ATLANTIC YARDS COMMUNITY DEVELOPMENT CORPORATION
at the New York City Offices of
Empire State Development
633 Third Avenue – 37th Floor Conference Room
New York, New York 10017

Meeting of the Directors

Monday
July 22, 2019 at 3:00 pm

PROPOSED AGENDA

CORPORATE ACTION

1. Approval of the Minutes of the March 15, 2019 Directors’ Meeting

FOR CONSIDERATION

2. Brooklyn (Kings County) – Atlantic Yards Land Use Improvement and Civic Project - Authorization to Recommend that ESD Directors Amend the Modified General Project Plan; and Authorization to Take Related Actions

FOR INFORMATION

3. President’s Report – Corporate Update (Oral Report)

4. Public Comments
Item 1
Atlantic Yards Community Development Corporation
Meeting of the Directors
Empire State Development
37th Floor Conference Room
633 Third Avenue
New York, NY 10017

March 15, 2019

MINUTES

In Attendance
Directors: Tamara McCaw, Acting Chair
John Heyer, II
Daniel Kummer
Cy Richardson
Gib Veconi

AYCDC Staff: Marion Philips, III – President
Tobi Jaiyesimi – AYCDC Director
Debbie Royce – Corporate Secretary

ESD Staff: Elaine A. Kloss – Chief Financial Officer
Greg Lynch – Senior Inspector, Atlantic Yards
Kathleen Mize – Deputy Chief Financial Officer and Controller
Laura Rogers – Senior Counsel
Rachel Shatz – VP, Planning and Environmental Review

Also Present: Scott Solish – Greenland Forest City Partners

Members of the Public
Members of the Press

The meeting of the Atlantic Yards Community Development Corporation ("AYCDC") was called to order at 1:12 p.m. by Acting Chair Tamara McCaw. The Directors were reminded that the meeting was being webcast and that they had received the written materials in advance of the meeting and were free to ask questions at any time. Appointed by Assembly Speaker Carl Heastie, Gib Veconi was welcomed as the newest member of the Board.
Acting Chair McCaw then noted that after each Agenda item is presented and comments from the Directors are received, the Public will be allowed to provide comments. She also stated that the last item on the Agenda is “Public comments”, during which the Public can speak on non-Agenda related matters.

Acting Chair McCaw then asked whether anyone had any potential conflict of interests with respect to any of the items on the Agenda. Hearing none, she moved to the first order of business, approval of the Minutes of the Directors’ March 27, 2018 meeting.

Hearing no comments or edits from the Directors and with Director Veconi stating he would be abstaining from the vote, upon motion duly made and seconded, the following resolution was unanimously adopted:

**ATLANTIC YARDS COMMUNITY DEVELOPMENT CORPORATION – Approval of Minutes of the March 27, 2018 Meeting of the Directors of the Atlantic Yards Community Development Corporation**

RESOLVED, that the Minutes of the meeting of the Corporation held on March 27, 2018 is hereby approved and all actions taken by the Directors present at such meeting as set forth in such Minutes, are hereby in all respects ratified and approved as actions of the Corporation.

* * *

The Acting Chair then asked Tobi Jaiyesimi to present the Corporation’s 2019 – 2020 Operating Budget. Ms. Jaiyesimi explained that the Budget of $250,000 is fully funded by an imprest account paid by the Project Developer. She noted that the Operating Budget covers $203,997 in personal expenses and $46,003 in non-personal expenses such as insurance and
occupancy expenses for the Corporation. She recommended the Directors’ approval of the budget and welcomed any questions or comments.

Director Richardson inquired about the mechanics of the imprest account, how it’s funded, and why there was an increase from the last Fiscal Year’s Budget. Ms. Jaiyesimi explained that the increase from the $235,000 in the 2018 – 2019 Budget to $250,000 for the 2019 – 2020 Budget is part of what was approved in the five-year cost letter negotiated with the Developer when the AYCDC was first established in 2014. She noted the imprest accounts are held and administered by ESD’s Finance Department and that invoices for the Corporation’s costs related to monitoring the Project, such as outside counsel, Owner’s Representative, and environmental monitors, are billed to ESD and paid by the accounts funded by the Developer.

Responding to Director Richardson’s question about which entities contribute to the imprest account, Ms. Jaiyesimi noted that there are a few accounts related to different scopes, sites, and Developers. She explained there is Forest City, the Joint Venture, and as would be discussed later in today’s meeting, new entities who will fund accounts for their respective sites. She added that ESD staff pay the necessary invoices and cover expenses without seeking prior approval from the Developer.

