

# **Exhibit 2**

## **General Project Plan (As Modified)**

**New York State Urban Development Corporation  
d/b/a Empire State Development  
Pennsylvania Station Area Civic and Land Use Improvement Project  
**General Project Plan****

**Adopted February 18, 2021  
Affirmed as Modified July 21, 2022**

**I. BACKGROUND AND SUMMARY OF THE PROJECT**

On July 21, 2022, The New York State Urban Development Corporation (“UDC”) d/b/a Empire State Development (“ESD”) modified and affirmed this General Project Plan (“GPP”) for the Pennsylvania Station Area Civic and Land Use Improvement (the “Project”) in accordance with the New York State Urban Development Corporation Act (the “UDC Act”).<sup>1</sup>

The Project is a comprehensive mixed-use redevelopment initiative for a revitalized mixed-use area centered around a vastly improved New York Pennsylvania Station (“Penn Station”). The Project provides for construction of significant civic, commercial, and residential improvements in the Project Area (as defined below), an area that, considered as a whole, is a “substandard and insanitary area” within the meaning of the UDC Act. The Project will create a thriving and sustainable transit-oriented district with much needed public transit improvements and public realm amenities and will result in the development of ten new buildings on eight development sites (the “Development Sites” or “Sites”) in the Project Area. The Sites’ development will incorporate new onsite Americans with Disabilities Act (“ADA”) compliant entrances and access ways to Penn Station and public transit, and facilitate public realm improvements to address pedestrian, bicycle, and vehicular circulation and enhance the surrounding streetscape.

The Project is designed to support and generate essential revenue to help fund the reconstruction and potential expansion of Penn Station, two public transportation initiatives that are independent from but related to the Project and are being undertaken by one or more of the involved public rail transportation entities, namely, the Metropolitan Transportation Authority of the State of New York (“MTA”), National Railroad Passenger Corporation (“Amtrak”), and New Jersey Transit (“NJT; MTA, Amtrak and NJT collectively, the “Railroads”). The Railroads are preparing a Penn Station Master Plan study, which will consider plans for creating a cohesive station complex that will address current substandard conditions and improve the station’s functionality, operations, safety, architectural elements, circulation, and connections to adjacent and nearby subway stations and the surrounding district. MTA recently released a solicitation for architectural and engineering design services for the reconstruction of existing Penn Station, and Amtrak and NJT have selected a consultant to undertake preliminary design work as part of a comprehensive federal environmental review of alternatives for the potential expansion of track and platform capacity in Penn Station, including but not limited to the potential southward expansion of the station into Block 780 and parts of Blocks 754 and 806 (designated in the GPP as Sites 2, 1 and 3, respectively).

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<sup>1</sup> In the adopted GPP and in the Draft Environmental Impact Statement (each dated February 18, 2021) the Project was referred to as the Empire Station Complex Civic and Land Use Improvement Project.

If Sites 1, 2, and 3 are selected as the preferred alternative for a Penn Station expansion following the Railroads' completion of the alternatives analysis and environmental and other reviews required for that project under federal law and those sites are acquired for the Railroads' construction and operation of such expansion, the GPP provides for the development of five new buildings on Sites 1, 2 and 3 above the new Penn Station expansion, together with vertical circulation and access points for commuters and station users. If the Railroads and federal agencies select a different alternative to a southward expansion into Sites 1, 2 and 3, ESD would not override zoning at those sites or otherwise subject them to the provisions of this GPP, and ESD would only proceed with its plans for redevelopment of Sites 4, 5, 6, 7, and 8 identified below in Section II, Project Location.

In summary, the Project will catalyze dynamic high-density, transit-oriented, mixed-use redevelopment on eight Sites that will leverage the Project Area's transit-rich location and generate new jobs and substantial economic activity in the City and State of New York; address existing substandard and insanitary conditions in the Project Area; and provide essential funding for the reconstruction and potential expansion of Penn Station, improvements to area subway stations, and public realm improvements.

## **Project Area**

The area of the Project (the "Project Area") is located in the City of New York, in New York County and the Borough of Manhattan within Community Districts 4 and 5 and is generally bounded by Sixth and Ninth Avenues to the east and west, and by West 30th and West 34th Streets to the south and north. The Project Area includes all or portions of nine Manhattan tax blocks: Blocks 754, 755, 780, 781, 783, 806, 807, 808, and 809. The Project Area encompasses Penn Station, Madison Square Garden ("MSG"), the 1 Penn Plaza building ("1 Penn Plaza"), the 2 Penn Plaza building ("2 Penn Plaza"), the James A. Farley Building (the "Farley Building"), the Moynihan Train Hall (constructed within the Farley Building), and surrounding blocks. (See the Project Site Plan annexed hereto as Exhibit A.) The Project does not include any new commercial or residential buildings at the existing MSG, 1 Penn Plaza, 2 Penn Plaza or Farley Building sites. The Project Area is centrally located in Manhattan, near Hudson Yards and the Midtown Central Business District, proximate to passenger rail service at Penn Station and subway service at three major stations that provide connections to other portions of New York City and the region.

## **Summary of the Project's Elements:**

- **Create a revitalized, transit-oriented mixed-use district to benefit Penn Station, expand and upgrade critical transit infrastructure, and improve and increase public space in the surrounding area.** The Project, if fully implemented in accordance with the GPP, would result up to approximately 18 million gross square feet ("gsf") of Class A commercial office, retail, community facility, and hotel space and up to 1,798 residential dwelling units ("DUs") on eight Sites within the Project Area.
- **Provide significant improvements to area subway stations and new transit connections and entrances to Penn Station to support current and projected future ridership growth.** The Project includes major transit improvements to area subway stations, 18 new entrances to Penn Station and subway stations on each Site in connection with new building construction, and an extensive new below-grade network of pedestrian corridors. It is

anticipated that transit improvements would be implemented at the following subway stations: 34th Street–Penn Station (Eighth Avenue A/C/E subway lines), 34th Street–Penn Station (Seventh Avenue 1/2/3 subway lines), and 34th Street–Herald Square (Sixth Avenue B/D/F/M/N/Q/R/W subway lines and Port Authority Trans-Hudson (“PATH”) train service). Additional public transit improvements include a below-grade east–west corridor between the 34th Street–Penn (1/2/3 subway lines) and 34th Street–Herald Square subway stations, and a north-south below-grade corridor from 32nd Street to 34th Street on the east side of Seventh Avenue, new off-street station entrances, stairways and elevators, widened stairways and subway platforms, and other improvement measures.

- **Implement public realm improvements.** The Project includes the construction of public realm improvements in the Project Area and on each Site in connection with the development. Required improvements include widening sidewalks adjacent to each Development Site building and creating new public spaces in the Project Area, including an approximately 30,800 square foot (0.7-acre) plaza on Site 2. A Public Realm Task Force, as further described in Section III.C below, will advise ESD on public realm improvements.

The Project will support and help fund independent but related projects to reconstruct and potentially expand Penn Station. These related projects would be undertaken separately by one or more of the Railroads, and such projects will be subject to their own environmental reviews and approvals processes. Specifically, subject to the approval and agreement of the involved Railroads, the Project will support those related public transportation projects as follows:

- **Reconstruction of the existing Penn Station.** Revenue from the Project’s new development will help fund substantial improvements to Penn Station based on a Penn Station Master Plan study developed by the Railroads.
- **Potential expansion of Penn Station.** The Project would support the potential expansion of Penn Station, if approved by the Railroads and involved federal agencies, by (i) providing a potential source of some of the funding needed for such expansion, and (ii) facilitating, through this GPP, transit-oriented development above the below-grade expansion of tracks and platforms south of the existing Penn Station, should that location be selected in the federal review process. Such an expansion of Penn Station would increase the overall station capacity for train operations and passenger flow. The expanded facility would incorporate up to twelve tracks (depending on the final configuration) and additional platforms to substantially increase Penn Station’s existing track and platform capacity. Subject to collaboration and planning among the Railroads, any required federal approvals and federal environmental reviews, and the Railroads’ and federal agencies’ selection of this location for the expansion of Penn Station, the expanded station may occupy the below-grade levels of Block 780, portions of Blocks 754 and 806, and areas beneath adjoining streets. The Project’s design and construction would accommodate rail infrastructure on Sites 1, 2, and 3 if those Sites are selected for the potential station expansion.

To implement the Project, ESD will override the New York City Zoning Resolution, and other local laws and requirements that are inconsistent with the Project, in accordance with the UDC Act and as further described in Section IX below. ESD’s Design Guidelines, which are annexed hereto as

Exhibit C and incorporated into this GPP, specify the parameters for permitted development of the Project in lieu of zoning or other local laws or requirements inconsistent with the Project.

In accordance with the UDC Act, ESD is consulting with the City of New York (the “City”) to accomplish the Project’s development goals. Specifically, in the planning and design of public realm improvements, ESD is consulting with the New York City Department of City Planning (“DCP”) and the New York City Department of Transportation (“NYCDOT”), and in the development of a financial framework and PILOT (as defined below) structure, ESD is consulting with the Office of the Mayor of the City of New York (the “Mayor’s Office”). ESD is collaborating with the Railroads regarding the reconstruction and potential expansion of Penn Station and implementation of public transit improvements. To facilitate development of the Project, ESD is also working with Vornado Realty Trust (together with its affiliates, “Vornado”), which has ownership or controlling interests in all or portions of Sites 4, 5, 6, 7, and 8, all of which contain connections or potential future connections to and from Penn Station and other rail and transit infrastructure in the Penn Station area.

The Project requires discretionary approvals subject to environmental review under the State Environmental Quality Review Act and its implementing regulations set forth in 6 NYCRR Part 617 (such act and regulations collectively, “SEQRA”). Pursuant to SEQRA, ESD, as the SEQRA lead agency for the Project, determined that the Project may have significant adverse environmental impacts, and an Environmental Impact Statement (“EIS”) was prepared. A Draft EIS (“DEIS”) was first prepared and following its publication and public review and comment period, a Final EIS (“FEIS”) was completed and accepted by ESD’s Directors on June 30, 2022. The FEIS, together with all Appendices, is posted on ESD’s Project website at: <https://esd.ny.gov/penn-station-area>. The Project’s environmental review is further detailed in Section X below.

## **II. PROJECT LOCATION**

The Project is located in the State of New York, the City of New York, in New York County and the Borough of Manhattan and is generally bounded by Sixth and Ninth Avenues to the east and west, and by West 30th and West 34th Streets to the south and north. The Project Area includes all or portions of nine Manhattan tax blocks: Blocks 754, 755, 780, 781, 783, 806, 807, 808, and 809. The Project Area is depicted on the Project Site Plan annexed hereto as Exhibit A and the Block and Lot Map annexed hereto as Exhibit B. The Project Area includes the following development parcels:

**Site 1:** a 64,189-sf site at 403-415 Eighth Avenue, between West 30th and West 31st Streets (Block 754, Lots 34–41, 44, 51, and 63) and consists of Sites 1A, in the midblock along West 31st Street, and Site 1B, along Eighth Avenue;

**Site 2:** a 158,000-sf site that occupies the full block bounded by West 30th and West 31st Streets and Seventh and Eighth Avenues (Block 780, all lots) and consists of Site 2A, on the western portion of the block, and Site 2B, on the eastern portion of the block;

**Site 3:** a 44,436-sf site at 363-371 Seventh Avenue between West 30th and West 31st Streets (Block 806, Lots 1, 3, 6, 9, 69, and 76);

**Site 4:** a 34,807-sf site on the east side of Eighth Avenue between West 33rd and West 34th Streets (Block 783, Lot 1 and part of Lot 70);

**Site 5:** a 45,425-sf site on the west side of Seventh Avenue between West 33rd and West 34th Streets (Block 783, Lots 34, 48 and part of Lot 70);

**Site 6:** a 54,313-sf site at 435 Seventh Avenue between West 33rd and West 34th Streets (Block 809, Lots 1, 3, 4, 5, 8, 16, 17, 69, 73, 80, and 82);

**Site 7:** a 79,000-sf site on the east side of Seventh Avenue between West 32nd and West 33rd Streets (Block 808, Master Lot 7501); and

**Site 8:** a 79,000-sf site on the west side of Sixth Avenue between West 32nd and West 33rd Streets (Block 808, Lot 40).

### **III. PROJECT DESCRIPTION**

The Project is a comprehensive commercial and residential mixed-use redevelopment initiative to support the reconstruction and potential expansion of Penn Station and revitalize the area around Penn Station. It will address existing substandard and insanitary conditions in the Project Area by introducing much-needed public transit and public realm improvements, facilitating high-density, mixed-use development on the Sites and supporting the reconstruction and potential southward expansion of Penn Station. The Project thereby will transform a poorly planned, underutilized and economically stagnant area with outmoded buildings into a modern, cohesive, pedestrian- and bicycle-friendly district. The primary components of the Project are described below.

