the parking requirement of ZR Section 36-21, and No. 150273 ZAR for an authorization to waive and modify the maneuverability and landscaping provisions of ZR Sections 36-58 and 37-90 (the "Applications");

WHEREAS, in connection with the Applications, a Final Environmental Impact Statement, dated June 19, 2015 and designated CEQR No. 14DCP136R, has been prepared

pursuant to State Environmental Quality Review Act ("SEQRA") and the City Environmental Quality Review ("CEQR") (the "FEIS"); and

WHEREAS, in conjunction with the FEIS, a traffic analysis associated with the development or redevelopment of the Subject Property identified the intersections of (i) Staten Island Mall East Driveway and Marsh Avenue, and (ii) Platinum Avenue and Staten Island Mall Drive (the "Impacted Intersections") as locations that may experience service constraints; and

WHEREAS, the Declarant desires to improve access to the site associated with the development or redevelopment of the Subject Property; and

WHEREAS, if the New York City Department of Transportation ("NYCDOT") requires the Declarant to install new or modified traffic signals at one or more of the above-mentioned intersections, Declarant shall, at Declarant's expense, install such new or modified traffic signals at such intersections, as applicable (the "Improvements"), which shall include responsibility for all costs associated with the design and implementation of the Improvements; and

WHEREAS, the Declarant (if required) desires to restrict the manner in which the Subject Property may be developed or redeveloped by having the Improvements performed to the satisfaction of the NYCDOT subsequent to the development of the Subject Property for the Proposed Project; and

WHEREAS, the Declarant intends this Declaration to be binding upon all successors and assigns; and

WHEREAS, the Declarant intends this Declaration to benefit all land owners and tenants including the City of New York (the "City") without consenting to the enforcement of this Declaration by any party or entity other than the City.

NOW, THEREFORE, Declarant does hereby declare and agree that the Subject Property shall be held, sold, transferred, and conveyed, subject to the restrictions and obligations of this Declaration which are for the purpose of protecting the value and desirability of the Subject Property and which shall run with the land, binding the successors and assigns of Declarant so long as they have any right, title or interest in the Subject Property or any part thereof:

1. Declarant agrees to be responsible for all costs associated with the Improvements.

2. Declarant agrees to, once the Proposed Project is completed and occupied, conduct traffic signal warrant studies at the Impacted Intersections and submit such studies to NYCDOT for review and approval.

3. Declarant agrees to, if required by NYCDOT subsequent to the submission of the traffic signal warrant study for the intersection of the Staten Island Mall East Driveway and Marsh Avenue, install a new traffic signal at that location to the satisfaction of the NYCDOT at the expense of Declarant within two weeks of Declarant's receipt of written notification from DOT that the new traffic signal is required at such location, with the understanding that said two week period may be extended for one additional two seek period upon written request of the Declarant. Said request shall not be unreasonably denied by NYCDOT.

4. Declarant agrees to, if required by NYCDOT subsequent to the submission of the left signal warrant study for the intersection of the Platinum Avenue and Staten Island Mall Drive, install a modified traffic signal at that location to the satisfaction of the NYCDOT at the expense of Declarant within one month of Declarant's receipt of written notification from DOT that the modified traffic signal is required at such location.

5. Declarant agrees that all signal work shall be done by an approved electrical contractor and under the supervision of NYCDOT Electrical Inspection Division, that Declarant shall notify NYCDOT's Electrical Inspection Division prior to starting any work at the Impacted Intersections, and that Declarant shall also contact the NYCDOT Signal Design Division regarding the approval of the signal design and the coordination of the work. All designs by Declarant in connection with installation of the traffic signal at the Marsh Avenue location referenced in paragraph 3 above shall be approved by NYCDOT prior to the commencement of any work by Declarant associated with the installation of said trafficsignal.

6. To secure the installation of the Improvements by the Declarant, the Declarant shall submit to DOT a letter of credit with terms and in a form that are reasonably satisfactory to DOT, under which DOT may draw down funds in a sum of up to $110,000 to cover DOT's costs to construct the Improvements should Declarant fail to do so within the time periods specified by paragraphs 3 and 4 (the "Letter of Credit"). The bank that issues the Letter of Credit must be located in the City of New York , be a member of the New York Clearing House Association and be insured by the Federal Depository Insurance Corporation. In addition such bank must have capital and surplus in excess of Two Billion Dollars ($2,000,000,000). The New York City Department of Buildings (the "DOB") shall not issue, and the Declarant shall not apply for or accept any temporary certificate of occupancy ("TCO") or permanent certificate of occupancy ("CO"), until the Declarant has submitted the Letter of Credit to DOT.

7 Declarant represents and warrants with respect to the Subject Property, that no restrictions of record, nor any present existing estates or interest in the Subject Property, nor any lien, encumbrance, obligation, covenant of any kind preclude, presently or potentially, the imposition of the obligations and agreements of this Declaration.

