

EMPIRE STATE DEVELOPMENT CORPORATION
HUNTERS POINT (QUEENS WEST) WATERFRONT DEVELOPMENT
LAND USE IMPROVEMENT PROJECT
RESTATED GENERAL PROJECT PLAN
NOVEMBER 22, 2010

In November 1983, an agreement was entered into by the City of New York (City), the Port Authority of New York and New Jersey (PA) and the State of New York to have the PA undertake a waterfront development project in New York City. This agreement was contingent on the passage of waterfront development legislation then pending in the New York State Legislature that would authorize the PA in New York and New Jersey to finance and implement waterfront projects. The legislation, an amendment to the marine terminal legislation, McKinney's Unconsolidated Laws §6671 *et seq.*, was passed by the State of New York and signed into law in 1984. Companion legislation was passed by the State of New Jersey. The New York City Public Development Corporation (PDC) was designated as the City's representative for the project. The New York City Economic Development Corporation (EDC) is the successor to PDC, and hereinafter all references to PDC are designated as EDC.

Shortly after the 1983 agreement, the PA undertook feasibility studies and an environmental assessment of proposed development for the Hunters Point waterfront. This work and related technical analyses led to the proposed project.

Commenced by the PA and EDC and joined by UDC, now doing business as Empire State Development Corporation (ESDC), a complex master planning process resulted in this proposed development of the Hunters Point site. To accomplish the objectives described in the proposed plan of development, UDC would undertake a land use improvement project (Project) and has accordingly prepared this General Project Plan (GPP). These actions have been undertaken in accordance with a Memorandum of Understanding (MOU) among the PA, the City, EDC and UDC dated August, 1989. Upon final approval of this Plan in the manner provided by the New York State Urban Development Corporation Act (UDC Act) after compliance with other applicable laws, including the State Environmental Quality Review Act (SEQRA), UDC proposed to undertake, or cause to be undertaken in conjunction with the City, EDC and the PA (acting through its enabling legislation) the Project described herein. UDC, EDC and the PA are herein collectively referred as the Public Sponsors.

I. Project Location and Site

The Project as modified and restated is located in Long Island City, Queens County, and is generally bounded by Anable Basin (also known as the 11th Street Basin) to the north, by the United States pierhead line of the East River on the west, by the northern border of 50th Avenue on the south, and on the east by 5th Street between the Anable Basin and 49th Avenue, and by a line running approximately north from a point 100 feet east of the corner of 2nd Street and 50th Avenue to 49th Avenue, then east to 5th Street and then north to Anable Basin. The project area also includes a strip of land about 100 feet wide, running between 5th Street and a point approximately 100 feet east of Vernon Boulevard. The Project is depicted in the attached plan (Attachment 1).

II. General Project Description

The modified and restated Project contemplates the creation of eleven (11) development parcels, generally organized around a main north-south thoroughfare, Center Boulevard. East-west access to and through the site has been created through extension of certain existing street rights-of-way through the site, connecting with Center Boulevard and any outboard roads. A new roadway has been constructed connecting Center Boulevard with 5th Street, along the northern border of the Project area.

The Project contemplates the creation of a new waterfront residential community comprised of eleven residential apartment buildings, some with retail amenities, public parks, two public schools, and a public library. Of these buildings, six have already been constructed, including a senior housing building and the remaining five are either in construction or being designed. One public school (pre-kindergarten through grade 5) is already open (PS 78) in the residential building on parcel 10. A second public school will be provided on a 25,000 square-foot subparcel of Parcel 4, subject to a determination of need by the City. A branch of the Queens Public Library of approximately 18,000 square feet is also contemplated for parcel 8.

A waterfront esplanade will be created along the entire water's edge, and public and private open space will also be developed throughout the Project. This publicly dedicated park space, much of which is already constructed, is intended to be used as active and passive recreational space, and will be furnished with walkways, benches and planting. In addition, appropriately located play areas for small children and pre-teens will be provided within the esplanade. A multi-purpose playing field has been constructed between parcel 4 and parcel 7, and will shortly be open. Small private open spaces located on top of residential garages will be created by developers on certain residential parcels for the use of building residents. In addition, the existing, neon lit, 65-year-old Pepsi-Cola sign, now located on the northern residential area, will be permanently incorporated into the Project in front of the building to be constructed on parcel 3. Maintenance of the sign and the land on which it will be sited will be provided by Pepsi Cola Inc. in perpetuity.

The Project contemplates approximately 4.3 million square feet of residential space, 174,325 square feet of retail space and 140,000 square feet of public facilities. The proposed total area of building program development is approximately 4.6 million square feet. Off-street parking spaces in structures at ratios of approximately 0.6 spaces per dwelling unit for residential space are proposed. Valet parking will be encouraged in order to increase the ratio of parking spaces to dwelling units. On-street parking spaces will be available as well. Attachment 2 describes the site plan graphically.

A below-market housing component to equal ten percent of the residential units in the Project's first development phase have been provided.

There will be a limited shuttle or bus service in the residential areas to provide linkage between the Project and main transit nodes. The provision of such service will be linked to the phased development of the project.

The specific development program and the controls and requirements for development of each parcel are discussed in sections following.

III. Objectives Under the UDC Act

The principal goal of the Project is to establish within the Project area a viable development consisting of residential, retail, cultural and recreational facilities and to provide public access to the waterfront.

Another objective of the Project is to eliminate the substandard and unsanitary conditions that existed in the Project area.

IV. Project Objectives

In addition to removal of substandard and unsanitary conditions, which act presently as impediments to the effective and economic use of the site, the proposed Project is designed to establish and carry out a range of public policy objectives in the context of a comprehensive plan. These objectives include:

1. The expansion and reinforcement of the outer boroughs of New York City as feasible alternate locations to Manhattan.
2. The recognition of the historical prominence of the site as the symbolic "gateway" to Queens and creation of a new image for and access to the water's edge for use by residents, employees and visitors.
3. The creation of a new mixed-use neighborhood, including a significant expansion of the City's housing stock.
4. The expansion of the City's tax base by opening hitherto underdeveloped areas, generating new employment and new business opportunities, and increasing potential generation of revenue.
5. The creation of a significant public open space that opens the Queens waterfront to passive recreational uses for the use of all people, through the provision of a continuous publicly accessible waterfront esplanade.

V. Project Implementation

A. Administration

The Project will be implemented by the Public Sponsors. Among the responsibilities of the Public Sponsors is:

- acquisition of privately held property to be developed as part of the Project by negotiated purchase, where possible, or by condemnation, where necessary

- promulgation of detailed design guidelines, which will provide specific direction for the development of each project parcel
- creation and utilization of land disposition agreements that outline the terms under which parcels would be conveyed to private parties for development or creation of a public amenity
- if compliance with local laws is not feasible or practicable, the override of local codes and ordinances by ESDC
- receipt and or disbursement of funds, from public or private entities, for the purpose of maintenance of publicly owned open spaces
- exercise of other duties that may be necessary to undertake the Project.