The Project will facilitate construction of up to approximately 18 million gsf of new Class A commercial office space, retail, community facility, and hotel space and up to 1,798 DUs in ten buildings across eight Sites. The Project developments will provide new entrances and connections for both Penn Station and the subway system, further increasing and improving transit access for the area. The new developments will also generate revenues to help fund the reconstruction and potential expansion of Penn Station, together with new and/or reconstructed pedestrian passageways linking Penn Station to subway stations in the vicinity. A value-capture framework that will likely include Payments in Lieu of Taxes (“PILOT”), Payments in Lieu of Mortgage Recording Taxes (“PILOMRT”), Payments in Lieu of Sales Taxes (“PILOST”), and other revenues generated by the new development will help fund the reconstruction and potential expansion of Penn Station and other transit and public realm improvements. ESD will establish the structure of PILOT in consultation with the City.

#### **A. DEVELOPMENT ON SITES 1 THROUGH 8**

The Project Area is depicted on the Project Site Plan annexed hereto as Exhibit A and the Block and Lot Map annexed hereto as Exhibit B. As described below, the Project Area encompasses Sites 1 through 8 that will be developed in accordance with the GPP, including the Design Guidelines, although as described above, Sites 1, 2 and 3 would be developed in accordance with the GPP only if those sites are selected as the preferred location for the Penn expansion by the Railroads and involved federal agencies upon completion of the federal review.

## **Site 1**

Site 1 consists of Sites 1A and 1B, each of which would be redeveloped with a new building. These buildings would replace the existing lower density mix of office, retail, hotel, residential, community facility, and parking uses.

Site 1A, located in the midblock portion of Site 1 along West 31st Street, would be redeveloped with a residential rental building, with required community facility uses and potential ground-floor retail uses, containing approximately 488,000 gsf of floor area, including approximately 542 DUs (of which 30 percent, or 163 DUs, would be permanently affordable units, and 20 percent, or 108 DUs, would be permanently affordable supportive housing units).

Site 1B, located on the portion of Site 1 along Eighth Avenue, would have two potential development scenarios—an all-commercial scenario and a mixed-use primarily residential scenario. Sites 1A and 1B are to be considered a single lot for purposes of Chapter 6, Section 3 of the New York State Multiple Dwelling Law (“MDL”), which provides that the floor area ratio of dwellings on a lot shall not exceed 12.0. If the MDL were to be amended in the future to allow for more residential floor area on a lot, Site 1B could maximize residential use within its total allowable gross square feet of program area, so long as the total number of units across the four potential residential sites does not exceed 1,798.

*Commercial Scenario:* The Site would be redeveloped with a building containing approximately 732,000 gsf of office and ground-floor retail space.

*Residential/Commercial Scenario:* The Site would be redeveloped with an approximately 709,000 gsf building with 439 DUs (of which 30 percent, or 132 DUs, would be permanently affordable) and office and retail space.

## **Site 2**

Site 2 is a 158,000 square foot site that occupies the full block bounded by West 30th and West 31st Streets and Seventh and Eighth Avenues (Block 780, all lots). Site 2 consists of Site 2A, on the western portion of the block, and Site 2B, on the eastern portion of the block. Site 2 would be redeveloped with two buildings totaling approximately 5.4 million gsf of office space with retail. A new approximately 30,800 square-foot public plaza, similar in size to Rockefeller Plaza, would be constructed in the center of the block (or alternatively, if the Railroads elect to create a station presence on Seventh Avenue, two plazas comprising the same total square footage would be constructed, with one in the center of the block and one fronting Seventh Avenue).

ESD intends to work with Urban Pathways, the operator of the Antonio Olivieri Drop-In Center (Olivieri Center) currently located on Site 2, to facilitate the operator’s relocation or return to a larger space in one of the new developments on Sites 1, 2 or 3 in order to increase capacity of its facility if desired. Early conversations with Olivieri Center staff suggest it may prefer to only relocate once, in which case ESD would work with Olivieri Center to find a suitable, larger existing space in proximity to its current location, near or within the Project Area.

Site 2A would be redeveloped with a building containing approximately 2.5 million gsf of office space and ground-floor retail. Site 2A is anticipated to include a new Penn Station service building in its base, replacing the service building that is currently located on Block 780.

Site 2B would be redeveloped with a building containing approximately 2.9 million gsf of office space and ground-floor retail. Site 2B also would accommodate a 100-foot high train hall to serve

the potential expansion of Penn Station. That new train hall would be in the base of the building on Site 2B either along West 31st Street with wrap-around frontage on the western side of the building, adjacent to the new mid-block public plaza, or along Seventh Avenue. If the train hall is oriented to the midblock, the building on Site 2B would be setback 15 feet from the property line along Seventh Avenue. If the train hall is oriented toward Seventh Avenue, the building would be set back 50 feet from the property line along Seventh Avenue to provide for circulation space and an entry plaza.

This entry plaza would function as passive open space and circulation space. If the train hall is oriented to Seventh Avenue, the size of the midblock open space would be reduced due to the shift eastward of the building on Site 2B, and an equivalent amount of the reduced midblock open space would be created in the plaza on the Seventh Avenue side of the Site. If the midblock train hall option is developed, there is an opportunity for a larger continuous plaza, which could have programming, seating, and plantings. With either train hall option, Site 2 would include approximately 30,800 square feet of publicly accessible open space total.

### **Site 3**

Site 3 is a 44,438 square foot site at 363-371 Seventh Avenue between West 30th and West 31st Streets (Block 806, Lots 1, 3, 6, 9, 69, and 76). Site 3 would be redeveloped with an approximately 1.6 million gsf building with office and ground-floor retail uses.

### **Site 4**

Site 4 is a 34,807 square foot site on the east side of Eighth Avenue between West 33rd and West 34th Streets (Block 783, Lot 1 and part of Lot 70). Site 4 will be redeveloped with an approximately 1.1 million gsf mixed-use, primarily residential building. Two development scenarios are permitted for this site:

*Residential/Hotel Scenario:* a 1,100,000 square foot building with a mix of residential, retail, and hotel uses with accessory parking consisting of 389,160 square feet of commercial space, with any remaining programmed floor area being residential. It is expected that the building will include approximately 630 DUs, of which 30 percent, or 189 DUs, would be permanently affordable.

*Residential/Office Scenario:* a 1,100,000 square foot building with a mix of residential, retail, and office uses with accessory parking, consisting of 389,160 square feet of commercial space, with any remaining programmed floor area being residential. It is expected that the building will include approximately 630 DUs, of which 30 percent, or 189 DUs, would be permanently affordable.

Under either scenario, more than 630 DUs can be built, with corresponding reductions in the floor area of other uses.

### **Site 5**

Site 5 is a 45,425 square foot site on the west side of Seventh Avenue between West 33rd and West 34th Streets (Block 783, Lots 34, 48, and part of Lot 70). Site 5 will be redeveloped with a 1.7 million gsf building with office and retail uses.

### **Site 6**

Site 6 is a 54,313 square foot site on the east side of Seventh Avenue between West 33rd and West 34th Streets (Block 809, Lots 1, 3, 4, 5, 8, 16, 17, 69, 73, 80, and 82). Site 6 will be redeveloped with an approximately 2.1 million gsf office and retail building with accessory parking.



### **Site 7**

Site 7 is a 79,000 square foot site on the east side of Seventh Avenue between West 32nd and West 33rd Streets (Block 808, Lot 7501). The site contains a former hotel that is closed and undergoing remediation and demolition. The new building on Site 7 will contain approximately 2.6 million gsf of office, retail, and accessory parking uses.

### **Site 8**

Site 8 is a 79,000 square foot site on the west side of Sixth Avenue between West 32nd and West 33rd Streets (Block 808, Lot 40) with office and retail uses. Two development scenarios are permitted under the GPP:

*Commercial Scenario:* the existing building would be demolished, and the Site would be redeveloped with a 2.6 million gsf building with office and retail uses with accessory parking.

*Residential/Commercial Scenario:* the existing building would remain and new residential development, with approximately 626 DUs (of which 30 percent, or 188 DUs, would be permanently affordable), would be constructed above it; accessory parking would be added within the base of the existing building.

The development program for the Project is summarized in the following table:

Table 1: Permitted Density by Use									
Site and Development Scenario	Total GSF <sup>1</sup>	Total Commercial GSF (Office, Retail & Hotel) <sup>1</sup>	Office GSF	Retail GSF <sup>2</sup>	Hotel (Rooms)	Dwelling Units (# Permanently Affordable)	Parking Spaces <sup>3</sup>	Community Facility GSF	Non-Program Area GSF <sup>4</sup>
Site 1A <sup>5</sup>	487,955	6,000	0	6,000	0	542 (271) <sup>6</sup>	0	18,398 <sup>6</sup>	48,796
Site 1B (Commercial Scenario) <sup>5</sup>	731,911	592,848	584,348	8,500	0	0	0	0	139,063
Site 1B (Residential/Commercial Scenario) <sup>5</sup>	708,676	254,078	245,578	8,500	0	439 (132) <sup>7</sup>	0	0	99,098
Site 2A	2,495,471	2,021,331	2,004,579	16,752	0	0	0	0	474,139
Site 2B	2,867,235	2,322,461	2,303,213	19,248	0	0	0	0	544,775
Site 3	1,612,820	1,306,384	1,294,384	12,000	0	0	0	0	306,436
Site 4 (Residential/Office Scenario) <sup>8</sup>	1,100,000	389,160	289,160	100,000	0	630 (189) <sup>8</sup>	100	0	209,000
Site 4 (Residential/Hotel Scenario) <sup>8</sup>	1,100,000	406,660	0	100,000	472 <sup>8</sup>	630 (189) <sup>8</sup>	100	0	209,000
Site 5	1,739,510	1,409,003	1,289,003	120,000	0	0	0	0	330,507
Site 6	2,079,849	1,659,678	1,539,344	120,334	0	0	100	0	395,171
Site 7	2,600,000	2,081,000	1,879,000	202,000	0	0	100	0	494,000
Site 8 (Commercial Scenario)	2,600,000	2,081,000	1,875,000	206,000	0	0	100	0	494,000
Site 8 (Residential/Commercial Scenario) <sup>9</sup>	1,650,411	885,004	667,004	218,000	0	626 (188)	100	0	284,053
<b>Total (Max Commercial Scenario)</b>	<b>18,314,751</b>	<b>13,886,365</b>	<b>13,058,031</b>	<b>810,834</b>	<b>472<sup>8</sup></b>	<b>1,172 (460)</b>	<b>400</b>	<b>18,398</b>	<b>3,435,887</b>
<b>Total (Max Residential Scenario)</b>	<b>17,365,162</b>	<b>12,672,869</b>	<b>11,560,875</b>	<b>822,834</b>	<b>472<sup>8</sup></b>	<b>1,798 (648)</b>	<b>400</b>	<b>18,398</b>	<b>3,225,939</b>

**Table Notes:**

- 1) Total GSF includes residential, retail, office, hotel, parking and non-program areas, but does not include the potential expanded train station and its new service building on Project Development Sites 1, 2 and 3. The maximum GSF or total commercial GSF of new development cannot be calculated by summing the maximum GSF for the individual program uses because maximizing the area of certain uses would require reducing the area of other uses.
- 2) The indicated square footage for retail uses may include physical culture or health establishments (gyms), and community facilities without sleeping accommodations.
- 3) Parking is permitted but not required.
- 4) Non-program area includes floor space within a building for mechanical equipment, circulation space associated with transit improvements on the ground floor and the sublevels including train station entrances, back-of-house areas (e.g., hallways and corridors to the building core), building core space, below-grade storage space, and lobby and loading space on the ground floor and below-grade levels. Non-program area shall not be considered in the GSF of program uses. The non-program area for an individual building may be increased by not more than fifteen percent or such other increase as ESD determines is needed to meet the sustainability requirements of the Design Guidelines; an increase in non-program area for an individual building beyond that assumed in the "Non-Program Area GSF" column for that building shall not be considered towards the "Total GSF" limit for the building. However, the Total GSF for the Project as a whole shall not exceed 18,314,751 GSF.
- 5) Sites 1A and 1B shall be considered a single lot for purposes of Chapter 6, Section 3 of the New York State Multiple Dwelling Law.
- 6) On Site 1A, thirty percent of the total number of residential units shall be permanently affordable and twenty percent of the total number of residential units shall be permanently affordable supportive housing units. Site 1A shall include approximately 18,398 GSF of community facility space.
- 7) The development on Site 1B may include more than 439 dwelling units with an off-setting reduction in commercial space on a square footage basis. Thirty percent of all dwelling units on Site 1B shall be permanently affordable. The Project (all buildings) may not exceed 1,798 dwelling units.
- 8) For Site 4, the development may include more than 472 hotel rooms and more than 630 dwelling units, but the commercial uses shall not exceed 406,660 GSF and the sum of residential and commercial uses shall not exceed 891,000 GSF. Thirty percent of all dwelling units on Site 4 shall be permanently affordable. The Project (all buildings) may not exceed 1,798 dwelling units.
- 9) Under the Residential/Commercial Scenario for Site 8, the existing Manhattan Mall building would remain on Site 8 and a new building expansion containing residential uses would be constructed above it. Therefore, the program shown in the table for Site 8 includes approximately 885,000 gsf of commercial use (office and retail) associated with the existing Manhattan Mall building, and 481,354 gsf of residential use and parking to be constructed as part of the Residential/Commercial Scenario.