Director Kummer asked for clarification on the occupancy expense and whether it was a charge allocated by the Developer. Ms. Jaiyesimi explained that ESD charges the AYCDC an occupancy fee for use of the Corporation’s space and that none of the funds enumerated in the budget are ESD making payments to the Developer.
Director Veconi asked about the procedure for amending the Budget mid-Fiscal Year should the Directors want to analyze any proposed changes in the Project. Marion Phillips explained that there are already approved contracts that the staff can utilize in response to any requests from Directors. Director Richardson asked for clarification on the process of amending the Budget. Mr. Phillips explained that staff would make a presentation to the Directors providing the reason for the change and requesting the Budget amendment. Director Veconi asked if Directors could make the request for the Budget modification, to which Mr. Phillips responded that procedurally it is best if the request were made by staff for Directors’ approval.

Director Richardson asked whether the Budget was ever underspent. Ms. Jaiyesimi and Mr. Phillips explained that the Budget has not been underspent and noted it covers a number of the Corporation’s expenses, including in-house ESD staff cost. Acting Chair McCaw then asked if there were any comments from the Public on the Budget, there were none.

Upon motion duly made and seconded, the following resolution was unanimously adopted:


BE IT RESOLVED, based on the materials at this meeting and ordered filed with the Corporation (the “Materials”), the Corporation’s proposed FY 2019 – 20 Operating Budget is hereby approved, and adopted in all respects, substantially in the form set forth in the materials and subject to the availability of funds; and be it further

RESOLVED, that the Officers of the Corporation and/or appropriate designees, and each of them hereby are, authorized and directed to take all actions and execute all documents in connection with the establishment and implementation of the Corporation’s Budget; and be it further
RESOLVED, that the President of the Corporation or his designee be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

* * *

Acting Chair McCaw then asked Mr. Phillips to deliver the President’s Report as an informational item. Mr. Phillips thanked Director McCaw for serving as acting chair, and welcomed Mr. Veconi to the Board, noting his history with and active role in moving the Project forward. Mr. Phillips explained that the Report would start with a Project and community relations update, then Scott Solish would speak on behalf of Greenland Forest City Partners.

Mr. Phillips congratulated Debbie Royce on her appointment as ESD’s Corporate Secretary. He reviewed the Directors’ last meeting, noting that the Budget was approved, and recommendations were made on contracts for HDR as ESD’s environmental monitor and STV, ESD’s Owner’s Rep. Also, at the last meeting, he noted the Joint Venture announced a restructuring to a 95-5 split, with Forest City selling an additional 25% to Greenland. Providing updates on site conditions and community issues discussed, Mr. Phillips added that the construction fence on Dean Street was removed, the roadway repaved and opened for use. He explained the Barclays Center has installed a new software system for the oculus and that protocols were established should any issues arise. He noted that work at the Long Island Rail Road has progressed with the West Portal open, and the construction work near completion.

Mr. Phillips then reviewed the Board’s composition. He noted that Barika Williams, who was appointed by the City Council Speaker, has resigned and is now Assistant Secretary for Housing with the Governor’s Office. He further noted that there is a pending appointment to fill her seat. He then stated Linda Reardon has resigned, she held the New York State Assembly
appointment before Director Veconi and he finally noted that there are currently four vacancies on the Board, one from the Mayor of the City of New York, and three from the Governor.

Mr. Phillips added that there have been eight Quality of Life meetings since the Board last met. He provided an overview of the key items discussed including the East Portal work, new LIRR facilities, neighborhood cleanliness, and the Mayor's Office Neighborhood Support Team ("NST") Program.

Mr. Phillips then introduced Mr. Solish to speak on behalf of Greenland Forest City Partners and update the Directors about B12, B13, and B15 and the new partnerships at the Project. Mr. Phillips added that the new partnerships will help accelerate development at the Project and that ESD continues to hold Greenland responsible for all Project Commitments and has the same requirements for TF Cornerstone and The Brodsky Organization.

Mr. Phillips added that there were no updates on Site 5, but there is a commitment to greater community engagement as it relates to the General Project Plan modification process.

Mr. Solish then started with an update on the infrastructure work completed over the course of the last year. He highlighted the Long Island Railroad Access Ramp, which takes LIRR staff and vehicles from 6th Avenue into the permanent yard and the railroad's electrical substation was also discussed. He also noted the new power facility is in place and operational.

As an aside, Director Veconi noted that an image in Mr. Solish's presentation demonstrated residents' concern about officers from the 78th Precinct parking on the sidewalk and restricting the roadway.
Mr. Solish continued that the railroad's new permanent office facility in the yard has been completed and the temporary office trailers on B4 will be removed from the site this weekend. He stated the current infrastructure work is the demolition of the "Bump Buildings" on Atlantic Avenues and that to accommodate the active railyards below, the buildings are manually demolished and then mechanical equipment is brought in to finish the job in a safe and responsible manner. Director Richardson asked if this technique was used at the Developer's discretion or as mandated. Mr. Solish responded that the work is being carried out as required by the Long Island Rail Road and the Department of Buildings.

