NEW YORK STATE OF OPPORTUNITY. | Empire State Development

FOR CONSIDERATION
June 23, 2016

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| TO: | The Directors |
| FROM: | Howard A. Zemsky |
| SUBJECT: | New York City (New York County) – The Women's Building Civic and Land Use Improvement Project |
| REQUEST FOR: | Adoption of Civic Project and Land Use Improvement Project Findings Pursuant to Section 10 of the UDC Act and Other Applicable Law; Adoption of the Proposed General Project Plan ("GPP"); Authorization to Hold a Public Hearing on the Proposed GPP and the Essential Terms of the Transaction Pursuant to the UDC Act, Determination of No Significant Effect on the Environment; and Authorization to Take All Related Actions |

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## I. Project Summary

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| Developer/Lessee: | NoVo Foundation |
| Developer Contact: | Kelly Merryman<br>NoVo Foundation<br>535 Fifth Avenue, New York, NY 10017<br>212.808.5400<br>kmerryman@novofoundation.com |
| Development Partner: | Goren Group, LLC |
| Developer Contact: | M. Tatiana Eck<br>Goren Group, LLC (WBE)<br>115 West 18th Street<br>917.589.2646<br>Tatiana@thegorengroup.com |
| ESD Investment: | No ESD financing or grants. Developer is to pay all ESD third party costs associated with the Project. |
| Project Location: | 550 West 20th St.<br>New York, NY 10011 |

a/k/a New York County Block 691, Lot 1

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| Proposed Project ("Project"): | The long-term lease and redevelopment of the former Bayview Women's Correctional and Work-Release Facility.<br><br>The Project involves the adaptive reuse of the 8-story, West Section of the Building (Main Building), and the demolition of the 6-story, East Section of the Building (Laundry Facility).<br><br>Under the Project, the Main Building will be rehabilitated and the Laundry Facility will be replaced with a new, approximately 16-story, approximately 65,000 gross square feet (gsf) building. In total, the Project will result in approximately 130,175 gsf of space on the project site, composed of approximately 51,000 gsf of office space, approximately 73,175 gsf of community facility space, including gallery/event space, wellness center, childcare facility, health clinic, and other community facility uses, and an approximately 6,000 gsf restaurant/café space in what will be called the "Women's Building."<br><br>The Women's Building is expected to unite more than a dozen women-focused organizations in one Project, empowering generations of women to come. When constructed, the Women's Building will offer social justice leaders the resources and support they need to drive critical change, offering co-located office space and shared infrastructure along with public lectures, conferences, performances and art. |
| Project Type: | Civic Project and Land Use Improvement Project |
| Regional Council: | The Regional Council has been made aware of the Project. |
| Anticipated Completion Date: | 2019 |
| Employment: | Existing: None<br>Project Construction: 191 jobs<br>Permanent: 317 full-time jobs |
| Project Team: | Real Estate: Kevin Hansen<br>Environmental: Soo Kang<br>Supplier Diversity: Tawanda Mitchell<br>Design & Construction: Barbara Helm |

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| Legal: | Antovk Pidedjian, Eunice Jackson and Jonathan Beyer |

## II. Estimated Project Costs and Financing Sources

See the Project's proposed GPP, attached hereto, at Section III.E.

## III. Background

### A. Bayview Correctional Facility

As described further in the GPP, Bayview Correctional Facility (the "Site" or "Bayview") is an approximately 0.4-acre, 15,800 square foot lot, with two building sections: the eight-story, Main Building and the six-story Laundry Facility. It is owned by the New York State Urban Development Corporation, doing business as Empire State Development (ESD), and is currently vacant.

The Site comprises a portion of a manufactured gas plant site that was operated by a predecessor of Consolidated Edison, Inc. ("Con Edison"), in the 19th and early 20th centuries. That use of the Site ceased by 1909, and the Site was redeveloped with a structure between 1909 and 1930. The Bayview building was then constructed between 1930 and 1931 as the Seamen's House YMCA for the welfare of domestic and international members of the merchant marine. Later, from 1967 through 1974, the Site was utilized as a residential treatment center operated by the Narcotic Addiction Control Commission (NACC). In 1974, Bayview was transferred to the New York State Department of Corrections and Community Supervision (DOCCS) and was reclassified as a correctional facility. Bayview ceased housing inmates in October 2012 when, in advance of the approaching Hurricane Sandy, inmates were evacuated and relocated to other nearby correctional facilities around the state. Bayview has been vacant and deteriorating since Hurricane Sandy, which damaged the building. In the fall of 2013, the Site was then formally decommissioned as part of Governor Andrew M. Cuomo's efforts to save taxpayer dollars by closing costly, underutilized facilities throughout New York State, and as part of DOCCS' plans to improve the efficiency of its real estate footprint following the substantial reduction in state crime rates and drug offenses, which has caused the inmate population to shrink dramatically.

### B. Property Marketing and Developer Selection Process

After Bayview's formal decommissioning in the fall of 2013, on May 19, 2014, ESD issued a Request for Proposals (RFP) for the Purchase or Long-Term Lease and Adaptive Re-Use of Bayview Correctional Facility. The RFP replaced a prior RFP for the Purchase and Adaptive Re-Use of Bayview Correctional Facility, dated December 23, 2013, which was cancelled after ESD staff determined that it was in ESD and the State's best interest to also consider long-term lease offers for the Site.

The RFP invited Respondents to submit proposals that maximized benefits to the New York State and New York City economies through the adaptive re-use of the Site. Based on an analysis of Site conditions, Site context, and community input, ESD imposed the following conditions on responses submitted to the new RFP:

- Complete demolition of the entire site was not allowed, with a preference for preserving and/or adaptively reusing the Site to the extent practicable.
- Residential uses were restricted.
- Proposals were required to include some community facility component.
- Proposals were encouraged to meet various development goals such as sustainable design, meaningful participation of minority- and women-owned business enterprises (MWBEs), and achieving architectural distinction and design excellence.

In advertising the new RFP, ESD utilized a variety of methods to communicate the opportunity and attract interest from developers. These methods included:

- Posting an ad in the New York State Contract Reporter from May 19, 2014 until July 1, 2014.
- Displaying an ad on ESD's "Properties.esd.ny.gov" website;
- Emailing notice of the RFP announcement to a list of real estate developers who have requested to be added to ESD's real estate RFP distribution list;
- Sharing the news of the RFP announcement with media sources, producing coverage in publications such as *Crain's New York*, *The Real Deal*, and other publications with an emphasis on real estate;
- Leading media outlets on tours of the site, including *Curbed, The Wall Street Journal* and *NY1*; and
- Sharing the RFP announcement on ESD's social media accounts.

In response to the RFP, eleven submissions were received. After a rigorous selection process, on April 6, 2015, ESD signed a Memorandum of Understanding with NoVo Foundation ("NoVo"), a New York-based organization that dedicates itself to advancing several community issues including women's progress, thereby designating NoVo as the conditionally-selected developer based on its Proposal, subject to a legally required public approval process. Peter and Jennifer Buffett, son and daughter-in-law of investor and philanthropist Warren Buffett, serve as chairs for the NoVo Foundation. The Goren Group, a women-owned development firm led by Lela Goren, has partnered with the NoVo Foundation in the development of the Project.

NoVo was selected by ESD based on the selection criteria contained in the RFP, which included: 1) Consistency with Development Goals [of the RFP]; 2) Financial Feasibility; 3) Employment Impact; 4) Economic Impact; 5) Financial Offer; 6) Development Team Qualifications; and 7) Schedule and Timing.

Among other factors influencing its selection, NoVo proposed a leading financial offer, demonstrated the greatest level of financial feasibility (including a leading equity share,

capital reserve and operating reserve commitment), and the best overall satisfaction of other development goals such as the provision of opportunities for community facility uses, the meaningful participation of New York State-certified Minority and Women-Owned Business Enterprises (MWBEs) in the project team, incorporating sustainable building practices and appropriate levels of LEED or Energy Star certification, and committing to achieving architectural distinction and design excellence.

### C. The Project

NoVo or its wholly owned subsidiary ("Nonprofit") will enter into a long-term lease of the Site, inclusive of land and improvements for up to 99 years with ESD as landlord, in order to develop and operate Bayview as the Women's Building.

Nonprofit will be required to rehabilitate the Main Building and replace the Laundry Facility with a new, approximately 16-story, approximately 65,000 gross square feet (gsf) building. In total, the Project will result in approximately 130,175 gsf of space on the project site, comprised of approximately 51,000 gsf of office space, approximately 73,175 gsf of community facility space, including gallery/event space, wellness center, childcare facility, health clinic, and other community facility uses, and an approximately 6,000 gsf restaurant/café space.

The Bayview building has been determined to be eligible for listing on the State and National Registers of Historic Places. As further specified in the GPP, the Project, which will be implemented in conformity with an agreement with the State Historic Preservation Office ("SHPO"), will include measures to assure that the rehabilitation of the exterior of the Main Building and certain significant interior spaces, such as the pool and chapel, will be repaired and/or rehabilitated in a manner that is compatible with and respectful of the architectural and historical significance of the historic resource. The ornamental features of the Laundry Facility will be salvaged and reused to the extent feasible, and the structure that is built to replace that section will be designed, in consultation with SHPO, to be compatible with the Main Building.

In addition, because the Project Site is covered by a Voluntary Cleanup Agreement between the New York State Department of Environmental Conservation ("NYSDEC") and Con Edison, due to its historic use as a manufactured gas plant site, all subsurface development work will be conducted in accordance with plans reviewed and approved by NYSDEC and implemented in coordination with Con Edison.

## IV. Essential Terms of the Proposed Transaction

See GPP, Section VI.

## V. Project Schedule

See GPP, Section III.D.

## VI. Financial Terms

Nonprofit will pay ESD rent throughout the term of the lease. ESD currently holds a $586,200.74 deposit from Nonprofit which will be applied to an initial, $5,862,007.37 prepayment of rent at lease execution. Nonprofit will also fund all out-of-pocket, third-party expenses incurred by ESD in connection with the Project, including but not limited to counsel, architectural and environmental consultant expenses. Further financial terms are set forth at GPP Section VI.C.

## VII. Basis for Statutory Findings

### Civic Project Findings

ESD staff recommends that the Directors find that the proposed Project is consistent with the requirements of the UDC Act for civic projects and satisfies the findings required under the UDC Act as follows:

Section 10(d) of the UDC Act requires that for a civic project the Corporation make a finding:

1. That there exists in the area in which the project is to be located, a need for the educational, cultural, recreational, community, municipal, public service or other civic facility to be included in the project;
2. 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;
3. That such project will be leased to or owned by the state or an agency or instrumentality thereof, a municipality or an agency or instrumentality thereof, a public corporation, or any other entity which is carrying out a community, municipal, public service or other civic purpose, and that adequate provision has been, or will be, made for the payment of the cost of acquisition, construction, operation, maintenance and upkeep of the project; [and]
4. That the plans and specifications assure or will assure adequate light, air, sanitation and fire protection.

