

BROOKLYN BRIDGE PARK
CIVIC AND LAND USE IMPROVEMENT PROJECT
MODIFIED GENERAL PROJECT PLAN

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
DBA THE EMPIRE STATE DEVELOPMENT CORPORATION
AND
BROOKLYN BRIDGE PARK DEVELOPMENT CORPORATION
BROOKLYN BRIDGE PARK
CIVIC PROJECT
GENERAL PROJECT PLAN
Adopted- July 26, 2005
Affirmed as modified- January 18, 2006

PROJECT IDENTIFICATION

The project is the creation of the Brooklyn Bridge Park (the "Project").

The approximately 85 acre Project, consisting of piers, upland and water area, would stretch along 1.3 miles of Brooklyn waterfront approximately bounded by Jay Street on the north, Atlantic Avenue on the south, Furman Street on the east, and the East River on the west, and would include Piers 1 through 6 (as more fully shown on the site map annexed hereto as Exhibit A).

The Brooklyn Bridge Park Development Corporation ("BBPDC") prepared a plan which embodies the design goals and objectives for the Project. The proposed plan, along with the associated annual maintenance and operations budget and required revenue to support the annual maintenance and operations, was the subject of an extensive community participation process. This General Project Plan reflects those goals and objectives.

PURPOSE AND NEED

The purpose of this Project is to allow reuse of the deteriorated East River waterfront for public benefit, and to once again make the waterfront an asset for the City and the region. There is a need for increased public access to the waterfront and for greater availability of publicly accessible recreational open space for residents, visitors and workers in Brooklyn. Brooklyn is second only to Manhattan when it comes to lack of open space. There are 547 residents per acre of available open space in Brooklyn, and the last time a major park was built in the borough was in the 1860s when Prospect Park was made. The proposed Project would help to address this need.

In the decade to come, large areas of New York City's old industrial waterfront will be transformed to public open space. The proposed Brooklyn Bridge Park would be a particularly valuable component of the City's emerging recreational waterfront because of its high visibility, remarkable views, historic surroundings, strong adjacent neighborhoods, and innovative programming and design.

An additional need of the Project is to include program components that are appropriate commercial uses that can generate sufficient funds to support the annual maintenance and operations of the Project.

CIVIC PROJECT FINDINGS

BBPDC is a subsidiary of New York State Urban Development Corporation d/b/a Empire State Development Corporation, a corporate governmental agency constituting a body politic and a public benefit corporation of the State of New York ("ESDC"). Under New York State Urban Development Corporation Act ("UDC Act") Section 12, an ESDC subsidiary has all privileges, immunities, tax exemptions and other exemptions of ESDC. In order to proceed with the acquisition, ESDC and BBPDC must make the appropriate findings for the Project under UDC Act Section 10. The following sets forth the basis for such findings:

- A. 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 facilities to be included in the project.

There are few public open spaces directly on or adjacent to the waterfront. This Project would substantially increase the amount of open space and recreational resources in the area, as well as provide opportunities for passive recreation on and near the waterfront.

- B. That the project shall consist of a building or buildings or other facilities which are suitable for educational, cultural, recreational, community, municipal, public service or other civic purposes.

The Project will provide a park extending along the East River from the foot of Atlantic Avenue to Jay Street, suitable for educational, cultural, recreational, community, municipal, public service or other civic purposes including outdoor public recreation, direct access to the waterfront, and water recreation facilities, boardwalks, floating bridges, and canals, passive recreation facilities, active recreational facilities, and spaces suitable for cultural, community, municipal, and public events, and facilities for water taxis.

- C. Such project will be leased to or owned by the state or an agency or instrumentality thereof, a municipality or an agency 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 acquisition, construction, operation, maintenance and upkeep of the project.

The Project site will consist of parcels owned or controlled by BBPDC, a subsidiary of ESDC, the State of New York, the City of New York and entities that will carry out civic purposes for the Park. The cost of construction is

expected to be shared in large part by the State of New York, BBPDC, and the City of New York. The cost of operation, maintenance and upkeep would be paid out of the revenues received from appropriate commercial activities and residential projects located within the Project.

- D. That the plans and specifications assure or will assure adequate light, air, sanitation and fire protection.

The Project will be constructed in accordance with New York City Building Code and will be constructed, maintained, and operated to assure adequate light, air, sanitation, and fire protection.

FINDINGS FOR ALL UDC PROJECTS

No residential relocation is required because there are no families or individuals residing in the Project site, thereby satisfying the requirements of Section 10(g) of the UDC Act.

PROBLEM IDENTIFICATION

The Project area was a thriving waterfront industrial district through the first half of the 20th century. However, in the 1950's forces were aligning to weaken the waterfront district. The waterfront began a steady decline as New York's older port areas lost ground to container shipping and to competition from other east coast cities. Activity in the Brooklyn Navy Yard, long an anchor of employment, began to wane. In addition, the Brooklyn-Queens Expressway was built in the early 1950s. It further undermined the area's stability, by creating an approximately 60-foot-high elevated structure parallel to Furman Street thus separating this neighborhood from the waterfront and effectively creating a further barrier across the district's southern boundary.

By the late 1970's activity on Piers 1 through 6 had diminished. The Port Authority of New York and New Jersey ("Port Authority") began searching for alternative uses for the piers, which were producing only modest levels of revenue as warehousing facilities and were fast becoming obsolete. Finally, in 1983 all cargo ship operations ceased on Piers 1 through 6. At present there are only three tenants on Piers 1 through 6, and the uses are not maritime related. The piers are hidden from the public behind chain link fence and are visible only from afar. The net result is that this portion of waterfront, once one of Brooklyn's and the region's greatest assets, has become moribund. It produces almost no economic benefit to the City and provides very limited services to the citizens of the region. In addition, the waterfront and the East River offer spectacular vistas and the present state of the piers prevents the public from enjoying this valuable and precious resource.

PROJECT PLANNING

The Project has been the subject of extensive planning and community participation for the last twenty years. In 1984, shortly after the close of cargo operations, the Port

Authority announced plans to sell the piers for commercial development. That action caused a re-evaluation of the Project area's value as a public resource. During the next two decades a series of plans and proposals were put forth for the Project area. Finally, in 1998 the Downtown Brooklyn Waterfront Local Development Corporation ("LDC") was created. The LDC undertook a year-long public planning process to forge a concept for Brooklyn Bridge Park. The result of that effort was the Illustrative Master Plan, dated September 2000, which presented a conceptual framework for a waterfront park.

On May 2, 2002, Governor George Pataki and Mayor Michael Bloomberg signed a Memorandum of Understanding ("MOU") providing for the creation of BBPDC. The mandate of BBPDC is to plan, design, and build Brooklyn Bridge Park using the 2000 Illustrative Master Plan as the guide. Brooklyn Bridge Park would be funded with capital funding from the State of New York and the City of New York. Further, the MOU, consistent with the Project's history, requires the Project to be self sufficient by providing for its own ongoing maintenance and operations. Therefore, appropriate commercial revenue producing activities would be located within the Project to support its' annual maintenance and operations.

In an effort to fill its mandate, pursuant to a public request for proposals, in 2004 BBPDC hired a master planning and landscape architecture team and undertook an intensive and iterative planning process. The first task was to develop a plan for the Project in consultation with the community. Once a preliminary plan was complete, an analysis for the annual maintenance and operations budget was undertaken. This analysis included exhaustive research on other parks in New York in an effort to develop a budget for the annual upkeep of the Project. Once the annual maintenance and operations budget was determined it was possible to undertake the third step in the work, the preparation of the revenue analysis. This work consisted of determining how much development was necessary to support the Project.

The steps involved in the revenue analysis included review of possible uses for feasibility, compatibility with the park, and the ability to maximize parkland while creating an appropriate income stream for park maintenance. The initial range of uses included fee-charging recreational uses, public parking, office, local retail, destination retail, housing, and hotel. A development program for the Project was determined and presented to the community in a series of meetings. During this time, the plan was refined based on meetings with the community. Based on the refinements to the proposed plan, the annual maintenance and operations budget was further refined as well. The concepts contained in the General Project Plan are those embodied in the proposed plan.

Generally, the Project will provide unprecedented access to the waterfront through a series of fixed and floating boardwalks, with active and passive recreation and a series of neighborhood parks at each major entrance to the Project. The central portion of the Project will contain the types of recreational activities that will most likely draw people from further neighborhoods. The specifics of the plan are described in the section titled "Project Description".

PROJECT DESCRIPTION

The proposed Project would extend along the East River from the foot of Atlantic Avenue to Jay Street, north of the Manhattan Bridge. It would comprise parcels currently owned by the State of New York, the City of New York, the Port Authority of New York and New Jersey, and private sector entities. The Project would provide the surrounding communities with a major new precinct of outdoor public recreation and the opportunity to experience the waterfront directly, while also serving both the larger City and the region. The proposed Project would offer the public unparalleled access to the water, making innovative use of boardwalks, floating bridges, and canals that would wind along the water's edge. It would also include rolling hills, marshland, and abundant recreational opportunities with multi-purpose playing fields, playgrounds, shaded ball courts, open lawns, and 12 acres of safe paddling waters. There would be pockets of natural landscape re-created on some of the parkland to attract birds and other wildlife. The Project's pathways would increase the water's edge from 2.4 miles to 4 miles and provide pedestrian connections both to the water and to the full range of the Project's experiences. The Project would include active recreational facilities such as basketball, handball, and volleyball on Pier 3 and field sports such as soccer and field hockey on Pier 5; water recreation areas for kayaking; a marina; bicycle paths and a greenway; civic lawns; opportunities to access the waterfront at sea level; and opportunities for cultural recreation.

The entrances to the proposed Project -- at Atlantic Avenue, at Fulton Ferry Landing, and in D.U.M.B.O. ("Down Under the Manhattan Bridge Overpass", the acronym for the neighborhood located in that vicinity) are designed so that at each entrance the visitor would have access to a wide range of amenities nearby and would not have to walk long distances to arrive at playgrounds and lawn areas. The proposed Project is envisioned as five interconnected areas. From the south, these are: the Atlantic Avenue Gateway including Pier 6 and its upland; Piers 5, 4, 3, and 2 and their uplands; Pier 1 and Fulton Ferry Landing; the Interbridge Area; and North of the Manhattan Bridge and the Manhattan Bridge Gateway. The Project program contains elements available throughout the Project ("parkwide elements") and specific components for each of the five subareas, as described below.

PARKWIDE ELEMENTS

Waterfront Access and Circulation

One of the primary assets of Brooklyn Bridge Park is its proximity to the water. Several elements of the proposed plan encourage interaction with the water, both visually and physically. The waterfront area across from Pier 4 could be transformed into a beach for launching kayaks and canoes. The area between Piers 1 and 6 would feature a waterfront promenade extending roughly along the bulkhead line. This paved promenade would serve as a main pedestrian thoroughfare running through the Project and would allow views of the water, piers, harbor, and the Manhattan skyline. Through a series of sloping ramps and floating and fixed walkways, park users would also be able to experience the

water at sea level. This water-level access would allow for kayak launching in certain areas, as well as fishing, additional park circulation, and other water-dependent activities. These walkways would provide for an entirely different experience of the park, offering dramatic views of the columnar forest of piles that support the pier deck.

In the interbridge area, existing access to the water (in Empire-Fulton Ferry State Park, the Main Street Park, and Fulton Ferry Landing) would be extended to connect with the areas to the north and south. North of the existing Main Street Park, new walkways and an esplanade would be created, as well as an overwater platform linking the City park to the area north of Adams Street.