Mr. Solish then explained that the East Portal at the corner of Atlantic Avenue and Vanderbilt Avenue was the last major piece of infrastructure work ongoing in the yard. He further explained that the East Portal was originally the only way into the yard, last year the West Portal was opened, and now major upgrades have been made to the East Portal; and Tracks 6 and 7 have been installed. He stated the next steps require the LIRR to activate the third rail power and make the tracks operational.

Mr. Solish then spoke about the B4 site, noting the office trailers are to be removed from the area, and the location of the drill track enclosure. He explained the drill track allows the Long Island Rail Road to transport and park trains in the yard and a small portion of the drill track will extend into the B4 site, and an enclosure will be built around it for safety before B4 is erected on top of the track. Director Kummer asked if the track will be decked over, to which Mr. Solish explained that the enclosure is essentially a room within a room that holds about ten feet of track.
Working through an updated site map, Mr. Solish noted that 38 6th Sixth Avenue, otherwise known as “B3,” has 303 units, 100 percent affordable and explained there is also a medical center run by New York Presbyterian Methodist, ground floor retail and a 67 spaces car parking garage in the building. He further notes that at 461 Dean Street, “B2”, the modular building developed by Forest City Ratner, there are 363 units with 50 percent affordable; 535 Carlton Avenue “B14” has 298 affordable apartments; Brooklyn Clay Pottery Studio, a women-owned business, leases retail space in the building; and lastly, 550 Vanderbilt Avenue, has 278 condominiums.

Mr. Solish then introduced Jeremy Shell from TF Cornerstone and Thomas Brodsky from The Brodsky Organization and noted the two firms are taking on development of three parcels at the Project.

Mr. Shell explained that his company was excited to be a part of the Project and that B12 and B13 were still in the planning stages, but there is a commitment to deliver at least 25 percent affordable housing in the buildings. He stated that 800 apartments are expected, and noted the desire to get designing and move the Project as quickly as possible.

Mr. Brodsky spoke next and also expressed his firm’s excitement to join the Project. He stated The Brodsky Organization will be developing B15 with 312 rental apartments, 94 of which are slated as affordable housing as part of the 421a Program. Additionally, he noted the building will have a 600-seat middle school at its base. He noted the team will provide the core and shell, and the School Construction Authority will do the fit-out work.
Director Richardson asked how many stories in the building the school will occupy. Mr. Brodsky responded approximately the first five or six floors. Director Veconi asked for the total number of units. Mr. Brodsky stated 312 rental apartments, of which 30 percent will be affordable and explained that the building is expected to be completed by Spring of 2022.

Mr. Solish spoke and pointed the Directors’ attention to a chart showing the total number of units completed, percentage of affordable units, and sum of new units expected with the 2019 groundbreaking. Director Richardson asked that future presentations show the total number of affordable housing units built against the 2,250 units required to be built by 2025. Mr. Phillips noted that the Developer’s presentation would be distributed after the meeting.

Director Veconi then commented on the Project’s affordable housing requirements, changes to housing subsidy programs, and the timeline for meeting the 2025 deadline. He expressed concern with the Developer meeting the deadline and asked for projections on the affordable housing units in future buildings. Mr. Solish explained that some buildings which were previously planned to have 100 percent market rate units, now have affordable units. He noted the design of B5 is underway, and the design for B6 and B7 will commence shortly. The Directors will be informed once progress has been made on building programming and the affordability ratios at future sites. Mr. Phillips added that the State takes very seriously the two key commitments in the 2014 Agreement – that the Developer must maintain a 35 percent threshold of all units completed, currently the units are at 47 percent, and complete 2,250 units by 2025.
Director Veconi commented that ESD is charged with overseeing the public commitments of the Project, and affordable housing is the key public commitment. He asked for a schedule that explains how the affordable housing units would be built now, rather than waiting till the buildings are being financed. Director Veconi then put forward a motion requesting the terms of the affordable housing agreements between Greenland Forest City Partners and the lease transferees. He also requested a breakdown of the proposed allocation of affordable housing units across the remaining buildings in the Project within 90 days. The motion was seconded by Director Richardson but the motion did not pass upon voting.

Mr. Phillips noted that the Developer was not required to provide projections for the affordable housing units; the responsibility is meeting the 2025 deadline for 2,250 units.

Ms. Jaiyesimi clarified that each of the four sites expected to commence construction in the future will have at minimum 25 perfect affordable housing units. She noted this was publicly stated at the Quality of Life meeting and during the Developer’s presentation. Director Veconi commented that it was important to understand the nature of the terms related to the affordable housing obligations.