The Project will consist of facilities that are suitable for educational, cultural, recreational, community and other civic purposes. Specifically, among other features, the Project is expected to include a rooftop garden, wellness center, atrium, gallery, and event spaces. As currently envisioned, the atrium and gallery will be open to the public. In addition, the Nonprofit is exploring the possibility of allowing limited public access to other parts of the building such as the pool, chapel and the rooftop garden. The preferred use for the Site's redevelopment, which includes office, community facility and retail uses, was defined by

ESD in coordination with local officials and Community Board 4 ("CB4"). Community uses, which CB4 requested that Bayview be redeveloped in part for, are an essential part of Nonprofit's plan for the Project.

As described further in GPP Section VI, Essential Terms of the Transaction, the Project is and will continue to be owned by the New York State Urban Development Corporation, doing business as ESD, a public benefit corporation of the State of New York. Further, as also noted in Section VI, provision has been made by Nonprofit for Nonprofit's construction, operation, maintenance and upkeep of the Project and its community and other civic purposes.

As described in GPP Section VII, Code Requirements, with respect to assuring adequate light, air, sanitation and fire protection, the construction of the Project, inclusive of all buildings and improvements, shall conform to the New York City Building Code and the New York City Noise Code. The Zoning Resolution overrides are provided in the Design Guidelines attached to the GPP in Section X.D.

**Land Use Improvement Project Findings**

ESD staff recommends that the Directors find that the proposed Project is consistent with the requirements of the UDC Act for land use improvement projects and satisfies the findings required under the UDC Act as follows:

Section 10(c) of the UDC Act requires that for a land use improvement project the Corporation make a finding:

1. That 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 the sound growth and development of the municipality;
2. That 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; [and]
3. That the plan or undertaking affords maximum opportunity for participation by private enterprise, consistent with the sound needs of the municipality as a whole.

The Site, in its current vacant and deteriorating condition, is in danger of becoming a substandard or insanitary area and tends to impair or arrest the sound growth and development of New York City and in particular the West Chelsea neighborhood of Manhattan. ESD does not have the need or resources to improve the Site.

DOCCS also does not have the need to improve the Site, having ended its use of the Site and operation of Bayview. As a result, the Site has now been vacant and largely unused for nearly four years since October 2012. Accordingly, without the Project, the Site would be in danger of becoming an abandoned, substandard area that would impair the sound growth and development of New York City.

In contrast, the Project will result in the replacement of the Laundry Facility with a new building, the rehabilitation of the Main Building, and the addition of activity associated with more than 300 new full-time jobs and other community facility uses.

The Project also includes the replanning of the Site, the replacement of the Laundry Facility with a modern, new section, the rehabilitation of the Main Building, and the incorporation of community facility and commercial uses within the Site, which is located in an increasingly mixed-use residential and commercial neighborhood with a demand for community facility uses. In addition the Project would provide much needed working, exhibition and event space for organizations in New York City involved with women's issues, as well as a health clinic and wellness center for women. The Project would introduce new uses to the building which is currently vacant and deteriorating, activating the streetscape around the Site and extending the commercial corridor and pedestrian activity along the Site. Further, the Project is consistent with the goal of revitalizing the waterfront area by encouraging commercial development of appropriately located vacant and underutilized land as set forth in the New York City Waterfront Revitalization Program ("WRP").

The Project will utilize the maximum allowable 7.5 Floor Area Ratio ("FAR") under the C6-3 zoning in Subarea D of the Special West Chelsea District, which covers the majority of the site, in order to maximize economic impact and provide opportunities for community facility uses.

The Project will include measures to assure that the rehabilitation of the exterior of the Main Building and certain significant interior spaces will be repaired and/or rehabilitated in a manner that is compatible with and respectful of the architectural and historical significance of the historic resource. The ornamental features of the Laundry Facility will be salvaged and reused to the extent feasible, and the structure that is built to replace that section will be designed to be compatible with the Main Building. In addition, all subsurface development work for the Project will be conducted in accordance with plans reviewed and approved by NYSDEC and implemented in coordination with Con Edison.

By leasing the entire Site to a Nonprofit, ESD is allowing for maximum opportunity for participation by private enterprise on the Site, and has consulted with municipal and other local elected officials in connection with the Project, ensuring that it is consistent with the sound needs of the municipality as a whole.

## VIII. Design Guidelines and Zoning

The Project calls for the redevelopment of the Development Site to include approximately 130,175 gross square feet of development composed of commercial, retail and community facility space. The GPP includes Design Guidelines in Section X.D.

Because it would not be economically feasible or practical for the Project to comply with the New York City Zoning Resolution, ESD will override certain aspects of local zoning pursuant to the UDC Act. In addition, the override will allow the Project to be constructed consistent

with the Design Guidelines. These zoning overrides will permit development that approximately conforms to a C6-3, West Chelsea Special District, Subarea D, with respect to permitted FAR (maximum, with increases) and height and setback, with modifications. The resulting development will be consistent with potential developments for sites within the surrounding area. Such overrides will allow for achievement of the economic and community benefits of the Project while preserving the historic character of the Main Building. The City has been advised and has provided input on the proposed overrides, pursuant to UDC Act Section 16(1).

Construction is tentatively scheduled to begin in 2017. ESD staff will review the design/construction documents for compliance with the Design Guidelines and monitor construction progress.

## IX. Environmental Review

ESD, as lead agency, has completed an environmental review of the proposed Project, pursuant to the requirements of the State Environmental Quality Review Act and the implementing regulations of the New York State Department of Environmental Conservation. This review determined the Project to be an Unlisted Action, which would not have a significant effect on the environment. Therefore, staff recommends that the Directors make a Determination of No Significant Effect on the Environment.

Due to the Site's eligibility for inclusion in the New York State and National Registers of Historic Places, ESD has consulted with the New York State Office of Parks, Recreation and Historic Preservation ("OPRHP") pursuant to the requirements of Section 14.09 of the New York State Parks, Recreation and Historic Preservation Law. ESD, OPRHP and the Nonprofit have agreed that the Project will be implemented in accordance with a Letter of Resolution ("LOR"). The provisions of the LOR will be incorporated into the Lease as part of the Project.

## X. Non-Discrimination and Contractor and Supplier Diversity Requirements

Under New York State Executive Law Article 15-A, ESD recognizes its obligation to promote opportunities for maximum feasible participation of certified Minority- and Women-owned Business Enterprises ("MWBEs") in the performance of ESD projects. Accordingly, ESD's Non-Discrimination and Contractor and Supplier Diversity policies will apply to the Project.

Pursuant to a Memorandum of Understanding and Conditional Designation entered into between NoVo and ESD on April 6, 2015, Nonprofit and its affiliates and/or partners shall be required to solicit and utilize MWBEs for any contractual opportunities generated in connection with the Project and to use Good Faith Efforts (pursuant to 5 NYCRR § 142.8) to achieve an overall MWBE Participation Goal of 23% in relation to the total value of the Project. The aforementioned goal shall include a Minority-owned Business Enterprise Participation Goal of 13% and a Women-owned Business Enterprise Participation Goal of 10%, both related to the total value of the Project.

## XI. Requested Actions

The Directors are being asked to: (a) adopt land use improvement project and civic project findings pursuant to Section 10 of the UDC Act; (b) adopt the proposed GPP; (c) authorize a public hearing on the proposed GPP and the essential terms of the transaction with NoVo Foundation or an affiliate pursuant to the UDC Act; (d) make a Determination of No Significant Effect on the Environment; and (e) authorize all related actions.

## XII. RECOMMENDATION

Based on the foregoing, I recommend approval of the requested actions.

## XIII. ATTACHMENTS

Resolutions
Proposed General Project Plan Adopted June 23, 2016
Design Guidelines dated June 15, 2016

June 23, 2016

NEW YORK STATE URBAN DEVELOPMENT CORPORATION D/B/A EMPIRE STATE DEVELOPMENT – Adoption of Land Use Improvement Project and Civic Project Findings Pursuant to Section 10 of the UDC Act; Adoption of the proposed General Project Plan ("GPP"); Authorization to Hold a Public Hearing on the proposed GPP, the Essential Terms of the Transaction Pursuant to the UDC Act and Other Applicable Law; Determination of No Significant Effect on the Environment; and Authorization to Take All Related Actions

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RESOLVED, that, on the basis of the materials presented to this meeting, a copy of which is hereby ordered filed with the records of the Corporation (the "Materials"), relating to the Women's Building Civic and Land Use Improvement Project (the "Project"), the Corporation hereby finds pursuant to Section 10 of the New York State Urban Development Corporation Act of 1968, as amended (the "Act"):

(1) That 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 the sound growth and development of the municipality;
(2) That the Project consists of a plan or undertaking for the clearance, replanning, reconstruction and rehabilitation of such area and for community facility, commercial uses and other facilities incidental or appurtenant thereto;
(3) That the plan or undertaking affords maximum opportunity for participation by private enterprise, consistent with the sound needs of the municipality as a whole.
(4) That there exists in the area in which the Project is to be located, a need for the educational, cultural, recreational, community, municipal, public service or other civic facility to be included in the Project;
(5) 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;
(6) That such Project will be leased to or owned by the state or an agency or instrumentality thereof, a municipality or an agency or instrumentality thereof, a public corporation, or any other entity which is carrying out a community, municipal, public service or other civic purpose, and that adequate provision has been, or will be, made for the payment of the cost of acquisition, construction, operation, maintenance and upkeep of the Project; [and]
(7) That the plans and specifications assure or will assure adequate light, air, sanitation and fire protection.

RESOLVED, that on the basis of the Materials relating to the Project, indicating that there are no families or individuals to be displaced from the Project area, the Corporation hereby finds that the requirements of Section 10(g) of the Act are satisfied; and be it further

RESOLVED, that on the basis of the Materials, and substantially on the terms and conditions described in the Materials, the Corporation does hereby adopt, subject to and pursuant to, and for the purposes of a public hearing required by, Sections 6 and 16 of the UDC Act, and as may be appropriate pursuant to other applicable laws:

(1) the proposed General Project Plan (the "GPP") for the Project submitted to this meeting, together with such changes therein as the Chairman and Chief Executive Officer of the Corporation or his designee(s) may deem appropriate, a copy of which GPP, together with such changes, is hereby ordered filed with the record of the Corporation; and

(2) the essential terms of the proposed transaction between ESD as Lessor and NoVo Foundation or its affiliate as Lessee and Developer; and be it further

RESOLVED, that the GPP shall not be final until action is taken by the Directors as provided in the UDC Act and until such time as all requirements of the UDC Act and other applicable law in connection therewith have been satisfied; and be it further

RESOLVED, that the Chairman and Chief Executive Officer of the Corporation or his designee(s) be, and each of them hereby is, authorized in the name of and on behalf of the Corporation to take such actions as may be considered necessary or appropriate in connection with the holding of the public hearing required pursuant to Sections 6 and 16 of the UDC Act and other applicable law (which hearing may held simultaneously with one or more hearings which may be held pursuant to other applicable law), including without limitation, the providing, filing or making available of copies of the GPP or a digest thereof and the findings required by Section 10 of the UDC Act relating to the Project, the fixing of a date for such hearing, the publication of a notice relating to the GPP and such hearing in accordance with the UDC Act, other applicable law, and the procedures heretofore approved by the Corporation with respect to similar hearing, and the making of a report or reports to the Directors on such hearing, written comments received, and any local governmental recommendations respecting the Plan; and be it further

RESOLVED, that based on the Materials and assessment by the staff of the Corporation, the Corporation hereby determines that the proposed action will not have a significant effect on the environment and that the Project is in compliance with Section 14.09 of the New Yoprk State Parks, Recreation and Historic Preservation Law and consistent with all applicable coastal policies set forth in 19 NYCRR Part 600; and be it further

RESOLVED, that the Chairman and Chief Executive Officer, or his designee, be, and each of them hereby is, authorized in the name of and on behalf of the Corporation to execute and deliver any and all documents and to take all actions as may be considered necessary or appropriate in connection with carrying out the public hearing(s) and to effectuate the foregoing resolutions.