## **Building Forms**

The Design Guidelines (appended to and incorporated into this GPP) establish building bulk and massing parameters for the new buildings on each Site, including tower setbacks, maximum base heights, and tower coverage controls to encourage varied tower forms that would result in a varied skyline. Consistent with zoning in other high-density commercial areas of New York City, the Design Guidelines impose floor area rather than building height limits, except for Site 1A, where the Design Guidelines impose a 350-foot height limit, exclusive of rooftop mechanical equipment. Factors taken into consideration to determine the development program and inform the illustrative depictions of the buildings presented in the FEIS include the size of the development sites, the floorplate size necessary to accommodate modern office and residential developments, the amount of floor area necessary to achieve high-density commercial buildings that also provide space for on-site transit and public realm improvements, and the floor-to-ceiling heights sought by tenants of Class A office buildings.

## **Residential Uses**

As shown in Table 1 above, the Project allows for residential development on Sites 1A, 1B, 4, and 8, up to a maximum of 1,798 DUs. Site 1A would be required to be a residential rental building, Site 4 will require a residential component to achieve its full allowable floor area, and the other two buildings could be developed as mixed-use with residential uses up to a Project-wide maximum number of DUs available on a “first come, first served” basis of 1,798 DUs. Under this protocol, the buildings on Site 1A and Site 4 would be required to include residential uses, and developers on the other two sites could include residential uses, provided that the combined total number of constructed DUs on all four sites does not exceed the 1,798 DU cap. At least thirty percent of DUs in each building will be set aside for affordable DUs, for a total of approximately 540 permanently affordable units. In addition, Site 1A would require an additional 20 percent permanently affordable supportive housing units (108 units), for a combined total of 50 percent affordable and supportive DUs. With the construction of 1,798 DUs, the Project would include up to 648 permanently affordable units (including the 108 permanently affordable supportive housing units).

## **Sustainable Design Measures**

The Design Guidelines incorporate sustainable design practices to achieve environmentally superior performance in the development and operation of new buildings on all Sites. ESD would require compliance with the requirements of New York City’s Climate Mobilization Act (“CMA”), including Local Law 97 of 2019, which impose stringent carbon intensity limits and green/solar rooftop requirements. The Design Guidelines also require that all buildings be designed to operate with fully electric heating, ventilation, and air conditioning (“HVAC”), hot water systems and appliances with the only on-site emission sources being emergency back-up generators, per New York City Department of Buildings (“NYCDOB”) requirements.

All Project buildings are subject to additional sustainability requirements as set forth in the Design Guidelines. These requirements include:

- Achievement of a Leadership in Energy and Environmental Design (“LEED”) score exceeding the LEED Gold standard. Buildings would be required to use the version of LEED in effect at the time of design, or an equivalent green certification standard in accordance with the Design Guidelines.
- Achievement of several LEED or equivalent standards that typically are optional, including:

- required embodied carbon analysis and optimization;
- enhanced mechanical electrical plumbing systems and envelope commissioning;
- advanced energy metering;
- enhanced refrigerant management; and
- heat island effect mitigation.
- Stormwater management utilizing multiple strategies which may include grey water collection and treatment for reuse in landscape irrigation.
- Coordination with the Railroads on potential synergies between the mechanical systems for the potential Penn Station expansion facilities and the mixed-use buildings above them.

**B. PUBLIC TRANSIT IMPROVEMENTS**

The Project includes public transit improvements consisting of improvements to subway and PATH station facilities proximate to Penn Station and new entrances and improvements to existing entrances to the station complex and subway stations that would be built outside the footprint of existing Penn Station. ESD – through this GPP, future development agreements with the developers of each Site, and collaboration with MTA – will require the completion of certain public transit improvements in conjunction with certain new building construction in the Project Area. It is anticipated that transit improvements will be implemented at the 34th Street–Penn Station–Eighth Avenue [A/C/E], 34th Street–Penn Station–Seventh Avenue [1/2/3], and 34th Street–Herald Square–Sixth Avenue [B/D/F/M/N/Q/R/W/PATH] subway stations. The public transit improvements, which are subject to ongoing design and engineering refinements and coordination with MTA, are summarized below.

***Sites 1, 2, and 3***

These Sites would have new Penn Station entrances and new below-grade connections to existing Penn Station with publicly accessible in-building connections.

***Site 4***

Improvements to the 34th Street–Penn Station (Eighth Avenue) subway station include:

- new Penn Station and subway entrance at the corner of Eighth Avenue and West 33rd Street with new ADA-compliant elevator;
- new West 34th Street subway entrance with ADA-compliant elevator; widening of the uptown local C/E platform between West 33rd and West 34th Streets;
- one new and two widened express platform stairs;
- new underground passageway to connect 33rd Street Penn Station Level A concourse with A/C/E subway mezzanine between 33rd Street and 34th Street;
- two new uptown local C/E platform stairs; and
- one reconfigured fare control area.

***Site 5***

Improvements to the 34th Street–Penn Station–Seventh Avenue subway station include:

- new Penn Station and subway entrance at the corner of Seventh Avenue and West 34th Street with connecting passageway to Penn Station, fare control area, and elevators;
- new West 33rd Street subway entrance; and
- relocation and widening of the downtown local No. 1 platform stairs, accompanied by an elevator, between West 33rd and West 34th Streets into the property line.

### ***Site 6***

Improvements to the 34th Street–Penn Station (Seventh Avenue) subway station include:

- widened uptown local No. 1 platform between West 33rd and West 34th Streets;
- new West 33rd Street subway entrance;
- new West 34th Street subway entrance;
- widened stairs from West 33rd Street underpass; and
- widened West 33rd Street paid-zone stairs together with relocating an elevator.

This Site will also include portions of the new north-south underground corridor, as discussed in more detail below.

### ***Site 7***

Improvements to the 34th Street–Penn Station (Seventh Avenue) subway station include:

- widened uptown local No. 1 platform between West 32nd and West 33rd Streets;
- new West 32nd Street subway entrance just east of Seventh Avenue;
- new West 33rd Street subway entrance just east of Seventh Avenue with ADA-compliant elevator;
- widened paid zone stair at the west end of the 32nd Street underpass;
- new fare control area at the West 33rd Street underpass;
- reconfigured West 33rd Street free zone underpass, plus widened stairway and new ADA-compliant elevator; and
- new express No. 2/3 platform stairs at the north and south portions of the station.

This Site will also include the east-west underground concourse and portions of the new north-south underground concourse, as described in more detail below.

### ***Site 8***

Improvements to the 34th Street–Herald Square subway station include:

- new subway entrances at West 32nd and West 33rd Streets and Sixth Avenue, plus additional escalators and/or other vertical circulation elements as needed in consultation with MTA and NYCT;
- two reconstructed mezzanine stairways connecting the N/Q/R/W and B/D/F/M;
- reconfigured fare control area at the B/D/F/M mezzanine level; and
- replacement of the PATH-related elevator in the new building on Site 8. The PATH-related elevator would be replaced only if the existing building on Site 8 is demolished and a new building constructed (*i.e.*, the all-commercial scenario).

If Site 8 is developed with a residential overbuild above the existing building, the existing PATH elevator would be maintained. Aside from the PATH-related elevator, the same transit improvements will be implemented at Site 8 under the residential/commercial scenario for that site.

Site 8 will also include portions of the new east-west underground concourse, as described in more detail below.

### ***Underground Concourse Network***

The Project's program of public transit improvements includes a new underground concourse east of Seventh Avenue providing a below-grade pedestrian connection from Penn Station to the 34th

Street–Penn Station–Seventh Avenue subway station and the 34th Street–Herald Square subway station. The Underground Concourse Network has three primary components:

1. crossings under Seventh Avenue;
2. an east–west below-grade concourse connecting the 34th Street–Herald Square and the 34th Street–Penn Station–Seventh Avenue subway stations and providing access to Sites 7 and 8 with midblock emergency egress (the “East-West Connector”); and
3. a north-south below-grade concourse east of Seventh Avenue from approximately West 32nd Street to West 34th Street, with connections to Penn Station and the East-West Connector. This north-south corridor will be within the footprints of, and provide access to, Sites 6 and 7 (the “North-South Concourse”).

There are two options under consideration for the East-West Connector, subject to additional engineering and financial analysis by MTA for feasibility. The first option would be located along West 33rd Street (the “33rd Street Option”) and the second option would be located along West 32nd Street (the “32nd Street Option”). The Underground Pedestrian Concourse Network will have a different configuration depending on which East-West Connector option is implemented.

1. 33rd Street Option: This network would include a North-South Concourse between approximately West 32nd Street and West 34th Street, an East-West Connector in the approximate location of the former Gimbels passageway on the south side of West 33rd Street (the former Gimbels passageway would be completely reconstructed in this scenario), and a reconfigured fare control area under West 33rd Street to function as a Seventh Avenue undercrossing connecting Penn Station to the concourse network. In addition, one of the mezzanine stairs connecting the N/Q/R/W and B/D/F/M trains would be constructed together with this option.
2. 32nd Street Option: This network would include a North-South Concourse from West 34th Street to a location south of West 32nd Street, an East-West Connector along West 32nd Street, and two Seventh Avenue undercrossings: one that would be a reconfigured fare control area under West 33rd Street and a new undercrossing of Seventh Avenue between West 31st Street and West 32nd Street.

Construction of the Underground Concourse Network will occur over time as part of the development of Sites 6, 7, and 8. Either option of the East-West Connector will be constructed and operational as part of the development of Site 7, with an interim connection through or adjacent to Site 8 to the 34th Street–Herald Square subway station until Site 8 is redeveloped. The FEIS (in a transportation analysis that assumed the potential expansion of Penn Station on Sites 1, 2 and 3) concludes that the 32nd Street Option would be more heavily utilized by pedestrians than the 33rd Street Option and better serve commuters seeking to travel between Penn Station (or the 34th Street–Penn Station–Seventh Avenue subway station) and the 34th Street–Herald Square subway station, but the decision as to whether to construct the East-West Connector with the 33rd Street Option or 32nd Street Option requires further engineering feasibility and cost estimation by MTA, in consultation with the future developer of Site 7 and Site 8. The decision as to which option will be built will be made before development of Site 7, because it anticipated with the East-West Connector will be located, in part, beneath the new building on Site 7 (and the existing building on Site 8). When Site 8 is redeveloped under either the commercial scenario or the residential/commercial scenario, the development will widen and enhance the eastern portion of the East-West Connector and add new or reconstructed station connections on both the West 32nd Street and West 33rd Street sides of the building. The

portions of the North-South Concourse within Sites 6 and 7 would be constructed at the time each of those sites is redeveloped.

Further conceptual design information about the required transit improvements is presented in FEIS Table 1-2 and FEIS Figures 1-7, 1-8a, 1-8b and 1-8c which are incorporated by reference and included in this GPP as Exhibit D.

### **C. PUBLIC REALM IMPROVEMENTS**

The Project includes above-grade public realm improvements in the Project Area. The above-grade public realm improvements include sidewalk widenings, new passive open space and other public circulation spaces, the potential creation of shared streets, and the potential installation of protected and standard bike lanes.

#### ***Public Realm Task Force***

ESD will form a Public Realm Task Force (“PRTF”) that will consult with and advise ESD on public realm improvements in the Project Area and vicinity. ESD in consultation with the PRFT will prepare a Public Realm Improvement Concept Plan (“Concept Plan”) that will describe priority public realm improvements to be implemented in connection with the redevelopment of the Project Area. The PRTF will solicit guidance from DCP and other stakeholders during the Concept Plan’s development. Revenues generated from development of the Sites will help fund the Concept Plan.