“Safe Water” Zones and Water-Dependent Uses

From the southern edge of Pier 4 to the southern edge of Pier 1 two connected “safe water zones” are planned. These would provide approximately 12 acres of secure water area for non-motorized boats, including kayaks, canoes, and paddle boats. Marine structures would define the area, serving to attenuate waves from passing boats. Floating boardwalks would be arranged to contain the boaters and kayakers and provide additional wave attenuation within the safe water area. A channel or “canal” would connect the two safe water zones, between Piers 3 and 4 and between Piers 1 and 2. This canal would allow kayaks or other small non-motorized craft to navigate from the area between Piers 1 and 2 to the area south of Pier 3. Kayak launching areas would be provided. Piers 2 and 3 would be connected across the canal to the upland areas of the Project by overhead pedestrian walkways that would also provide access for emergency vehicles. The remnants of Pier 4 would be left in place and used as a nature preserve. At Pier 1, some timber piles would be left in place following removal of the pier deck to preserve a physical record of the site’s industrial past. Outside the safe water zones, the area between Piers 5 and 6 would provide slips for the mooring of historic or educational vessels. Between Piers 5 and 4 would be a marina for sailboats and powerboats. The marina would provide limited boating services, including utility hook-ups and fueling.

Water taxi stops would be located at Pier 6, at the slip between Piers 2 and 3, at the north side of Pier 1, and near the John Street site, allowing waterborne transportation options for Project users and others coming to the Project site.

Bikeways

A designated bikeway, coordinated with the Greenway Initiative effort, a local greenway advocacy and planning organization established to create a continuous greenway bicycle path from Greenpoint to Bay Ridge, would be integrated into the Project from Pier 1 to Pier 6. Entry for cyclists to the Project would primarily be at Old Fulton Street and Atlantic Avenue. To the maximum extent possible, the bikeways would be designed to avoid conflicts between pedestrians and roadways. At Fulton Ferry Landing, the bicycle route connects north to the proposed Greenway route along Water Street.

Vehicular Access and Parking

Vehicular access and parking would be needed for both park visitors and for users of commercial and residential buildings on the Project site. New streets would be created

within the park to allow access from Furman Street into the hotel, restaurant and residential uses in the Project. These roadways would provide a clear boundary between park spaces and development parcels. These streets would define where the different activities would take place, such as drop-off at hotels and service to residential units versus the beginning of park activities.

In the cold weather months, park users may be permitted to drive onto the Project at Pier 5, which would allow field sports teams and their supporters to reach the playing fields directly by vehicle and provide for drop-offs and pick-ups.

Subject to approval by the City of New York, Joralemon Street, at its intersection with Furman Street is proposed to be closed to through traffic to minimize Project-generated traffic along Joralemon Street.

Parking would be provided on adjacent local streets, in nearby off-street parking facilities, and within the Project boundaries at the proposed development sites.

Renewable Energy

The Project design would incorporate new technology to provide renewable energy, such as solar energy, to the extent practicable. Photovoltaic cell installations could provide a significant amount of the energy demand of Brooklyn Bridge Park, so consideration is being given to utilizing photovoltaic cells, and, possibly, hybrid streetlights. Photovoltaic cells could be mounted on the roofs of the remaining pier sheds.

Habitat

An important design goal is to establish the maximum number of sustainable, functioning habitats in the Brooklyn Bridge Park. Natural habitats may include dunes on Pier 6; coastal forest on Pier 1 and its upland, and the uplands of Piers 4 and 5; shrubland on Piers 1, 2, and 3 and on the uplands of Piers 5 and 6; a wildflower meadow on the uplands of Piers 2 and 3; marsh and shallow water habitats on and adjacent to Piers 1 and 4 and between the Brooklyn and Manhattan Bridges; and freshwater swale and wetlands near Piers 2 and 3.

Planning Guidelines

One of the goals of the proposed plan is to integrate the site into the fabric of the city by creating a network of roads and sidewalks that weave the site into the existing grid. Because a large portion of the site is separated from the existing city by highway alignments, the extension of existing streets into the park would give the pedestrian a sense of familiarity and context when entering the park. The goal of promoting a sense of familiarity is coupled with another goal of the park, which is to provide a welcoming entrance for its visitors.

Generous park gateways would be created at the main entrances to Brooklyn Bridge Park, ie. Atlantic Avenue, Old Fulton Street, and in DUMBO at John Street. These gateways are located at major urban junctions and would serve as visual beacons to regional park visitors and local residents alike. Each gateway would provide generous, clear and safe

pedestrian access, street tree planting and seating. Additional park entrances would be created at the termination of existing city streets, defining a continuation of the city and its pedestrian network to the edge of the park. These include: Joralemon Street, Middagh Street, Doughty Street, New Dock Street, Main Street, Washington Street, Adams Street, Pearl Street, Jay Street, Water Street and Plymouth Street. It is a goal of the proposed plan to ensure that from all vantage points, views from these connections will be unobstructed, visually interesting and welcoming.

An additional goal of the road system in the park is to define the extent of the development parcels and delineate the line between the development and the park.

The placement of the buildings at the edges of the park and at the gateways reflects three goals related to views:

- Respect the mandated view plane from the Brooklyn Heights Promenade.
- Respect the existing view corridors of streets that terminate in the park
- To the maximum extent practicable, site the proposed developments so there is a maximum amount of park provided to the public at each entrance.

The discussion of the park program below describes how these guidelines would be incorporated into the subareas of the proposed project, as well as at each of the development sites. The BBPDC will consult with the NYC Department of City Planning as more detailed designs evolve under these guidelines.

SUBAREA PLANS

Atlantic Avenue Gateway and Pier 6

Atlantic Avenue is the southern gateway to the park, providing pedestrian and mass transit connections to adjacent neighborhoods and regional access. Atlantic Avenue slopes down towards the water, affording a clear view of the water as one approaches the Project. A burst of green would be visible in the distance as one passes beneath the Brooklyn-Queens Expressway drawing visitors into the Atlantic Avenue gateway. The upland area of Pier 6 and the edge of the pier, located at the foot of Atlantic Avenue, would provide all the amenities of a neighborhood park including playgrounds, lawns, access to the waterfront, and recreational opportunities. The sidewalks approaching the park along the north side of Atlantic Avenue would be tree-lined and ample, sufficient to accommodate large groups of visitors at one time. Safe crosswalks will be established from the upland areas and between the development sites to the park. The Bikeway would be designed to avoid conflicts between pedestrians and roadways.

Moving farther away from the upland, a "beach barrier" with dunes is proposed on Pier 6 to take advantage of this location's sunny, windy environment and well-drained structure. Active programming would be inserted, such as playgrounds, lawn areas, and beach volleyball could be located on Pier 6. Vegetation, including a variety of native shoreline plants, and topographical forms would provide shelter from the wind. An existing

concrete masonry building at the edge of the pier that abuts the upland area could be preserved and used as a visitor's center and comfort station.

Joralemon Street

The Joralemon Street entrance would provide a visible, attractive and safe crossing from Brooklyn Heights into the park. The roadway, sidewalks and street trees along Joralemon Street east of the BQE would be extended across Furman Street at a signaled crossing providing an inviting and safe connection. After crossing Furman Street, tree-lined sidewalks will be established along both sides of Joralemon Street with designated crosswalks connecting 360 Furman Street to the park and waterfront promenade.

Piers 5, 4, 3, and 2 and Related Uplands

Promenade and Uplands

As described above, a waterfront promenade would extend from the Atlantic Avenue entrance all the way to the Fulton Ferry Landing. In the south, the promenade would bridge over a newly created tidal inlet. Some of the existing upland buildings could be reused for park maintenance and operations. A shed on Pier 2 or 3 would be used to store non-motorized boats. An existing building on the park uplands could also be used for this activity.

The upland area between Piers 2 and 5 would have an elevated and sloped topography that would reduce noise from the Brooklyn-Queens Expressway and provide views of the harbor from the uplands. These slopes would rise from 20 to 30 feet in height, creating hills that would run parallel to the waterfront and the Brooklyn-Queens Expressway. The slopes would rise gently on the waterfront side of the hills, creating broad open lawns suitable for seating and picnicking.

Pier 5

The proposed plan includes three outdoor fields on Pier 5, on which any of the following sports could be played: soccer, football, rugby, cricket, lacrosse, or field hockey. In addition, it is contemplated that the field at the western edge of Pier 5 could be housed in an indoor structure. This structure would provide year-round sports courts while maintaining the transparency of a lightweight structure. Pier 5's perimeter would provide a continuous water's edge esplanade, from which park patrons might fish or sit or walk along. The indoor structure is not included in the base construction budget for the park, and would be funded with private fundraising.

Pier 4

A shallow water habitat area would be created in the vicinity of Pier 4 and the adjacent railroad float transfer bridge, which would remain intact. In the area of Pier 4, a new floating boardwalk would be created that would connect to the larger circuit of walkways and provide a place for launching kayaks and bird-watching. On the upland area adjacent to Pier 4, there could be a new beach that would connect to the larger circuit of

walkways. The beach would provide direct access to the water and serve as a launching point for non-motorized boats, but swimming would not be permitted.

Boating Channel

An open water channel would be created that connects the safe kayaking zone from the Pier 1 basin to the basin between Piers 3 and 5. New floating walkways along this channel would provide a new circulation network within the Project, and their position below the level of the pier deck would allow park visitors to explore and discover the previously obscured marine infrastructure. Transition walkways would be created to provide ADA access and strong connections from the floating boardwalks back to the existing pier platforms.

Piers 2 and 3

Portions of the warehouse sheds on Pier 3 could be reused to house active recreation courts and also provide essential shading. The Pier 2 area would be transformed into a large civic lawn that would lend itself to programmatic flexibility and waterfront promenades.

Pier 1 and Old Fulton Street Gateway

Old Fulton Street at Fulton Ferry Landing is conceived as the primary gateway entrance to the park with direct access to borough and regional roadways. A large civic plaza is proposed at the base of Fulton Ferry Landing to provide a generous public gathering space at the Project entrance. Pedestrian connections to Fulton Ferry Landing and Pier 1 would be improved with ample sidewalks, designated safe crossings and street trees. In order to create a scenic Fulton Ferry gateway and improve physical and visual connections within the proposed Project, the Purchase Building would be removed. The Bikeway would be designed to avoid conflicts between pedestrians and roadways.

Pier 1

A hill on Pier 1 would be created with views into the park and out towards the harbor, Governor's Island, the Statue of Liberty, Manhattan, and the Brooklyn Bridge. A pedestrian bridge across Furman Street that would link the hill on Pier 1 to Squibb Park is also proposed. This would serve to reactivate Squibb Park as well as provide an additional entrance into the Brooklyn Bridge Park from the adjacent community.

An esplanade would be created along the portion of the pier fronting on the East River, and shallow water habitat zones would be established along the pier edge. By removing the pile-supported deck portion of Pier 1 and providing additional walkways, the Project could create a new two-sided waterfront promenade and provide a large basin for kayaking.

Interbridge Area

The area between the Brooklyn and Manhattan Bridges is already largely developed as parkland, containing both Empire-Fulton Ferry State Park and the new Main Street Park at the foot of Main Street. At the water's edge, the existing open water cove would be retained to allow park visitors to reach the shoreline.

The restored exterior shell of the former Tobacco Warehouse may be used to house a walled garden, café, or space for arts groups. The existing New York City Department of Environmental Protection building adjacent to the Manhattan Bridge at Washington Street may be reused for community, cultural, educational, or other uses.

John Street (DUMBO) Gateway

The northernmost precinct of Brooklyn Bridge Park is at a bend in the river and is bordered by a large electrical transformer to the north. Given the existing circulation network, it would be necessary to travel city streets to get from this area to the remainder of the Project site. Primary access to this segment of the park would be along John Street with direct access to the project site at Jay, Pearl and Adams Street. An entrance at the terminus of Jay Street would provide a secondary pedestrian entrance. The views of the water, park elements and walkways would be unobstructed at Pearl and Adams Streets. Connections from existing city streets would be improved with ample sidewalks, adequate planting and lighting. The connection from the existing park segment below the Manhattan Bridge to the John Street gateway would be improved by the creation of a platform over the water at the intersections of Adams Street and John Street creating a new pathway providing generous and ample connection for pedestrian access and circulation.