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**New York State Urban Development Corporation**
**d/b/a Empire State Development**

General Project Plan

For:

*The Women's Building*
Civic and Land Use Improvement Project

Adopted June 23, 2016

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# I. Introduction

The Women's Building Civic and Land Use Improvement Project (the "Project") has been established as a project under the New York State Urban Development Corporation Act (the "UDC Act") by the New York State Urban Development Corporation, doing business as Empire State Development ("ESD").

The Project, which will be led by ESD and undertaken by the NoVo Foundation or its affiliate, includes the proposed long-term lease (the "Lease") and redevelopment of the former Bayview Women's Correctional and Work-Release Facility ("Bayview"), which is located in the West Chelsea neighborhood of Manhattan at 550 West 20th Street on the corner of 11th Avenue.

The Project involves the adaptive reuse of the 8-story, Main Building (West Section of the Building), and the demolition of the 6-story, Laundry Facility (East Section of the Building). The Main Building will be rehabilitated and the Laundry Facility will be replaced with a new, approximately 16-story, approximately 65,000 gross square feet (gsf) building. In total, the Project will result in approximately 130,175 gsf of space on the Project site, composed of approximately 51,000 gsf of office space, approximately 73,175 gsf of community facility space, including potentially gallery/event space, wellness center, childcare facility, health clinic, and other community facility uses, and an approximately 6,000 gsf restaurant/café space in what will be called the "Women's Building."

ESD, in consultation with the City of New York (the "City"), will override the New York City Zoning Resolution with respect to certain use and bulk regulations, including floor area. ESD is adopting and approving this General Project Plan ("GPP") to facilitate the Project.

# II. Site Description

## A. Site Context

The Project Site (the "Site") is located at 550 West 20th Street (Block 691, Lot 1) on the southeast corner of 11th Avenue and West 20th Street. The Site is part of the West Chelsea neighborhood of Manhattan's Community District 4, an area which features a notable mix of cultural and entertainment destinations, the High Line and Hudson River Parks, luxury residential condominiums, premier commercial space, and some of the City's most architecturally distinctive buildings.

## B. Site History

The Site comprises a portion of a manufactured gas plant site that was operated by a predecessor of Consolidated Edison, Inc. ("Con Edison") in the 19th and early 20th centuries. That use of the Site ceased by 1909 and the Site was

redeveloped with a structure between 1909 and 1930. The Bayview building was then constructed at the Site between 1930 and 1931 as the Seamen's House YMCA for the welfare of domestic and international members of the merchant marine serving on the estimated 10,000 passenger and freight ships that docked in the Port of New York annually. From 1967 through 1974, the facility was utilized as a residential treatment center operated by the Narcotic Addiction Control Commission. In 1974, operation of the building was transferred to the New York State Department of Corrections and Community Supervision ("DOCCS") and the facility was reclassified a correctional facility.

Bayview was originally constructed with two sections: the eight-story, Main Building and the six-story Laundry Facility. For the Seamen's House YMCA, the Main Building served as the public and social center of the building, while the Laundry Facility served as the central laundry facility for the YMCA and contained mechanical space for the building. When built, the two sections had very limited connections. Subsequently, as a correctional facility, additional connections were made, and wrap-around chain-link enclosures were added on the roofs, which were used for outdoor recreation and related activities.

Bayview ceased housing inmates in October 2012 when, in advance of the approaching Hurricane Sandy, the inmates of Bayview were evacuated for their safety and were relocated to other correctional facilities in the State. Bayview has been vacant and deteriorating since Hurricane Sandy, which heavily damaged the building. Bayview Correctional Facility was formally decommissioned in the fall of 2013 as part of Governor Andrew M. Cuomo's efforts to save taxpayer dollars by closing costly, underutilized facilities throughout the State. Additionally, the closure is part of the DOCCS' plans to improve the efficiency of its real estate footprint following the substantial reduction in State crime rates and drug offenses, which has caused the inmate population to shrink dramatically.

The Bayview building has been determined to be eligible for listing on the State and National Registers of Historic Places.

# III. Project Description

## A. Development Program

The Project involves the adaptive reuse of the eight-story Main Building and the demolition of the six-story Laundry Facility. The Main Building will be rehabilitated and the Laundry Facility will be replaced with a new, approximately 16-story, approximately 65,000 gross square feet (gsf) section. In total, the Project would result in approximately 130,175 gsf of space on the Site, comprised of approximately 51,000 gsf of office space, approximately 73,175 gsf of community facility space, including potentially gallery/event space, wellness center, childcare facility, health clinic, and other community facility uses, and an approximately 6,000 gsf restaurant/café space in what will be called the "Women's Building."

The Project, which will be implemented in conformity with an agreement with the State Historic Preservation Office ("SHPO"), will include measures to assure that the exterior of the Main Building and certain significant interior spaces, such as the Pool and Chapel, will be repaired and/or rehabilitated in a manner that is compatible with and respectful of the architectural and historical significance of the historic resource. The ornamental features of the Laundry Facility will be salvaged and reused to the extent feasible, and the structure that is built to replace that section will be designed, in consultation with SHPO, to be compatible with the Main Building. For all purposes in this GPP, the rehabilitation, demolition and reuse measures will be subject to ongoing discussion and review by ESD, SHPO and Nonprofit to best achieve the objectives of Section 14.09 of the New York State Parks, Recreation and Historic Preservation Law and also assure compliance with laws applicable to ESD's disposition of its property.

In addition, because the Site is covered by a Voluntary Cleanup Agreement between the New York State Department of Environmental Conservation ("NYSDEC") and Con Edison, due to its historic use as a manufactured gas plant site, all subsurface development work will be conducted in accordance with plans reviewed and approved by NYSDEC and implemented in coordination with Con Edison.

The Women's Building will transform the Main Building and replace the Laundry Facility with a new 16-story structure to create an integrated structure that is expected to unite a dozen or more women-focused organizations, empowering generations of women to come. When constructed, the Women's Building will offer social justice leaders the resources and support they need to drive critical change, offering co-located office space and shared infrastructure along with public lectures, conferences, performances and art. Examples of Project features include:

- Office space for women-focused activists, organizations, events and programs;
- Anticipated community spaces such as a wellness clinic and public atrium;
- A ground-floor "International Women's Art Gallery" and restaurant; and
- Commercial tenants in technology and creative-focused industries, further strengthening Chelsea's creative economy and cross-subsidizing non-profit rents.

## B. Tenant and Developer

In developing the Project, ESD will enter into a long-term lease for the Site, inclusive of land and improvements, with NoVo Foundation or its affiliate ("Nonprofit"), a New York-based organization that dedicates itself to advancing several community issues including women's progress. Peter and Jennifer Buffett, son and daughter-in-law of investor and philanthropist Warren Buffett,

serve as chairs for the NoVo Foundation. The Goren Group, a women-owned development firm led by Lela Goren, is working with the NoVo Foundation to develop the Project.

### C. Design Guidelines and Zoning

In order to construct the Project consistent with the Design Guidelines (Exhibit D), ESD will override certain local zoning regulations pursuant to the UDC Act. These zoning overrides will permit development that approximately conforms to a C6-3, West Chelsea Special District, Subarea D, with respect to permitted FAR (maximum, with increases) and height and setback, with modifications. The resulting development will be consistent with potential developments for sites within the surrounding area. The City has been advised and has provided input on the proposed overrides, pursuant to UDC Act Section 16(1).

### D. Project Schedule

Construction of the Project is expected to begin in 2017 and conclude in 2019.

### E. Estimated Project Costs and Financing Sources

Nonprofit projects a construction budget of approximately $50,000,000 for (a) Site improvements, repairs, rehabilitation, and construction and (b) additional rent associated with demolition. The budget may be updated from time to time by Nonprofit as plans progress.

Nonprofit has provided ESD with evidence that it has identified $62,500,000 for its initial leasing and construction costs, including demolition and initial construction, and it is expected that Nonprofit will invest in the Project an amount of equity equal to 100% of the construction budget.

## IV. Project Goals and Benefits

After Bayview's formal decommissioning in the fall of 2013, on May 19, 2014, ESD issued a Request for Proposals ("RFP") for the Purchase or Long-Term Lease and Adaptive Re-Use of Bayview Correctional Facility. The following goals were addressed in the winning Proposal by NoVo Foundation and Goren Group:

**Goal 1. Redeveloping a vacant State-owned site**

By redeveloping a vacant State-owned site, the State will utilize a surplus State-owned property, avoiding the continued carrying costs associated with maintaining the Site and the risks that the Site would become an abandoned, substandard area; and enliven the area in the vicinity of the Site with a development of a mix of dynamic uses, activating the streetscape and enhancing the pedestrian experience along the Site.

**Goal 2. Maximizing economic impact.**

The preliminary construction budget for the Project is approximately $50 million. On an annual basis, it is estimated that the Project will create more than 300 new permanent, full-time jobs and result in $43 million in annual economic activity.

**Goal 3. Providing opportunities for community facility use.**
The Project will consist of facilities that are suitable for educational, cultural, recreational, community and other civic purposes. Specifically, among other features, the Project may include a rooftop garden, wellness center, atrium, gallery, and event spaces. As currently envisioned, the atrium and gallery will be open to the public. In addition, the Nonprofit is exploring the possibility of allowing limited public access to other parts of the building such as the pool, chapel and the rooftop garden.

**Goal 4. Preserving and/or adaptively reusing the Site to the extent practicable.**
The Project will restore the exterior and certain significant interior spaces of the Main Building, such as the Pool and Chapel, which will be repaired and/or rehabilitated in a manner that is compatible with and respectful of the architectural and historical significance of the historic resource, in accordance with the Secretary of Interior's Standards for the Treatment of Historic Properties. The ornamental features of the Laundry Facility will be salvaged and reused to the extent feasible, and the structure that is built to replace that section will be designed to be compatible with the Main Building.

**Goal 5. Achieving architectural distinction and design excellence in any proposed Site enhancements.**
Bayview was originally designed by Shreve, Lamb and Harmon, one of the premier architectural firms active in the 1930's, which designed many prominent buildings in the City, but is most widely associated with the Empire State Building. At present, Bayview is situated near several of the City's most distinct architectural elements, including the Frank Gehry-designed IAC Building at 555 West 18$^{th}$ Street and the Jean Nouvel-designed 100 Eleventh Avenue building, along with the High Line public park and many others. As part of its Proposal to rehabilitate the Main Building and construct a new section at the site of the current Laundry Facility, NoVo Foundation and Goren Group launched The Women's Building International Design Competition to identify an architect or team of architects to lead the Project. The design of the proposed new section will be carefully developed and detailed, in consultation with SHPO, to establish an appropriate relationship with the Main Building, with special attention given to the juncture between the historic Main Building and proposed new section.