#### ***Sidewalk Widenings***

Sidewalks will be widened on the Sites adjoining City-owned mapped streets at the following locations:

- entire north side of West 30th Street between Seventh and Eighth Avenues, and portions of the north side of West 30th Street, between Eighth and Ninth Avenues and Sixth and Seventh Avenues;
- entire south side of West 31st Street between Seventh and Eighth Avenues, and portions of the south side of West 31st Street, between Eighth and Ninth Avenues and Sixth and Seventh Avenues;
- both sides of West 33rd Street between Sixth and Seventh Avenues (all of the south side and western portion of the north side);
- both sides of Eighth Avenue between West 30th and West 31st Streets, and the east side of Eighth Avenue between West 33rd and West 34th Streets;
- both sides of Seventh Avenue between West 30th and West 31st Streets, both sides of Seventh Avenue between West 33rd and West 34th Streets, and the east side of Seventh Avenue between West 32nd and West 33rd Streets; and
- west side of Sixth Avenue between West 32nd and West 33rd Streets.

The widenings will be accomplished by setting the new buildings back from the property line, not by extending sidewalks into the streets.

#### ***Open Space and Other Public Space***

The Project includes a new through-block open space on Site 2 between West 30th and West 31st Streets. The open space would be a single public plaza or two plazas, totaling more than 30,000 gsf, constructed in connection with the commercial buildings on Site 2. The configuration of the open

space would depend on whether Site 2B is developed with a midblock train hall or a Seventh Avenue-facing train hall. If the midblock train hall is developed, there would be one plaza on Site 2 located in the midblock portion of the site, with dimensions of approximately 156 feet by 198 feet (or approximately 30,800 square feet). If the Seventh Avenue-facing train hall is developed, there would be a midblock plaza (with dimensions of approximately 121 feet by 198 feet) and a plaza on the Seventh Avenue frontage of Site 2B (with dimensions of approximately 35 feet by 198 feet).

In either configuration, the total publicly accessible open space to be created on Site 2 would be approximately 30,800 square feet (0.71 acres) and would provide a variety of hard-scaped and soft-scaped features to support passive recreation and provide a midblock pedestrian connection between West 30th and West 31st Streets. Any plaza is expected to include a variety of seating typologies and a mix of paved and planted areas. The open space would include surface and/or raised planting beds with ground cover, flower beds, shrubs, or lawn.

In addition, any plaza is expected to include access and egress points to the potential Penn Station expansion. The publicly accessible open space on Site 2 would provide new passive open space amenities directly above a modernized and expanded Penn Station, and would serve residents, workers, and visitors of the revitalized Penn Station area mixed-use district and the surrounding neighborhoods.

In addition to the plaza or plazas on Site 2, each Development Site will be required to provide public space in an amount calculated based on a percentage of the Site area, as described in the Design Guidelines. The types of spaces that may be provided, as set forth in the Design Guidelines, include additional sidewalk widenings, pedestrian circulation space in front of transit or building entrances, and landscaped areas that may contain seating and passive activities.

### ***Shared Streets***

The Project provides for the introduction of “shared streets” to relieve sidewalk crowding and provide space for functional elements such as landscaped areas, seating, and furniture. A “shared street” is a roadway designed for slow travel speeds where pedestrians and cyclists share the right-of-way with slow-moving vehicles. Shared streets are designed to accommodate high pedestrian volumes, landscaped areas, and low traffic volumes and speeds.

Shared street corridors are contemplated along West 32nd Street between Sixth and Seventh Avenues, and West 33rd Street, between Sixth and Ninth Avenues. Subject to NYCDOT approval, these street segments would potentially be converted to shared streets, which would enhance the pedestrian experience and provide an opportunity for passive recreation for residents, workers, and visitors to the area. Access to all buildings and businesses would be maintained, allowing for servicing, loading, and deliveries. In addition, pursuant to this GPP, ESD will recommend that NYCDOT study the implementation of a shared street on West 31st Street between Seventh and Eighth Avenues.

Shared streets will be developed with permanent, capital features (*e.g.*, a rebuilt street with the roadway flush from building line to building line, rather than with a typical curb line grade separation). In line with NYCDOT standards, shared streets may utilize interim treatments and features (*e.g.*, roadway painting, movable planters and seating and other varieties of street furniture) during the conceptual development stages that precede a final design. Development of shared streets within City-owned mapped streets will require approval by NYCDOT and will remain within the jurisdiction of NYCDOT.



## ***Bicycle Lanes***

The Project allows for the installation of protected bicycle lanes along Seventh and Eighth Avenues and a standard bicycle lane along West 31st Street within the Project Area, subject to NYCDOT approval. Along Seventh Avenue, the existing bicycle lane, which currently terminates at West 30th Street, is expected to be extended north by NYCDOT. On Eighth Avenue, a bicycle lane already exists, and it is expected that it would be maintained by NYCDOT. The Project allows for the enhancement of bicycle lane infrastructure within the Project Area along these two corridors. As part of the development of Sites 1, 2, and 3, the Project would accommodate bicycle lanes between Sixth and Ninth Avenues along West 31st Street. NYCDOT may consider extending these bicycle lanes along West 31st Street beyond the Project Area.

## **D. SUPPORT FOR PENN STATION RECONSTRUCTION AND POTENTIAL EXPANSION**

### **Penn Station Reconstruction**

The Railroads' plan for the reconstruction of existing Penn Station will address the station's current design and operational deficiencies. The Penn reconstruction is expected to improve circulation and connections to the surrounding district and achieve the following:

- relieve overcrowding and improve passenger flow and orientation;
- improve platform and station egress and accessibility;
- optimize station functionality and operation;
- relieve the cramped, disjointed circulation areas on the lower level;
- create a clear street presence that integrates with the surrounding context;
- introduce daylighting;
- optimize retail and other revenue generation to support the station;
- integrate Penn Station with the potential Penn expansion; and
- create a superior passenger experience.

The Project will support the reconstruction of Penn Station by improving connectivity to the station through new and improved access points including stairs, escalators, elevators, and passageways and by generating revenue from the new Project development that will be applied towards the station reconstruction. Implementation of Penn Station's reconstruction is an independent undertaking by the Railroads that is separate from but related to the Project.

### **Potential Penn Station Expansion**

The Project also would generate financial support for the potential expansion of Penn Station - another independent undertaking that is separate but related to the Project and would be designed, constructed, and operated by one or more of the Railroads. The expansion - if approved through a federal review and approval process - would substantially increase Penn Station's track and platform capacity, addressing critical infrastructure constraints at Penn Station, as well as current limitations on train operations within Penn Station, and would be integrated with Penn Station and Moynihan Train Hall to create a seamless intercity and commuter rail complex.

Potential expansion of the station could add new platforms and up to 12 new tracks – the exact number and configuration will depend on alternatives currently being considered by the Railroads – and would facilitate increases in service for NJT and Amtrak. If a southern expansion into Block 780 and parts of Block 754 and 806 is selected as the preferred alternative by the Railroads and involved federal agencies in the federal review and approval process, the track spacing would accommodate the structure and foundations required to support high-density development over the expanded Penn Station.

The potential expansion of Penn Station to the south would likely include a mezzanine level to connect passengers to Level A (the lower level) of the existing Penn Station under West 31st Street and could house mechanical and electrical systems and back-of-house space. Entrances to a southerly expansion of Penn Station into Block 780 and parts of Block 754 and 806 would be integrated into the developments on Sites 1, 2, and 3. In addition, a new service building for the existing Penn Station and its expansion could be located in the base of the building on Site 2A and would provide mechanical, electrical, plumbing, and other essential systems to serve Penn Station, the potential southern expansion of Penn Station, and tracks beyond Penn Station. The new service building would be completed with the potential southern expansion of Penn Station. Additional above-grade development on Site 2A would be constructed around the service building later.

#### **IV. PURPOSE AND NEED FOR THE PROJECT**

The primary purpose of the Project is to transform a substandard and insanitary area in and around Penn Station into a revitalized, high-density, sustainable, and transit-oriented mixed-use district that incorporates civic facilities, including substantial improvements to the subway stations surrounding Penn Station, an extensive new below-grade pedestrian concourse leading to and from Penn Station, and 18 new off-street entrances to Penn Station and surrounding subway stations. When implemented, the Project also will generate revenue to help fund reconstruction of the existing Penn Station, the potential expansion of Penn Station and other transit and public realm improvements, as well as supporting overall economic growth in New York City and the region.

Penn Station, which is located at the center of the Project Area, is Amtrak’s major train station for intercity rail service on the Northeast Corridor and also serves as the major commuter rail station for LIRR and NJT. Amtrak, which owns the station and primarily occupies the upper level, leases the next lower levels to LIRR and NJT and operates trackage and rail service below the station proper through joint service arrangements with LIRR and NJT. Penn Station operates as part of a multi-modal transportation complex that also includes the interconnected Moynihan Train Hall (utilized principally by Amtrak), three adjoining subway stations on Sixth Avenue, Seventh Avenue, and Eighth Avenue, the PATH train, and a web of transit entrances and interconnecting pedestrian corridors (though it should be noted that the substandard “Gimbels passageway” between Penn Station and the Sixth Avenue subway station has been closed for decades). This transportation complex provides a critical civic facility for New York City and the region.

However, aside from the recently completed Moynihan Train Hall, nearly every element of this civic facility is substandard and impedes the growth and vitality of the area and the region. The following sections describe substandard conditions associated with the Penn Station transportation complex and the immediately surrounding area and provides more detail on the purpose and need of the various elements of the Project that would address those conditions.

## **REVITALIZATION OF THE PENN STATION AREA AND PUBLIC REALM**

Demolition of the original Penn Station dealt a blow to the Project Area from which it has not recovered. Despite its adjacency to the busiest transit hub in North America, commercial office development in the vicinity of Penn Station has been limited by overburdened and substandard transit infrastructure, aging building stock, and poor pedestrian circulation to and from Penn Station. The last major building in the Project Area (1 Penn Plaza) was constructed 50 years ago (1970–1972). A survey of the current conditions in the Project Area (as of April 2021 and updated as of July 2022) is included in The Empire Station Complex Neighborhood Conditions Study and its Addendum (collectively, the “Neighborhood Conditions Study”), which were prepared on behalf of ESD by VHB, Inc. According to that study, aside from the recent ESD-led transformation of the previously underutilized Farley Building, the neighborhood immediately surrounding Penn Station is characterized primarily by a combination of outmoded and substandard buildings, an inhospitable public realm, shuttered businesses, limited low-quality retail offerings, congested sidewalks, underutilized land, and sparse publicly accessible open space. The Neighborhood Conditions Study is annexed to this GPP as Exhibit E) and incorporated herein by reference.

Although the Project Area is one of the most transit-rich areas in the City of New York, the public realm, both above and below grade, is substandard and deters redevelopment. Substandard conditions in the above-grade and below-grade public realm include the following:

- The subway stations that serve Penn Station along Sixth, Seventh, and Eighth Avenues are among the busiest subway stations in the City (the 3rd, 6th, and 7th busiest in 2019). Subway infrastructure below-grade is substandard, and portions of the stations experience pedestrian circulation constraints, including narrow stairs, corridors, and platforms that are subject to overcrowding during peak hours.
- There is limited connectivity among the three subway stations in the Project Area and Penn Station. In particular, there is no below-grade connection from Penn Station to the 34th Street–Herald Square–Sixth Avenue subway station; a passageway that formerly provided this connection, the “Gimbels passageway,” has been closed for decades due to its poor condition. Instead, passengers transferring between Penn Station or the 34th Street–Penn Station–Seventh Avenue subway station and the Sixth Avenue subway station must exit to the street level to make the connection, contributing to inconvenience and sidewalk and crosswalk crowding.
- Within the 34th Street–Penn Station–Seventh Avenue subway station and the 34th Street–Penn Station–Eighth Avenue subway stations, there are an inadequate number of stairways to access the express platforms in each station, which are centered in between the subway tracks and accessed via underpasses. Targeted improvements are needed to improve circulation and transfers between local and express subway lines, as well as to relieve crowding on these platforms.
- Subway entrances above-grade are in many cases difficult to locate, with small, inconspicuous entryways in the base of existing buildings or stairways occupying sidewalk space needed for pedestrian circulation.
- Above-grade, public realm spaces, including sidewalks and pedestrian circulation spaces, are overcrowded and poorly organized, and sidewalk widths are too narrow to accommodate the high volume of pedestrians in the area.