B. Methods of Acquisition and Disposition of Property for Purposes of Project Development

Acquisition and disposition of Project properties for development may occur in any of the following ways or combinations thereof:

1. The Public Sponsors may enter into agreements with property owners who wish to develop their Project site holdings in accordance with the Plan. If such agreements with owners are reached, no public funds for acquisition would be required, but title would likely pass from the private owner to the Public Sponsors for some period of time during the development process.
2. The Public Sponsors may undertake acquisition of lands (other than those owned by the PA) in a phased manner. Such phased acquisition may be funded in whole or in part by the Public Sponsors. If PA funds are used for acquisition, title may pass to the PA.
3. The Public Sponsors may provide for the development and disposition of any site not being developed by its existing owner, through a request for proposals, sole source negotiations, or some combination thereof.
4. The approval requirements and procedures applicable to UDC and its projects will apply, in lieu of the Uniform Land Use Review Procedure of the New York City Charter, to any disposition of City-owned property necessary to implement the Project.

C. Requirements of Developers

As part of any response to a request for proposals or any inquiry for development of the Project in accordance with this GPP, developers will be required to demonstrate a willingness and capacity to fund costs of any acquisition and any other costs of development that may be necessary.

D. Infrastructure Development

All required infrastructure intended to advance Project purposes will be undertaken as part of the Project, under the aegis of the Public Sponsors, and may be financed through some combination of public and private funds.

Elements of infrastructure will include provision for utilities such as sanitary sewerage, storm water disposal, provision of water, electrical service, gas service and telephone service, as well as roads, sidewalks, streetscape and other similar improvements.

E. Operation of Public Open Space

The Project provides for the operation and maintenance of parks and open space. It is anticipated that title to and responsibility for maintenance of the parks and open space shall be transferred to the New York State Office of Parks, Recreation and Historic Preservation (State Parks).

VI. General Development Controls

The General Development Controls will promote the proper implementation of the Project, consistent with the design objectives formulated during the master planning process. These general controls establish a framework for the development of parcel-specific design guidelines and requirements which will be prepared for the Project by the Public Sponsors, and will be incorporated as part of land disposition agreements governing development under this Plan.

The General Development Controls consist of three elements: building bulk and massing controls; pedestrian and vehicular circulation controls; and open space controls. The General Development Controls are set out in Attachment 3 (parcel descriptions), and are presented graphically in Attachments 4a & b (bulk controls), 5a & b (circulation controls) and 6a & b (open space controls).

A. Proposed Parcel Descriptions

Attachment 3 hereto describes each parcel, with parcel area, approximate intended program and floor area. Coupled with the bulk, height and setback requirements, these descriptions define the permitted building program.

Lot areas shown are approximate and will be refined following the survey of all the constituent parcels of the Project site.

B. Permitted Uses

The following would be allowed as part of the Project:

Residential uses: Residential uses, for sale or for rent (or a combination thereof), public educational uses, community space, recreation and open space.

Retail uses: Retail sales, including restaurants and service establishments. Retail establishments are intended primarily to provide convenience services for the use of residents and commercial

occupants of the Project Area. Retail uses may be permitted on any residential parcel, so long as the total retail program is not exceeded. Retail locations on commercial parcels are required.

Open Space uses: Open space uses include active and passive recreational uses accessible to the general public, except as otherwise specified herein.

C. Bulk Controls

1. Intent

Bulk Controls establish the building envelopes for the Project. The objectives of these controls are to: (1) delineate the distribution of building development across the site, assuring that the overall physical massing and form of the Project reflects the design principles identified in the overall physical planning process; (2) establish building heights, street wall requirements, setbacks, and tower locations, so as to ensure adequate light and air for streets, parks, public spaces and adjacent context and to preserve views and vistas; and (3) encourage development that will complement adjacent properties through building elements placed to create design emphases, reinforce open space planning concepts and preserve waterfront views.

Shifts in bulk among residential parcels and among commercial parcels and modifications to individual parcel height and setback requirements may be permitted by the Public Sponsors, as long as such changes reinforce Project design goals and objectives and do not result in a change to total Project building program floor area, Project height or grade level setback requirements. The total Project building program will be limited to approximately 4.6 million square feet, inclusive of program additions requested as part of the Board of Estimate approval of the General Project Plan. The overall Project height will not exceed 400 feet for residential parcels.

2. Definitions

The following definitions are illustrated on the accompanying Bulk Controls diagrams (Attachments 4a & b):

Height Control Line -A line defining the boundaries of each height restriction zone. A building wall is permitted, but not required, to occur along the height control line and may be built to a height not exceeding the height restriction specified.

Lot Line - A line defining the boundary of a tract of land intended for development. Lot lines may coincide with a required street wall. Notwithstanding the illustrations on the Bulk Controls diagrams (Attachments 4a & b), the Lot Line of Parcel 4 shall be deemed to surround a lot consisting of the adjacent ballfield park and all of Parcel 4.

Maximum Building Height -The maximum building height permitted, measured from the adjacent finished curb level. The following are permitted obstructions or exceptions which may penetrate the maximum building height limit: chimneys or flues; elevator or stair bulkheads, roof water tanks or cooling towers (including enclosures); flagpoles or aerials; ornamental church towers having no habitable floor area; certain parapet walls; spires or belfries; wire, chain link, or other transparent fences.

Street Line -A lot line separating a street from other land.

Street Wall -A wall or portion of a wall of a building facing a street or publicly accessible private pedestrian space.

Required Street Wall -A wall or portion of a wall of a building facing a street or publicly accessible private pedestrian space which must be built to a height of between 40'0" and 100'0" above curb level. Modulation of the street wall within these ranges will be permitted in order to create a sense of different uses, visual interest and orientation.

D. Circulation Controls

1. Intent

Circulation Controls have been established to create parameters for the location of pedestrian and vehicular circulation elements and the placement of pedestrian and service easements. The objectives of the Circulation Controls are to: (1) provide separation of vehicular and pedestrian movements to the extent feasible; (2) minimize pedestrian/vehicular conflicts particularly with regard to curb cuts on major pedestrian circulation routes; (3) provide public street activity at the Project perimeter, along Center Boulevard and on side streets through locating building entry zones on each parcel; (4) assure public access to the waterfront through provision of a combination of various pedestrian/circulation easements.

2. Definitions

The following terms are illustrated on the accompanying Circulation Controls Diagram (Attachments 5a & b):

Building Entrance Zone -Required primary building entrance location, with other points of entry permitted.

Curb Cut Zone -Portions of parcel areas where curb cuts are permitted. These curb cut requirements shall be in addition to any other applicable City rules or regulations concerning driveway curb cuts, as may be required.

E. Open Space Controls

1. Intent

Open Space Controls establish the location and nature of public and private open space treatments to be developed as part of the Project, and describe the design intent of active and passive recreational areas. The objectives of these controls are: (1) to promote a high level of design quality and diversity of public and private open spaces; (2) to promote a continuity of the design through common and compatible treatments of public streets and open spaces; and (3) to respond to the adjacent context.