To form a connection that allows for the internal continuity of the park, a pedestrian connection, in the form of an over-water platform, joining the existing Main Street Park and the John Street site is proposed. The creation of a hill at the John Street gateway would result in one of the most spectacular harbor views within the park, encompassing the Manhattan and Brooklyn Bridges to the south, and the East River to the north. To facilitate river-viewing, the mounded site would feature planting, paved area, site furnishings, and lawn.

DEVELOPMENT PARCELS

The 2002 MOU, between Governor George Pataki and Mayor Michael Bloomberg, outlining conditions for the creation and operation of the Project, requires that the park be financially self-sustaining, that is, that the park's annual operation and maintenance budget be provided by revenue generated from within the Project. As described under the terms of the MOU, development parcels may not constitute more than 20 percent of the Project. As currently proposed, development parcels make up approximately 10 percent of the Project's area, and more than half of that area is occupied by existing structures, such as the Empire Stores and 360 Furman Street.

The building envelopes described below represent the maximum build-out within the Project, with the intention being to build only what is necessary to support annual maintenance and operations.

Pier 6

There are two proposed options for the residential buildings proposed for the upland area of Pier 6:

Option One

One building would be approximately 315 feet in height and have up to 290 units; the other building would be approximately 155 feet in height and could contain up to 140 units. This building could possibly include a ground floor retail use.

Option Two

Two buildings would be built on the uplands of Pier 6. Each building would be approximately 215 feet in height and have up to 190 units; the building that is massed closer to Furman Street could possibly include a ground floor retail use. In addition an existing building, known as Building 50, located at the northwest corner of Joralemon and Furman Streets would be converted to residential use and would be increased in height from the existing 43 feet to approximately 54 feet; the building would also be expanded to accommodate approximately 50 units.

Under either option, an estimated 72 parking spaces could be provided for residents and the public, or might be eliminated.

Upland Between Pier 5 and 6

An existing building at 360 Furman Street is to be converted from manufacturing use to residential use with ground floor retail and a restaurant uses. The residential portion would contain up to 500 units and up to two stories could be added to the building's main roof increasing the main roof height from 146 to 169 feet (230 feet to the mechanicals) Parking would be provided for up to 650 spaces.

The development on Pier 6 and the upland between Piers 5 and 6 would be served by a primary two-way road wrapping 360 Furman Street. The road segment north of 360 Furman Street is a continuation of the existing Joralemon Street (45' wide) and would need to provide service access to 360 Furman Street, and then would transition by reducing the road width to accommodate two lanes of traffic as it approaches the river. The sidewalk width along the northern face of the building would be 10' minimum width. This segment would also provide vehicular access to parking within 360 Furman Street and a service area/loading dock. The sidewalk on the opposite side of Joralemon Street would be continuous, providing clear and ample pedestrian access to the park.

On the west face of 360 Furman Street, the loop road would turn south accommodating two lanes of traffic. The minimum sidewalk width along the building is 15'. The primary

loop road would turn east at the southern face of 360 Furman Street, maintaining a width for two lanes of traffic and providing access to parking garages within 360 Furman Street and the eastern residential building. This segment would turn into a north-south roadway in between the two new residential buildings. This last north-south segment would connect to Atlantic Avenue, and accommodate two lanes of traffic and street parking on one side. The sidewalk on the southern face of 360 Furman Street would be a minimum width of 15' and the sidewalks along the other two residential buildings would be a minimum 12' wide. A secondary one-way loop road would service the western residential building, accommodating one lane of traffic and street parking on one side.

Upland of Pier 1

A mixed use hotel and residential development is proposed for the Pier 1 upland area on the site of the existing Cold Storage Warehouse buildings. The site would accommodate a mix of development, including restaurant, residential and hotel. The hotel would include meeting rooms, spa and café/restaurant uses. The residential and hotel uses would be located in two buildings, one of approximately 55 feet and one of approximately 100 feet in height. The hotel/residential complex could include up to 300 parking spaces. The restaurant/café uses would be approximately 17,500 square feet. The residential use could range between 150 and 180 units and the hotel could range between 170 and 225 rooms. The number of hotel rooms would decrease as the number of residential units increased and vice versa. However, the maximum limit for the site is a combination of 225 hotel rooms and 150 residential units or 170 hotel rooms and 180 residential units.

This development would be serviced by two turnarounds, one located at the northernmost end of the development and the other located in between the two buildings proposed for this area. Both turnarounds would intersect Furman Street. A landscape buffer would separate the hotel/residential portion from the park and also partially bury the below-grade parking structure. Ample sidewalks and street tree planting would be provided along all sides of the hotel providing a gracious circulation area for access to the hotel, residential building and public uses. Safe crosswalks will be established at all connections from the site to the park promenade and the bikeway will be planned to minimize conflicts with pedestrians.

Interbridge Area

Under the proposed Project, the Civil-War era Empire Stores warehouses, which have been vacant for 50 years, would be rehabilitated and adapted for reuse with a mix of commercial and retail uses. The former warehouses would be rehabilitated to contain a mix of commercial, retail, and office uses that will complement the unique character of this industrial waterfront structure. Approximately 398,760 square feet of space would be provided by this development.

The warehouses would be serviced on Water Street, and due to the limited width between the building and water's edge, a pedestrian walkway with a minimum width of 20' will be placed along the water side of the façade.

North of the Manhattan Bridge

A new residential building at 1-11 John Street is to be developed. It may contain ground floor retail and would provide up to 110 parking spaces. The new building would be approximately 170 feet in height and contain up to 130 units.

To improve circulation and allow safe and ample access to the proposed development site, sidewalks would be extended from upland city streets to Pearl Street and John Street along the proposed development site. The minimum width of the sidewalks would be 9 feet along Pearl Street and 8 feet along John Street. To the extent possible, glazing and lighting will be provided along the John Street frontage of the development site to activate the street frontage. This residential building would be separated from the park circulation system on the water side by a landscape buffer zone.

OVERRIDE OF LOCAL REQUIREMENTS

The Project site is currently zoned M2-1 and M3-1. In furtherance of the Project, ESDC and BBPDC expect to exercise statutory authority to override local zoning requirements that are applicable to the Project site. Specifically, in order to facilitate the full range of development outlined in the General Project Plan, zoning shall be overridden.

In order to facilitate park use, ESDC and BBPDC also expect to override City requirements regarding the City Map for streets, or portions thereof, within the Project site. Those streets include: a portion of Washington Street, a portion of New Dock Street, a portion of Montague Street, a portion of Joralemon Street; and a portion of Atlantic Avenue. Title to the streets will remain with the City and these areas will not be utilized for commercial development.

Therefore, pursuant to this override, the Project would be developed and constructed in accordance with the Project description set forth in the General Project Plan and the uses described in the General Project Plan would be allowed.

Absent exercise of this override power, the City would need to comply with ULURP to rezone the Project site, a time consuming process that would not permit the Project to proceed based on the existing schedule and would delay the realization of the public benefits associated with the Project. In view of the extensive public hearings and community input which heretofore occurred in connection with the Project, there would be no benefit to conducting additional ULURP hearings.

CONSTRUCTION SCHEDULE AND FINANCING

It is currently anticipated that construction will commence in 2007, with completion of the proposed Project by 2012. The phasing of the Project will be such that construction of the park will either precede, or proceed in tandem with, the development program.

A process will be undertaken to identify the most appropriate structure for the management of the Project.

The total public construction cost for the proposed Project is currently estimated at approximately \$130 million dollars. Additional private investment is also anticipated. Public funding would be provided by a number of sources, including New York State, New York City, and the Port Authority. Funds to maintain and operate the park are expected to be covered by revenues generated by development in the Project area.

AFFIRMATIVE ACTION

ESDC's non-discrimination and affirmative action policies will apply. There is a 20% Minority/Women-owned Business Enterprise contractor and/or subcontractor participation goal during the development of this project, and an overall goal of 25% minority and female workforce participation during construction.

PUBLIC APPROVAL AND ENVIRONMENTAL REVIEW PROCESS

ENVIRONMENTAL REVIEW

ESDC is acting as the lead agency for environmental review under the New York State Quality Review Act and the implementing regulations of the New York State Department of Environmental Conservation (collectively, "SEQRA"). A Final Environmental Impact Statement has been prepared under direction by the lead agency and SEQRA Findings have been adopted by the ESDC Board of Directors, thereby concluding the environmental review requirements for the GPP.

GENERAL PROJECT PLAN REVIEW

ESDC and BBPDC, in conformance with the requirements of the UDC Act, held a duly noticed public hearing on the proposed General Project Plan on September 19, 2005 at which oral and written comments were received from the general public. Further written comments were accepted through November 2, 2005. Based on those comments the General Project Plan has been modified with respect to the proposed development on Pier 6.

OTHER APPROVALS

Other approvals required for implementation of the General Project Plan would include: approvals, authorizations, and proceedings in connection with assembling parcels owned by the State of New York, the City of New York, the Port Authority of New York and New Jersey, and private sector entities; authorization to conduct in-water construction

activities under Articles 15 and 25 of the Environmental Conservation Law by the New York State Department of Environmental Conservation; coastal zone certification by the New York State Department of State; and federal permits from the United States of America Corp of Engineers under Section 10 of the Rivers and Harbors Act of 1899 and Section 404 of the Clean Water Act.

Construction of all buildings and improvements in the Project will be done in conformance with the New York City Building Code.

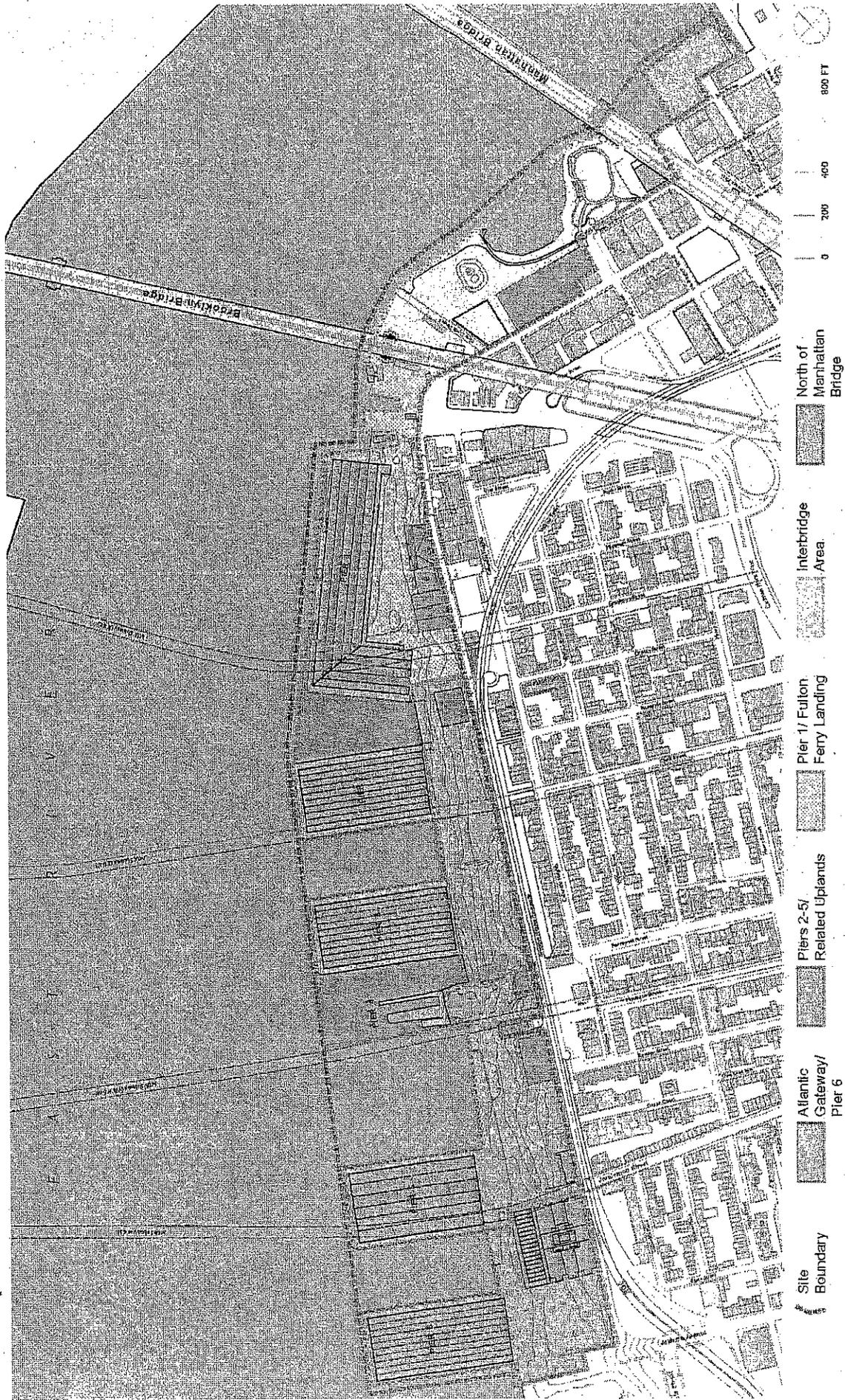
ATTACHMENTS

Exhibit A – Site Map

EXHIBIT A

SITE MAP

Brooklyn Bridge Park Site Map



Brooklyn Bridge Park Development Corporation
13 July 2005

APRIL 2007 MODIFICATION

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
DBA THE EMPIRE STATE DEVELOPMENT CORPORATION
AND
BROOKLYN BRIDGE PARK DEVELOPMENT CORPORATION
BROOKLYN BRIDGE PARK
CIVIC AND LAND USE IMPROVEMENT PROJECT
GENERAL PROJECT PLAN