- The area has limited publicly accessible open space and much of what is available consists of Privately Owned Public Spaces (“POPS”) that are substandard by modern measures. For example, the open plazas around MSG are barren and lack amenities such as seating. The POPS at 1 Penn Plaza, although currently undergoing renovation to improve the plaza to the maximum extent feasible, will still not meet modern standards for POPS upon completion of the renovation.

Despite its shortcomings, the Project Area provides a significant opportunity for sustainable growth in New York City due to its unmatched access to the region’s rail and transit network. The Project will capitalize on the area’s potential, with modern, energy efficient, high-density development.

## **SUPPORT FOR RECONSTRUCTION AND POTENTIAL EXPANSION OF PENN STATION**

The combination of Penn Station’s low-cost construction redesign in the 1960s, inadequate investment in the station over time, and a steady rise in ridership has strained Penn Station’s infrastructure and systems and degraded the user experience. Almost 60 years after the demolition and underground reconstruction of Penn Station, the facility is substandard, poorly configured, and in dire need of major investment to maintain operations, renew its infrastructure, improve its revenue stream, and re-establish the station as the premier rail transportation center in the region. A substantially improved and expanded Penn Station, along with the Moynihan Train Hall across Eighth Avenue, would catalyze the economic revival of the surrounding area.

Nearly 600,000 daily trips – more than three times the number for which the station was designed in the 1960s – are navigated through Penn Station’s narrow underground corridors, which are devoid of natural light, consistent wayfinding, or sufficient waiting areas. The impact of all these trips with passengers connecting to subways, sidewalks, and crosswalks creates an immense burden on the pedestrian circulation elements in the vicinity of Penn Station. Commuters experience congested platforms and concourse levels, poor pedestrian accessibility (entrance and egress points are particularly difficult for persons with limited mobility to navigate), a lack of sufficient passenger waiting and overflow space, and a lack of sufficient public restroom facilities. The overall customer experience is universally perceived as very poor, particularly on the lower level, due to low ceiling heights, narrow corridors and concourses, poor lighting, and outdated and inadequate wayfinding and passenger information systems.

Penn Station train operations are currently at or near capacity, constrained by the number of tracks and platforms in the station and by the condition and capacity of the North (Hudson) River and East River Tunnels that serve it. Ridership to and from Penn Station, though impacted in the short term by the COVID-19 pandemic, is projected to continue to increase as service is expanded and the population in the LIRR, NJT, Amtrak, and Metro-North service areas continues to grow. Responding to this growing need, Amtrak, NJT, MTA, and the States of New York and New Jersey are planning and implementing extensive investments to alleviate the existing constraints, expand service, and extend existing service to new locations.

Although recent initiatives such as the new Moynihan Train Hall, the West End Concourse beneath the Farley Building, the new East End Gateway entrance to the LIRR concourse, and other ongoing LIRR concourse projects have improved the passenger experience in parts of Penn Station, the station still operates well beyond its capacity in terms of both trains and passengers and remains overcrowded and confusing for passengers. The station has frequent train delays, unclear wayfinding, and uninviting, cramped concourse levels. In addition, only three of the eight primary entrances are

ADA-compliant, which contributes to circulation challenges and makes it difficult for many users to access the station.

In the future, without significant improvements to the current Penn Station, conditions will continue to deteriorate, and overcrowding will continue to worsen.

The Project will facilitate the transformation of the Project Area into a revitalized mixed-used district to leverage and support Penn Station’s reconstruction and potential expansion. To help effectuate the Railroads’ plans for the reconstruction and potential expansion of Penn Station, funding sources and improved area-wide transit and public realm improvements will be required. The Project is designed to help achieve these objectives.

## **V. GOALS FOR THE PROJECT**

The goals and associated objectives for the Project are as follows:

### **Goal 1: Revitalize the area surrounding Penn Station with new, sustainable, high-density commercial and residential mixed-use development and an enhanced public realm.**

- Catalyze a substantial amount of new commercial and residential mixed-use development to create a cohesive, transit-oriented district that will capitalize on the Project Area’s premier Midtown Manhattan location proximate to the region’s busiest transportation hub at Penn Station and three major subway stations;
- Provide opportunities for the creation of new housing, including permanently affordable and supportive housing, to help meet the demand for housing in New York City;
- Address substandard and insanitary conditions in the Project Area;
- Foster and support economic growth and tax revenue through (a) the creation of jobs and economic activity during construction, (b) the provision of new commercial office space to accommodate New York City’s long-term growth targeting the modern needs of commercial tenants (*i.e.*, generous column spacing, large ceiling heights and upgraded mechanical systems), and (c) the introduction of new households that will participate in the local economy; and
- Maximize incorporation of sustainable design practices to achieve environmentally superior performance in the new buildings.

### **Goal 2: Improve transit facilities and the public realm, including pedestrian circulation space, access, and safety.**

- Facilitate transit improvements at the 34th Street–Penn Station–Eighth Avenue [A/C/E], 34th Street–Penn Station–Seventh Avenue [1/2/3], and 34th Street–Herald Square–Sixth Avenue [B/D/F/M/N/Q/R/W/PATH] subway stations to better accommodate passenger volumes;
- Create an Underground Concourse Network, including a below-grade east-west pedestrian connector between the 34th Street–Herald Square and the 34th Street–Penn Station–Seventh Avenue subway stations and Penn Station, and a north-south corridor from 32nd Street to 34th Street;
- Facilitate public realm improvements in the Project Area that address pedestrian, bicycle, and vehicular circulation, including widened sidewalks, creation of shared streets, and installation of protected and standard bike lanes;

- Create publicly accessible open space and other public spaces to serve residents, workers, and visitors in the area; and
- Generate revenue through the new Project developments to fund public transit and public realm improvements.

**Goal 3: Support improvements to address substandard conditions in Penn Station.**

- Generate revenue through the new development to help fund the reconstruction of Penn Station by the Railroads incorporating critical safety improvements; and
- Capitalize on the adjacency of certain Development Sites to Penn Station to increase ingress and egress by adding 18 entrances within the Development Sites into Penn Station and nearby subway stations to increase overall station prominence at key locations, improve connections between the subways and Penn Station, and disperse users to alleviate pedestrian congestion and pinch points.

**Goal 4: Support and accommodate future capacity increases at Penn Station.**

- Subject to federal reviews and approvals, accommodate the potential southward expansion of Penn Station through the planning, design, and construction of Sites 1, 2 and 3 on the blocks above the potential expansion, which would include new entrances into Penn Station and Moynihan Train Hall, a new train hall, a new service building, and one or more public plazas;
- Generate revenue through the new Project developments to help fund the potential expansion of Penn Station; and
- Provide and expand intermodal connections to support the projected increased ridership.

**VI. SITE ACQUISITION AND LEASE STRUCTURE**

*Acquisition and Leasing of Sites*

It is expected that prior to development of Sites 4, 5, 6, 7, and 8, ESD will enter into a development agreement with the Site’s developer, acquire a property interest in the Site, and ground lease the Site to the developer. Such agreements will include the material terms of the transaction, including PILOT, PILOST and PILOMRT. For each of Sites 4, 5, 6, 7, and 8 (which are currently owned, partially owned, or controlled by Vornado and other private entities), ESD would enter into these transactions with the developer of the Site.

For each of Sites 1, 2, and 3 (if any of those Sites are part of the preferred alternative in the federal review and approval process for the potential Penn Station expansion), it is expected that ESD would acquire a property interest in each Site, enter into a development agreement, and ground lease the Site to the developer, and it is expected that each such developer would be designated pursuant to a competitive Request for Proposals (“RFP”) process. Such agreements would include the material terms of the transaction, including PILOT, PILOST and PILOMRT. Subject to planning and review by the involved federal agencies and the Railroads, acquisition of the property for the potential Penn Station expansion (Sites 1, 2 and 3, designated respectively as part of Block 754, all of Block 780 and part of Block 806) would be effectuated by negotiated purchase and/or through the exercise of eminent domain. A determination has not been made as to whether the property acquisitions for the

potential Penn Station southward expansion would be undertaken, in whole or in part, by Amtrak, MTA, ESD, or another public entity. Decisions about which public entity or entities would acquire the property for such potential Penn Station expansion, allocation of ownership and the costs of acquisition, construction, operation, and maintenance of the new station facilities, would be subject to the selection of the Penn Station expansion sites identified above as the preferred alternative in the federal review and approval process for the potential station expansion, and further consideration by the Railroads. Whether or not ESD undertakes the initial acquisitions of Sites 1, 2 or 3, it is anticipated that if this location is selected for the Penn Station expansion, ESD would acquire an interest in title to the Sites and would effectuate development agreements and ground leases with the competitively selected developers of those Sites.

### *Traffic Management Plan*

Due to the Project's long build-out period and the transportation-related impacts identified in the FEIS, ESD will require Project developers to undertake a future transportation monitoring plan ("TMP"). The TMP will evaluate actual project-generated demand and background conditions during various stages of the Project's development and occupancy to inform development and implementation of appropriate mitigation strategies. The TMP studies are expected to include travel demand surveys (trip generation, modal split and origin/destination surveys), traffic and pedestrian counts/analyses and consideration of mitigation strategies that would be best suited to address transportation issues at four specified future points in time: (1) completion of the first two buildings of the Project (expected to be Sites 4 and 7, but if other Sites are completed prior to Sites 4 and 7, an amount of floor area equivalent to the floor area of Sites 4 and 7); (2) completion of half of the Sites and the completion of the potential Penn Station expansion and related regional infrastructure improvements; (3) completion of all the Development Sites except for Sites 2 and 3, or an equivalent amount of floor area; and (4) completion of the Project build-out. Completion of the potential Penn Station expansion and related regional infrastructure improvements are expected to occur prior to the completion of the full Project build-out. Should the Development Site build-out period or the completion of Penn Station's potential expansion and related regional infrastructure improvements extend substantially, additional interim TMP studies may be added at the discretion of ESD. The scope and timing of these studies and mitigation strategies would be determined in consultation with NYCDOT and subject to its approval prior to implementation. NYCDOT retains jurisdiction and approval over any changes to the City-owned street right-of-way. The Site developer(s) will be responsible for the preparation of the TMP and will coordinate with ESD and NYCDOT on the design and implementation of the recommended traffic and pedestrian mitigation and improvement measures in the FEIS, including the public realm improvements, and the design and implementation of any subsequent measures recommended by the TMP not determined to be the responsibility of another developer or agency. Prior to undertaking any TMP, the Site developers will prepare a scope of work for review and approval by ESD and NYCDOT. The Site developers will submit to ESD and NYCDOT for their review and approval a report summarizing the findings of the TMP and supporting materials.

### *Memorandum of Environmental Commitments*

In order to implement the environmental impact avoidance and mitigation measures identified in the FEIS and SEQRA Findings Statement with respect to each Development Site, the developer of each Site will be required to enter into an enforceable Memorandum of Environmental Commitments

(“MEC”) with ESD, which will supplement the implementation by other entities of any applicable impact avoidance and mitigation measures assigned to such other entities. Each MEC will include the Site developer’s covenants regarding the effectuation of the impact avoidance and mitigation measures identified in the FEIS and the SEQRA Findings Statement that are to be performed by the developer with respect to the Development Site. The MEC may be an enforceable exhibit to a development agreement or lease rather than a separate agreement.

#### *Project Labor Agreement*

Each Site development agreement entered into by ESD will require that, prior to the commencement of construction on a Development Site, the developer be bound by or enter into a project labor agreement or a similar agreement.

### **VII. ADDITIONAL APPROVALS AND PROCEDURES REQUIRED FOR PROPERTY ACQUISITIONS AND DEVELOPMENT AGREEMENTS**

For the acquisition, disposition, and development of a Development Site, such acquisition, disposition, and development must be authorized by the ESD Directors. UDC Act Section 6 requires that prior to such authorization action by the ESD Directors for a Development Site, ESD must conduct a public hearing regarding such acquisition, disposition, and development, after publication of a hearing notice that states the identity of the proposed purchaser or lessee of the property, the proposed use or reuse of property, the price or rental to be paid by such purchaser or lessee, and the other essential conditions of such transaction. The hearing provides to the public the opportunity to comment on the transactions and financial arrangements. As of the date of the affirmation of the GPP, ESD has not held the hearing required by UDC Act Section 6, so there will be one or more future hearings prior to the ESD Directors’ authorization of any transaction subject to a Section 6 hearing.

If the selected alternative for the potential expansion of Penn Station is on Sites 1, 2 and 3, such expansion will likely require federal funding and approvals and if so, all associated property acquisitions would require compliance with the federal Uniform Relocation Assistance and Real Property Acquisition Policies Act (42 U.S.C. § 4601 *et seq.*) and regulations promulgated under 49 CFR Part 24. If at that time it is determined in consultation with the Railroads and federal agencies that ESD should acquire those Sites by eminent domain, ESD would comply with the New York Eminent Domain Procedure Law, which requires a public hearing with notification to the public and affected property owners and tenants and approval of statutory findings by ESD’s Directors prior to the commencement of condemnation proceedings in state court.