The nature and character of public open spaces have been defined in the Uniform Land Use Review Procedure (ULURP) application submitted by EDC as part of the Project. The Open Space Controls are a departure point for the treatment of open space which will be incorporated into the Design Guidelines, to be developed and implemented through the land disposition agreements and infrastructure development program.

2. Definitions

The following definitions are illustrated on the accompanying Open Space Controls diagram (Attachments 6a & b):

Grade Level Setback -A grade level setback is an area defined by the lot line or height control line. Grade level setbacks occur on residential parcels. Permitted encroachments into this area include stoops, bay windows, canopies, balconies, and retail storefronts.

Private Open Space -An area within the lot lines of a parcel, which is located at or above grade level, which has an unobstructed exposure to the sky and which is for the exclusive use of residents of that parcel.

Publicly Accessible Private Pedestrian Space -A continuous area, located on privately owned land, designated for public pedestrian circulation.

Public Open Space -A publicly accessible and maintained landscaped pedestrian esplanade provided along the entire length of the waterfront including Anable Basin and the community park located south of Parcel 4. The esplanade links all the neighborhoods and contains a mix of passive and active uses.

VII. Relocation

No residential relocation will be required.

VIII. Environmental Review

The GPP originally affirmed by the ESDC Directors in January 1991 was the subject of an Environmental Impact Statement (EIS) for which ESDC was the lead agency. The City is preparing an EIS for its proposed acquisition of and development in Stages 3 and 4 of the Project, which is the reason for the GPP modifications herein. ESDC is an involved agency in that EIS, and will make findings in accordance therewith, prior to and in conjunction with the affirmance of the modified GPP.

IX. Real Estate Taxes

The equivalent of real estate taxes, payable as Payments in Lieu of Taxes (PILOT), shall be based on existing as-of-right programs that have been agreed to between the Public Sponsors and have been incorporated into the respective development leases in the Project area. Such PILOT payments shall be made to the City either directly by lessees or to QWDC, which will forward such payments to the City. It is anticipated that QWDC and the City will enter into an agreement memorializing all PILOT

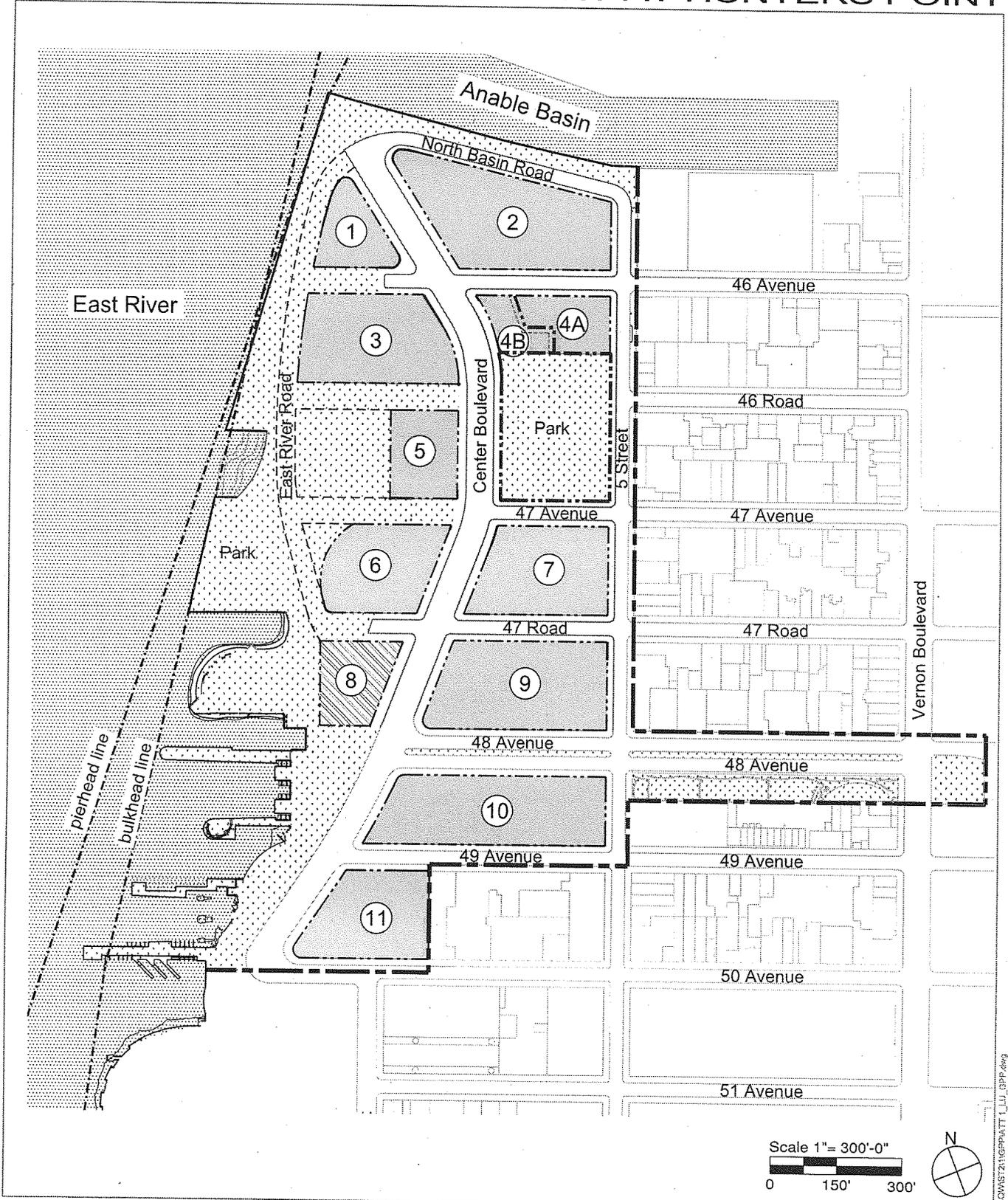
amounts due from lessees and providing a mechanism for payment.

X. Zoning and Building Code

The Project will be developed in substantial conformance with the General Development Controls outlined herein and Project design guidelines developed by QWDC. These General Development Controls and design guidelines will apply in lieu of the New York City Zoning Resolution.

The construction of all buildings and public improvements will conform to the New York City Building Code.