The meeting then transitioned to a presentation of the B4 design by Michael Lew on behalf of Perkins Eastman. Mr. Lew gave background on the firm, noting that Perkins Eastman was founded in 1981 and was based in New York. He further noted the firm is in 15 different locations, with 450 employees in New York and 950 worldwide. He gave an overview of some of the residential projects the firm successfully completed including The Centria by Rockefeller Center, 835 Sixth Avenue, and Flushing Commons.
Mr. Lew described the B4 site, noting its location next to the Barclays Center Arena, and as a gateway along Atlantic Avenue. He stated the goal was to position the building as a visual marker for the beginning of Pacific Park, connect the new development with existing neighborhoods, and enliven the street scape. He further stated the team set out to design a transition building between Downtown Brooklyn and the more residential areas.

Mr. Lew explained the influence of rock, which is masonry-based, crystal, as an articulation on the curtain wall, and gem, providing a polished refined look. He highlighted the building’s retail space, residential design elements, and relationship with the other buildings on the Arena block. Director Veconi asked for a review of the building’s programming. Mr. Lew responded that the building is mixed use with approximately 860 residential apartments with 30 percent affordability, and commercial uses on the ground floors.

After Mr. Lew’s presentation, Mr. Phillips clarified that the earlier motion put forth by Director Veconi required a re-vote. The motion must be directed to ESD and not the Developer. He added that the agreements ESD is currently in possession of is the Assignment of the Lease, not the Agreement between the Venture and the two new partners. There was a discussion about the details of the new motion - a projection of the programming for the balance of the buildings. The motion was put forth by Acting Chair McCaw, seconded by Director Veconi but did not pass upon voting.

Director Kummer explained that in voting against the motion he was not minimizing the responsibility of the Board to assist ESD in holding the Developer to the commitments that have
been made. He expressed satisfaction with staff’s explanation about the current status and projections for the future.

A possible second motion was also discussed that ESD provide the terms of the affordable housing agreements between the new partners. Director Veconi asked for clarification that although development rights are transferable under Project agreements, development obligations are not. Mr. Phillips confirmed that the Project obligations still remain with the Venture. Director Veconi noted that it was possible to have a situation where all the economic value of the Project is transferred out and all the remains in the obligations. He stressed the importance of understanding the nature of the commitment for delivering affordable units with the transferees.

Ms. Jaiyesimi explained that The Brodsky Organization and TF Cornerstone have publicly committed to buildings with a minimum of 25 percent affordable units. She noted Greenland is responsible for making sure that the Project overall maintains a 35 percent affordability threshold, and delivery of 2,250 units by 2025.

Director Richardson expressed his cynicism towards public-private partnerships and wanted to make sure that at every opportunity provided the master commitment for the Project was upheld. Director Veconi added that his main concern was the State would have no recourse to the transferees for the affordable housing commitment. Mr. Phillips and Director Veconi discussed the affordable housing commitments in the Assignment of Leases and also the scope of the Completion Guaranty related to the affordable units noting the Guaranty ensures the
completion of the building, including the specific number of affordable units to be provided. There was no second motion put forward related to the Project's affordable housing commitments, but Mr. Phillips responded that the pertinent documents will be provided to the Directors in response to their questions.

Acting Chair McCaw then asked Ms. Jaiyesimi to transition the meeting to the Public Comment period, but there were no speakers signed up to make comment.

Hearing no further business, the meeting was adjourned by Acting Chair McCaw at 2:18 p.m.

Respectfully submitted,

Debbie Royce
Corporate Secretary
Item 2
FOR CONSIDERATION
July 22, 2019

TO: The Directors

FROM: Marion Phillips, III

SUBJECT: Brooklyn (Kings County) – Atlantic Yards Land Use Improvement and Civic Project

REQUEST FOR: Authorization to Recommend that ESD Directors Amend the Modified General Project Plan; and Authorization to Take Related Actions

I. Summary

Developer Greenland Forest City Partners, The Brodsky Organization, and TF Cornerstone.

Project Site Generally bounded by Atlantic, Flatbush, and Vanderbilt Avenues and Dean Street. See Project Site Map attached as Exhibit A.

Project Description The Atlantic Yards Land Use Improvement and Civic Project (the “Project”) is a 22-acre site that consists of the Barclays Center Arena; the development of a reconfigured and improved LIRR train yard and subway facility upgrades; the development of 16 buildings for residential and commercial uses, including up to 6,430 apartments, of which 2,250 will be affordable to low, moderate and middle income households; and the creation of eight acres of publicly accessible open space. The Project will also deliver the following community benefits: healthcare facility, public school, and an intergenerational community center.