8. Declarant acknowledges that the City is an interested party to this Declaration and consents to the enforcement solely by the City, administratively or at law or at equity, of the obligations, restrictions, and agreements pursuant to this Declaration.

9. The provisions of this Declaration shall inure to the benefit of and be binding upon the respective successors and assigns of the Declarant, and references to the Declarant shall be deemed to include such successors and assigns as well as successors to their interests in the Subject Property. References in this Declaration to agencies or instrumentalities of the City shall be deemed to include agencies or instrumentalities succeeding to the jurisdiction thereof.

10. Declarant shall be liable in the performance of any term, provision, or covenant in this Declaration, subject to the following provisions:

The City and any other party relying on this Declaration will look solely to the fee estate interest of the Declarant in the Subject Property for the collection of any money judgment recovered against the Declarant, and no other property of the Declarant shall be subject to levy,

execution, or other enforcement procedure for the satisfaction of the remedies of the City or any other person or entity with respect to this Declaration, and Declarant shall have no personal liability under this Declaration.

11. The obligations, restrictions and agreements herein shall be binding on the Declarant or other parties in interest only for the period during which the Declarant and any such party in interest holds an interest in the Subject Property; provided, however, that the obligations, restrictions and agreements contained in this Declaration may not be enforced against the holder of any mortgage unless and until such holder succeeds to the fee interest of the Declarant by way of foreclosure or deed in lieu of foreclosure.

12. Declarant shall indemnify the City, its respective officers, employees and agents from all claims, actions, or judgments for loss, damage or injury, including death or property damage of whatsoever kind or nature, arising from Declarant's obligations under this Declaration, including, without limitation, the negligence or carelessness of the Declarant, its agents, servants, or employees in undertaking such obligations; provided, however, that should such a claim be made or action brought, Declarant shall have the right to defend such claim or action with attorneys reasonably acceptable to the City and no such claim or action shall be settled without the written consent of the City.

13. If Declarant is found by a court of competent jurisdiction to have been in default in the performance of its obligations under this Declaration, and such finding is upheld on a final appeal by a court of competent jurisdiction or by other proceeding or the time for further review of such finding or appeal has lapsed, Declarant shall indemnify and hold harmless the City from and against all reasonable legal and administrative expenses arising out of or in connection with the enforcement of Declarant's obligations under this Declaration as well as any reasonable legal and administrative expenses arising out of or in connection with the enforcement of any judgment obtain against the Declarant, including by not limited to the cost of undertaking the installation of the Improvements.

14. Declarant shall cause every individual or entity that between the date hereof and the date of recordation of this Declaration becomes a Party-in-Interest with respect to all or any portion of the Subject Property to waive its right to execute this Declaration and subordinate its interest in the Subject Property to this Declaration. Any mortgage or other lien encumbering the Subject Property after the recording date of this Declaration shall be subject and subordinate hereto as provided herein. Such waivers and subordination shall be attached to this Declaration as Exhibits and recorded in the Office of the County or City Register.

15. This Declaration and provisions hereof shall become effective as of the date of this Declaration. Declarant shall record or shall cause this Declaration to be recorded in the Office of the County or City Register, indexing it against the Subject Property within five (5) business days of the final approval of the Applications and shall, if requested, promptly deliver to NYCDOT and the Department of City Planning a certified copy of this Declaration as recorded.

16. This Declaration may be amended or modified by Declarant only with the approval of the Department of City Planning or the agency succeeding to its jurisdiction and no other approval or consent shall be required from any other public body, private person or legal entity of any kind.

17 Declarant expressly acknowledges that this Declaration is an essential element of the Department of City Planning's review of the potential for environmental impacts pursuant to CEQR and, as such, the filing and recordation of this Declaration may be a precondition to the determination of significance pursuant to the SEQRA Regulations, Title 6 of the New York Code of Rules and Regulations Part 617.7.

18. Declarant acknowledges that the satisfaction of obligations set forth in this Declaration does not relieve Declarant of any additional requirements imposed by Federal, State or Local laws.

19. This Declaration shall be governed by and construed in accordance with the laws of the State of New York.

20. Wherever in this Declaration, the authorizations, certifications, consent, approval, notice or other action of Declarant or the City is required or permitted, such authorizations, certifications, consent, approval, notice or other action shall not be unreasonably withheld or delayed.

21. In the event that any provision of this Declaration is 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 in full force and effect.

22. This Declaration and its obligations and agreements are in contemplation of the Declarant receiving approvals or modified approvals of the Applications. In the event that the Declarant withdraws the Applications before a final determination or the Applications are not approved, the obligations and agreements pursuant to this Declaration shall have no force and effect and may be cancelled.

[Signature Page to Follow]

IN WITNESS WHEREOF, Declarant has made and executed the foregoing Declaration as of the date written above.

GGP STATEN ISLAND MALL, LLC

By _____
Name:
Title:

State of Illinois)
) ss.
County of Cook)

On the _____ day of _____ in the year 2015 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(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

_____
Notary Public