QUEENS WEST DEVELOPMENT AT HUNTERS POINT



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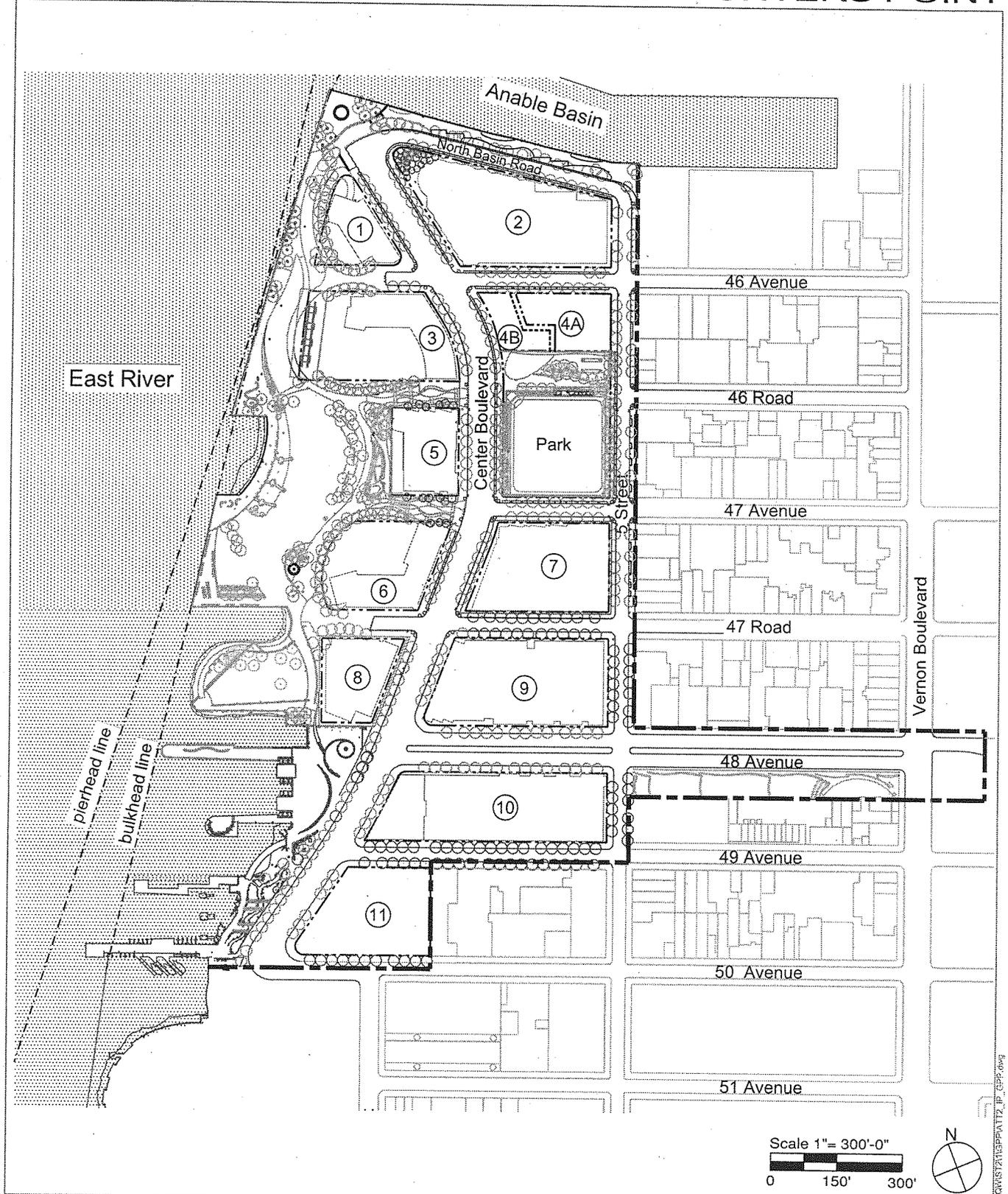
GENERAL PROJECT PLAN Land Use Plan

Attachment #1

- | | | | |
|--|----------------|--|------------------|
| | Residential | | Project Boundary |
| | Open Space | | Lot Line |
| | Public Library | | Unbuilt Street |
| | | | Parcel Number |

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QUEENS WEST DEVELOPMENT AT HUNTERS POINT



GENERAL PROJECT PLAN Proposed Illustrative Site Plan

Attachment #2

- Project Boundary
- - - Lot Line
- ⑧ Parcel Number

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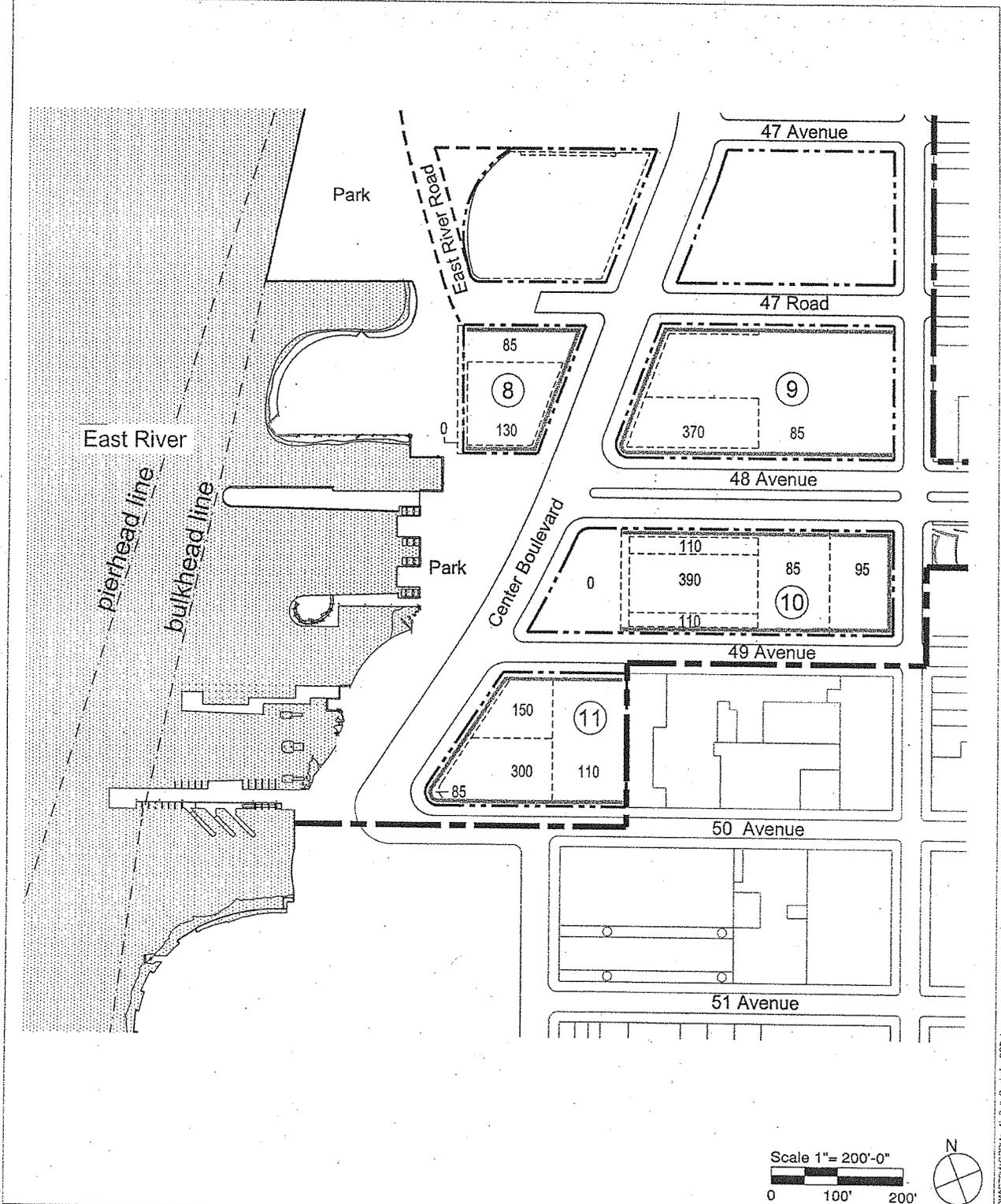
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GENERAL PROJECT PLAN
Attachment 3
Parcel Descriptions [16]
Proposed Program, Bulk and Use Controls