Pursuant to Article 1-A of the New York State Public Authorities Law, when ESD authorizes a property acquisition or construction for an ESD project, ESD must petition the Public Authorities Control Board (“PACB”) for its determination regarding the sufficiency of the commitments of funds for such acquisition or construction. For ESD to proceed with such acquisition or construction, ESD must obtain PACB’s affirmative determination. For the Project, after ESD authorizes the acquisition of a Site or the construction of development on a Site, ESD will apply to PACB for such a determination. For ESD to proceed with such Site acquisition or construction, ESD must receive an affirmative PACB determination.



## **VIII. UDC ACT SECTION 10(d), 10(c) AND 10(g) FINDINGS; PUBLIC PURPOSE**

ESD, pursuant to Section 10 of the UDC Act, makes the findings set forth below. The findings are supported and complemented by the determinations and statements of fact described in the FEIS and in Neighborhood Conditions Study annexed hereto as Exhibit E.

### **A. Civic Project Findings: UDC Act Section 10(d)**

- (1) There exists in the area in which the project is to be located, a need for the educational, cultural, recreational, community, municipal, public service or other civic facility to be included in the project.*

There exists within the Project Area in Midtown Manhattan in New York City a need for the Project, which will be centered in and around Penn Station and the adjoining above-grade and below-grade transit and pedestrian circulation network.

#### *Penn Station*

Penn Station is the main intercity railroad station and a major commuter railroad station in New York City. With typically almost 600,000 passenger trips per day, Penn Station is the busiest passenger transportation hub in North America and offers unmatched connectivity among intercity rail service, commuter rail service, and local subway service. The station is located entirely underground between Seventh and Eighth Avenues and between West 31st and West 33rd Streets.

Penn Station is operating above capacity and is not adequately designed to accommodate either its existing passenger load or the growth in passenger load expected in the coming years. Reconstruction of Penn Station, additional station capacity, and the integration of that additional capacity with existing Penn Station and the mass transit facilities serving the area, are needed to provide New York City and the region with the modern, interconnected, and cohesive rail transportation hub that is essential to support future economic growth. The Project will support the reconstruction and potential expansion of Penn Station, which will be accomplished through independent but related projects that will be undertaken by one or more of the involved Railroads, both by providing funding to help pay for the Penn Station projects and by implementing additional transit and public realm infrastructure improvements to address pedestrian, bicycle and vehicular circulation and relieve congested, unsafe conditions in the area.

#### *Penn Station Area Transit and Pedestrian Circulation Network*

The subway transit network adjoining Penn Station is in need of substantial investment, including new entrances, wider platforms and greater interconnectivity with adjoining rail and transit facilities. The construction of new transit improvements as part of the Project will address this critical need. Subway stations that serve Penn Station along Sixth, Seventh, and Eighth Avenues are among the busiest subway stations in the City. Subway infrastructure below-grade is substandard, and portions of the stations experience pedestrian circulation constraints, including narrow stairs, corridors, and platforms that are subject to overcrowding during peak hours.

There is currently no below-grade connection from Penn Station to the 34th Street–Herald Square–Sixth Avenue subway station. Passengers transferring between Penn Station or the 34th Street–Penn

Station–Seventh Avenue subway station and the Sixth Avenue subway station must exit to the street level to make the connection, contributing to inconvenience and sidewalk and crosswalk crowding.

Within the 34th Street–Penn Station–Seventh Avenue subway station and the 34th Street–Penn Station–Eighth Avenue subway stations, there is an inadequate number of stairways to access the express platforms in each station, which are in the center of the subway tracks and accessed via underpasses. Additional elevators are also needed to improve circulation and access to the subway stations given the high volume of passengers. Targeted improvements are needed to improve circulation and transfers between local and express subway lines, as well as to increase the width of platforms.

Additionally, subway entrances above-grade are in many cases difficult to locate, with small, inconspicuous entryways in the base of existing buildings or stairways occupying sidewalk space needed for pedestrian circulation.

The Project will include construction of new transit improvements that will address these critical issues and will support current and projected future ridership growth. The Project includes transit improvements and connecting entrances to Penn Station from each Development Site in connection with new building construction. It is anticipated that transit improvements would be implemented at the following subway stations: 34th Street–Penn Station (Eighth Avenue A/C/E subway lines), 34th Street–Penn Station (Seventh Avenue 1/2/3 subway lines), and 34th Street–Herald Square (Sixth Avenue B/D/F/M/N/Q/R/W subway lines and Port Authority Trans-Hudson [PATH] train service). Additional public transit improvements include creating a below-grade East–West Connector linking Penn Station, the 34th Street–Penn (1/2/3 subway lines) and 34th Street–Herald Square subway stations and a below-grade north-south circulation corridor east of Seventh Avenue; 18 new entrances into Penn Station and the three area subway stations; new stairways and elevators; widened existing stairways and platforms; and other improvement measures.

#### *Above-Grade Pedestrian Circulation and Public Realm Improvements*

The Project Area currently includes substandard above-grade public realm spaces, including narrow, sidewalks, poorly organized pedestrian circulation spaces and limited publicly accessible open space consisting of Privately Owned Public Spaces (“POPS”) that are substandard by modern measures.

The Project would include significant public-realm improvements including widened sidewalks adjacent to all Project buildings, potential new shared streets, protected and standard bike lanes, and new opportunities for passive recreation and open space that will address the need to improve the currently deficient above-grade public realm within the Project Area.

- (2) ***The Project consists of a building or buildings or other facilities which are suitable for educational, cultural, recreational, community, municipal, public service or other civic purpose.***

The Project includes extensive improvements and expansion of public facilities to serve vital civic and public purposes, namely: new below-grade pedestrian concourses and improved subway stations and transit connections with Penn Station, including new or upgraded entrances, wider platforms and below-grade passageways; above-grade public realm improvements in the Project Area constructed

in connection with the developments, including sidewalk widenings and new publicly accessible open space; creation of shared streets and the potential addition and/or improvement of bike lanes; new community facility space to expand much-needed social services; and support for the reconstruction and potential expansion of Penn Station within the Project Area.

- (3) The Project will be leased to or owned by the state or an agency or instrumentality thereof, a municipality or an agency or instrumentality thereof, a public corporation, or any other entity which is carrying out a community, municipal, public service or other civic purpose, and adequate provision has been, or will be, made for the payment of the cost of the acquisition, construction, operation, maintenance and upkeep of the Project.***

The subway stations and transit connections adjacent to Penn Station are owned by the City or MTA. The subway station and transit connections that are City-owned are leased to MTA's affiliate, the New York City Transit Authority ("NYCT"), under the City's master lease agreement with NYCT that covers the entire New York City subway system. Certain public realm improvements, including any shared streets, will be owned by the City. Penn Station is owned by Amtrak. MTA and NJT occupy areas of the station for their respective commuter rail purposes through leases and operating arrangements with Amtrak.

A determination has not been made as to whether the property acquisitions needed for the potential Penn Station expansion (consisting of Sites 1, 2 and 3, should this area be selected as the preferred alternative location) would be undertaken, in whole or in part, by ESD or by Amtrak, MTA, or another public entity. Decisions about which public entity or entities will be responsible for the property acquisitions for the potential Penn Station southward expansion; how ownership, use and occupancy of the sites would be allocated; and the allocation of responsibilities for the costs of acquisition, construction, operation, maintenance, and upkeep of the new station facilities, would be subject to the selection of Sites 1, 2 and 3 as the location for the preferred alternative in the forthcoming federal review and approval process concerning the potential Penn Station expansion, and further collaboration with the involved Railroads.

The maintenance of the improved rail and transit facilities will be the responsibility of the Railroads and transit agencies operating these facilities, subject to such agreements and arrangements as are made by the Railroads and agencies with respect to such maintenance. The maintenance of public space associated with each development, including the plaza or plazas on Site 2, will be the responsibility of the developers of the adjoining buildings, or their successors-in-interest. Adequate arrangements for funding the cost of the acquisition, construction, operation, maintenance, and upkeep of the Project components will be made prior to the construction of each Project component.

- (4) The plans and specifications assure or will assure adequate light, air, sanitation and fire protection.***

The plans and specifications for the Project will assure adequate light, air, sanitation, and fire protection for the Project. ESD will assure such provisions for all Sites, and the Railroads will make provisions for the safety and security of the Penn Station complex.

**B. Land Use Improvement Project Findings: UDC Act Section 10(c)**

- (1) The area in which the Project is to be located is a substandard or insanitary area, or is in danger of becoming a substandard or insanitary area and tends to impair or arrest sound growth and development of the municipality.*

Considered as a whole, the Project Area is substandard and insanitary because it is significantly underutilized, economically stagnant and characterized by blighted, substandard, and insanitary conditions. This conclusion is supported by the factual information presented in the Neighborhood Conditions Study and the FEIS.

The Neighborhood Conditions Study presents a detailed evaluation of existing site conditions in and around Penn Station and concludes that the Project Area is characterized by substandard and insanitary conditions. The study's findings and conclusions are summarized as follows:

- Penn Station fails to meet accessibility requirements, making it difficult to navigate by those with mobility impairments. An inefficient station layout, uncoordinated wayfinding and passenger information systems, insufficient waiting areas and restrooms, low ceiling heights, and a lack of natural light all contribute to a customer experience that is widely perceived as substandard. Furthermore, the deficiencies related to code compliance, egress, and accessibility; the security, mechanical, electrical, and plumbing systems; and station architecture, amenities, and operations, demonstrate that Penn Station is substandard, outmoded and in need of a major renovation to address existing deficiencies. These findings are reflected in the Penn Station Act, enacted in 2018, by which the legislature determined that Penn Station is “antiquated, substandard, and inadequate to meet current transportation and public safety needs and presents an unreasonable safety risk to the public.” In light of such concerns, the legislature identified the rehabilitation of Penn Station and its connectivity to the surrounding areas as “a pressing public safety and transportation issue and is a major objective for the State to resolve and should be made a top priority.” These statutory findings are supported by the Neighborhood Conditions Study's surveys, research, and analysis, as well as information provided in the FEIS.
- Elements of the public realm, including poorly located subway entrances, narrow sidewalks, and poorly designed plazas and streetscapes, are also substandard. Many elements of the three subway stations in the Project Area are substandard and do not meet projected future demand. On Site 7 and Site 8, the “Gimbels passageway” between Penn Station and the Sixth Avenue subway station has been closed for decades due to disrepair and poor design.
- The area in and around Penn Station (inclusive of the Project Area) is primarily characterized by overburdened and degraded transportation infrastructure, an aging and outmoded building stock, and a pattern of economic stagnation relative to other major transportation hubs in Manhattan. Furthermore, the area is substandard in comparison to other transit hubs in Manhattan when it comes to economic growth and investment, even though the area is home to the largest transportation hub in North America.
- A visual assessment of exterior building and site conditions found that the substantial majority of the buildings in the Project Area are in fair or good condition. Nevertheless, the

Project Area is underutilized (including shuttered businesses) and includes many buildings in poor or critical condition or with numerous building violations, and a prevalence of aging and outmoded buildings in the area. The last major building in the area (1 Penn Plaza) was completed 50 years ago, in 1972. Since that time, new buildings constructed in the area account for only 3 percent of the area by acreage and less than 2 percent of the gross building square footage in the area. The aging building stock in the study area also presents challenges in meeting the City's sustainability goals. Data on energy efficiency was available for 13 properties, five of which were given a D rating.

- Diverse ownership of numerous small, irregular tax lots on three of the Project Area's southern blocks impedes assemblage and redevelopment.
- The area lacks a cohesive zoning framework. The patchwork zoning, aging and outmoded buildings, and substandard conditions related to Penn Station have contributed to a historic pattern of stagnant economic growth in the area. This is exhibited by negative rent growth over a twenty-five year period in many of the Project Area buildings coupled with significant underperformance in terms of historic inventory growth of Class A office space.
- The Project Area lacks physical cohesion. It includes a mix of buildings of varying heights with no cohesive design, interspersed with vacant properties and surface parking lots. Many of the buildings in the study area have limited activation along the sidewalk and long lengths of frontages without visual interest. The lack of activating elements on the street level around these large land uses creates areas that are isolated from the surrounding network with a poor streetscape.
- The zoning for the area is outmoded in that it permits development of considerably less floor area than allowed in other major transportation centers of Manhattan, contributing to economic stagnation, the underutilization of land adjoining a major rail and transit center, and a predominance of aging and outmoded buildings. Currently, the floor area utilized in the Project Area is markedly low, particularly for an area surrounding a major transportation hub.
- Felonies and misdemeanors are consistently higher in the Project Area than in the surrounding area.