Adopted - July 26, 2005

Affirmed as modified - January 18, 2006

Modification Adopted - ~~January 29, 2007~~ December 18, 2006

Modification Affirmed (ESDC) - April 19, 2007

LAND USE IMPROVEMENT PROJECT FINDINGS

In connection with the acquisition and/or disposition of the development parcels contemplated in the General Project Plan, the following land use improvement findings have been made under UDC Act Section 10:

- (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.

The development parcels are currently vacant and/or underutilized. The Empire Stores warehouses have been empty for fifty years. Cargo ship operations at Piers 1-6 ceased in 1983. At present, there are only three tenants on Piers 1-6, and the uses are not maritime related. The existing building at 360 Furman Street and the 1-11 John Street sites are vacant. The development parcels produce almost no economic benefit to the City and provide limited benefit to the region.

- (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 calls for the reconstruction and rehabilitation of the development parcels for residential, commercial and retail uses, and for the construction of the Park.

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

The development parcels' respective private tenants will design, develop and construct the improvements on such parcels pursuant to agreements with BBPDC.

- (4) There are no families or individuals displaced from the Project area.

The forgoing findings are an addition to and a modification of the General Project Plan, and in no way alters the uses, area, or location of the development parcels as identified in the General Project Plan and the General Project Plan remains the same in all other respects.

JUNE 2010 MODIFICATION

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
DBA THE EMPIRE STATE DEVELOPMENT CORPORATION
AND
BROOKLYN BRIDGE PARK DEVELOPMENT CORPORATION
BROOKLYN BRIDGE PARK
CIVIC AND LAND USE IMPROVEMENT PROJECT
MODIFIED GENERAL PROJECT PLAN

Adopted - July 26, 2005¹

Affirmed as modified - January 18, 2006

Modified Plan Adopted - December 18, 2006

Affirmed as Modified April 19, 2007²

Modified Plan Adopted - March 26, 2010³

Affirmed as Modified - June 15, 2010⁴

MODIFICATION

PROJECT IDENTIFICATION

The project is the creation of the Brooklyn Bridge Park (the "Project"). The approximately 85 acre Project, consisting of piers, upland and water area, would stretch along 1.3 miles of Brooklyn waterfront approximately bounded by Jay Street on the north, Atlantic Avenue on the south, Furman Street on the east, and the East River on the west, and would include Piers 1 through 6 (as more fully shown on the site map annexed hereto as Exhibit A).

MODIFIED GENERAL PROJECT PLAN – CONTINUED EXISTENCE

Except as modified by this Modification, the Modified General Project Plan, will remain in full force and effect, including, without limiting the foregoing, with respect to all construction of the Park and development of the Development Parcels (as defined below). Terms used in this Modification, and not otherwise defined in this Modification shall have the meanings given in the Modified General Project Plan. The Modified General Project Plan, as modified by this Modification is referred to herein as the "GPP."

PURPOSE AND NEED

In order to expedite the completion of the Project with new funding and additional local control, the Brooklyn Bridge Park Development Corporation ("BBPDC") intends to enter into ground leases and sub-ground leases and other necessary arrangements with Brooklyn Bridge Park Corporation ("BBPC"), a New York not-for-profit corporation,

¹ BBPDC - July 22, 2005

² BBPDC - May 3, 2007

³ BBPDC - March 10, 2010

⁴ BBPDC - June 9, 2010

established and controlled by the City of New York (the "City"), and others for the Park Parcels (as defined below) and Development Parcels. These agreements are anticipated to be structured as set forth below in the Structure of Transfer section below.

BROOKLYN BRIDGE PARK CORPORATION

BBPC is a New York not-for-profit corporation established and controlled by the City. It is contemplated that members of BBPC shall be City *ex officios* and that the Board of Directors of BBPC will initially consist of directors nominated by various public and local elected officials, a majority of which will be nominated by the Mayor. In addition to receiving input on local concerns through its Board of Directors, it is contemplated that BBPC will establish a Community Advisory Committee with formal reporting responsibilities to the BBPC Board of Directors.

STRUCTURE OF TRANSFER

As described below, BBPDC will transfer to BBPC sites within the Project area to which BBPDC currently has title, and BBPDC will acquire fee or leasehold interests in certain other sites and subsequently dispose of them to BBPC, provided, however, that if BBPDC is requested by BBPC to acquire such interests, all costs and expenses related thereto shall be borne by BBPC. BBPDC, BBPC, and the City will make such acquisitions and dispositions in a manner consistent and in compliance with the GPP. All documentation shall also include reasonably satisfactory indemnification and insurance undertakings.

In connection with these transfers, BBPC will (i) commit to completing, in accordance with the GPP, construction of the Park and the development of the Project, and (ii) provide new funding in an amount of \$55 Million (the "New Funding") in order to fund capital construction of the Project and costs and expenses related to such construction. The City will provided to BBPC the New Funding, subject to there being sufficient revenue available to BBPC, from the Project or alternative sources, to fully fund operation and maintenance of the portions of the Park to be constructed using the New Funding. The New Funding shall be in addition to the funding previously committed to the Project by the State and City, which neither will reduce. The City, BBPC and BBPDC will cooperate with respect to those parcels included in the Project but that are currently owned by the City and others (collectively the "Other Parcels") in order to create a seamless Park experience for Park visitors and, with respect to Other Parcels that are identified in the GPP as Development Parcels, new sources of revenue for the Project.

BBPC will have operational control of and financial responsibility for the Park and the Development Parcels. BBPC will control all revenues from the Park and the Development Parcels. BBPC will be responsible for and oversee all planning, construction, maintenance, and operation of the Project, including the ability to designate and select developers for the Development Parcels and to further transfer or dispose of the Development Parcels to its designees as well as to designate and select concessionaires and operators for the Park Parcels. It is intended that BBPDC will assign or transfer to BBPC, or enter such other agreements with BBPC as necessary, to ensure

that all funding, planning, construction operation and maintenance agreements currently in place with respect to BBPDC continue in effect and all funds currently held by or for BBPDC are controlled by BBPC. BBPC will receive an assignment of all revenues from the Park and Development Parcels, including down payments, fees, payments in-lieu-of taxes, payments in-lieu-of sales tax, payments in-lieu-of mortgage recording tax and ground rent.

Funds to maintain and operate the park are expected to be covered by revenues generated by development on Development Parcels, Park operations, or from alternative sources. BBPC's construction, operation, and maintenance of the Park, development of the Development Parcels, and conduct with respect to all other matters covered by GPP, shall be conducted and performed subject to and in accordance and compliance with the GPP.

1. Ground Leases for Park Parcels

BBPDC, as landlord, and BBPC, as tenant, will enter into one or more ground leases respecting the park purpose parcels currently owned or to be acquired by BBPDC within the Project area (the "BBPDC Park Parcels"). The BBPDC Park Parcels include:

- Portions of Piers 1-5 and their respective uplands areas
- Empire Fulton Ferry Park site "Parcel A" (as described below)

The BBPDC Park Parcels shall be subject to a restrictive declaration, running with the land comprising those parcels, which restricts such parcels to public use for park and recreational purposes. In addition to the restrictive declaration, the Empire Fulton Ferry Park site is additionally subject to the provisions of Letters Patent (the "Letters Patent"), a copy of which is annexed hereto as Exhibit B. The Letters Patent provides that portion of the Empire Fulton Ferry Park described in the Letters Patent as "Parcel A" shall be improved and maintained for park and recreation purposes, and in the event that Parcel A is not used for such purposes, the title thereto shall revert to the People of the State of New York and the Attorney General may institute an action in the Supreme Court for a judgment declaring a reversion of such title in the State of New York.

As necessary to effectuate the Project, the City or BBPC will ground lease to BBPDC, or enter into licenses or other appropriate agreements with BBPDC and/or BBPC for, those parcels currently owned by the City within the Project area intended for recreational purposes ("City Park Parcels" and, with the BBPDC Park Parcels, the "Park Parcels"). BBPDC will sub-ground lease to BBPC those City Park Parcels received via lease from the City or BBPC. The City Park Parcels include:

- Pier 6 (exclusive of developable uplands areas)
- Pier 4 and respective uplands area
- Portion of Pier 1 (forming a part of Block 199 Lot 1)

- Portion of Pier 5 (forming a part of Block 245 Lot 15)
- Portion of Fulton Ferry Landing
- Portion of the Brooklyn Bridge Plaza
- Main Street Park

The ground lease(s) and sub-leases, as applicable (collectively, the "Park Leases"), will require BBPC to plan, construct, operate and maintain the Park Parcels in accordance with the GPP. The Park Leases will permit BBPC to enter into subleases, licenses and other appropriate agreements all in accordance and compliance with the GPP and to use the revenues from such agreements for the construction, operation, and maintenance of the Park Parcels. In addition, portions of Atlantic Avenue, Joralemon Street, Montague Street, Old Fulton Street, Water Street, and New Dock Street, may be integrated into the Park so that they may act as Park gateways and that views from these connections will be unobstructed and welcoming.

2. Ground Leases for BBPDC-owned Development Parcels

BBPDC will ground lease to BBPC the Development Parcels owned or to be acquired by BBPDC (excluding 360 Furman Street, discussed below). There will be one or more ground leases for each of:

- Pier 1 Site
- Empire Stores Site,
- If selected by BBPC for Development, Building 50 on Pier 5 (collectively, the "BBPDC Development Parcels").

The Empire Stores site will be subject to the provisions of the Letters Patent, a copy of which is annexed to hereto as Exhibit B. The Letters Patent shall provide that no demolition, construction, alteration, remodeling or excavations shall be undertaken except in accordance with the Second Amended Letter of Resolution (the "LOR") among the Office of General Services, the Office of Parks Recreation and Historic Preservation, the New York State Urban Development Corporation d/b/a Empire State Development Corporation ("ESDC") and BBPDC, dated February 26, 2010 and filed in the Office of General Services in Albany, New York and to be filed with the Letters Patent in the City Register's Office, Kings County, and this requirement shall be a covenant running with the land and shall inure to the benefit of the People of the State of New York and be binding upon BBPDC, its successors and assigns, including BBPC. A copy of the LOR is annexed hereto as Exhibit C and made part of the GPP as if set forth herein. The LOR requires that maintenance and rehabilitation of the Empire Stores will be conducted in a manner that is compatible in all respects with the architectural and historic significance of the following historic resources: the Brooklyn Bridge, the Manhattan Bridge, the Fulton Ferry Historic District, the D.U.M.B.O. Historic District, and the Brooklyn Heights

Historic District. The GPP continues to expressly provide that: “[t]he restored exterior shell of the former Tobacco Warehouse may be used to house a walled garden, café, or space for arts groups.”