parcel	approx lot area	residential floor area	commercial / office / hotel area	retail floor area (1)	public facilities floor area	total floor area (2)	maximum bldg height	parking spaces	loading spaces	private open space	other requirements
1	24,786	296,972 (15)(18)		4,000 (13)		300,972	330 (15)(18)	0	0		2,228 sf PAPPs
2	88,685	776,000 (20)		12,525 (12)(17)(20)		788,525	390	1,000 (7)	0	13,500	3,500 sf PAPPs
3	57,105	461,786 (19)(19)(20)		7,400 (13)(20)		469,186	260 (18)	0	0	11,000	8,385 sf PAPPs
4A	25,000	0		0	100,000 (5)(14)	100,000	96 (18)	0	0		
4B	10,740	343,000 (15)		1,510 (17)		344,510	400 (15)	0	0		
5	30,767	250,000		800 (11)		250,800	200	0	0		566 sf PAPPs
6	48,090	457,242 (19)		5,000		462,242	300	0	0	8,000	535 sf PAPPs
7	57,931	432,000		35,000 (10)		467,000	290	825 (7)	0	12,000	
8	32,040	0 (9)		28,090 (17)	25,000 (9)	53,090	130	0	0		15'-0" wide PAPPs
9	77,809	539,000 (9)		30,000		569,000	370	594 (6)	1	10,000	
10	79,553	495,000		40,000 (4)	15,000 [8][9]	550,000	390	527	1		12,000 sf PAPPs
11	50,874	436,000 (6)		10,000		446,000	300	135 (6)	0	9,000	
	583,380	4,487,000		174,325	140,000	4,801,325		3,081	2	63,500	

- (1) Suggested retail program. Retail is permitted on all parcels but shall not exceed the total 235,000 SF program.
 - (2) Total Floor Area is all floor area above grade, excluding parking and mechanical space (3% residential and 5% commercial).
 - (3) Parcel 16, redesignated as public open space, has been omitted. Parcel no longer part of Project.
 - (4) 27,000 SF of retail on parcel 10 is being used as an early childhood learning center.
 - (5) Elementary school (Grades K-5) pursuant to NYC Board of Estimate's Resolution of Approval and current NYC Board of Education space planning requirements.
 - (6) April 19, 2000 GPP amendment resulted in increased residential area on parcel 11 by 20,000SF and transfer of 234 parking spaces from parcel 11 to parcel 9.
 - (7) Based on square footage of parking provided. Assume 275 SF per parking space.
 - (8) Community Center with swimming pool, pursuant to the NYC Board of Estimate's Resolution of Approval.
 - (9) February 24, 2004 GPP amendment transferred 104,000 residential SF from parcel 8 to parcel 9 and transfer of 25,000 Public Facilities SF from parcel 10 to parcel 8 to accommodate a library.
 - (10) April 20, 2006 GPP amendment transferred 20,000 SF of retail from parcel 14 to parcel 7, which increased retail area on parcel 7 to a total of 35,000 SF.
 - (11) July 20, 2006 GPP amendment transferred 800 SF of retail from parcel 13 to parcel 5, which increased retail area on parcel 5 to a total of 800 SF.
 - (12) October 11, 2007 GPP amendment transferred 6,525 SF of retail from parcel 13 to parcel 2, which increased retail area on parcel 2 to a total of 6,525 SF.
 - (13) January 28, 2008, GPP amendment creating 12,000 SF of retail space on parcels 1 and 3, which increased retail area on parcel 1 to a total of 4,000 SF, and parcel 3 to a total of 8,000 SF.
 - (14) January 28, 2008, GPP amendment to create discrete sub-parcels for the school and the residential building on parcel 4.
 - (15) January 28, 2008, GPP amendment to transfer 90,000 square feet of residential area from parcel 4 to parcel 1; increase the height of parcel 1 from 240 to 365 feet; increase the height of parcel 4 from 270 to 400 feet; eliminate the grade level setbacks at the residential area of parcel 4.
 - (16) April 17, 2008 GPP modification terminating Project as to Stages 3 and 4.
 - (17) March 19, 2009 GPP amendment transferring 6,910 SF of retail from parcel 8 to parcel 2 (5,400 SF) and parcel 4 (1,510 SF)
 - (18) March 19, 2009 GPP amendment transferring 51,028 SF of residential SF from parcel 1 to parcel 3; reducing maximum building height on parcel 1 to 330 feet and increasing maximum building height on parcel 3 to 260 feet; increasing maximum building height on Parcel 4 school subparcel to 96 feet.
 - (19) March 19, 2009 GPP amendment transferring 10,758 SF of residential SF from parcel 6 to parcel 3.
 - (20) December 16, 2010 GPP amendment adding 50,000 SF of residential SF to parcel 2 and 150,000 SF of residential SF to parcel 3, and transferring 600 retail SF from parcel 3 to parcel 2.
- Revisions: September 2001; April 2003; February 2004; April 2006; July 2006; October 2007; December 2007; January 2008; Sept. 2008; March 2009; December 2010