General Project Plan The initial General Project Plan (GPP) was affirmed by ESD Directors in 2006. In 2009, ESD Directors affirmed a modified General Project Plan, which amended and restated the 2006 MGPP. In mid-2014, ESD Directors further modified the General Project Plan. In 2015, ESD Directors modified the Open Space Design Concept, as recommended by the AYCDC Directors.
Design Guidelines
The Project’s Design Guidelines (DGs) are attached to the General Project Plan and are unchanged since 2006, except that in 2013 ESD Directors adopted a modification to the bulk envelope drawings for one of the residential buildings (B4) and in 2015 ESD Directors modified the Open Space Design Concept.

Proposed Modifications
For reasons detailed in these materials, staff recommends that the GPP be amended as fully described under Proposed Modifications below. The necessary changes will be reflected in the appropriate Project documents. No other provisions of the MGPP or DGs would be modified, no other Project building design is affected, and other Project documents would remain otherwise unmodified. The Proposed 2019 amendment to the MGPP is attached to these materials as Exhibit B.

II. Project Background and Update

In 2006, ESD Directors accepted a Final Environmental Impact Statement for the Project (the “FEIS”) and affirmed the Modified General Project Plan. In 2009, the Directors approved certain modifications to the GPP. Barclays Center Arena, with associated transit and infrastructure improvements, opened in September 2012.

In mid-2014, ESD Directors accepted a Final Supplemental Environmental Impact Statement for the Project (the “FSEIS”), and the GPP was further amended to modify miscellaneous bulk and parking requirements. The Project documents were amended to accelerate both the commencement and the completion of affordable housing construction. In 2014, Forest City Ratner (FCR) established a Joint Venture with Greenland USA, a Shanghai-based company acquiring 70% of the ownership interest in the Project. In December 2017, the Joint Venture was restructured to give Greenland a 95% interest in future developments.

To date, four buildings have been completed (B2, B3, B11 and B14), including 782 units of affordable housing (B2 is 50% affordable; B3 and B14 are 100% affordable). New York Presbyterian-Methodist Hospital has opened healthcare offices in B3, and there is publicly accessible Open Space around B11 and B14.

In late 2018, the Joint Venture announced the transfer of development rights for three parcels to The Brodsky Organization and TF Cornerstone. The Brodsky Organization has commenced construction of B15 which will house a middle school, and 30% of all residential units will be affordable. The TF Cornerstone sites, B12 and B13, are expected to commence construction in Q1 2020, with at least 25% of all units affordable. Construction at B4 has also commenced; the building will have 30% affordability for all units.

The Long Island Rail Road (LIRR) permanent yards is at substantial completion. The West Portal is open and has significantly improved LIRR operations, providing an efficient point of access to
the Atlantic Terminal from the train yards. The East Portal has been upgraded, allowing for two points of access to the yards; new electrical substations and LIRR staff facilities have been installed. Additionally, foundational footings for the future platform overbuild and residential buildings have been installed at the site. This advance work will accelerate the future construction over the railyards.

A. **Design Guidelines Background**

The Design Guidelines set forth both general goals and specific requirements for Project design. General goals include: development envelopes that establish street wall presence and a unique identity for individual buildings; modulated building scale with setbacks and horizontal and vertical architectural breaks; and building façade articulation with variation in materials and window detailing. The Open Space Design Guidelines (OSDGs) control the location, configuration, uses, and amenities of the Project’s eight acres of open space.

B. **Memorandum of Environmental Commitments Background**

The June 2014 second amended Memorandum of Environmental Commitments (MEC) lists the Developer’s obligations to implement measures to mitigate the significant adverse impacts identified in the Project’s FEIS and FSEIS. These measures include instruction on handling hazardous materials, transit improvements, construction practices and equipment requirements, air quality monitoring, and noise attenuation, among other mitigation measures.

C. **Proposed Modifications**

1. **B5 Drawings Modification**
   The proposed modifications shift the development envelope towards Atlantic Avenue and extend the envelope slightly in the east-west direction to achieve an efficient double-loaded floor plate for the upper portions of the building. These modifications take into consideration the presence of LIRR structures and equipment directly below B5. The building’s support columns and foundational footings have already been installed to accommodate the LIRR drill track which runs below grade through to the B4 parcel footprint, the LIRR Sixth Avenue access ramp which starts at street level and then runs below grade, and the LIRR electrical substation located on the southern half of the B5 parcel. The modifications do not change the overall size, lot coverage, or height of the building. Revised drawings are attached as Exhibit C.