**Goal 6. Featuring meaningful participation of New York State-certified Minority and Woman-Owned Business Enterprises (MWBEs) in the Project team.**
Nonprofit and its affiliates and/or partners shall be required to solicit and utilize MWBEs for any contractual opportunities generated in connection with the Project and to use Good Faith Efforts (5 NYCRR §142.8) to achieve an overall

MWBE Participation Goal of 23% in relation to the total value of the Project. The aforementioned goal shall be divided to include a Minority Business Enterprise ("MBE") Participation Goal of 13% and a Women Business Enterprise ("WBE") Participation Goal of 10%, both related to the total value of the Project.

**Goal 7: Incorporating sustainable building practices and appropriate levels of LEED or Energy Star Certification.**
Nonprofit is committed to incorporating sustainable construction practices and building to the highest level of LEED certification as is reasonably possible, potentially including: High efficiency building systems/glazing, Energy recovery systems, Low flow water fixtures, Green roof/Street level landscaping to mitigate heat island/rainwater discharge. Climate Change Resilience, including: all MEP systems above Base Flood Elevation, Pervious street level paving, Dual backup generators for life safety/IT resilience. Social sustainability, including: Mission-based equality and partnership, Health/wellness support, Catalyst of societal transformation to a caring and balanced world.

## V. Environmental Review

ESD, acting as lead agency pursuant to the requirements of the State Environmental Quality Review Act ("SEQRA") and the implementing regulations of the New York State Department of Environmental Conservation, has prepared an Environmental Assessment Form ("EAF") and supplemental analyses for the Project. ESD's review under SEQRA has concluded that the Project, implemented in accordance with the GPP, will result in no significant adverse impacts to the environment.

## VI. Essential Terms of the Transaction

### A. Overview
Nonprofit will enter into the Lease for the Site, inclusive of land and improvements, with ESD as landlord, in order to develop and operate Bayview as the Women's Building.

### B. Lease Term
The Lease will be for 50 years, with, at Nonprofit's option, a twenty-five (25) year first renewal option and a twenty-four (24) year second renewal option.

Nonprofit will possess a one-time right of first refusal, which will be exercisable if ESD, at any time during the term of the Lease, elects to sell the Site to a non-governmental entity.

During the term of the Lease, ESD will also possess a put right and may elect to require Nonprofit to acquire the Site (or to lease the Site for 99 years, inclusive of the period already elapsed under the lease) for a lump sum payment equal to the difference between $50 million (in the case of a fee acquisition) or $45 million (in the case of a 99-year lease) and certain deductions calculated for rent already paid, to be described in the Lease. ESD shall have no obligation whatsoever to exercise the put right.

## C. Financial Terms; Commencement Date

Nonprofit will commence paying Base Rent on the Commencement Date of the Lease. The Commencement Date will be the date the Demolition Work (described below) is completed.

Base Rent paid by Nonprofit will begin at $3,500,000 per year. Base Rent may increase periodically according to formulae for base rent step-ups and resets as further specified in the Lease.

Nonprofit will make a prepayment of the Base Rent at execution of the Lease in the amount of $5,862,007.37. The prepaid Base Rent will be applied as a credit, at the rate of $97,700.12 per month, against the first payments of Base Rent becoming due under the lease until the prepaid Base Rent is fully applied (the prepaid Base Rent will also serve as security).

When the prepaid Base Rent is fully applied, Nonprofit will be required to fund a security deposit equal to one (1) year's Base Rent. The security deposit will increase as Base Rent increases.

In addition to the Base Rent, Nonprofit will pay "Special Rent" that will be calculated based on the value of certain benefits that Nonprofit may receive in conjunction with ESD's ownership of the property.

## D. Construction and Demolition

Upon execution of the Lease, Nonprofit and ESD will enter into an Agency Agreement under which Nonprofit, as ESD's agent, will demolish the Laundry Facility and all improvements and repairs to the Site since January 1, 1974. Nonprofit will advance the funds to pay for the demolition work on behalf of ESD as ESD's agent, and, upon commencement of the Lease term, will pay ESD such amount as supplemental rent, the net result being that the Nonprofit will fund the demolition. Upon completion of demolition, the term of the Lease will commence.

Upon commencement of the Lease, Nonprofit will commence renovation of the Main Building and construction of the new 16 story (approximate) building.

Because the Project Site is covered by a Voluntary Cleanup Agreement between the NYSDEC and Con Edison, due to its historic use as a manufactured gas plant site, all subsurface development work will be conducted in accordance with

plans reviewed and approved by NYSDEC and implemented in coordination with Con Edison.

## E. Historic Preservation

The New York State Office of Parks, Recreation and Historic Preservation ("OPRHP") has determined that Bayview is eligible for listing on the State and National Registers of Historic Places. Due to the Site's eligibility for inclusion in the New York State and National Registers of Historic Places, ESD has consulted with OPRHP pursuant to the requirements of Section 14.09 of the New York State Parks, Recreation and Historic Preservation Law. ESD, OPRHP and the Nonprofit have agreed that the Project will be implemented in accordance with a Letter of Resolution ("LOR"). The provisions of the LOR will be incorporated into the Lease as part of the Project. The Project will include certain historic preservation measures such as the retention and restoration of the Main Building including restoration of the exterior and certain significant interior spaces such as the Pool and Chapel; repairing the brick and terra cotta ornament and existing iron balconies; and restoring/replicating missing iron balconies, front entrance doors, and metal and glass windows. Nonprofit and its architect, in consultation with ESD and SHPO, will identify historic ornamental features of the Laundry Facility, which is to be demolished, that can be salvaged and reused in the Project as well as include the installation of educational exhibits and interpretive materials/displays concerning the history of Bayview and its development context. In addition, Nonprofit and its architect will consult with ESD and SHPO on the design for the new section in order to ensure the compatibility and appropriateness of the design of the new section with the remaining historic Main Building.

## F. Operation and Use

The aggregate square footage of the Project will be allocated approximately 80% to not-for-profit and community facility uses, and 20% to for-profit uses. Any increase in the for-profit uses to more than 25% of the aggregate square footage at the Site shall require ESD's written consent.

## G. Financial Contingencies, Reserves and Securities

The Lease will require Nonprofit to establish a segregated reserve account in the initial amount of $10,000,000, with the account to be replenished to the full $10,000,000 each time the balance falls below $5,000,000.00. Reserve funds may only be used for such purposes as maintaining, repairing, altering, and operating the Premises (but not to pay the cost of the initial construction). The Lease will also require Nonprofit to provide security for the completion of the initial construction work in accordance with the terms of the Lease.

## H. Other Terms

In addition to those stipulated in the Lease, other Project terms include:

1. As stipulated under applicable agreements, Nonprofit will fund and pay all out-of-pocket, third-party expenses incurred by ESD in connection with

the Project, including consultant, counsel, architectural and environmental expenses. Nonprofit has executed a Cost Agreement with ESD committing to fund these expenses, and Nonprofit has deposited funds with ESD which ESD is holding in an imprest account as security for payment of these expenses.

2. Nonprofit shall be responsible for all costs of due diligence and other preliminary work by Nonprofit.
3. Nonprofit shall be responsible for any and all Development Site preparation costs.
4. Nonprofit is currently paying a Site Maintenance Fee to cover certain operational costs (such as utility and security services) incurred through the date the Lease is executed. Upon execution of the lease and the Agency Agreement, Nonprofit will pay the costs of operating the site during the demolition period as ESD's agent and will provide the funds for such operations.
5. During the term of the Lease, Nonprofit will pay all costs of operating and insuring the site so that the base rent will be "net" to ESD.

## VII. Code Requirements

The construction of the Project, inclusive of all buildings and improvements, shall conform to the New York City Building Code and the New York City Noise Code.

## VIII. Non-Discrimination and Contractor and Supplier Diversity

Pursuant to New York State Executive Law Article 15-A, ESD recognizes its obligation under the law to promote opportunities for maximum feasible participation of certified Minority- and Women-owned businesses ("MWBEs") in the performance of ESD projects. Accordingly, ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to the Project. Nonprofit and its affiliates and/or partners shall be required to solicit and utilize MWBEs for any contractual opportunities generated in connection with the Project and to use Good Faith Efforts (5 NYCRR §142.8) to achieve an overall MWBE Participation Goal of 23% in relation to the total value of the Project. The aforementioned goal shall be divided to include a Minority Business Enterprise ("MBE") Participation Goal of 13% and a Women Business Enterprise ("WBE") Participation Goal of 10%, both related to the total value of the Project.

## IX. Project Findings

Pursuant to the UDC Act, ESD was created to implement the "policy of the state to promote a vigorous and growing economy, to prevent economic stagnation and to encourage the creation of new job opportunities...". UDC Act, Section 2. To that end, ESD is empowered, pursuant to UDC Act Section 10(c), to undertake a "Land Use Improvement Project" upon finding:

(1) That 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 the sound growth and development of the municipality;

(2) That 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; [and]

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

The Site, which was heavily damaged by Hurricane Sandy and has been deteriorating since then, is in danger of becoming a substandard or insanitary area and tends to impair or arrest the sound growth and development of the City and in particular the West Chelsea neighborhood of Manhattan. ESD does not have the need or resources to improve the Site.

DOCCS also does not have the need to improve the Site, having ended its use of the Site and operation of Bayview. As a result, the Site has now been vacant and largely unused for nearly four years since October 2012.

In contrast, the Project will result in the replacement of the Laundry Facility with a new building, the rehabilitation of the Main Building, and the expected addition of activity associated with more than 300 new full-time jobs and other community facility uses. Accordingly, the Project will address the risks that the Site would be in danger of becoming an abandoned, substandard area that would impair the sound growth and development of the City.

The Project also includes the replanning of the Site, the replacement of the Laundry Facility with a modern, new section, the rehabilitation of the Main Building, and the incorporation of community facility and commercial uses within the Site, which is located in an increasingly mixed-use residential and commercial neighborhood with a demand for community facility uses. In addition the Project would provide much needed working, exhibition and event space for organizations in New York City involved with women's issues, as well as a health clinic and wellness center for women. The Project would introduce new uses to

the building which is currently vacant and deteriorating, activating the streetscape around the Site and extending the commercial corridor and pedestrian activity along the Site. Further, the Project is consistent with the goal of revitalizing the waterfront area by encouraging commercial development of appropriately located vacant and underutilized land as set forth in the New York City Waterfront Revitalization Program ("WRP").

The Project will utilize the maximum allowable 7.5 Floor Area Ratio ("FAR") under the C6-3 zoning in Subarea D of the Special West Chelsea District, which covers the majority of the site, in order to maximize economic impact and provide opportunities for community facility uses.

The Project will include measures to assure that the rehabilitation of the exterior of the Main Building and certain significant interior spaces will be repaired and/or rehabilitated in a manner that is compatible with and respectful of the architectural and historical significance of the historic resource. The ornamental features of the Laundry Facility will be salvaged and reused to the extent feasible, and the structure that is built to replace that section will be designed to be compatible with the Main Building. In addition, all subsurface development work for the Project will be conducted in accordance with plans reviewed and approved by NYSDEC and implemented in coordination with Con Edison.