***(2) The Project consists of a plan or undertaking for the clearance, replanning, reconstruction, and rehabilitation of such area and for recreational and other facilities incidental or appurtenant thereto.***

The Project is a comprehensive redevelopment initiative to create a revitalized, mixed-use district centered around Penn Station. The Project will result in the development of ten new buildings on eight Sites in the Project Area; new onsite entrances and access ways to Penn Station and public transit; improvements to the three subway stations in the area and below-grade pedestrian concourses linking Penn Station and the three subway stations that will help rail and transit users and pedestrians travel from and towards Penn Station; and public realm improvements to address pedestrian, bicycle, and vehicular circulation and enhance the surrounding streetscape. The Project also will support the reconstruction and potential expansion of Penn Station.

- (3) *The plan or undertaking affords maximum opportunity for participation by private enterprise, consistent with the sound needs of the municipality as a whole.*

On Sites 4, 5, 6, 7, and 8, private developers will lease the Sites and finance, construct, and operate high-density commercial and/or residential uses and on-site transit and public realm improvements. On Sites 1, 2, and 3, if these Sites are selected as the preferred location for the Penn expansion, private developers would be selected through one or more RFPs and would lease the Sites and finance, construct, and operate the buildings on these Sites in coordination with the Railroads or other entities responsible for financing, constructing, and operating the railroad facilities on these Sites. The Sites' new transit-oriented developments, financed, constructed, and operated by private developers, will support the revitalization of Penn Station and the Project Area and be consistent with the sound needs of the City, State and region.

### C. UDC Act Section 10(g)

*There is a feasible method for the relocation of families and individuals displaced from the Project area into decent, safe and sanitary dwellings, which are or will be provided in the Project area or in other areas not generally less desirable in regard to public utilities and public and commercial facilities, at rents or prices within the financial means of such families or individuals, and reasonably accessible to their places of employment.*

At this time, a determination has not been made as to whether the potential Penn Station southward expansion is the preferred alternative or, if it is, whether necessary property acquisitions (consisting of Block 780 and portions of Block 754 and Block 806) would be undertaken, in whole or in part, by ESD, one of the involved Railroads, or another entity. If property acquisitions were undertaken by Amtrak, they would be governed by applicable federal law, while property acquisitions by ESD, MTA, or another New York State entity would be governed by applicable state laws, including the New York Eminent Domain Procedure Law. In the likely event that the potential southward expansion of Penn Station becomes a project that receives federal funding or is dependent on federal approvals, the property acquisitions, even if done by ESD, MTA, or another New York State entity, also would comply with the Uniform Relocation Assistance and Real Property Acquisition Policies Act (42 U.S.C. § 4601 *et seq.*) and regulations promulgated under 49 C.F.R. Part 24.

In accordance with applicable federal or state law, owners of properties that would be acquired would be compensated at fair market value and would be provided all other benefits and assistance required by law. Residents of affected properties on Sites 1, 2 and 3, whether owners or rental tenants, also would be entitled to receive relocation aid that would include assistance in finding and moving to comparable replacement housing that is decent, safe and sanitary, located in the Project Area or in other areas not generally less desirable in regard to public utilities and public and commercial facilities, at rents or prices within the financial means of such families or individuals, and reasonably accessible to their places of employment. Additionally, any displaced residents that meet the necessary income qualifications and certifications would be offered the option to return to newly constructed affordable housing in the Project Area.

## **IX. OVERRIDES OF ZONING AND OTHER LOCAL REGULATION; DESIGN GUIDELINES; APPLICATION OF NEW YORK CITY CONSTRUCTION CODES**

It is not feasible or practicable to construct the Project in accordance with existing zoning. In order to construct the Project, ESD will: override use, bulk, density, and all other provisions of the New York City Zoning Resolution (the “Zoning Resolution”) applicable to the eight Sites; override the Zoning Resolution with respect to the remaining portion of Block 783 located between Sites 4 and 5 (the “1 Penn Plaza Site”)<sup>2</sup> as and to the extent set forth more particularly below; override other local requirements applicable to the Project Area that are inconsistent with the Project; and implement development controls and other requirements in lieu of local zoning pursuant to the UDC Act. The Design Guidelines incorporated into this GPP as Exhibit C specify the parameters for permitted development on the Development Sites in lieu of zoning. The private developers who will develop the buildings on all Sites will be required to comply with the Design Guidelines.

The Design Guidelines permit a mix of uses that will be constructed in accordance with market demands over the duration of the Project build-out. The Design Guidelines require new buildings on the Development Sites to respect the existing street grid. The Design Guidelines allow for flexibility of ground floor uses to balance retail and lobby space needs, while supporting the optimal functionality of and pedestrian connectivity to Penn Station and subways stations in the Project Area. Tower massing requirements permit floor plates that enable modern design solutions, while providing for a varied and dynamic skyline. Consistent with zoning in other high-density commercial areas of New York City, the Design Guidelines limit floor area and impose set back requirements rather than height limits, except for on Site 1A, where a 350-foot height limit is required.

As set forth in the Design Guidelines, sidewalk widening areas would be provided adjacent to public sidewalks at certain Development Sites, ranging from 5 to 15 feet. The maximum base heights of the buildings range between 120 and 200 feet, and there are no minimum base heights. Generally, the tower portions of the buildings will set back 10 feet from the property line at wide streets and 15 feet from the property line at narrow streets, with the exception of Site 7. Inclusive of the sidewalk widenings, the tower setbacks on the avenues will range from 10 to 25 feet. In addition, to encourage varied tower forms, at a certain percent of the tower’s height, floor plates will be limited to a certain percent of lot coverage, requiring the tower to taper or setback. It is anticipated that the ground floors will contain several active uses including retail or similar uses, transit entrances for Penn Station and subways, and office lobbies.

With respect to signage, flashing and illuminated accessory signs are permitted below a height of 40 feet at all Sites.

On portions of Sites 5, 6, and 7, advertising signs are currently permitted under the Penn Center subdistrict regulations of the Special Midtown District with minimal restrictions (as set forth in Zoning Resolution Section 81-52). The Design Guidelines override the existing regulations to better organize the signs by prohibiting free-standing billboards and limiting advertising and accessory signage at transit entrances. The Design Guidelines also improve the public realm by imposing guidelines on the operations of digital media at Development Sites. Controls such as brightness and maintenance regulations seek to ensure visual comfort. In addition to overriding the current regulations for advertising signs at Sites 5, 6 and 7, the Design Guidelines permit the addition of advertising signs to Site 4 (on the 8th Avenue frontage and 100 feet east along 34th and 33rd Streets),

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<sup>2</sup> The Design Guidelines will not apply development of the 1 Penn Plaza Site.

Site 2B (on the 7th Avenue frontage and 100 feet west along 31st Street) and Site 3 (on the 7th Avenue frontage and 100 feet east along 31st Street). Advertising signs are prohibited on tower-tops and on portions of certain streets.

To further organize signage on Sites 5, 6 and 7, the Design Guidelines override Zoning Resolution Section 81-521 (Transit Signs). The Design Guidelines prioritize transit signage by prohibiting accessory and advertising signs within transit easement frontages at each Site and within a ten-foot buffer zone. By clearly delineating entry points to transit, the regulations reduce visual clutter and way-finding confusion for pedestrians.

The GPP does not override local zoning or other local laws with respect to properties within the Project Area that are not specifically identified as one of the eight Development Sites or the 1 Penn Plaza Site. Such other portions of the Project Area remain subject in all respects to local zoning and all other applicable regulations and are not subject to the Design Guidelines. Furthermore, each property within a Development Site will continue to remain subject in all respects to local zoning and all other applicable regulations, and will not be subject to the Design Guidelines, unless and until ESD enters into a development agreement or similar transaction documents with a designated developer for each such property.

The Farley Building (Block 755) is within the Project Area but is not one of the eight Development Sites. Development on Block 755 will remain subject to ESD's general project plan for the Moynihan Station Civic and Land Use Improvement Project (the "Moynihan GPP"). The development of Site 4, which is referenced as "Penn West" in the Moynihan GPP, will be subject to this Pennsylvania Station Area GPP instead of the Moynihan GPP so long as the Pennsylvania Station GPP is in full force and effect at the time Site 4 is to be redeveloped.

The 1 Penn Plaza Site is within the Project Area but is not one of the eight Sites. The 1 Penn Plaza Site is currently part of a zoning lot comprising Tax Lots 1, 34 and 70 in Block 783 (which are inclusive of Sites 4 and 5 and the 1 Penn Plaza Site). The 1 Penn Plaza building on the 1 Penn Plaza Site comprises 2.3 million gross square feet of office, retail and parking uses and certain adjacent open space. The 1 Penn Plaza Site and any improvements thereon may be maintained or rebuilt utilizing the existing 2.3 million gross square feet of office, retail and parking uses notwithstanding any inconsistent provisions of zoning, provided that any such reconstruction shall include open space meeting modern standards in an amount equivalent to the public open space existing on the 1 Penn Plaza Site immediately prior to such reconstruction notwithstanding any zoning non-compliances that are caused by reason of development on Sites 4 or 5 pursuant to the GPP. No development agreement or similar transaction with ESD is required to allow for the foregoing treatment of the 1 Penn Plaza Site and 1 Penn Plaza building. The 1 Penn Plaza Site shall otherwise be fully subject to the requirements of the Zoning Resolution and other applicable local laws and requirements.

Public realm improvements within City-owned streets (including Plaza 33 and the potential sky concourse over Plaza 33) will be subject to the consent of NYCDOT; provided, however, with respect to the sky concourse, subject to approval by the City of New York, the GPP will apply in lieu of any requirements of the New York City Charter and local law. If constructed, the design of the sky concourse must be in compliance with the Design Guidelines.

Subject to such overrides and the Design Guidelines, the New York City Building, Construction and Energy Codes will apply, including with respect to all construction, buildings, structures, and



infrastructure on all development on the Development Sites. The permitting authority for the purposes of the Building Code is the New York City Department of Buildings.

## **X. ENVIRONMENTAL REVIEW**

ESD, acting as lead agency, determined that an EIS for the Project was necessary to be prepared pursuant to SEQRA and its implementing regulations (6 NYCRR Part 617). On February 18, 2021, ESD's Directors: (i) authorized acceptance of the DEIS as satisfactory with respect to its scope, content, and adequacy under SEQRA and (ii) authorized ESD to hold a duly noticed public hearing on the DEIS under SEQRA and on the Project under the UDC Act.

Pursuant to such authorizations, the DEIS was appropriately filed and publicly distributed on February 18, 2021. Following ESD's issuance of the DEIS and adopted GPP, ESD worked closely with and consulted the Project's Community Advisory Committee and its larger Working Group, including local elected officials and community stakeholders, as described in Section XI below. As more fully described in Section XI below, ESD participated in meetings with the Project's Community Advisory Committee Working Group between April 27, 2021 and November 9, 2021 to develop recommendations for an improved Project. ESD's staff and environmental and legal consultants worked diligently to respond to all substantive comments received during this public process. After considering the comments and recommendations of the Community Advisory Committee Working Group as well as feedback from other public meetings and town halls, ESD staff announced that it would recommend certain "Proposed Revisions" to the plan for the proposed Project. Oral and written comments on the DEIS, the adopted GPP, and Proposed Revisions, were received during public hearings held by ESD on December 8, 2021 and January 20, 2022. Written comments were accepted from issuance of the DEIS on February 18, 2021 through the public comment period which ended on February 22, 2022.

In June 2022, the FEIS was completed and, together with its Appendices, was posted on ESD's Project website at: <https://esd.ny.gov/penn-station-area>. The FEIS describes the Project and its goals; assesses potential environmental impacts of the Project (including open space, shadows, historic resources, visual resources, traffic, construction, and other conditions); identifies feasible measures to mitigate adverse impacts from the Project; considers the relative environmental merits of alternatives; and responds to oral and written comments submitted on the DEIS by the public, community and business organizations, and public agencies or officials.

On June 30, 2022, ESD's Directors determined that the FEIS was complete with respect to scope, content, and adequacy; adequately assesses the environmental impacts of the Project; otherwise meets the requirements under SEQRA; and was in proper form for publication, filing and circulation to the public. On June 30, 2022, ESD published a Notice of Completion of the FEIS; filed and publicly distributed the FEIS in the same manner as the DEIS; and provided that public comment on the FEIS would be received through 12:00PM on July 11, 2022.