2. **Clarification on Indoor Recreational Facility Use on Residential Blocks**
   This modification amends the description of permitted uses in the Design Guidelines to allow for the development of a 105,000 square feet indoor recreational facility. With this amendment approximately 96,000 below grade square footage, can be leased for the operation of a physical culture establishment at parcels B12 and B13. The recreational facility will have a field house (60,000 square feet) and a fitness center (45,000 square feet). The indoor recreational facility will occupy approximately 9,000
square feet of what was anticipated to be ground-floor retail use in the buildings. Ground floor retail and below grade parking was always contemplated at these parcels, this modification specifically allows for a recreational facility below grade.

3. Parking Requirement Reduction
   In 2014, the Project’s parking requirements, which were established to accommodate the demand from arena attendees and new residents, was reduced to 1,200 spaces. Five years later, the plethora of car- and ride-sharing mobile application options and the reduced incidence of car ownership have impacted the demand for parking spaces. With the use of these applications, riders can request vehicular transportation to and from their destinations without having to secure parking. Additionally, the Project is located in the middle of a mass transit hub. There is direct access to over 11 subway lines, 10 bus routes and LIRR commuter trains.

   This modification seeks further reduction of the Project’s parking requirements to 1,000 spaces, consisting of 67 spaces already available at B3, 693 spaces on Block 1129 (of which 303 spaces are already available at B14), and 240 spaces planned at Site 5. An analysis of the parking demand during various arena events and review of monthly utilization of parking garages by Project residents conclude that the reduced number of parking spaces would still meet the demand generated by Project residential developments while maintaining the existing and planned number of parking spaces for Arena events. A revised Project Parking Key Plan is attached as Exhibit D.

4. Valet Bicycle Parking Reduction
   As part of the Project’s Transportation Demand Management (TDM) plan, 400 valet bicycle parking spaces are to be made available to arena event ticketholders. This modification reduces the total number of required bicycle parking spaces to 100 and removes the requirement that the spaces be in an indoor and manned facility. This modification takes into consideration the logistical and locational constraints of securing an indoor storage facility. It also responds to trends of transportation modes taken by arena event attendees and considers the availability of free bicycle racks and bicycle rental kiosk stations in close proximity to the arena.

5. Change to Square Footage B12 and B15
   This modification transfers 10,000 square footage from B15 to B12. Such transfer allows for the development of additional common space areas and residential units, of which at least 25% will be affordable. This increase does not change the prescribed envelope for B12. The reduction in square footage to the B15 parcel does not impact the delivery of the required middle school or residential units.

6. Major North – South Walkways
   a. Walkway Width Reduction: This modification reduces the width of the North – South Walkways. A reduction in the paved area to a 12 foot wide walkway allows for more permeable lawn and planting beds. The reduced walkway widths
conform with New York State Parks and New York City Department of Parks and Recreation shared use trails, and New York City Department of Transportation sidewalk requirements in low-volume and high-volume commercial areas.

b. Ventilation Structures: This modification allows ventilation structures as permitted obstructions in the B11 – B12 and B13 – B14 North – South Walkway zones. These structures will allow for the ventilation of the below grade parking garage and recreational facility at Parcels B12 and B13. The structures will have a design that is appropriate for, and harmonious with the Open Space. Permitting ventilation structures in the Open Space would not diminish the function and public utilization of the areas.

7. Distinctive Architectural Design Element
This modification changes the distinctive architectural design element required on the facade of B9, B12 and B13. The intent of this requirement was to make each building relate to the other when viewed from the Open Space. However, wrapping all three sides of the rear façade with a distinctive treatment causes the rear of the building to become visually detached from the massing and materiality of the rest of the building. By limiting the distinctive element to two sides there is a visual break that is more harmoniously integrated while still abiding by the intent to create a visual interest that ties the three buildings together.

III. Environmental Review

The Project has been the subject of prior environmental reviews pursuant to the State Environmental Quality Review Act ("SEQRA") and the implementing regulations of the New York State Department of Environmental Conservation. ESD Directors adopted SEQRA Findings on December 8, 2006 based on the FEIS and adopted SEQRA Findings on June 27, 2014 based on the FSEIS.

In order to adequately assess whether any new or different potential significant adverse environmental impacts could result from the modifications proposed in these materials, ESD has had prepared a Technical Memorandum (the “Tech Memo”). The Tech Memo concludes that the proposed modifications would not result in any significant adverse environmental impacts not previously identified in the Project’s environmental review. Therefore, a Supplemental Environmental Impact Statement is not needed and no further environmental review is required in connection with these requested modifications to the GPP.

IV. Non-Discrimination and Contractor Diversity

ESD’s Non-Discrimination and Contractor & Supplier Diversity policies will continue to apply to the Project.
V. Requested Actions

The AYCDC Directors are requested to recommend that the ESD Directors amend the Project’s Modified General Project Plan; and to authorize all actions related to the foregoing.