QUEENS WEST DEVELOPMENT AT HUNTERS POINT



GENERAL PROJECT PLAN Bulk Controls - Stage 1

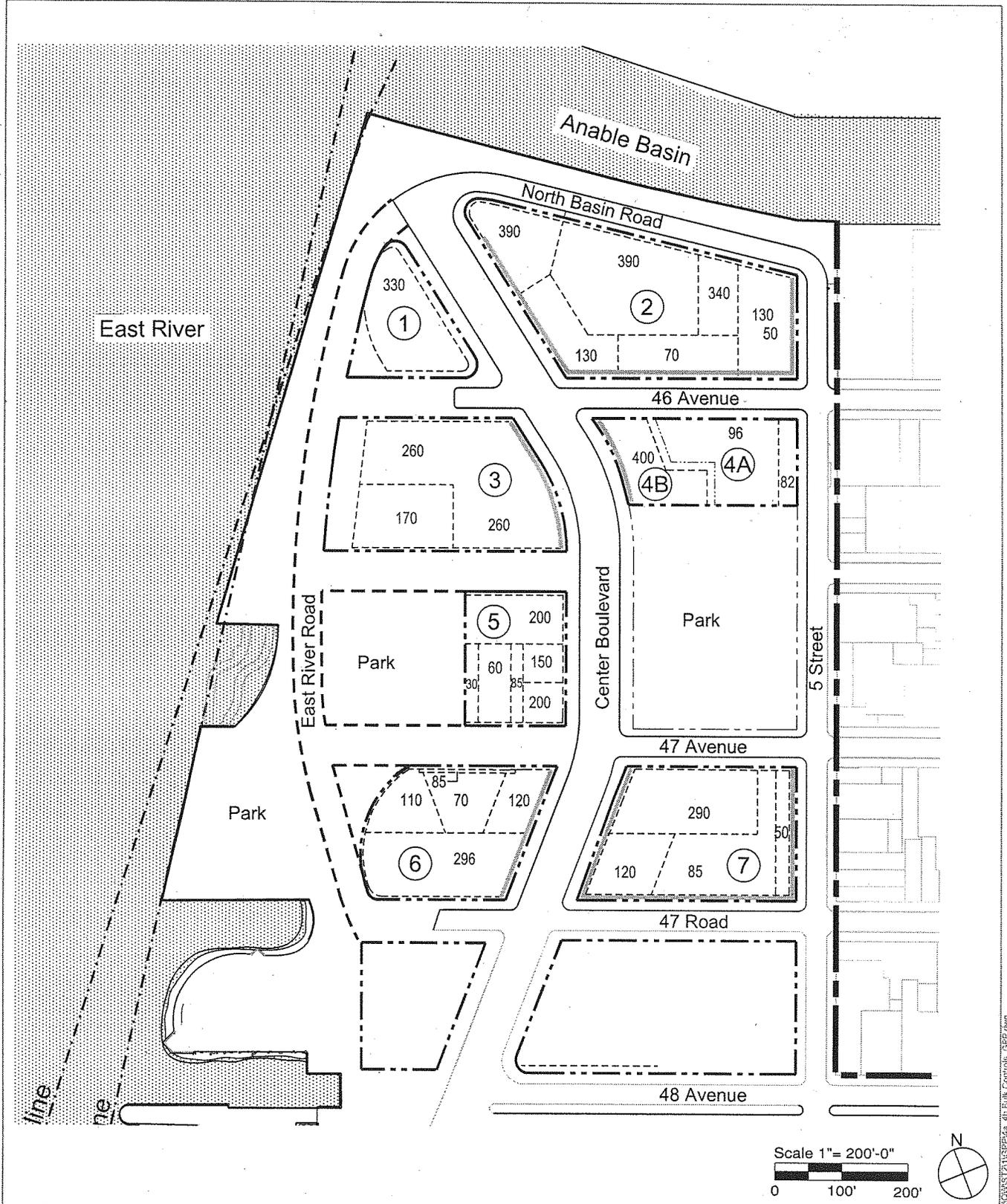
Attachment #4a

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|-----|------------------------------|-----------|----------------|
| 296 | Height Restriction (in feet) | ----- | Lot Line |
| | Required Street Wall | - - - - - | Unbuilt Street |
| | Height Control Line | Ⓢ | Parcel Number |
| | Project Boundary | | |

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QUEENS WEST DEVELOPMENT AT HUNTERS POINT



GENERAL PROJECT PLAN Bulk Controls - Stage 2

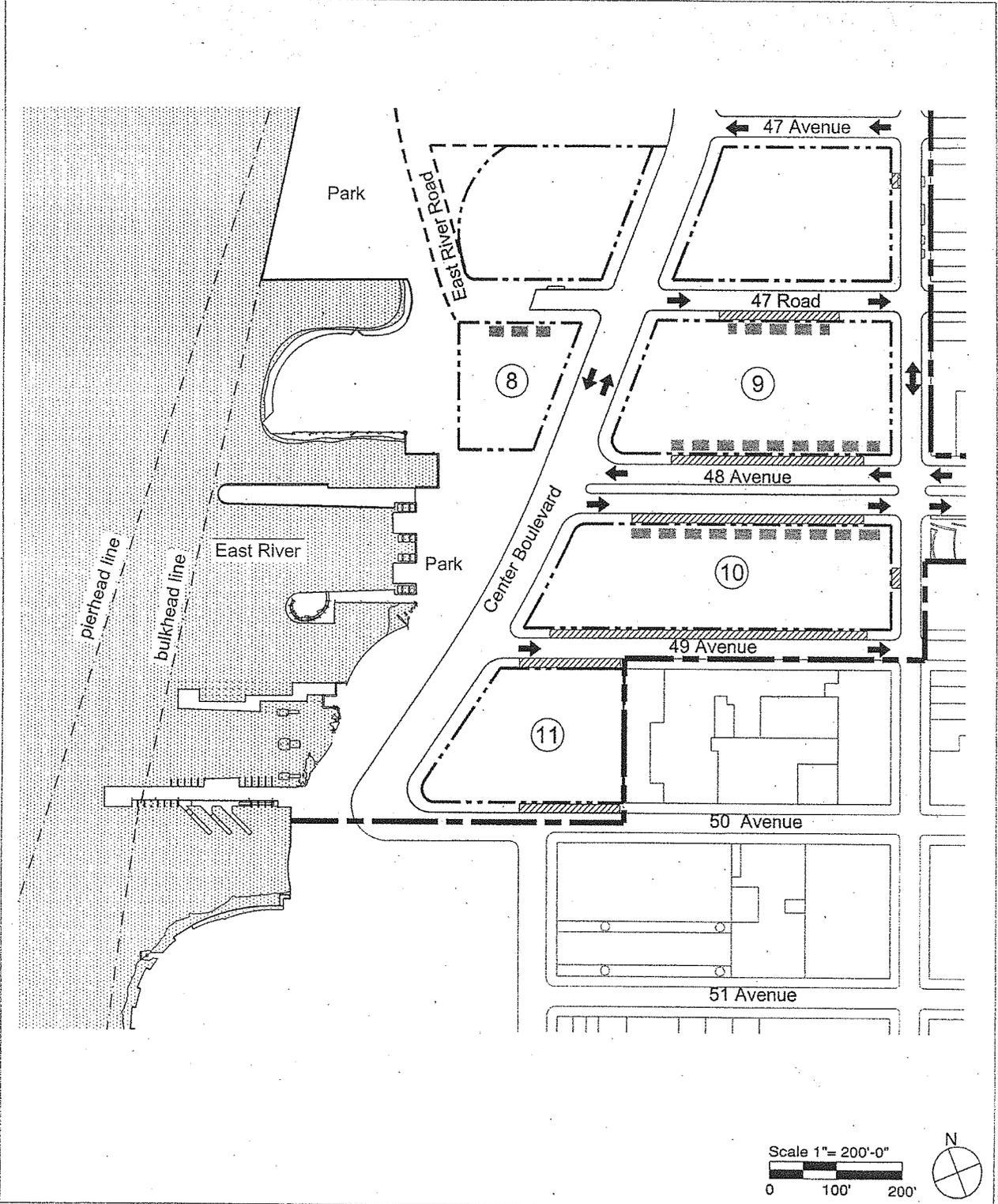
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|-------|------------------------------|-------|----------------|
| 296 | Height Restriction (in feet) | ----- | Lot Line |
| ===== | Required Street Wall | ----- | Unbuilt Street |
| ----- | Height Control Line | Ⓢ | Parcel Number |
| ----- | Project Boundary | | |