The ground lease(s) for the BBPDC Development Parcels (“BBPDC Development Leases”) will permit BBPC to select the developer for each parcel and make all development and operational decisions regarding such parcels, provided that such decisions must be in accordance and compliance with the GPP. The BBPDC Development Lease(s) will also permit further transfer or disposition of the BBPDC Development Parcels to BBPC designees, as well as permit BBPC to enter into leases and other appropriate agreements that must be in accordance and compliance with the GPP. To the extent BBPC determines that it is necessary or desirable to provide for payments in-lieu-of taxes or other revenues directly to BBPDC, the BBPDC Development Lease(s) may require that BBPDC assign to BBPC, such payments in-lieu-of taxes or other revenues collected from tenants.

3. Ground Leases for City-owned Development Parcels

If requested by BBPC, the City may ground lease to BBPDC, or convey fee title to BBPDC for, the uplands of Pier 6 that are designated for development in the GPP and currently owned by the City (“City Development Parcel” and, with the “BBPDC Development Parcels”, the “Development Parcels”) and BBPDC will enter into a ground lease or sub-ground lease with BBPC or a City designee and all must be in accordance and compliance with the GPP.

The ground lease(s) or sub-ground lease(s) (as the case may be, “City Development Leases” and, with the BBPDC Development Leases, the “Development Leases”) for the City Development Parcels will permit BBPC to select the developer for each parcel and make all development and operational decisions regarding such parcels, which must be in accordance and compliance with the GPP. The City Development Lease(s) will also permit further transfer or disposition of the City Development Parcels to BBPC designees, as well as permit BBPC to enter into leases and other appropriate agreements that must be in accordance and compliance with the GPP. To the extent BBPC determines that it is necessary or desirable to provide for payments in-lieu-of taxes or other revenues directly to BBPDC, the City Development Lease(s) will require BBPDC to assign to BBPC such payments in-lieu-of taxes or other revenues collected from tenants.

4. John Street Site

The City, BBPC or, if requested by BBPC, BBPDC may acquire fee title to the John Street site located at Block 1, Lot 1 (the “John Street Site”). If BBPDC is requested to acquire the site, the City and/or BBPC shall pay all BBPDC’s costs and expenses, including the purchase price, applicable taxes, fees, assessments, and recording costs, if any, and reasonable fees and expenses of legal counsel. BBPC and BBPDC may enter into one or more ground leases or sub-ground leases for the site that must be in accordance and compliance the GPP.

The ground leases and sub-ground leases will (i) permit BBPC to select the developer for the developable portion of the John Street Site and control all development and operational decisions regarding the John Street Site, provided that such decisions must be in accordance and compliance with the GPP and (ii) permit further transfer or disposition of the developable portion of John Street Site to BBPC designees, as well as permit BBPC to enter into leases, licenses and other appropriate agreements for the park use portion of the John Street Site, that all must be in accordance and compliance with the GPP. To the extent BBPC determines that it is necessary or desirable to provide for payments in-lieu-of taxes or other revenues directly to BBPDC, the John Street Site lease(s) will require BBPDC to assign to BBPC such payments in-lieu-of taxes or other revenues collected from tenants.

5. 360 Furman Street

With respect to the 360 Furman Street site, generally Block 245, Lot 12, BBPDC may enter an administration agreement with BBPC ("360 Furman Administration Agreement") pursuant to which all of BBPDC's rights and interests as landlord under the Agreement of Lease between BBPDC, as landlord, and 360 Brooklyn Investors LLC ("LLC"), as tenant, and the Land Acquisition and Development Agreement between BBPDC and LLC, each dated as of February 29, 2008 and related agreements (that Agreement of Lease, that Land and Development Agreement and such related agreements, collectively, the "360 Furman Agreements") shall be administered by BBPC, in accordance and compliance with their terms and the GPP, through an assignment of BBPDC's rights or such other agreements, including leases or subleases, all in accordance and compliance with the GPP, that will transfer revenue, operating control and financial responsibility to BBPC. The 360 Furman Administration Agreement will provide that all revenues payable by the tenant to BBPDC including ground rent and payments in-lieu-of taxes will be paid or assigned to BBPC, to be used for the construction, operation and maintenance of the Project, and all obligations of BBPDC, to the extent feasible, will be assumed by BBPC.

6. Term of Agreements and Assignment of Revenues

The Park Leases, the Development Leases, the ground lease(s) and sub-leases respecting the John Street Site and the 360 Furman Administration Agreement ("Agreements") shall be for a 99-year term (except that the 360 Furman Administration Agreement may be for a term equal to the term of the Agreement of Lease with LLC) and provide for nominal rent, where applicable, as among the City, BBPDC and BBPC, except where necessary or convenient to provide that payments in-lieu-of taxes, payments in-lieu-of mortgage recording tax or payments in-lieu-of sales tax must be expressed as rent payable to BBPDC, in which event BBPC will receive an assignment of all such revenues. All Agreements shall further provide that at the end of the 99-year term, the fee interest in the leased parcels will be conveyed to the City or, at the City's option, to BBPC or another entity designated by the City, provided, however, that with respect to the 360 Furman Agreements the tenant under the Agreement of Lease may exercise Tenant's purchase option thereunder.

The Agreements will provide that if either BBPC or the City fails to act in accordance with the GPP, the Letters Patent, or the LOR (as defined below) or is in material breach of the Agreements or other agreements regarding the Project to which BBPDC is a party and such breach remains uncured pursuant to the applicable cure provisions of the relevant Agreement or agreement, BBPDC will be entitled to exercise appropriate remedies that may include, among other remedies, money damages, specific performance, and transfer of title to its owned properties to the City or BBPDC.

7. Additional Documentation

BBPDC will enter into such documentation as may be necessary to effectuate (i) the necessary fee title transfers, ground leases and sub-ground leases, (ii) the transfer to BBPC all of elements of the Project work and operational functions and responsibilities, (iii) the assignment of certain contracts and funding agreements to BBPC, (iv) the transfer of all funds currently held by or for BBPDC, net of any BBPDC properly-accrued liabilities, and all Project-related equipment and personal property and (v) the assignment of all revenues (e.g., down payments, fees, payments in-lieu-of taxes, payments in-lieu-of sales tax, payments in-lieu-of mortgage recording tax, and ground rent) from the Project's Development Parcels, the John Street Site and the Park Parcels. Such documentation will make provision from such revenues for incidental, out-of-pocket operational expenses of BBPDC related to the Project, as reasonably accrued by BBPDC, taking into account its limited role in the administration of the Project as contemplated by the GPP. At BBPC's option, BBPDC shall designate BBPC to collect and enforce payments in-lieu-of taxes. Such documentation shall also include reasonably satisfactory indemnification and insurance undertakings. Such documentation shall provide BBPC with operational control and responsibility for and all Project revenue, control of the Park Parcels and Development Parcels, and the right to select developers, concessionaires and operators and otherwise dispose of BBPC's interest in such parcels, subject to applicable law, the terms of such documentation and the GPP, and such responsibility, control and rights must be exercised and implemented in accordance and compliance with the GPP.

ENVIRONMENTAL REVIEW PROCESS AND PROJECT PLAN REVIEW

ENVIRONMENTAL REVIEW

The adoption and affirmation of the proposed Modification to the Modified General Project Plan to allow BBPDC to ground lease or sublease Project parcels to the BBPC and enter into the other leases and agreements contemplated by the Modification constitutes a Type II action as defined in Section 617.5(c)(26) of the New York State Environmental Quality Review Act ("SEQRA") and the implementing regulations for the New York State Department of Environmental Conservation. No further environmental review is required in connection with adoption of this Modification.

As background, ESDC, as the lead agency and on behalf of BBPDC, conducted an environmental review for the Project. A Final Environmental Impact Statement was

prepared and SEQRA Findings have been adopted by the ESDC Board of Directors. This modification of the GPP does not change the Project analyzed in the FEIS in any way and does not affect the conclusions and determinations represented in the FEIS and the SEQRA Findings.

For any future Project actions requiring environmental review, ESDC will continue to serve as the lead agency on behalf of BBPDC and BBPC.

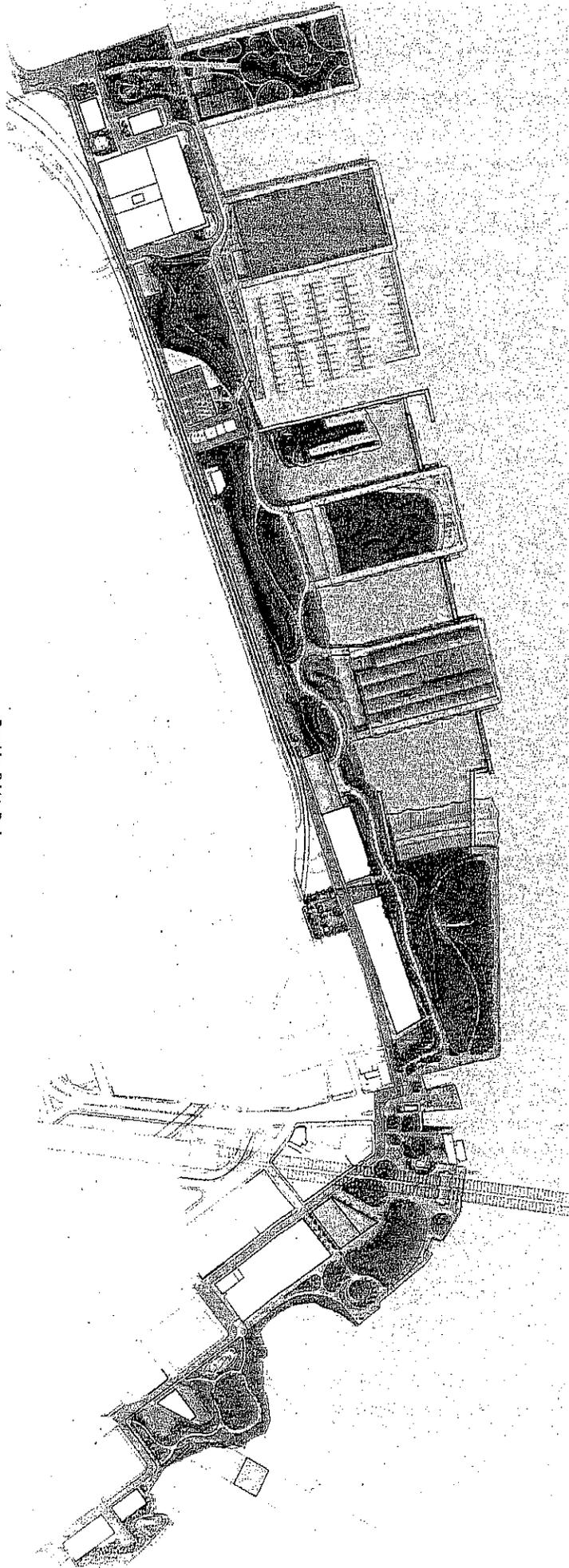
Furthermore, as ESDC is a signatory to the Letter of Resolution (as it may be amended from time to time, the "LOR") that stipulates the treatment of and procedures for archaeological and historic resources on the Project site, it will continue its role in ensuring that adherence to the LOR is followed through completion of the Project. A copy of the LOR is annexed hereto as Exhibit C and made part of the GPP as if set forth herein.

GENERAL PROJECT PLAN REVIEW

ESDC and BBPDC, in conformance with the requirements of the UDC Act, held a duly noticed public hearing on the proposed modification of the General Project Plan on April 26, 2010 at which oral and written comments were received from the general public. Further written comments were accepted through May 26, 2010. Based on those comments the Modified General Project Plan has been modified with respect to the proposed transfers and transactions and other items described in this Modification.