Attachments
Resolutions
Exhibit A – Project Site Map
Exhibit B – 2019 Proposed Amendments to the MGPP
Exhibit C – Revised B5 Parcel Guidelines Drawings
Exhibit D – 2019 Atlantic Yards Project Parking Key Plan
RESOLVED, that on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation (the “Materials”), the Corporation hereby recommends that the ESD Directors approve the proposed modifications set forth in the Materials; and be it further

RESOLVED, that the President is authorized and directed in the name and on behalf of the Corporation, to take any and all such actions as may be necessary or appropriate to effectuate the foregoing resolutions, including making report to and submitting materials to the ESD Directors.

* * *

7
Exhibit A
**General Project Plan**

**Site Plan**

![Site Plan Diagram]

**Proposed Project (Approximate GSF)**

<table>
<thead>
<tr>
<th>Category</th>
<th>GSF/Units</th>
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<tr>
<td>Arena</td>
<td>850,000 GSF</td>
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<tr>
<td>Office*</td>
<td>336,000 GSF</td>
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<tr>
<td>Hotel*</td>
<td>165,000 GSF (Approx. 180 Rooms)</td>
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<tr>
<td>Residential*</td>
<td>6.4 M GSF (Approx. 6,430 Units)</td>
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<tr>
<td>Retail</td>
<td>247,000 GSF</td>
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<td>Open Space</td>
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*Variation (B1, B2, Site 5)*

The project allows for certain variation, which would replace some residential use and the entire hotel use with additional commercial space in B1, B2 and Site 5.
Exhibit B
Atlantic Yards Land Use Improvement and Civic Project
2019 Amendment to the Modified General Project Plan

Except as modified below, the Project's 2006 Modified General Project Plan, as amended in 2009, 2014 and 2015, remains in full force and effect.

The 2019 Amendment is as follows:

1. **B5 Drawings Modification**

   a. Parcel 5 - Parcel Guidelines d.i.(i) on page 14 delete “The building base shall be defined by (i) a setback with a minimum depth of 50 feet along Atlantic Avenue;” insert in place thereof “The building base shall be defined by (i) a setback with a minimum depth of 47 feet and 6 inches along Atlantic Avenue;”

   b. Appendix 1c: “Residential Blocks by Building Envelope Diagrams” Drawing SK – 1910 and SK 1911 make the following amendments:

      For Building Base:
      i. At minimum 125 feet above curb level, increase the width of the B5 DG envelope along Atlantic Avenue from 70 feet to 78 feet
      ii. At up to a height of 15 feet above the curb level, allow for building piers to extend 8” into required 8 foot setback area adjacent to Atlantic Avenue and into the 20-foot Atlantic Avenue sidewalk width
      iii. Reduce the required setback along 6th Avenue starting 125 feet south of Atlantic Avenue from 20'-0” to 18'-0”

      Building Shoulder:
      i. Reduce the required setback from Atlantic Avenue by 7'-6”, from 63'-0” to 55'-6”
      ii. Reduce the required setback along 6th Avenue starting 125 feet south of Atlantic Avenue from 20'-0” to 18'-0”

      Building Upper Portion:
      i. Reduce the required setback from Atlantic Avenue by 12'-6”, from 68'-0” to 55'-6”
      ii. Reduce the required setback along the length of 6th Avenue by 2 feet, from 20'-0” to 18'-0”
      iii. Reduce the setback above the east face of the DG shoulder envelope by 7'-0”, from 50'-0” to 43'-0”
2. **Clarification on Indoor Recreational Facility Use on Residential Blocks:**
   a. Residential Blocks – General Guidelines Section a. ii. Insert “At parcels B12 and B13, 96,000 below grade square footage shall be permitted for the development of an indoor recreational facility with a field house and fitness center. The indoor recreational facility will occupy approximately 9,000 square feet of ground-floor retail, for a total of 105,000 square feet of recreational facility use.”

3. **Parking Requirement Reduction:**
   a. Delete Paragraph 2 of the 2014 Amendment to the MGPP.
   b. The Project will provide 1,000 permanent parking spaces. This consists of 67 spaces that have been delivered on the arena block, 693 spaces on Block 1129, of which 303 spaces are already available at B14, and 240 spaces planned at Site 5. These spaces include 300 arena parking spaces, 24 NYPD parking spaces, and 676 residential parking spaces.
   c. Delete the Parking Key Plan attached as Exhibit D-1 to the 2014 MGPP in its entirety and insert a new Parking Key Plan, as depicted in the 2019 Atlantic Yards Project Parking Key, Exhibit D-2.

4. **Valet Bicycle Parking Reduction:**
   a. Section L. 1. i. of the 2014 Memorandum of Environmental Commitments delete: “(i) provide any ticketholder traveling to the arena by bicycle with free indoor bicycle storage in a secure, manned facility designed to accommodate at least 400 bicycles on the arena block;” and insert in place thereof “(i) provide parking spaces for at least 100 bicycles to be made available to arena attendees.”