By leasing the entire Site to Nonprofit, ESD is allowing for maximum opportunity for participation by private enterprise on the Site, and has consulted with municipal and other local elected officials in connection with the Project, ensuring that it is consistent with the sound needs of the municipality as a whole.

ESD is also empowered, pursuant to UDC Act Section 10(d), to undertake a "Civic Project" upon finding:

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

(2) 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;

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

(4) That the plans and specifications assure or will assure adequate light, air, sanitation and fire protection.

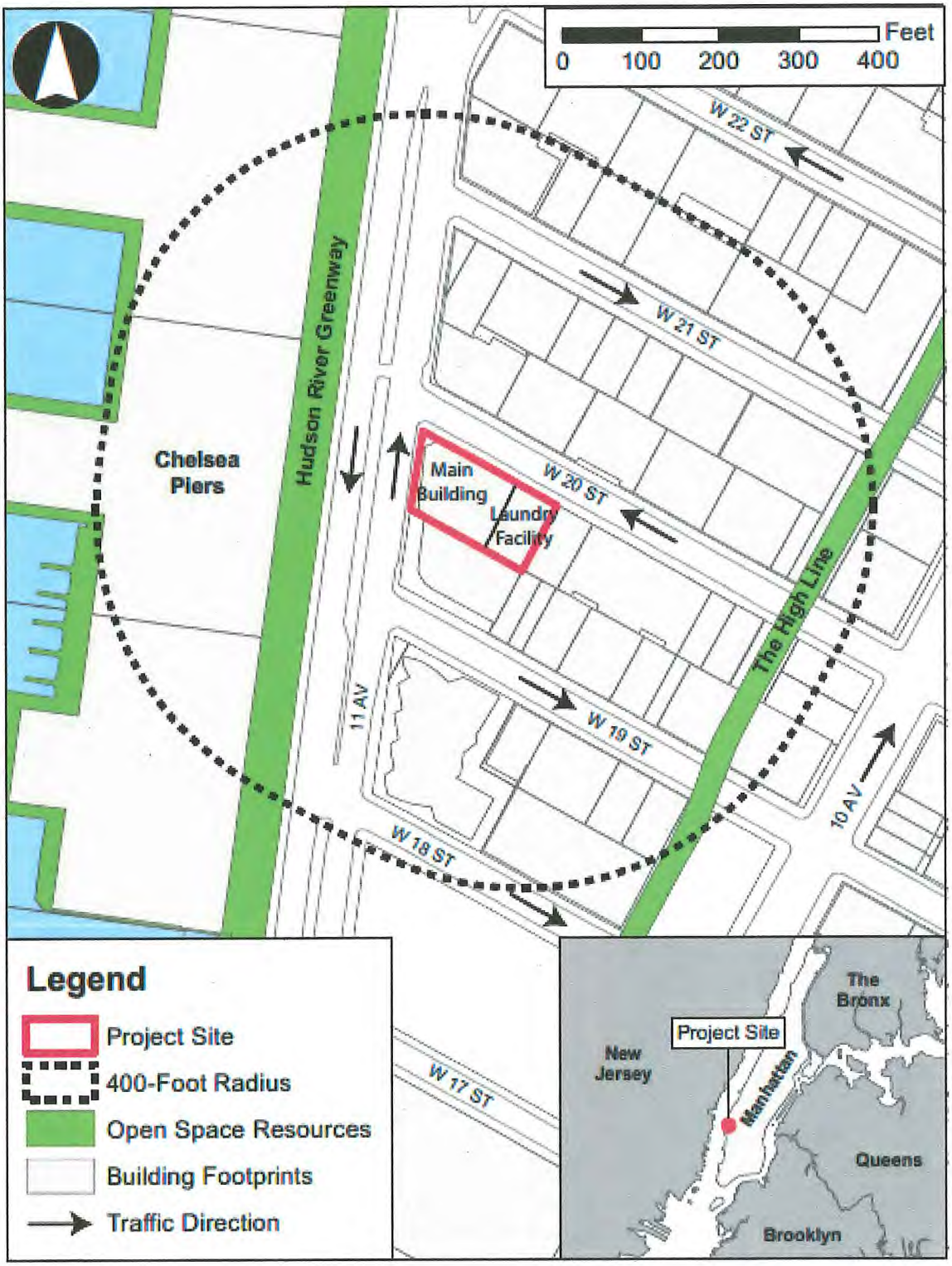
The Project will consist of facilities that are suitable for educational, cultural, recreational, community and other civic purposes. Specifically, among other features, the Project may include a rooftop garden, wellness center, atrium, gallery and event spaces. As currently envisioned, the atrium and gallery will be open to the public. In addition, the Nonprofit is exploring the possibility of allowing limited public access to other parts of the building such as the pool, chapel and the rooftop garden. The preferred use for the Site's redevelopment, which includes office, community facility and retail uses, was defined by ESD in coordination with local officials and Community Board 4 ("CB4"). Community uses, which CB4 requested that Bayview be redeveloped in part for, are an essential part of Nonprofit's plan for the Project.

As indicated in Section VI, Essential Terms of the Transaction, the Project is and will continue to be owned by ESD. Further, as also noted in Section VI, provision has been made by Nonprofit for Nonprofit's construction, operation, maintenance and upkeep of the Project and its community and other civic purposes.

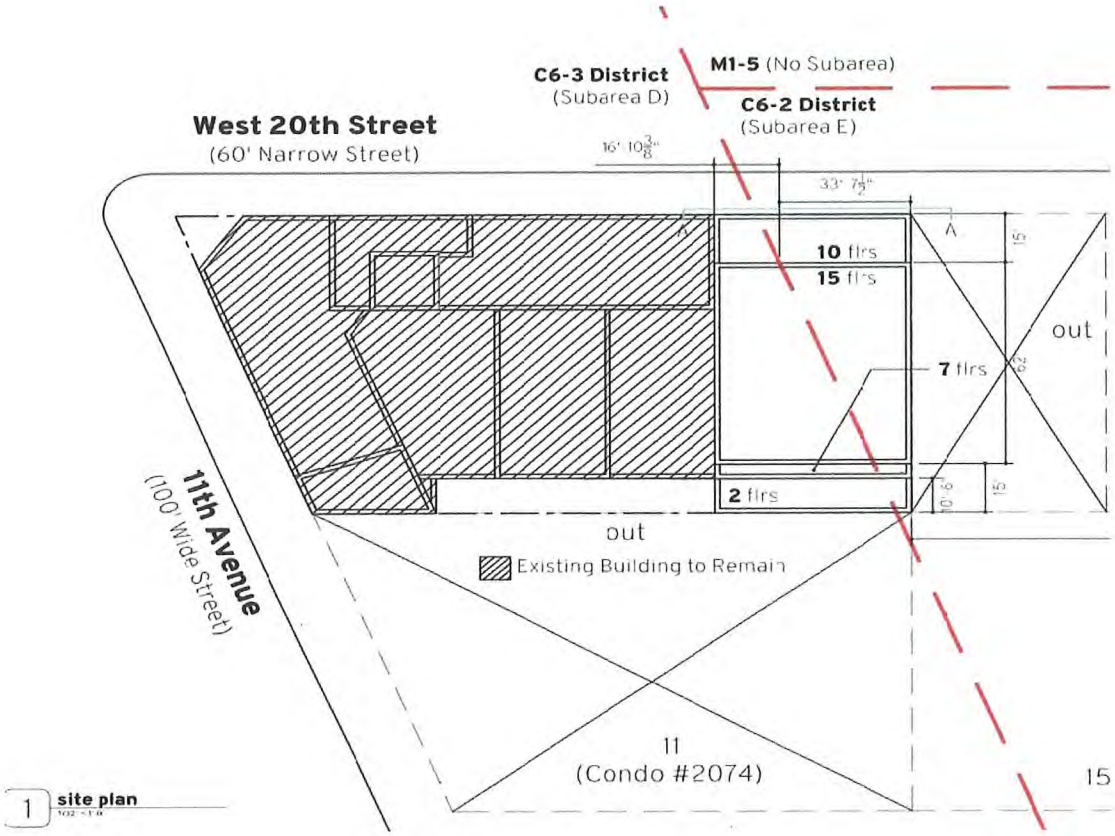
As described in Sections V (Environmental Review) and VII (Code Requirements), the construction of the Project, inclusive of all buildings and improvements, shall conform to the New York City Building Code and the New York City Noise Code, and the Project has met the requirements of the State Environmental Quality Review Act. Because it would not be economically feasible or practical for the Project to comply with the New York City Zoning Resolution, ESD will override certain aspects of local zoning pursuant to the UDC Act. The Zoning Resolution overrides are provided in the Design Guidelines.

## X. Exhibits

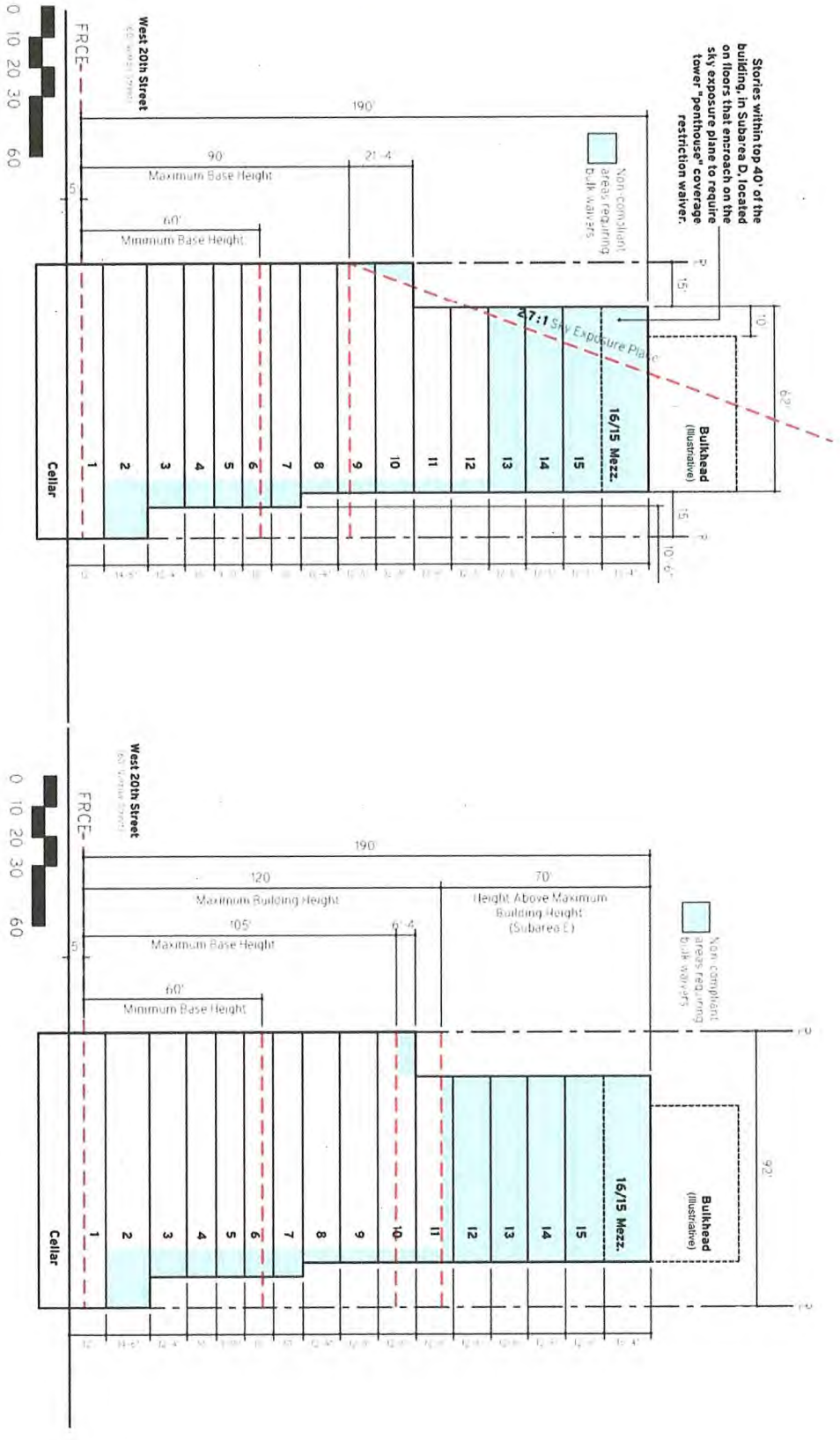
## A. Project Location Map



## B. Illustrative Site Plan



## C. Illustrative Waivers Diagram



## D. Design Guidelines

**New York State Urban Development Corporation**
**d/b/a Empire State Development**

Design Guidelines

For:

*The Women's Building*

Civic and Land Use Improvement Project

June 15, 2016

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## 1.0 SITE WIDE DESIGN GUIDELINES

The Project shall be developed in conformance with the General Project Plan (GPP) and the Design Guidelines outlined herein, which shall apply in lieu of the New York City Zoning Resolution, unless otherwise noted. The construction, or alteration, of all buildings shall conform to all other applicable statutory or regulatory requirements, including the applicable New York City Codes at the time of the plan review of any proposed building or proposed alteration.

Certain terms and concepts used in these Design Guidelines are based upon and are intended to have the same meaning as similar terms and concepts contained in the NYC Zoning Resolution, and where so identified, those provisions of the NYC Zoning Resolution shall be incorporated by reference in these Design Guidelines.

Existing buildings, or portions thereof, to remain as part of the Project, may be altered, providing the resulting alterations do not bring any existing building, or portion thereof, in non-compliance with the Design Guidelines outlined herein.

### 1.1 DEFINITIONS

The diagrams complement the text; the diagrams are as binding as if fully described in the text.

### 1.1a Rules for Construction of Language

The word "shall" or "required" is always mandatory and not discretionary. The word "may" or "permitted" is discretionary.

### 1.1b Definitions

All *italicized* terms herein as defined in the Zoning Resolution shall apply, except those underlined terms listed and defined below:

"Accessory Use" or "Accessory": An "accessory use":

(a) is a *use* conducted on the same *zoning lot* as the principal *use* to which it is related (whether located within the same or an *accessory building or other structure*; and
(b) is a *use* which is clearly incidental to, and customarily found in connection with, such principal *use*; and
(c) is either in the same ownership as such principal *use*, or is operated and maintained on the same *zoning lot* substantially for the benefit or convenience of the owners, occupants, employees, customers, or visitors of the principal *use*.

When "accessory" is used in the text, it shall have the same meaning as "accessory use."

An "accessory use" is a use conducted on the same zoning lot as the principal use to which it is related; and it is a use which is clearly incidental to, and customarily found in connection with, such principal use.

"Floor area": the sum of the gross areas of the several floors of a building measured from the exterior faces of exterior walls of from the center lines of walls separating two buildings. In particular, "floor area" includes:

(a) *basement* space;
(b) elevator shafts or stairwells at each floor;
(c) floor space in penthouses;
(d) attic space providing structural headroom of 8'-0" or more;
(e) floor space in interior mezzanines or bridges;
(f) floor space in accessory *buildings*, except for floor space used for accessory off-street parking;
(g) floor space used for accessory off-street parking spaces provided in any *story* after June 30, 1989, which is located more than 23 feet above *base plane* in any other building;
(h) floor space used for accessory off-street loading berths in excess of 200 percent of the amount required by the applicable district regulations;

However, the "floor area" of a *building* shall not include:

1) *cellar* space, except that *cellar* space used for retail shall be included for the purpose of calculating requirements for accessory off-street parking spaces, accessory bicycle parking spaces and accessory off-street loading berths;
2) elevator or stair bulkheads, accessory water tanks, or cooling towers;
3) uncovered steps;
4) attic space providing structural headroom of less than 8'-0";
5) floor space in open or roofed terraces and exterior balconies;
6) floor space used for accessory off-street parking;
7) floor space used for accessory off-street loading berths;
8) floor space used for mechanical equipment;
9) exterior wall thickness in new buildings, up to eight inches, where such above-grade exterior walls of the building envelope are more energy efficient than required by the New York City Energy Conservation Code (NYCECC);
10) exterior wall thickness in existing buildings, up to eight inches, added to the exterior or interior of any exterior building wall, provided the added wall thickness has a thermal resistance (R-value) of at least 1.5 per inch;
11) floor space in a rooftop greenhouse permitted pursuant to Section 1.3b (Special requirements for Rooftop Greenhouses); and
12) floor space in exterior balconies or in open or roofed terraces.

## 1.2 PARCEL PLAN

The GPP establishes two Parcels within a single *zoning lot* for the Project as indicated in Figure II-2, Parcel Plan. Table I-1, Bulk and Use controls, provides a summary by parcel of: *lot area*, *floor area ratio* (FAR), total floor area, minimum base height, maximum base height, and maximum building height, required *rear yard*, and required *rear yard setbacks*. Table I-2, the Summary of Program, may be modified subject to review and approval by ESD.

## 1.3 PERMITTED USES

### 1.3a Permitted Uses for the Project

All the permitted as-of-right uses in the Zoning Resolution shall apply to the Project, except as otherwise modified or restricted by these Design Guidelines.

Within all Parcels, the following uses shall not be permitted:

- *Residential* use (UG 2); and
- *Transient Hotel* Accommodations (UG 5).

Within all Parcels, following modifications of uses permitted as-of-right, or otherwise not permitted, under the Zoning Resolution shall be permitted as-of-right and without a City Planning Commission Certification or a Board of Standards and Appeals special permit for the Project:

- Open Rooftop uses, accessory to *Community Facility uses* (UG 4B);
- Rooftop Greenhouses (UG 4B);
- Bakeries (limited up to 1,000 square foot of floor area used for production; UG 6A);
- Open Rooftop uses, accessory to Eating and Drinking Establishments, with entertainment and under 200 person capacity (UG 6C);
- Open Rooftop uses, accessory to *Commercial uses* (UG 6F);
- Physical Cultural Establishments (PCE; UG 9); and
- Catering establishments (UG 13B).

### 1.3b Special requirements for *Rooftop Greenhouses*

A rooftop greenhouse shall be excluded from the definition of *floor area* and may exceed *building* height limits as per Section 1.7a (Permitted Obstructions), providing such rooftop greenhouse complies with the following criteria:

a) will only be used for cultivation of plants, or primarily for cultivation of plants when accessory to a *community facility use or for commercial use*;
b) is no more than 25 feet in height;
c) has roofs and walls consisting of at least 70 percent transparent materials, except as permitted pursuant to paragraph (f)(3) of this Section;
d) where exceeding *building* height limits, is set back from the perimeter wall of the *story* immediately below by at least six feet on all sides; and
e) has been represented in plans showing:
    1) the area and dimensions of the proposed greenhouse, the location of the existing or proposed *building* upon which the greenhouse will be located, and access to and from the *building* to the greenhouse;
    2) that the design of the greenhouse incorporates a rainwater collection and reuse system; and
    3) any portions of the greenhouse dedicated to office or storage space accessory to the greenhouse, which shall be limited to 20 percent of the floor space of the greenhouse, and shall be exempt from the transparency requirement in paragraph (d) of this Section.

**1.4 BULK**

The underlying bulk regulations in the Zoning Resolution shall apply, except as modified by the GPP. The GPP controls are made more specific herein by providing a summary by parcel of: *lot area*, *floor area ratio* (FAR), total floor area, minimum base height, maximum base height, and maximum building height, required *rear yard*, and required *rear yard setbacks* on each parcel. All heights shall be measured from the *base plane*.

**1.5 FLOOR AREA RATIO**

For permitted *floor area ratio* (FAR) on each parcel as established in the GPP shall not exceed 7.5 FAR. Increases in permitted floor area pursuant to bonuses in the Zoning Resolution shall not apply. The distribution of floor area may be allocated anywhere within the *zoning lot* without regard for Parcel boundary lines.

**1.6 REQUIRED STREET WALL**

Within Parcel B, the required *street wall* shall be provided as depicted in Figure II-3.

**1.7 MAXIMUM BUILDING HEIGHT AND REQUIRED SETBACKS**

For permitted maximum building heights and required setbacks on each parcel, as established in the GPP, refer to Table I-1 and Bulk Control Plans Figure II-6. The following are permitted obstructions which may penetrate the applicable *sky exposure plane* in Parcel A or the maximum height limit in Parcel B by 30 feet, unless otherwise indicated below.

**1.7a Permitted Obstructions**

The underlying Zoning Resolution regulations for permitted obstructions shall apply. However, the following additional obstructions shall be permitted and may thus penetrate the *sky exposure planes* in Parcel A or the maximum height limit in Parcel B, as set forth in Section 1.7b (Minimum and Maximum Building Heights):

a) Elevator or stair bulkheads (including shafts; and vestibules not larger than 60 square feet in area providing access to a roof), roof water tanks and accessory mechanical equipment (including enclosures), other than solar or wind energy systems, provided that:
   1) such obstructions shall be located not less than 10 feet from the *street wall* of a *building*, except that such obstructions need not be set back more than 25 feet from West 20th Street or more than 20 feet from Eleventh Avenue. However, such restrictions on location shall not apply to elevator or stair bulkheads (including shafts or vestibules), provided the *aggregate width of street walls* of such bulkheads within 10 feet of a *street wall*, facing each *street* frontage, times their average height, in feet, does not exceed an area equal to four times the width, in feet, of the *street wall* of the *building* facing such frontage;
   2) all mechanical equipment shall be screened on all sides;
   3) such obstructions and screening are contained within a volume that complies with one of the following:
      (i) the product, in square feet, of the *aggregate width of street walls* of such obstructions facing each *street* frontage, times their average height, shall not exceed an area equal to eight times the width, in feet, of the *street wall* of the *building* facing such frontage; or
      (ii) the *lot coverage* of all such obstructions does not exceed 20 percent of the *lot coverage* of the *building*, such obstructions are limited to a maximum height of 30 feet.