EXHIBIT A

PROJECT SITE MAP



Brooklyn Bridge Park
Brooklyn Bridge Park Development Corporation Michael Van Valkenburgh Associates, Inc. Landscape Architects, P.C. April 2008

EXHIBIT B

**EMPIRE FULTON FERRY SITE
LETTERS PATENT**

*THE PEOPLE OF THE STATE OF NEW YORK, BY THE GRACE OF GOD,
FREE AND INDEPENDENT*

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

KNOW YE, That, pursuant to Section 6263-a of the New York State Urban Development Corporation Act and Findings of the Commissioner of General Services dated _____, 2010, and in consideration of the sum of One Dollar (\$1.00), lawful money of the United States of America, paid by the New York State Urban Development Corporation, d/b/a Empire State Development Corporation, acting through the Brooklyn Bridge Park Development Corporation, a public benefit corporation of the State of New York, having its principal office and place of business at 633 Third Avenue, New York, New York 10017, we have given and granted and by these presents do hereby give and grant unto the said BROOKLYN BRIDGE PARK DEVELOPMENT CORPORATION, its grantees or successors in interest, the right, title and interest of the People of the State of New York in and to the following described parcels, currently known as Empire Fulton Ferry State Park:

Parcel A

ALL those certain plots, pieces or parcels of land with the buildings and improvements thereon erected, situate, lying and being in the Borough of Brooklyn, County of Kings, City and State of New York, bounded and described as follows:

Beginning at a point on the easterly side of New Dock Street, being 208 feet 6 inches northerly from the corner formed by the intersection of the northerly side of Water Street with the easterly side of New Dock Street; running thence easterly along the northerly side of a two story brick building and continuing to and along the northerly side of a four story brick building and a five story brick building a total distance of 692 feet 5 ¼ inches to a point on the westerly side of Main Street which is distant 190 feet 2 inches northerly from the corner formed by the intersection of the northerly side of Water Street with the westerly side of Main Street, as measured along the westerly side of Main Street; thence northerly along the westerly side of Main Street and the westerly side of Main Street if extended to the East River, 478 feet 8-3/4 inches to the pierhead line of the East River, established in 1857; thence southwesterly along the said pierhead line, 825 feet 2-

3/8 inches to the easterly side of New Dock Street; thence southerly along the easterly side of New Dock Street, 260 feet 9 ¼ inches to the corner, at the point or place of beginning.

Parcel B

Beginning at a point on the easterly side of New Dock Street, being 208 feet 6 inches northerly from the corner formed by the intersection of the northerly side of Water Street with the easterly side of New Dock Street; running thence easterly along the northerly side of a two story brick building and continuing to and along the northerly side of a four story brick building and a five story brick building a total distance of 692 feet 5 ¼ inches to a point on the westerly side of Main Street which is distant 190 feet 2 inches northerly from the corner formed by the intersection of the northerly side of Water Street with the westerly side of Main Street, as measured along the westerly side of Main Street; thence southerly along the westerly side of said Main Street 129 feet 11 inches to a point thereon which is distant 60 feet 3 inches northerly from the corner formed by the intersection of the northerly side of Water Street with the westerly side of Main Street; thence westerly on a line forming an interior angle of 89 degrees 36 minutes 40 seconds with the westerly side of Main Street, 88 feet; thence southerly parallel with the westerly side of Main Street, 10 feet; thence westerly parallel with the northerly side of Water Street, 24 feet 8 inches; thence southerly on a line forming an interior angle of 89 degrees 32 minutes 30 seconds with the northerly side of Water Street, 50 feet to the northerly side of Water Street; thence westerly along the northerly side of Water Street 487 feet to the intersection of the northerly side of Water Street with the easterly side of New Dock Street; thence northerly along the easterly side of New Dock Street 208 feet 6 inches to the point or place of beginning.

Together with all the right, title and interest of, in and to New Dock, Water and Main Streets, to the center lines thereof, in front of and adjoining said premises.

Being portions of the same premises conveyed to The People of the State of New York from The Consolidated Edison Company of New York, Inc. by deed dated February 22, 1978 and recorded on March 13, 1978, in Reel 981 of Deeds, page 514.

This conveyance is made and accepted subject to the following terms and conditions:

1. This conveyance is made for the sole purpose of including Empire Fulton Ferry State Park in and part of Brooklyn Bridge Park in accordance with the Modified General project Plan adopted by Brooklyn Bridge Park Development Corporation and the Empire State Development Corporation on or about December 18, 2006, as amended, and on file in the Office of General Services in Albany, New York.

- 2 (a) No demolition, construction, alteration, remodeling or excavations shall be undertaken with respect to the Tobacco Warehouse, the Empire Stores building, except in accordance with the Second Amended Letter of Resolution among the Office of General Services, the Office of Parks Recreation and Historic Preservation, the Empire State Development Corporation and the Brooklyn Bridge Park Development Corporation, dated February 26, 2010 and filed in the Office of General Services in Albany, New York and to be filed with this Letters Patent in the City Register's Office, Kings County.
- (b) The terms and conditions in 2(a) above shall be a covenant running with the land and shall inure to the benefit of the People of the State of New York and be binding upon Brooklyn Bridge Park Development Corporation, its successors and assigns, the same as if they were in every case named and expressed.
3. Brooklyn Bridge Park Development Corporation acknowledges that assistance from the United States Department of the Interior, in the form of a grant from the Land and Water Conservation Fund, has been used in the development of a portion of the premises described herein, as more fully depicted on the map attached hereto as Exhibit "A" (hereinafter "Open Space"), and accordingly, such Open Space shall not be converted to a use other than public outdoor recreation, but shall be maintained in public outdoor recreation in perpetuity unless a conversion of such lands is obtained and adequate replacement lands provided and approved by the United States Secretary of the Interior pursuant to 16 USC § 2509.
4. The premises described in Parcel A shall be improved and maintained for park and recreation purposes. In the event that the premises described in Parcel A are not used for such purposes, the title thereto hereby conveyed shall revert to the People of the State of New York and the Attorney General may institute an action in the Supreme Court for a judgment declaring a reversion of such title in the State of New York.

TOGETHER WITH all and singular the rights, hereditaments and appurtenances to the same belonging or in any wise appertaining.

TO HAVE AND TO HOLD the above premises unto the said BROOKLYN BRIDGE PARK DEVELOPMENT CORPORATION, its grantees or successors in interest forever, subject to the aforesaid conditions.

IN WITNESS WHEREOF, our Commissioner of General Services has
executed these letters patent in our name this day of , 2010

THE PEOPLE OF THE STATE OF NEW YORK

By _____
John C. Egan
COMMISSIONER OF GENERAL SERVICES

STATE OF NEW YORK
DEPARTMENT OF STATE ss.

I hereby certify that the Great Seal of the State of New York
was hereto affixed on the day of , 2010

Deputy Secretary of State

Approved this _____ day
of _____, 2010

Office of the State Comptroller

By _____

Approved as to form this _____
of _____, 2010

Andrew M. Cuomo
Attorney General

By _____
Robert J. Fleury
Assistant Attorney General

The People of the State of New York

TO

Brooklyn Bridge Park Development Corporation

LETTERS PATENT

STATE OF NEW YORK
Department of State

Recorded in Book of Patents

No. _____ at page _____

Date:

Daniel E. Shapiro
First Deputy, Secretary of State

By

Linda Lasch
Miscellaneous Records

Return to:

EXHIBIT C

LETTER OF RESOLUTION

**SECOND AMENDMENT TO THE LETTER OF RESOLUTION
FOR THE BROOKLYN BRIDGE PARK PROJECT AMONG THE
NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE
STATE DEVELOPMENT CORPORATION, BROOKLYN BRIDGE PARK
DEVELOPMENT CORPORATION, THE NEW YORK STATE OFFICE OF GENERAL
SERVICES AND THE NEW YORK STATE OFFICE OF PARKS, RECREATION AND
HISTORIC PRESERVATION**

February 26, 2010

WHEREAS, a Letter of Resolution (LOR) for the Brooklyn Bridge Park (the "Project") (Attachment A) executed on January 18, 2006 by the New York State Urban Development Corporation d/b/a The Empire State Development Corporation (ESDC), Brooklyn Bridge Park Development Corporation (BBPDC), New York State Office of Parks, Recreation and Historic Preservation (OPRHP), and Empire Stores, LLC, established procedures for implementation pursuant to Section 14.09 of the New York State Parks, Recreation and Historic Preservation Law;

WHEREAS, Empire Stores, LLC, previously a potential tenant for the Empire Stores, has withdrawn its proposal to develop the property and is no longer a party to this MOU;

WHEREAS, the first amendment to the LOR that primarily affected the Cold Storage Warehouse buildings executed on February 28, 2009 remains in effect (Attachment B);

WHEREAS, to advance the Project the New York State Office of General Services (OGS) is conveying by letters patent Empire Fulton Ferry State Park to BBPDC in two parcels: Parcel A (open space) and Parcel B (Empire Stores and the Tobacco Inspection Warehouse);

STIPULATIONS

ESDC and BBPDC will ensure that the following stipulations are implemented as part of the planning, design, and construction of the Project:

1. Maintenance and rehabilitation of the Empire Stores and the Tobacco Inspection Warehouse and renovation of the open space will be conducted in a manner that is compatible with and respects the architectural and historic significance of the Historic Resources identified in the LOR within the Project area.
2. All other stipulations in the 2006 Letter of Resolution and the 2009 Amendment, copies of which are attached hereto and made part hereof, remain in effect.

Signature Pages to Follow

NEW YORK STATE URBAN DEVELOPMENT
CORPORATION D/B/A EMPIRE STATE
DEVELOPMENT CORPORATION

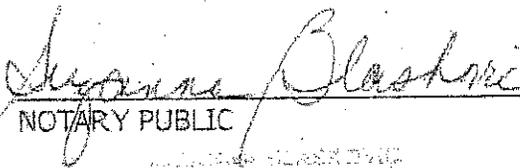


Name: Rachel Shatz
Title: VP, Planning & Environmental Review

ACKNOWLEDGEMENT

STATE OF NEW YORK)
COUNTY OF *New York*) ss.:

On the 19th day of February, in the year 2010, before me, the undersigned, a Notary Public in and for said State, personally appeared Rachel Shatz, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is(are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.