Simultaneous with their affirmation of this GPP as modified, the Directors will be requested to make Findings for the Project pursuant to SEQRA, as set forth in the SEQRA Findings Statement and in the Resolutions annexed to the Directors memorandum.

## **XI. PUBLIC, COMMUNITY AND GOVERNMENTAL OUTREACH AND ENGAGEMENT**

ESD has undertaken a robust community outreach and engagement process for the Project over the past two years. The process has included more than 100 meetings with community stakeholders, government agencies, and elected officials to help ESD plan the Project as described in this GPP.

### **A. ENGAGEMENT WITH THE COMMUNITY ADVISORY COMMITTEE / WORKING GROUP AND OTHER PUBLIC OUTREACH EFFORTS**

In accordance with the UDC Act, ESD established a Community Advisory Committee (“CAC”) in June 2020, comprising local elected officials, community representatives, urban planners, transportation advocates and other stakeholders, to advise it throughout the Project. The CAC met multiple times prior to the adoption of the draft GPP and issuance of the DEIS in February 2021. In accordance with Section 16 of the UDC Act, after adoption of the draft GPP for public comment, ESD staff worked closely with and consulted the Project’s CAC and its larger Working Group (collectively, the “CACWG”), including local elected officials and community stakeholders, to rethink aspects of the Project. (A list of the members of the CACWG is annexed hereto as Exhibit F.) ESD and other involved agencies held a series of meetings with the CACWG for consultation on the Project. These meetings are ongoing, but a series of weekly meetings were held from late April through mid-November 2021 and covered a range of topics including the regional transit context, the Gateway Program, Penn Station reconstruction and potential station expansion, project funding and financing, and draft GPP planning work. ESD staff and the CACWG worked closely, consulted, and cooperated with local elected officials, community leaders, and other stakeholders. After considering comments and recommendations from CACWG members and extensive public comments as well as feedback from public agencies, civic groups, and other interested parties, ESD staff responded with Proposed Revisions to the adopted GPP. ESD continues to consult and hold periodic meetings with the CACWG on matters related to the Project.

In preparing the adopted GPP, the DEIS and the Proposed Revisions and in ESD’s public, community and governmental outreach and engagement, ESD has given careful consideration to local needs and desires and fostered local initiative and participation in connection with the planning and development of the Project. ESD held two public hearings on the draft GPP, DEIS, and the Proposed Revisions on December 8, 2021 and January 20, 2022. Written comments on the adopted GPP, DEIS, and the Proposed Revisions were accepted from February 19, 2021 through February 22, 2022. The public hearings were duly noticed and conducted in accordance with the requirements of SEQRA and the UDC Act.

ESD staff, with assistance from its planning, environmental, and legal consultants, prepared responses to all substantive comments received on the adopted GPP, the Proposed Revisions, and the DEIS. FEIS Chapter 26, “Response to Comments” is the compilation of all these substantive comments and ESD’s responses. Wherever possible, ESD has also coordinated with the community, including local elected officials, community leaders and other stakeholders, in carrying out local goals such as the creation of the Public Realm Task Force, adding an affordable housing component, and strengthening multiple building design controls. After considering the public review of the Project, ESD staff proposed modifications to the adopted GPP as summarized below.

Generally, the modifications to the GPP reduce the density of the Project compared to the program described in the adopted GPP, reduce encroachment on views of the Empire State Building along 33rd Street, add additional public space, require community facility space, require that two of the potential buildings be all or primarily residential, and provide the option for two other buildings to include residential uses. The following summarizes in more detail these GPP modifications:

- Residential use would be required on Site 1A, required on Site 4 if the available floor area is to be utilized, and permitted on Sites 1B and 8, up to a maximum on all four sites of 1,798 DUs. (See Table 1 above.) Community facility uses would be required on Site 1A. All residential sites require that 30 percent of the DUs are permanently affordable, and Site 1A would require an additional 20 percent supportive housing.
- The Project modifications reduce the floor areas permitted on Sites 1B, 2A, 2B, 3, 5, and 6. The floor area permitted on Site 1A is increased to maximize the amount of residential use that could be developed there; the aggregate floor area of Site 1 (Sites 1A and Site 1B) is reduced, however.
- The changes to the uses and permitted floor area on each Site are summarized as follows:
  - Site 1A is required to be a residential rental building and would include community facility uses. Site 1A permitted floor area is increased from approximately 347,700 gsf to approximately 488,000 gsf.
  - Site 1B could be developed under either of two potential development scenarios – a commercial scenario and a residential/commercial scenario. Permitted floor area on Site 1B is reduced from approximately 935,800 gsf to a maximum of approximately 732,000 gsf under the commercial scenario for the Site.
  - The total permitted floor area on Sites 2A and 2B is reduced from approximately 6,292,100 to approximately 5,362,706 gsf. The floor area is redistributed across these two Sites so that the larger building, in terms of floor area, would be located on Site 2B. This results in a reduction in the permitted floor area of Site 2A from approximately 3,470,800 gsf to approximately 2,495,500 gsf; and a small increase in the permitted floor area on Site 2B from approximately 2,821,300 gsf to approximately 2,867,200 gsf.
  - Site 3 permitted floor area is reduced from approximately 1,769,600 gsf to approximately 1,612,800 gsf.
  - Site 4 could be developed under scenarios that permit residential and hotel uses or residential and office uses.
  - Site 5 permitted floor area is reduced from approximately 1,900,000 gsf to approximately 1,739,500 gsf.
  - Site 6 permitted floor area is reduced from approximately 2,100,000 gsf to approximately 2,079,800 gsf.
  - Site 8 could be developed under a commercial scenario or a residential/commercial scenario in which the existing building would remain and an enlargement containing residential uses would be constructed above it.

As noted above, several Development Sites will have multiple potential development scenarios under the modified affirmed GPP.

Other modifications to the Project are summarized below:

- Bulk and massing parameters for the Sites include reductions to the maximum building height on Site 1A; reductions to the maximum base height on Sites 1B, 2A, 2B, and 4; and inclusion of an additional setback on Site 6 along West 33rd Street; among other changes.

- The Project’s program of public transit improvements has been modified following ESD’s consultation with MTA. Illustrative technical details and diagrams are Exhibit D. In particular, the public transit improvements will include a new Underground Pedestrian Concourse Network east of Seventh Avenue providing a below-grade connection from Penn Station to the 34th Street–Penn Station–Seventh Avenue subway station and the 34th Street–Herald Square Subway Station. This Underground Pedestrian Concourse Network will have three primary components: (1) crossings beneath Seventh Avenue, (2) the East-West Connector; and (3) the North-South Concourse.
- A new train hall for the potential southern expansion of Penn Station would be located either in the base of the building on Site 2B along West 31st Street with wrap-around frontage either (1) on the western side of the building adjacent to the new public plaza or (2) along the Seventh Avenue frontage. The adopted GPP did not identify a specific location for the train hall for the potential southward expansion of Penn Station.
- ESD will require that all buildings operate with fully electric heating, ventilation, and air conditioning (HVAC) and hot water systems and appliances with the only on-site emission sources being emergency back-up generators (per NYCDOB requirements). All Project buildings will be required to exceed the LEED Gold standard, among other sustainability requirements.
- Shared streets are contemplated along West 32nd Street between Sixth and Seventh Avenues, and West 33rd Street between Sixth and Ninth Avenues. ESD will also recommend that NYCDOT study the implementation of a shared street on West 31st Street between Seventh and Eighth Avenues.

ESD has also considered local and regional goals and policies, including,

- New York City’s Climate Mobilization Act (“CMA”), including Local Law 97, which places carbon intensity limits on most buildings larger than 25,000 square feet, with those limits becoming more stringent over time. The Design Guidelines also require that all buildings be designed to operate with fully electric heating, ventilation, and air conditioning and hot water systems and appliances with the only on-site emission sources being emergency back-up generators in accordance with NYCDOB requirements
- NYSDOT’s programs to implement new bicycle lanes and “shared streets” (*i.e.*, roadway designed for slow travel speeds where pedestrians and cyclists share right of way with slow moving vehicles) within certain City-owned mapped streets in the Project Area.
- The New York Pennsylvania Station Safety Improvement Act (the “Penn Station Act”), PART MMM of Chapter 59 of the Laws of 2018, which provides that Penn Station requires “improvements to access and egress and to the surrounding areas to position such areas to accommodate and attract passengers and evolving technological business and commercial needs and practices” and urges ESD and other governmental and community and business entities to collaborate on solutions. The Project would further the goals of the Penn Station Act.
- The MTA’s East Side Access Project and Metro-North Penn Station Access Project which will affect the utilization of Penn Station.

- The Gateway Program of phased rail infrastructure improvements to increase track, tunnel, bridge, and station capacity between Newark, New Jersey, and Penn Station, including the Hudson Tunnel Project which will create a new two-track tunnel under the Hudson River for Amtrak and NJT train service to Penn Station and enable the severely damaged existing trans-Hudson tunnel to be repaired.
- Amtrak’s rehabilitation of the East River Tunnels that connect Penn Station to rail facilities on Long Island.

## **B. CONSULTATION WITH THE CITY OF NEW YORK AND THE RAILROADS**

The City of New York, through the Department of City Planning (“DCP”) and other City agencies, has been advised and has provided input on the Project pursuant to Section 16(1) of the UDC Act Beginning in early March and through April 2020, ESD and its consultants participated in 7 planning workshops attended by representatives of DCP, NYCDOT and the Mayor’s Office, as well as representatives of MTA, Amtrak, NJT, and Vornado. In addition, from April 2020 through the publication of the draft GPP, ESD and its consultants participated in 6 additional Project-related workshops with DCP and NYCDOT. Since publication of the initially adopted GPP and DEIS, ESD has participated in 12 additional workshops with DCP.

DCP has provided ESD with numerous comments on the Project, which have been addressed directly in the Response to Comments section of the FEIS, and to the extent ESD staff deemed practicable, incorporated into the modified GPP.

ESD has also coordinated with the New York City Economic Development Corporation (“NYCEDC”) and the Mayor’s Office in the development of the PILOT framework and other financial terms. ESD also consulted with Port Authority of New York and New Jersey and the New York City Fire Department, among other State and City agencies. Finally, representatives of DCP, NYCDOT and the Mayor’s Office attended all CACWG meetings, as did representatives of the Railroads.

ESD will form a Public Realm Task Force (“PRTF”) that will consult with and advise ESD on public realm improvements in the Project Area and vicinity. ESD in consultation with the PRFT will prepare a Public Realm Improvement Concept Plan (“Concept Plan”) that will describe priority public realm improvements to be implemented in connection with the redevelopment of the Project Area. The PRTF will solicit guidance from DCP and other stakeholders during the Concept Plan’s development.

ESD expects to establish a subsidiary in accordance with the UDC Act with a board of directors that includes seven directors, four to be designated by the Governor and three to be designated by the Mayor. The subsidiary will have oversight of various specified Project elements, including Project-related public realm improvements based on PRTF’s Concept Plan.

With respect to the Traffic Manage Plan (“TMP” described in Section VI above), the scope and timing of the TMP studies and mitigation strategies will be determined in consultation with NYCDOT and subject to its approval prior to implementation. NYCDOT retains jurisdiction and approval over any changes to City-owned street right-of-way. Prior to undertaking any TMP, the Site

developers will prepare a scope of work for review and approval by ESD and NYCDOT. The developers will submit to ESD and NYCDOT for their review and approval a report summarizing the finding of the TMP supporting materials.

## **XII. NON-DISCRIMINATION AND CONTRACTOR AND SUPPLIER DIVERSITY REQUIREMENTS**

ESD's Non-Discrimination and Contractor and Supplier Diversity policies will apply to all Sites, and the developer(s) for each Site will be required to solicit and utilize Minority and Woman-Owned Business Enterprises ("MWBE") and Service Disabled Veteran-Owned Businesses ("SDVOB") for any contractual opportunities generated in connection with the construction on each Site and to use Good Faith Efforts (pursuant to 5 NYCRR § 142.8 and 9 NYCRR § 252.2) to achieve an overall MWBE utilization goal in accordance with State MWBE policies in effect at the time of the execution of the development agreement for the Site.

### **Attachments**

Exhibit A: Project Site Plan

Exhibit B: Project Block and Lot Map

Exhibit C: Design Guidelines

Exhibit D: Summary of Transportation Improvements

Exhibit E: *The Empire Station Complex Neighborhood Conditions Study*, dated February 2021 with an updated addendum dated July 2022, both prepared by VHB, Inc.

Exhibit F: List of Members of Community Advisory Committee Working Group