      For the purposes of this paragraph, (f), *abutting buildings* on a single *zoning lot* may be considered to be a single *building*;

b) finished roof surface of such *building*, provided the *enlarged* portion does not exceed the maximum height limit by more than eight inches;
c) Rooftop greenhouses, permitted pursuant to Section 1.3b (Special requirements for Rooftop Greenhouses).
d) Skylights, clerestories or other daylighting devices, not more than four feet in height, as measured from the maximum height limit, or the finished level of the roof as it existed on April 30, 2012, whichever is higher. Such devices shall be limited to a *lot coverage* not greater than 10 percent of the *lot coverage* of the roof and be located at least eight feet from the *street wall* edge. However, such

devices shall not be permitted obstructions above a roof with a slope greater than 20 degrees;

e) Solar energy systems:
   1) on the roof of a *building*, up to four feet in height, as measured from the maximum height limit, or the finished level of the roof, whichever is higher; and
   2) such solar energy system design shall be reviewed and approved by ESD prior to filing with the Department of Buildings; and
f) Wire or other transparent fences.

In addition, the following shall not be permitted obstructions:

a) Banners, Flagpoles or aerials;
b) Rooftop signage; and
c) Solar Energy systems, unless approved by ESD;

**1.7b Minimum and Maximum Building Heights**

The provisions set forth in this Section shall apply to all *buildings or other structures*. Such provisions shall apply to existing buildings, except for minimum base heights, providing no alteration or enlargement of an existing building shall create a non-compliance with these Design Guidelines.

a) Parcel B – Special Regulations
   1) Minimum and Maximum Base Heights

      The minimum base height for any portions of *buildings or other structures* within shall be 60 feet. The maximum base height for any portions of *buildings or other structures* shall be 120 feet.

   2) Required Setbacks

      All portions of *buildings or other structures* that exceed the applicable maximum base height specified in this Section shall provide a setback at a height not lower than the applicable minimum base height. A setback with a depth of at least 15 feet shall be provided from any *street wall* fronting on West 20$^{th}$ Street, except such dimensions may include the depth of permitted recesses in the *street wall*.

   3) Maximum Building Height

      The maximum building height for any portion of any *buildings or other structures* shall be 190 feet.

**1.8 YARD REGULATIONS**

For all Parcels, Front and Side Yard are not required. Rear Yards are required as set forth in Figure II-3.

On Parcel B, no portion of a *building or other structure* above a height of 75 ft shall be nearer to a rear yard line than 4.5 ft.

**1.9 LOT COVERAGE**

There are no *lot coverage* requirements for *buildings* or other structures containing only *community facility* and/or *commercial uses*.

**1.10 ROOF MECHANICAL**

Roof mechanical equipment: shall be screened; material and design to be consistent with the building architecture. Chain link fences are not permitted.

**1.11 PERMITTED PARKING AND LOADING REQUIREMENTS**

Permitted accessory parking and permitted loading berths shall be permitted as per the Zoning Resolution. There shall be no required accessory parking space or required loading berths pursuant for the Project.

**1.12 CURB CUT REGULATIONS**

The maximum width of a *curb cut* zone shall be 15 ft for one-way traffic and 25 ft for two way traffic. A maximum of 2 curb cuts are permitted per *curb cut* zone. These *curb cut* requirements shall be in addition to any other applicable City rules or regulations concerning driveway curb cuts. When permitted, *curb cuts* are to be kept to a minimum size and number. For all Parcels, no curb cuts shall be permitted within 50 ft of the intersection of two *street lines*. For specific locational requirements refer to Figure II-2.

**1.13 STREETSCAPE**

Developer is required to provide streetscape work including sidewalk paving, trees, and other items and to prepare final Builder's Pavers Plans to ESD and to NYC DOT and other agencies as required, for approval.

**1.14 SIGN GUIDELINES**

Permitted *signs* shall be permitted as per the Zoning Resolution, unless otherwise modified herein. *Advertising signs* shall not be permitted.

**1.14a Non-illuminated signs**

The maximum surface area for non-illuminated signs along West 20$^{th}$ Street shall be 3 times the length of the *zoning lot street frontage*.

The maximum surface area for non-illuminated signs along Eleventh Avenue shall be 5 times the length of the *zoning lot street frontage*.

The maximum surface area for non-illuminated signs along a street wall articulation, at the intersection of 20th Street and 11th Avenue, for existing buildings shall be 8 times the length of such articulated wall length.

**1.14b Illuminated signs**

The maximum surface area for illuminated signs shall be 300 square feet for each street frontage of the zoning lot, providing that no illuminated signs directly face any existing building with *residences*, including loft dwellings and *joint live work quarters for artists.* Flashing signs shall not be permitted.

**1.14c Multi-facetted Signs and Height of Signage**

The maximum surface area for multi-facetted signs shall be 200 square feet per facet and a maximum projection of 4 feet from the *building street wall*. The maximum height of any sign projecting from any *building street wall*, shall be 87 feet, measured above *base plane*, with a maximum length not to exceed 50 feet.

General Project Plan
**Table I-1**
**Parcel Descriptions**
**Bulk and Use Controls**

| Parcel | Lot Area (Approx.) | FAR | Total Zoning Floor Area (1) | Building Heights (ft) | | | Req'd Rear Yard | Req'd Rear Yard Setback | Other Requirements |
|---|---|---|---|---|---|---|---|---|---|
| | | | | Min. Base | Max. Base | Max. Building | | | |
| A | 11,153 | 7.5 | 103,553 | 60.0 | 90.0 | 250.0 | 10.5(2) | n/a | |
| B | 4,646 | 7.5 | 14,940 | 60.0 | 120.0 | 190.0 | 10.5(2) | + 4.5 | |
| Total | 15,799 | 7.5 | 118,493 | | | | | | |

(1) Zoning Floor Area can be allocated anywhere on the zoning lot without regard to Parcel boundaries (Section 1.5).
(2) Existing rear yard shall be provided in accordance with Figure II-2 (Section 1.8a).

General Project Plan
**Table I-2**
**Parcel Descriptions**
**Summary of Program**

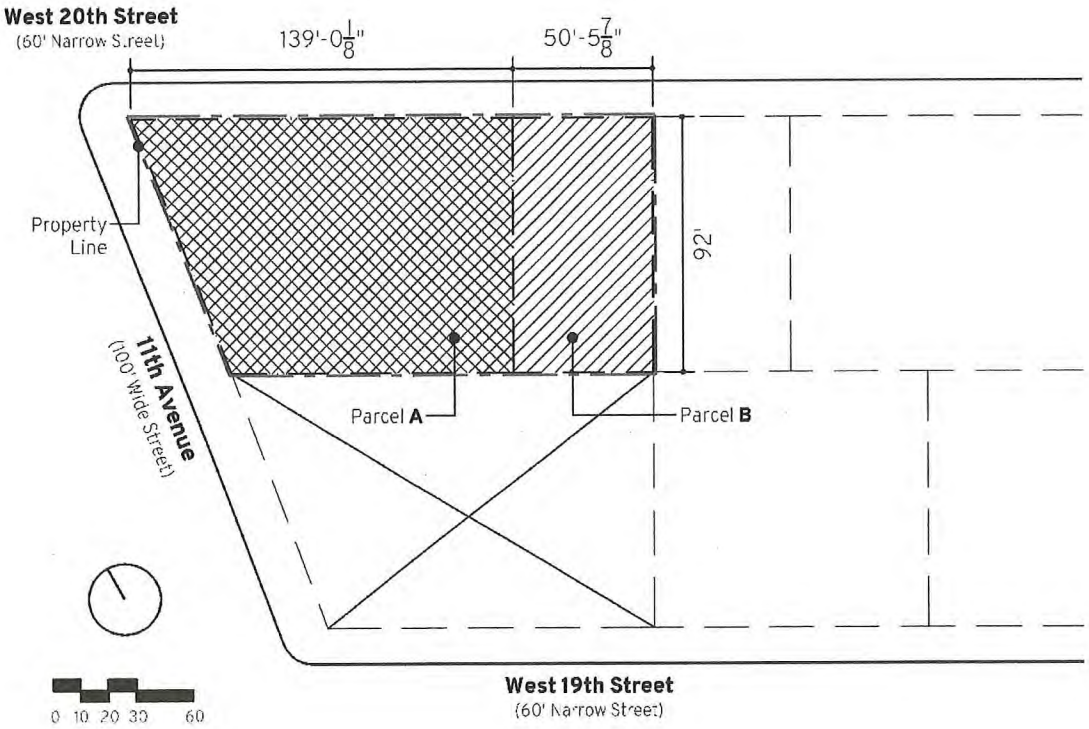
| **Type** | **Use Group** | **Description** | **Area (Gross)**[2] |
|---|---|---|---|
| Office | 4 | Office Space Non-Profit | 42,000 |
| Office | 6 | Office Space For-Profit | 9,000 |
| Community | 3 & 4 (1) | Operations/ Mechanical (HVAC)/ Circulation/ Storage/ BOH | 35,000 |
| Community | 3 & 4 (1) | Gardens and Roof event space | 8,000 |
| Community | 4 | Multi-use/ Event/ Flex Space | 9,000 |
| Health Clinic | 4 | Health Clinic/ Wellness/ Pool/ Gym | 10,000 |
| Community | 4 | Childcare Facilities | 5,000 |
| Retail | 6 | Restaurant/ Café | 6,000 |
| Community | 3 & 4 (1) | Atrium, Lobby, Lounge, Help Desk, Common Spaces | 5,000 |
| Community | 4 | Art Gallery | 1,175 |
| | | | |
| | | **Maximum Total Project Program** | **130,175** |

(1) Accessory use.

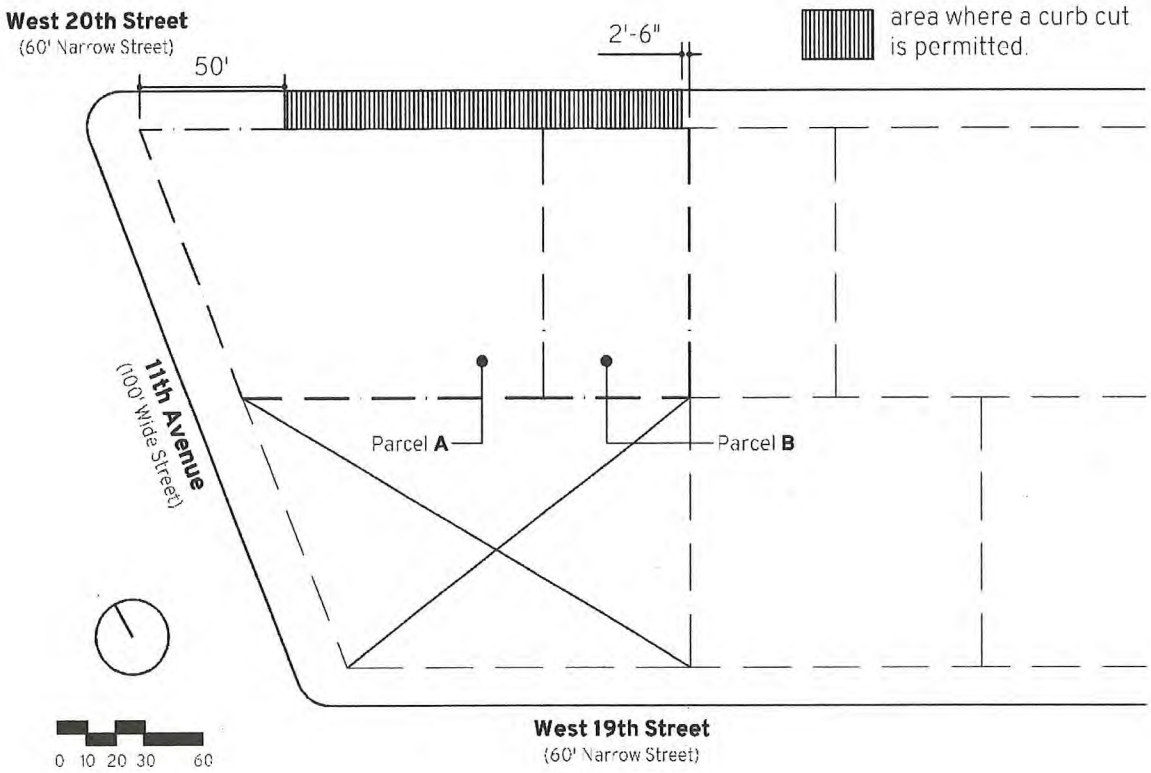
Note: The Project is not restricted to the Use Groups and program areas in this Summary of Program table. The Project is permitted to include uses, as indicated in the Design Guidelines (Section 1.3 Permitted Uses).