NOTARY PUBLIC

Notary Public
Suzanne Blaskovic
1000 10th Avenue
New York, NY 10018
2011

BROOKLYN BRIDGE PARK DEVELOPMENT CORPORATION

Regina Myer

Name: *Regina Myer*
Title: *President, Brooklyn Bridge Park Development Corporation*

ACKNOWLEDGEMENT

STATE OF NEW YORK)

COUNTY OF *New York*) ss.:

On the *14th* day of February, in the year 2010, before me, the undersigned, a Notary Public in and for said State, personally appeared *Regina Myer*, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is(are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

Suzanne Blaskovic

NOTARY PUBLIC

SUZANNE BLASKOVIC
NOTARY PUBLIC, State of New York
#0000076016
County of *Queens*
2011

Ruth Pierpont

Ruth Pierpont
Director of Field Services

ACKNOWLEDGEMENT

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

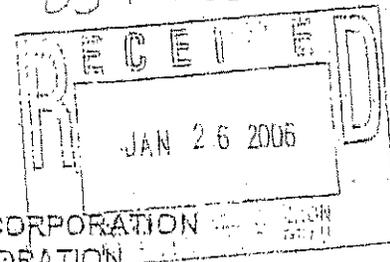
On the 16th day of February, in the year 2010, before me, the undersigned, a Notary Public in and for said State, personally appeared Ruth Pierpont, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is(are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

Linda C. Christopher

NOTARY PUBLIC

LINDA C. CHRISTOPHER
Notary Public, State of New York
No. 01CH4513171
Qualified in Albany County
Commission Expires Jan. 31, 20 14

03 PR 02488



LETTER OF RESOLUTION
 AMONG
 THE NEW YORK STATE URBAN DEVELOPMENT CORPORATION
 D/B/A EMPIRE STATE DEVELOPMENT CORPORATION,
 BROOKLYN BRIDGE PARK DEVELOPMENT CORPORATION,
 THE NEW YORK STATE OFFICE OF PARKS, RECREATION AND HISTORIC
 PRESERVATION,
 AND
 EMPIRE STORES, LLC
 REGARDING
 THE BROOKLYN BRIDGE PARK AND EMPIRE STORES
 BROOKLYN, KINGS COUNTY

WHEREAS, the proposed project - the result of collaboration between New York State and New York City under the aegis of the Brooklyn Bridge Park Development Corporation (BBPDC), a subsidiary of the New York State Urban Development Corporation (UDC), doing business as the Empire State Development Corporation (ESDC) - is the creation of the Brooklyn Bridge Park, an approximately 85-acre park that would stretch along approximately 1.3 miles of Brooklyn's East River waterfront from Jay Street in the north, to Atlantic Avenue in the south (the "Project");

WHEREAS, the park would dramatically transform a largely underused and publicly inaccessible waterfront into an important new public amenity that would serve the borough and the region. The proposed park would be created from those areas encompassing Piers 1 through 6 and related upland property; the existing Empire-Fulton Ferry State Park and New York City Department of Parks and Recreation-operated Main Street Park, and the Con Edison property on John Street east of the Manhattan Bridge ("John Street Site"), creating a continuous waterfront esplanade along the entire site. The park would include landscaped areas and ecological habitats; recreational facilities for sports such as soccer and basketball; a marina for recreational boating; protected waters for kayaking; and a limited amount of development essential to the park's creation, including retail, restaurant, residential, and hotel space;

WHEREAS, although the State and City will underwrite the cost of park construction, once completed, the park itself must be self-sufficient. The funds to support park operations and maintenance must flow from revenue-generating park components. These features will be limited to a small area of parkland and must be consistent with maintaining an urban environment supportive of the mission of the park. The new buildings that would result include two residential buildings in the Pier 6 upland area, a hotel and residential development in the Pier 1 upland area, and a new residential building at the northwest corner of Pearl and John Streets. In addition to the increased activity the residential and commercial land uses would bring to the site, they would provide the park with the financial resources needed to ensure its care and maintenance;

WHEREAS, the Project would have an overall positive effect on historic resources by maintaining a number of architectural resources for reuse, opening up greater views of the Brooklyn Bridge and Manhattan Bridge, creating views to the historic waterfront, and the rehabilitation and adaptive reuse of the Empire Stores in the Fulton Ferry Historic District, which is a resource eligible for listing on the State and National Registers of Historic Places, to include new retail, restaurant and commercial uses;

WHEREAS, Empire Stores, LLC ("Empire LLC") has entered into a Memorandum of Understanding with BBPDC to develop the Empire Stores to include new retail, restaurant and commercial uses;

WHEREAS, ESDC is the lead agency in the preparation of the Environmental Impact Statement ("EIS") being prepared under the State Environmental Quality Review Act ("SEQRA") and City Environmental Quality Review ("CEQR"), for the proposed park;

WHEREAS, through the preparation of the EIS and consultation with The New York State Office of Parks, Recreation and Historic Preservation (OPRHP), it has been determined that the Cold Storage Warehouse buildings at 56 Furman Street are a resource eligible for listing on the State and National Registers of Historic Places.

WHEREAS, all prudent and feasible alternatives have been explored for the reuse of the Cold Storage Warehouse buildings for use as residential and hotel facilities as needed to provide the revenue generating requirements of the Park;

WHEREAS, the demolition of the Cold Storage Warehouse buildings constitute an Adverse Impact;

WHEREAS, ESDC in consultation with OPRHP has determined that the project may have an impact upon the following Historic Resources within the project area:

1. Brooklyn Bridge, Spans the East River between Brooklyn and Manhattan
2. Manhattan Bridge, Spans the East River between Brooklyn and Manhattan
3. Fulton Ferry Historic District, roughly bounded by the East River and Doughty, Water, Front and Main Streets
4. D.U.M.B.O. Historic District, Roughly bounded by the East River and John Street, Front and York Streets, Main and Washington Streets, and Jay and Bridge Streets
5. Brooklyn Heights Historic District, roughly bounded by Cadman Plaza West (Old Fulton Street), Atlantic Avenue and Furman, Henry, Clinton and Court Streets

WHEREAS, the EIS identified historic resources located on the Project site that may be affected during construction of the Project, such as the Brooklyn Bridge's stone piers and the Tobacco Inspection Warehouse;

WHEREAS, a Phase IA Archaeological Study prepared for the project area concludes that construction of new buildings may impact potential archaeological resources. The areas that have been identified as containing potential archaeological resources are: Empire Stores, residential building sites in the Pier 6 upland area, the hotel/residential site in the Pier 1 upland area, and the John Street site;

WHEREAS, the purpose of this Letter of Resolution ("LOR") is to ensure that appropriate mitigation measures are undertaken to address the identified Adverse Impact due to the demolition of the Cold Storage Warehouse buildings, and to avoid any construction-related damage on historic and archaeological resources;

NOW, THEREFORE, as referenced in the EIS and in accordance with Section 14.09 of the New York State Parks, Recreation and Historic Preservation Law, ESDC, BBPDC, Empire LLC and OPRHP agree that the Project may proceed subject to the Stipulations specified below:

STIPULATIONS

1. ESDC/BBPDC will undertake a Historic American Building's Survey (HABS) Level II photographic documentation of the Cold Storage Warehouse building. This documentation will be conducted by a recognized professional credentialed for preparing such reports. The HABS report will be reviewed by ESDC/BBPDC and OPRHP for its completeness and acceptance. Copies of the documentation will be provided to the Brooklyn Historical Society, the Museum of the City of New York, and two copies to OPRHP (one for their records and one to be forwarded to the New York State Archives).
2. ESDC/BBPDC will use best efforts to encourage future development on the Cold Storage Warehouse site to retain and reuse portions of the original building, to the extent feasible and practical. Design plans shall be developed in consultation with OPRHP and submitted at the preliminary (35%) and pre-final (75%) completion stages for OPRHP comment. If OPRHP makes substantive comments during the pre-final design review, OPRHP may request the opportunity to review the final design.
3. A Construction Protection Plan (CPP) will be prepared in coordination with a licensed professional engineer, and developed and implemented in consultation with OPRHP for the Brooklyn Bridge's stone piers during the demolition of the Purchase Building and to avoid any construction-related damage to the Tobacco Inspection Warehouse and any other historic resources within 90 feet of the project site. The construction protection plan shall meet the requirements specified in the New York City Department of Buildings (NYCDOB) Technical Policy and Procedure Notice #10/88

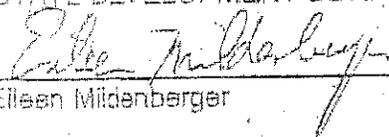
concerning procedures for avoidance of damage to historic structures resulting from adjacent construction. The CPP shall describe in detail the construction procedures of the Project related to Historic Properties and the construction procedures associated with other projects under construction in the vicinity of each of the Historic Properties. This plan shall be submitted to OPRHP for review and approval prior to implementation.

4. Rehabilitation of the Empire Stores will be conducted in a manner that is compatible with and respects the architectural and historic significance of the resource and in accordance with the Secretary of the Interior's Standards for Rehabilitation. Interior and exterior design plans shall be developed in consultation with OPRHP and submitted at the preliminary (35%) and pre-final (75%) completion stages for OPRHP comment. If OPRHP makes substantive comments during the pre-final design review, OPRHP may request the opportunity to review the final design.
5. As final design for the park is advanced, consultation with SHPO will be conducted to review whether proposed construction may have an adverse impact to potential archaeological resources for those portions of the park that have been identified as potentially sensitive for 18th - 19th Century deposits. This consultation will evaluate if potential resources can be avoided and attempt to identify ways to accomplish avoidance. In the event that archaeologically sensitive areas cannot be avoided, testing methods, and if necessary, mitigation measures will be developed in consultation with SHPO and implemented as early as possible in order to avoid undue delays during construction.
6. ESPDC will share with OPRHP proposed renderings for the new building to be built in the D.U.M.B.O. Historic District at John Street. Design plans shall be developed in consultation with OPRHP and submitted at the preliminary (35%) and pre-final (75%) completion stages for OPRHP comment. If OPRHP makes substantive comments during the pre-final design review, OPRHP may request the opportunity to review the final design.
7. If construction activities or Project plans change such that the Project may newly affect an Historic Property, ESDC shall notify OPRHP and invite OPRHP to participate in consultation to determine the appropriate course of action.

Any party to this LOR may propose to ESDC that the LOR be amended, whereupon ESDC shall consult with the other parties to this LOR to consider such amendment. Any amendment must be agreed upon in writing by all parties to this agreement.

This LOR shall take effect on the date it is signed by the last signatory and will remain in effect until the Stipulations have been met.

EMPIRE STATE DEVELOPMENT CORPORATION

BY: 
Eileen Mildenberger

DATE: January 18, 2006

TITLE: Chief Operatino Officer & Executive VP

BROOKLYN BRIDGE PARK DEVELOPMENT CORPORATION

BY: Wendy Leventer
Wendy Leventer

DATE: January 18, 2005

TITLE: President

EMPIRE STORES, LLC

BY: _____

A handwritten signature in black ink, appearing to be 'J. Boymelgreen', written over a horizontal line.

DATE: _____

1/18/06

TITLE: Jeshayahu Boymelgreen, Manager

AMENDMENT TO THE LETTER OF RESOLUTION
AMONG THE
NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE
STATE DEVELOPMENT CORPORATION, BROOKLYN BRIDGE PARK
DEVELOPMENT CORPORATION,
THE NEW YORK STATE OFFICE OF PARKS, RECREATION AND HISTORIC
PRESERVATION AND EMPIRE STORES, LLC
REGARDING THE
BROOKLYN BRIDGE PARK AND EMPIRE STORES

WHEREAS, a Letter of Resolution for the Brooklyn Bridge Park Project (Attachment A), executed in 2006 by the New York State Urban Development Corporation d/b/a The Empire State Development Corporation (ESDC), Brooklyn Bridge Park Development Corporation (BBPDC), New York State Office of Parks, Recreation and Historic Preservation (OPRHP), and Empire Stores, LLC, established procedures for implementation pursuant to Section 14.09 of the New York State Parks, Recreation and Historic Preservation Law;

WHEREAS, the stipulations of the Letter of Resolution pertained to appropriate mitigation measures to address the Adverse Impact identified in the project Environmental Impact Statement due to demolition of the Cold Storage Warehouse buildings (CSW), and to avoid any construction-related damage on historic and archeological resources;

WHEREAS, the Letter of Resolution stipulated that that ESDC/BBPDC encourage future developments on the CSW site to retain and reuse portions of the original building, to the extent feasible and practical;

WHEREAS, construction on the portion of Brooklyn Bridge Park surrounding the CSW site began in December 2008 and is expected to last approximately 12-18 months;

WHEREAS, BBPDC plans to re-use wood salvaged from CSW in several parks buildings, benches and playgrounds;

WHEREAS, BBPDC found it necessary to delay the disposition of the CSW site for future development until market conditions are more favorable;

WHEREAS the park surrounding the CSW is likely to be completely developed prior to the disposition of the CSW site for future development due to this delay;

WHEREAS, delaying the disposition of the CSW site for future development requires deferring the potential demolition of the CSW buildings in order to allow the future development to retain and reuse portions of the buildings.

WHEREAS, delaying the demolition of the CSW buildings until after the surrounding park is complete would impose significant logistical, financial, and scheduling difficulties on the project;

WHEREAS, BBPDC submitted a Construction Protection Plan for Phase I construction to OPRHP on August 14, 2008 that was approved by OPRHP on September 12, 2008.

WHEREAS, this Construction Protection Plan included provisions for the protection of the CSW buildings during the construction of Phase I of the park.