5. **Change to Square Footage B12 and B15:**
   b. Parcel 15 – Parcel Guidelines Section e. “Floor Area” Page 21 delete: The maximum above-grade gross floor area of Building 15 shall not exceed 341,910 square feet.” and insert in place thereof “The maximum above-grade gross floor area of Building 15 shall not exceed 331,910 square feet.”
6. **Major North – South Walkways:**
   a. Walkway Width Reduction: Open Space Design Guidelines 3. Major North – South Walkways Page 41 Section a. delete “Each Major North-South Walkway shall include a clear unobstructed pedestrian walkway with a minimum width of 16 feet, which path can split into two or more pathways at any point along its length provided that the resulting pathways each provide a clear unobstructed width of not less than 12 feet.” and insert in place thereof “Each Major North-South Walkway shall include a clear unobstructed pedestrian walkway with a minimum width of 12 feet, which path can split into two or more pathways at any point along its length provided that the resulting pathways each provide a clear unobstructed width of not less than 8 feet.”

   b. Ventilation Structures: Open Space Design Guidelines 3. Major North – South Walkways Page 41 insert “Ventilation infrastructure that is required for below-grade uses are a permitted obstruction within this zone. Such structures shall occupy no more than 200 and 300 square footage of the B11-B12 and B13-B14 North – South Walkway zones. The coverage area of the ventilation structures will not be included in the calculation of the total Open Space acreage.”

7. **Distinctive Architectural Design Element:**
   a. Parcel 9 - Parcel Guidelines Section e. Page 17 delete “…which element shall have a width of not less than 40 linear feet along the southern, eastern, and western facades…” and insert in place thereof “…which element shall have a width of not less than 40 linear feet along the southern, and eastern facades…”

   b. Parcel 12 – Parcel Guidelines Section e. Page 19 delete “…which element shall have a width of not less than 40 linear feet along the northern, eastern and western facades…” and insert in place thereof “…which element shall have a width of not less than 40 linear feet along the northern and western facades…”

   c. Parcel 13 – Parcel Guidelines Section e. Page 20 delete “which element shall have a width of not less than 40 linear feet along the northern, eastern and western facades” and insert in place thereof “which element shall have a width of not less than 40 linear feet along the northern and western facades…”
Exhibit C
A MINIMUM OF 25% OF THE ATLANTIC AVENUE BUILDING BASE STREET WALL SHALL BE LOCATED WITHIN THE STREET WALL ZONE AT A MINIMUM HEIGHT OF 90 FEET AND A MAXIMUM HEIGHT OF THE MAXIMUM BUILDING BASE HEIGHT.

ADDITIONAL RULES:

1. TOTAL PARCEL AS AREA: 2,620,000 sq. ft.
   MAX. LOT COVERAGE: 85,200 sq. ft. (32%)

2. MAX. AREA OF OPEN SPACE IN PARCEL: 25,000 sq. ft. (1%)

3. VARIOUS OF BUILDINGS SHALL BE MAINTAINED MIN. 95% PREMIUM OTHER.

4. A MINIMUM OF 20% OF THE ATLANTIC AVENUE BUILDING BASE STREET WALL SHALL BE LOCATED WITHIN THE STREET WALL ZONE AT A MINIMUM HEIGHT OF 80 FEET AND A MAXIMUM HEIGHT OF THE MAXIMUM BUILDING BASE HEIGHT.

A MINIMUM OF 40% OF THE 8TH STREET BUILDING BASE STREET WALL SHALL BE LOCATED WITHIN THE STREET WALL ZONE AT A MINIMUM HEIGHT OF 80 FEET AND A MAXIMUM HEIGHT OF THE MAXIMUM BUILDING BASE HEIGHT.

5. DEVELOPMENT ENVELOPE, ALL PORTIONS OF BUILDING ENVELOPE SHALL BE MAINTAINED WITHIN THE PARCEL. SEE DEVELOPMENT ENVELOPE DIAGRAMS PROVIDED SILVIS WHERE THE AREA OF ANY FACADE OF THE BUILDING BEYOND THE ENVELOPE, OR BUILDING ENVELOPE, AS SHOWN FOR DEVELOPMENT.

6. BUILDING ENVELOPE SHALL INCORPORATE SETBACKS, SIDE SET BACKS AND ARCHITECTURAL ELEMENTS AS PROVIDED BY THE PARCEL DESIGN GUIDELINES.
Exhibit D
2019 Atlantic Yards Project Parking Key

Parking Key
1,000 Parking Spaces
- Site 5 – 240 Spaces
- B3 – 67 Spaces
- Block 1129 – 693 Spaces