Scale 1" = 200'-0"
0 100' 200'



Attachment #4b
 rev. 11/12/10 rev. 10/18/01
 rev. 04/23/03
 rev. 07/20/06
 rev. 10/18/07
 rev. 01/28/08
 rev. 04/17/08
 rev. 03/17/09

QUEENS WEST DEVELOPMENT AT HUNTERS POINT



GENERAL PROJECT PLAN Circulation Controls - Stage 1

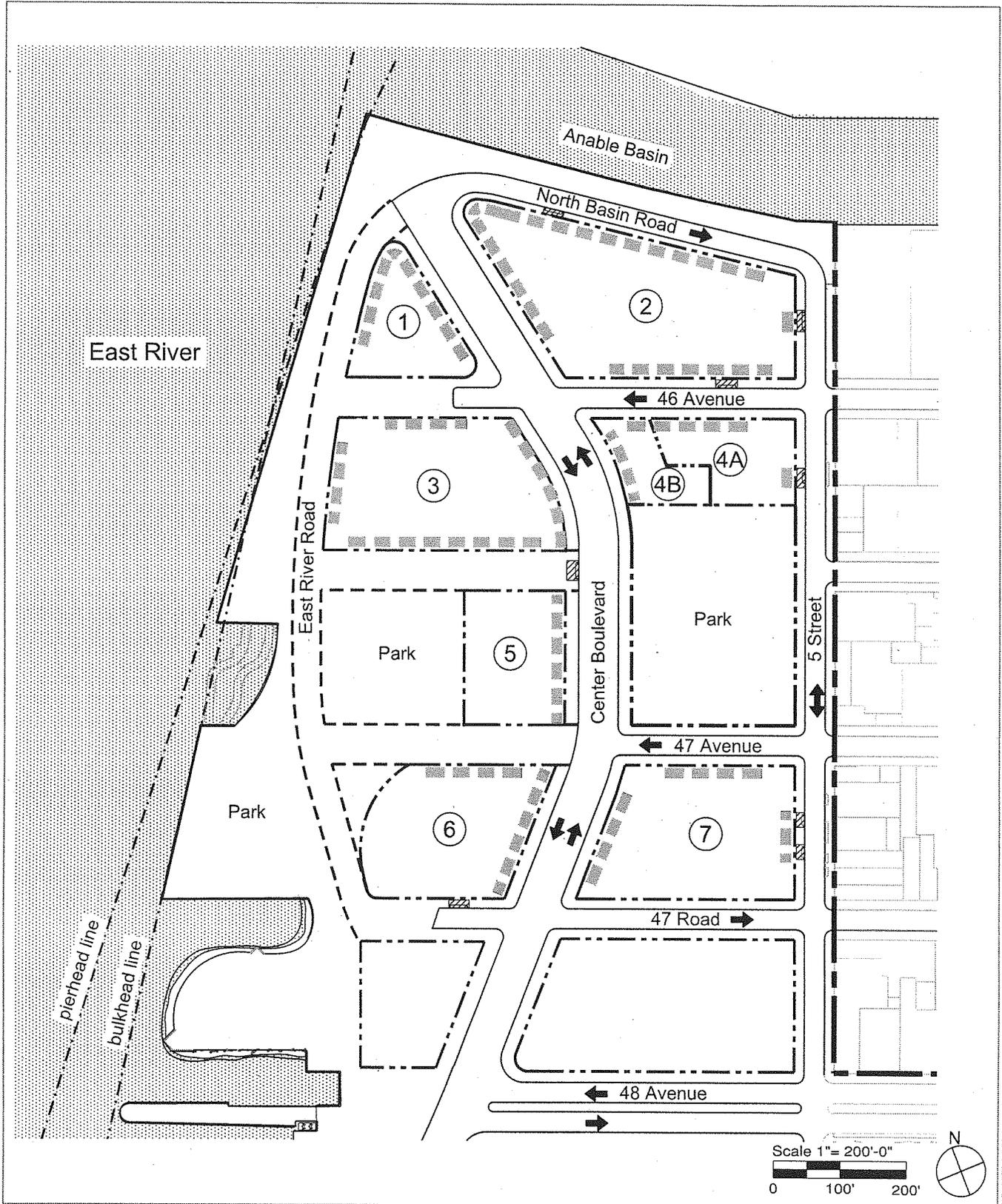
Attachment #5a

-  Building Entrance Zone
-  Curb Cut Zone
-  Traffic Direction
-  Project Boundary
-  Lot Line
-  Parcel Number

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QUEENS WEST DEVELOPMENT AT HUNTERS POINT