WHEREAS, Empire Stores, LLC is no longer the conditionally designated developer for the Empire Stores site and is no longer a Brooklyn Bridge Park developer;

WHEREAS, it is intended that the 2006 Letter of Resolution be amended to clarify the procedures that will be implemented to mitigate the Adverse Impact identified in the project Environmental Impact Statement due to demolition of the CSW buildings, and to avoid any construction-related damage on historic and archeological resources;

STIPULATIONS

BBPDC will ensure that the following stipulations are implemented as part of the subsequent planning, design, and construction of the Brooklyn Bridge Park Project:

1. OPRHP concurs that the demolition of CSW buildings is warranted at this time;
2. Where financially feasible, BBPDC will salvage the long leaf yellow pine from the CSW buildings, with a goal of salvaging a minimum of 70% of the available wood. The salvaged wood will be made available for reuse in the following order of priority:
 - a. Incorporation as a design element in Brooklyn Bridge Park, (e.g., cladding for park buildings, park benches, and Pier 6 playground);
 - b. A reserve stockpile for replacement, as necessary, of the salvaged wood used in the park;
 - c. Incorporation into the rehabilitation and adaptive reuse of the Empire Stores, if deemed appropriate by BBPDC;
 - d. Incorporation into future development on the CSW site, if deemed appropriate by BBPDC;
 - e. Use in any other public park in New York, provided that the entity responsible for such park pays all costs and expenses with respect to the storage, shipment, delivery and installation of the salvaged wood; and
 - f. If the salvaged wood has not been reused in accordance with items a through e above within five years of the date of this Amendment, BBPDC may attempt to sell the salvaged lumber to a salvage lumber broker, and if there is no financially feasible offer for the salvaged lumber, then BBPDC

may use or dispose of the lumber in such manner as BBPDC deems appropriate;

4. Where financially feasible, BBPDC will salvage the ornamental metal stars at the end of the tie rods from the CSW buildings. The salvaged ornaments will be made available for reuse in the following order of priority:

- a. Incorporation as a design element elsewhere in Brooklyn Bridge Park if deemed appropriate by BBPDC;
- b. Incorporation into the rehabilitation and adaptive reuse of the Empire Stores if deemed appropriate by BBPDC;
- c. Incorporation into future development on the CSW site, if deemed appropriate by BBPDC; and
- d. Use in any other public park in New York, provided that the entity responsible for such park pays all costs and expenses with respect to the storage, shipment, delivery, and installation of the salvaged wood;

5. BBPDC will examine the cost impact, construction feasibility, aesthetic appropriateness and financial feasibility of reusing salvaged brick from the CSW buildings in the rehabilitation and adaptive reuse of the Empire Stores. If BBPDC deems it appropriate and financially feasible, BBPDC may salvage a portion of the bricks from the CSW to for reuse in Empire Stores;

6. Specific salvage plans for the wood, ornamental metal stars, and bricks shall be presented to OPRHP for review and consultation;

7. Design Plans for future development on the CSW site shall be presented to OPRHP for review and consultation;

8. Based on the above, the CSW is hereby removed from the Construction Protection Plan for Phase I of Brooklyn Bridge Park construction;

9. All other stipulations pertaining in the 2006 Letter of Resolution will remain in effect as modified by this amendment.

NEW YORK STATE URBAN DEVELOPMENT
CORPORATION D/B/A. EMPIRE STATE
DEVELOPMENT CORPORATION

By: _____
Title: _____
Date: _____

BROOKLYN BRIDGE PARK DEVELOPMENT
CORPORATION

By: _____
Title: _____
Date: _____

NEW YORK STATE OFFICE OF PARKS,
RECREATION, AND HISTORIC PRESERVATION

By: _____
Title: _____
Date: _____

JULY 2013 MODIFICATION

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
D/B/A THE EMPIRE STATE DEVELOPMENT CORPORATION
AND
BROOKLYN BRIDGE PARK DEVELOPMENT CORPORATION
BROOKLYN BRIDGE PARK
CIVIC AND LAND USE IMPROVEMENT PROJECT
MODIFIED GENERAL PROJECT PLAN
Adopted - July 26, 2005*
Affirmed as modified - January 18, 2006
Modified Plan Adopted – December 18, 2006
Affirmed as Modified April 19, 2007[†]
Modified Plan Adopted - March 26, 2010[‡]
Affirmed as Modified – June 15, 2010[§]
Modified Plan Adopted – July 18, 2013^{**}

PROJECT IDENTIFICATION

The project is the creation of the Brooklyn Bridge Park (the “Project”). The approximately 85 acre Project, consisting of piers, upland and water area, stretches along approximately 1.3 miles of Brooklyn waterfront approximately bounded by Jay Street on the north, Atlantic Avenue on the south, Furman Street on the east, and the East River on the west, and would include Piers 1 through 6.

MODIFIED GENERAL PROJECT PLAN – CONTINUED EXISTENCE

Except as modified by this modification, the Modified General Project Plan, will remain in full force and effect, and terms used in this modification, and not otherwise defined in this modification shall have the meanings given in the Modified General Project Plan. The Modified General Project Plan, as modified by this modification is referred to herein as the “GPP.”

PURPOSE AND NEED

In order to facilitate the adaptive reuse of the Tobacco Warehouse structure, it is necessary to further modify the GPP to clarify the plan with respect to such reuse.

MODIFICATION

In the Modified General Project Plan, in the section titled “Subarea Plans”, in the second paragraph of the subsection titled “Interbidge Area”, the second paragraph is modified as follows (deletions in brackets “[. . .]” and new language underscored):

* BBPDC – July 22, 2005

† BBPDC – May 3, 2007

‡ BBPDC - March 10, 2010

§ BBPDC - June 9, 2010

** BBPDC – July 15, 2013

The restored exterior shell of the former Tobacco Warehouse may be [used to house a walled garden, café, or space for arts groups] adaptively reused as a cultural facility with community uses, including, for example, theater and music productions, festivals, events, performances, meetings, educational activities, and activities of local community organizations. The triangular portion of the Tobacco Warehouse, as approximately indicated on Attachment A hereto (the "Triangle"), will remain roofless open space and will be publicly accessible during park hours, except when closed for events, and a roof and other types of enclosures can be constructed for the other portion, as approximately indicated on Attachment A, of the Tobacco Warehouse structure. The existing New York City Department of Environmental Protection building adjacent to the Manhattan Bridge at Washington Street may be reused for community, cultural, educational, or other uses.

ENVIRONMENTAL REVIEW PROCESS AND APPROVALS

ENVIRONMENTAL REVIEW

Pursuant to the State Environmental Quality Review Act ("SEQRA") and the implementing regulations of the New York State Department of Environmental Conservation, the ESD Directors adopted SEQRA Findings on January 18, 2006 based on a Final Environmental Impact Statement ("FEIS") for which ESD was the SEQRA lead agency.

A Technical Memorandum (the "Tech Memo") was prepared to assess the proposed modification to the GPP. The Tech Memo concluded that the proposed modification would not result in impacts different from or greater than what was assessed in the FEIS. Therefore, a Supplemental Environmental Impact Statement is not needed and no further environmental review is required under SEQRA in connection with the modifications to the GPP.

OTHER APPROVALS

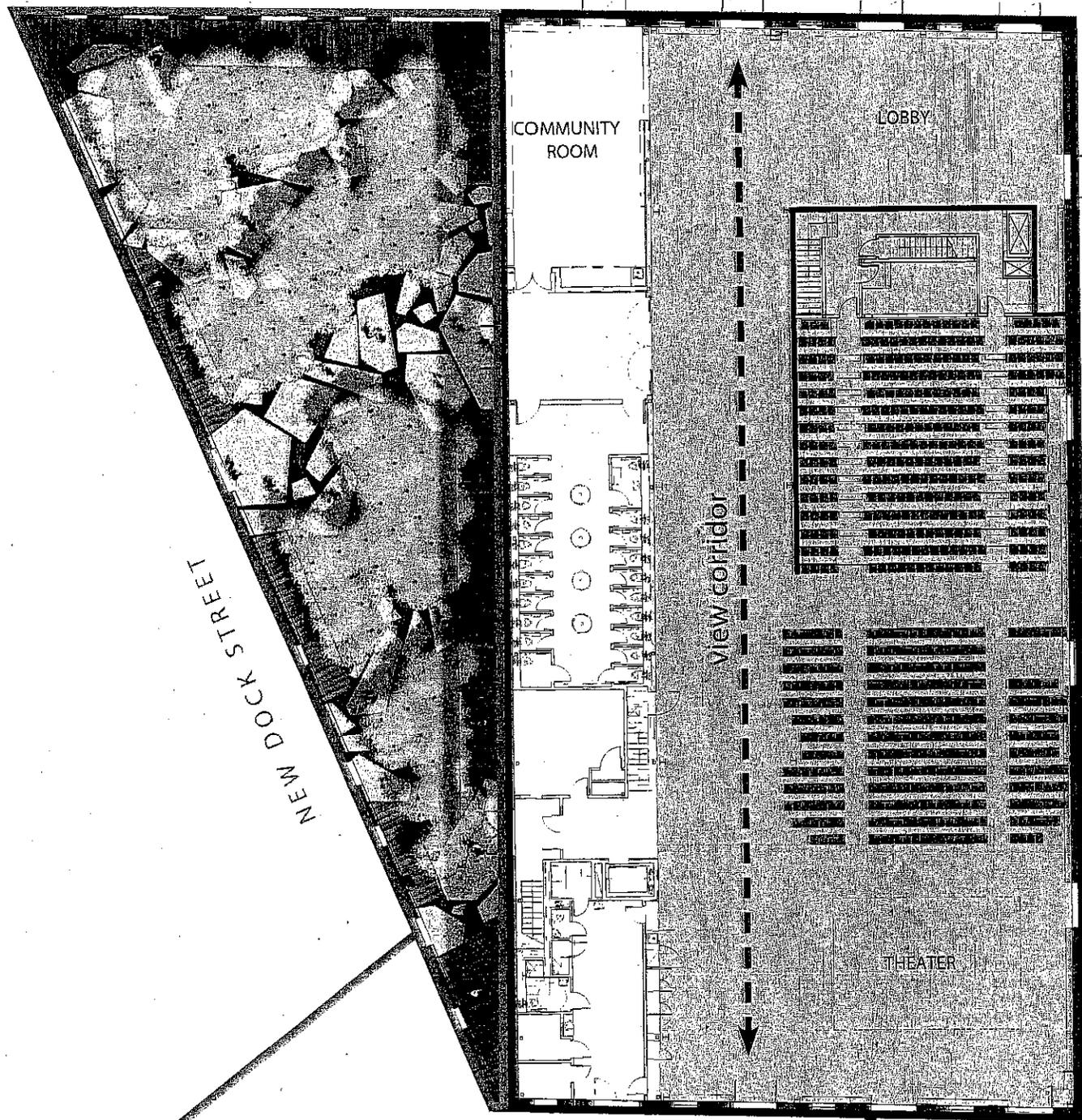
The adaptive reuse of the Tobacco Warehouse as described above is subject to the approval by the National Parks Service ("NPS") of a conversion process that would lift restrictions imposed by the federal Land and Water Conservation Fund Act currently limiting use of the Tobacco Warehouse to outdoor recreation. BBPC initiated the conversion process in the summer of 2012 and anticipates receiving NPS authorization.

All construction work at or in the Tobacco Warehouse shall be (i) in accordance with the State Historic Preservation Office ("SHPO") Letter of Resolution, executed in 2006 and amended in 2008 and 2010, that stipulates the treatment of and procedures for archaeological and historic resources on the Project and any additional requirements that may be prescribed by SHPO or any other governmental agency with jurisdiction over the Tobacco Warehouse and (ii) in conformance with the New York City Building Code.

ATTACHMENT A
TO JULY 2013 MODIFICATION

ATTACHMENT A
TO JULY 2013 MODIFICATION

WATERFRONT



Triangle
(Not Enclosed)

WATER STREET

To Be Enclosed