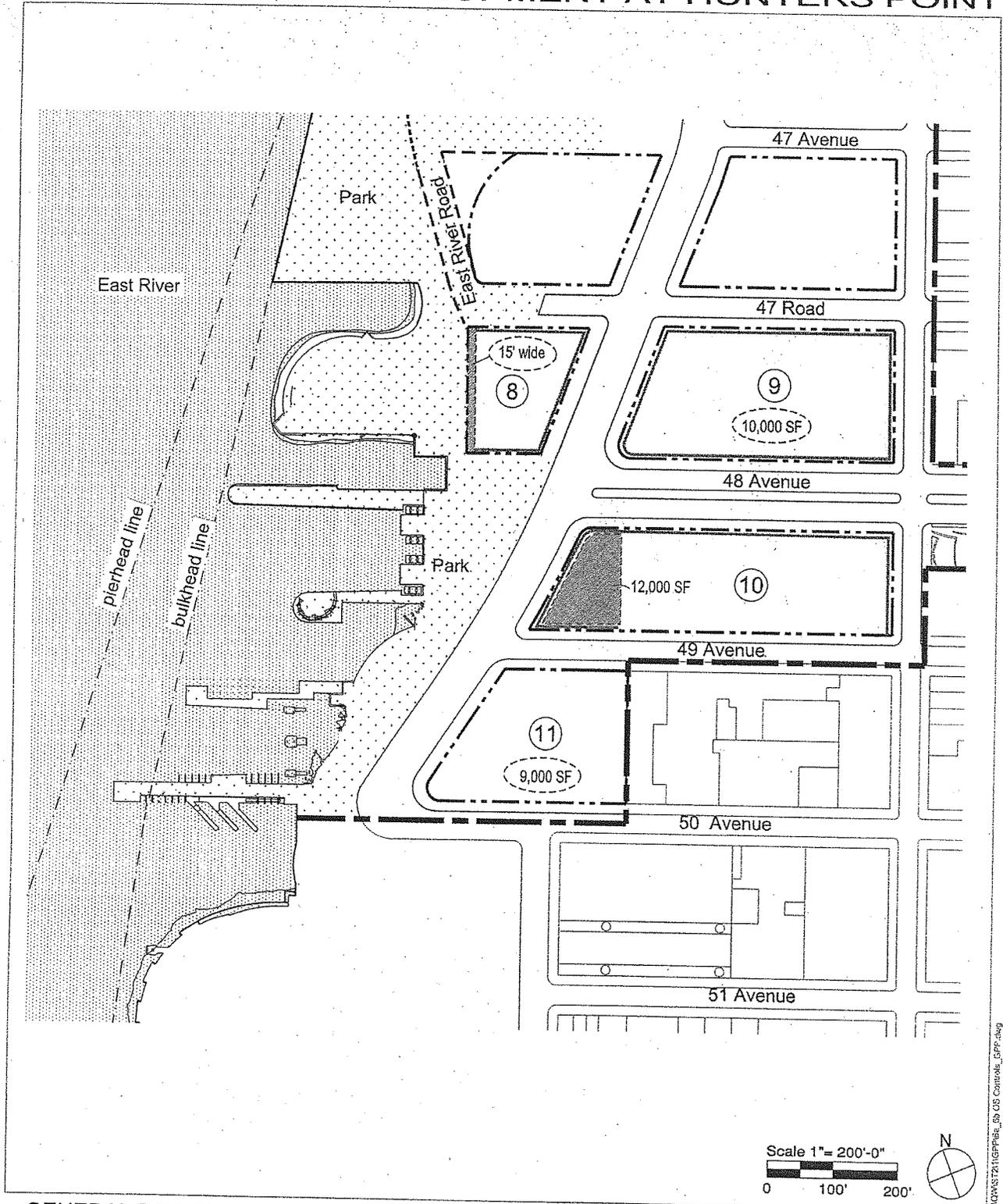
GENERAL PROJECT PLAN Circulation Controls - Stage 2

Attachment #5b

- ■ ■ Building Entrance Zone
- ▨ Curb Cut Zone
- ← Traffic Direction
- Project Boundary
- - - Lot Line
- Ⓢ Parcel Number

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QUEENS WEST DEVELOPMENT AT HUNTERS POINT



GENERAL PROJECT PLAN Open Space Controls - Stage 1

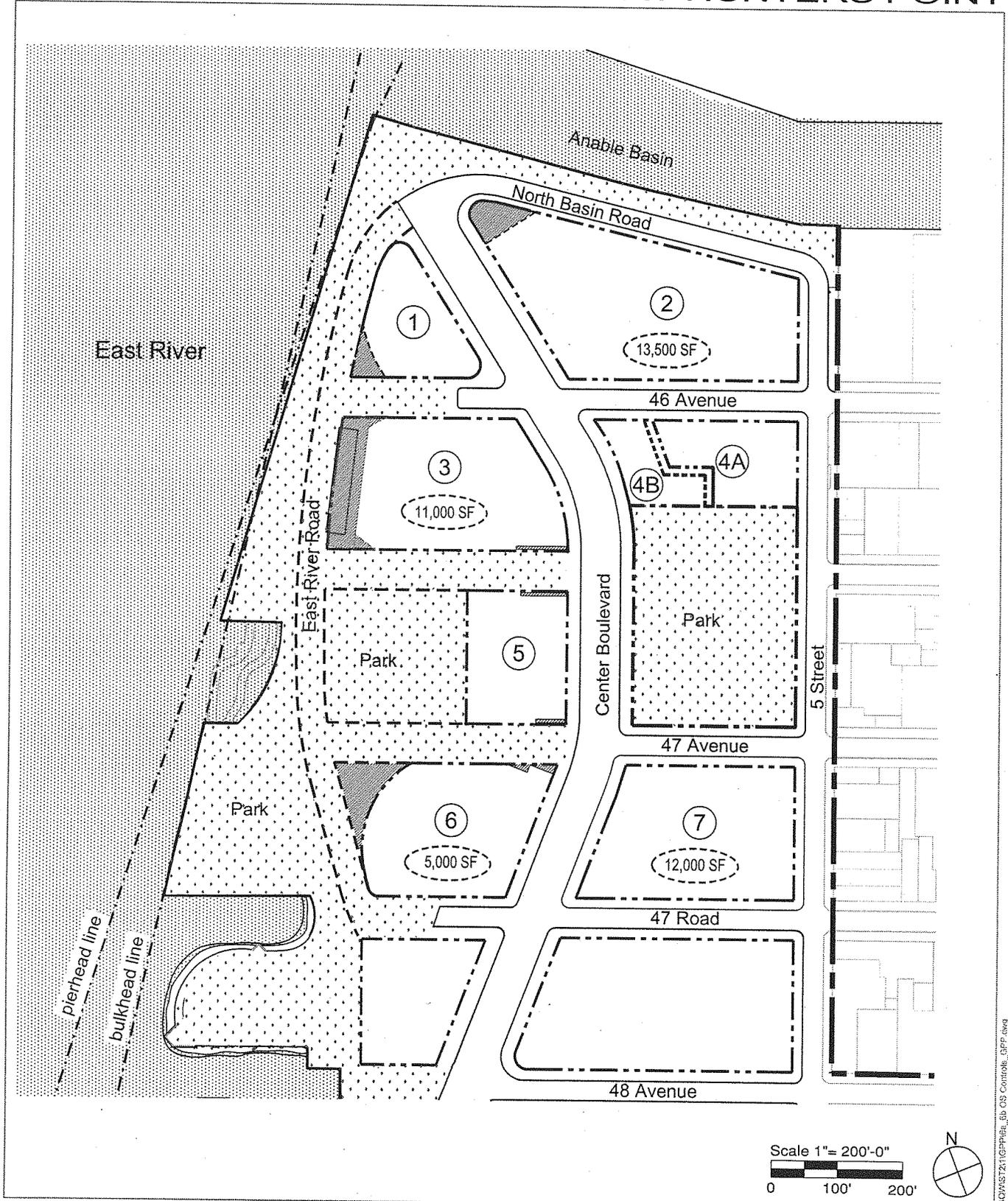
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|---|--|---|------------------|
|  | Public Open Space |  | Project Boundary |
|  | Private Open Space (square feet) |  | Lot Line |
|  | Publicly Accessible Private Pedestrian Space |  | Unbuilt Street |
|  | Grade Level Setback |  | Parcel Number |

Attachment #6a

rev. 04/17/08

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QUEENS WEST DEVELOPMENT AT HUNTERS POINT



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General Project Plan Open Space Controls - Stage 2

Attachment #6b

-  Public Open Space
-  Private Open Space (square feet)
-  Publicly Accessible Private Pedestrian Space
-  Grade Level Setback

-  Project Boundary
-  Lot Line
-  Unbuilt Street
-  Parcel Number

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