(2) Area (Gross). All figures are approximate and subject to change. Material changes are subject to ESD approval.

General Project Plan
**Figure II-1**
**Parcel Plan**



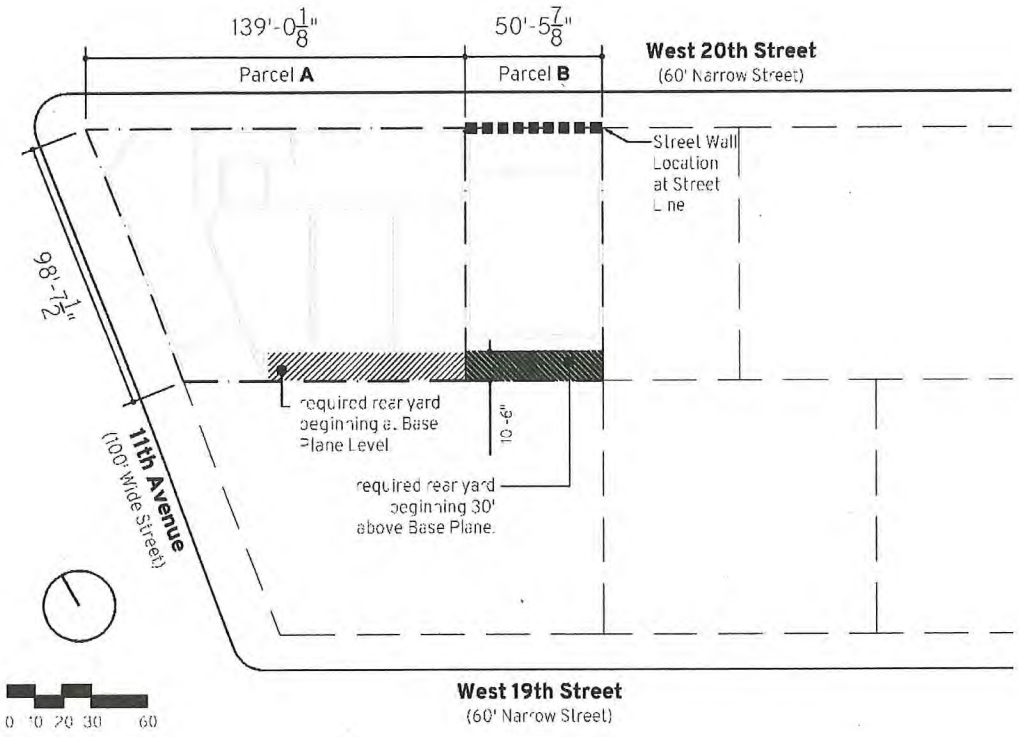
General Project Plan
**Figure II-2**
**Curb Cut Zone**



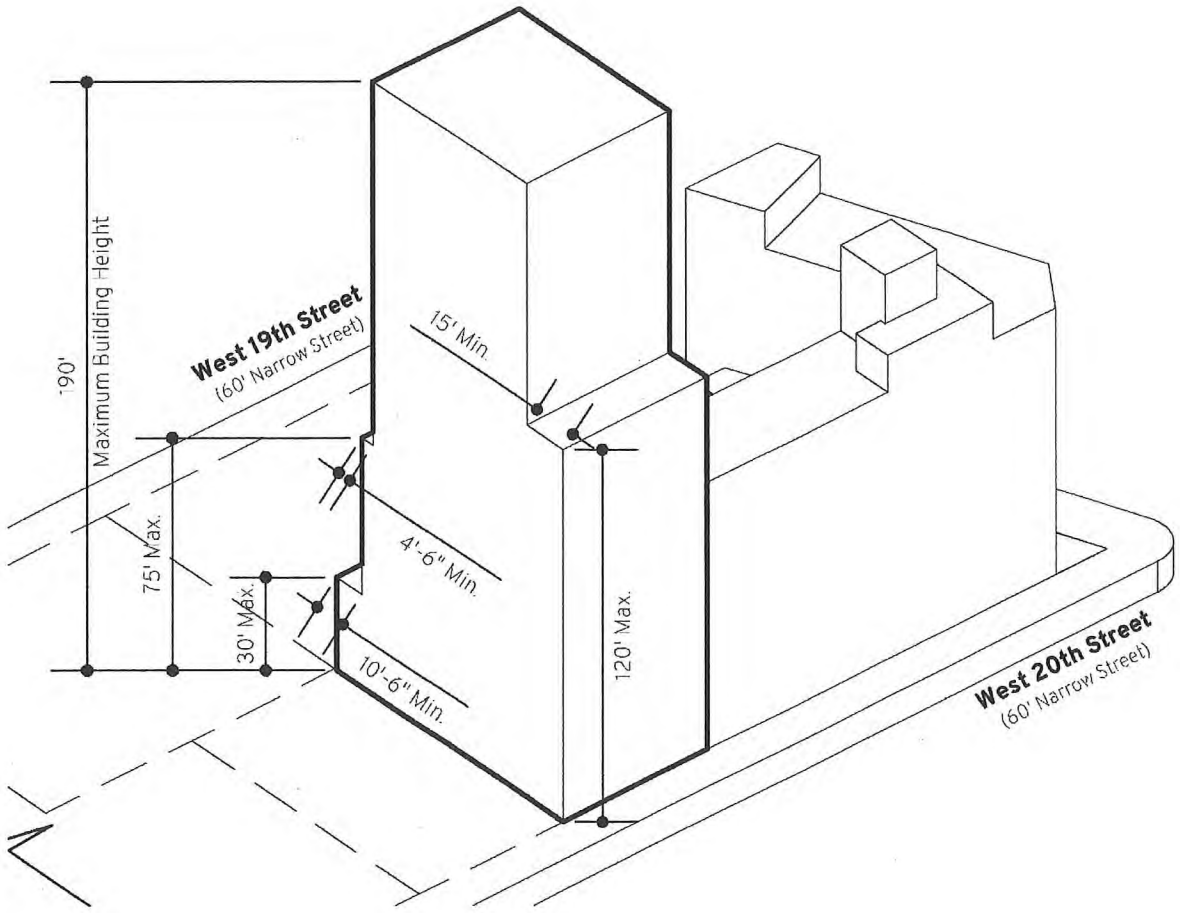
General Project Plan

**Figure II-3**

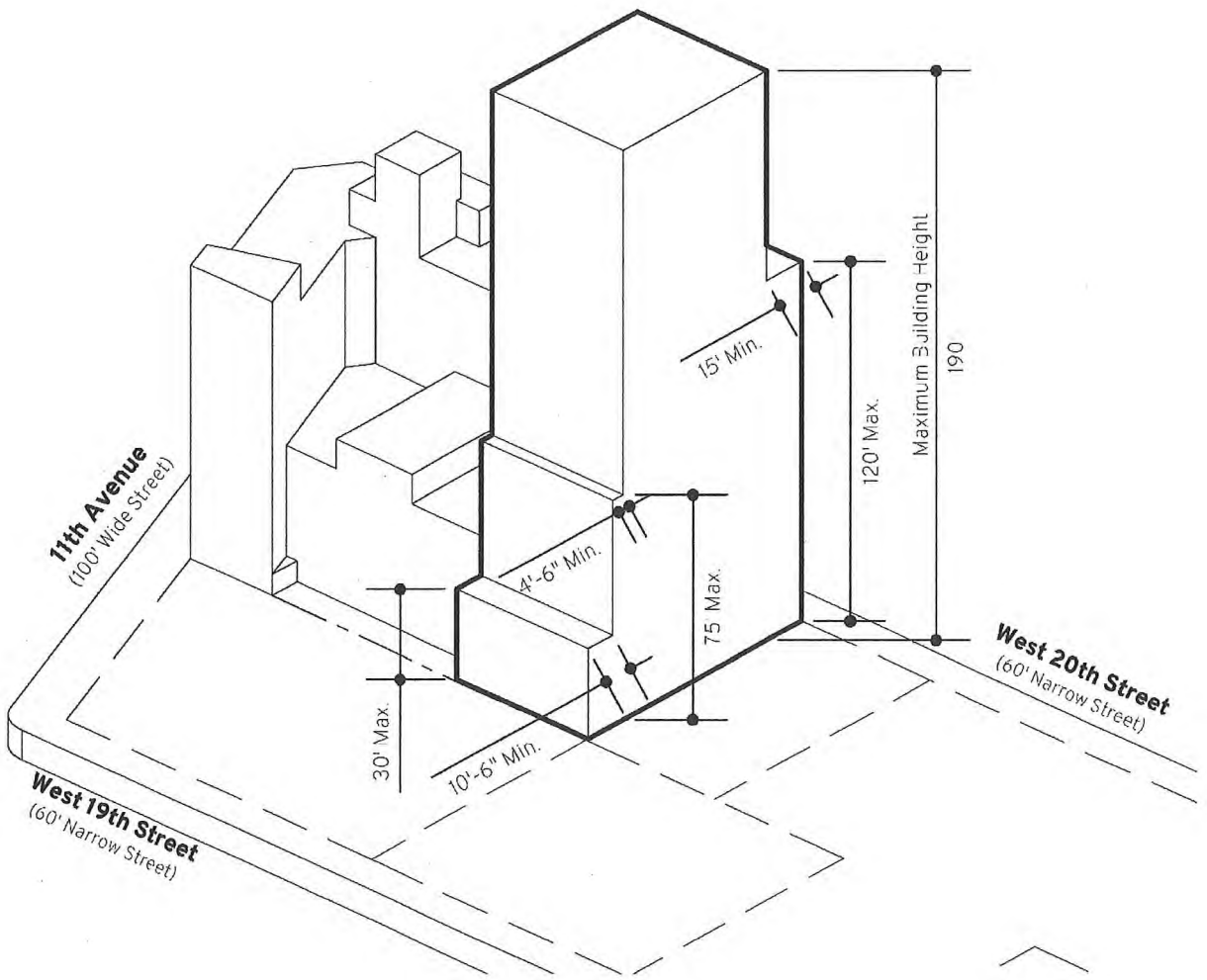
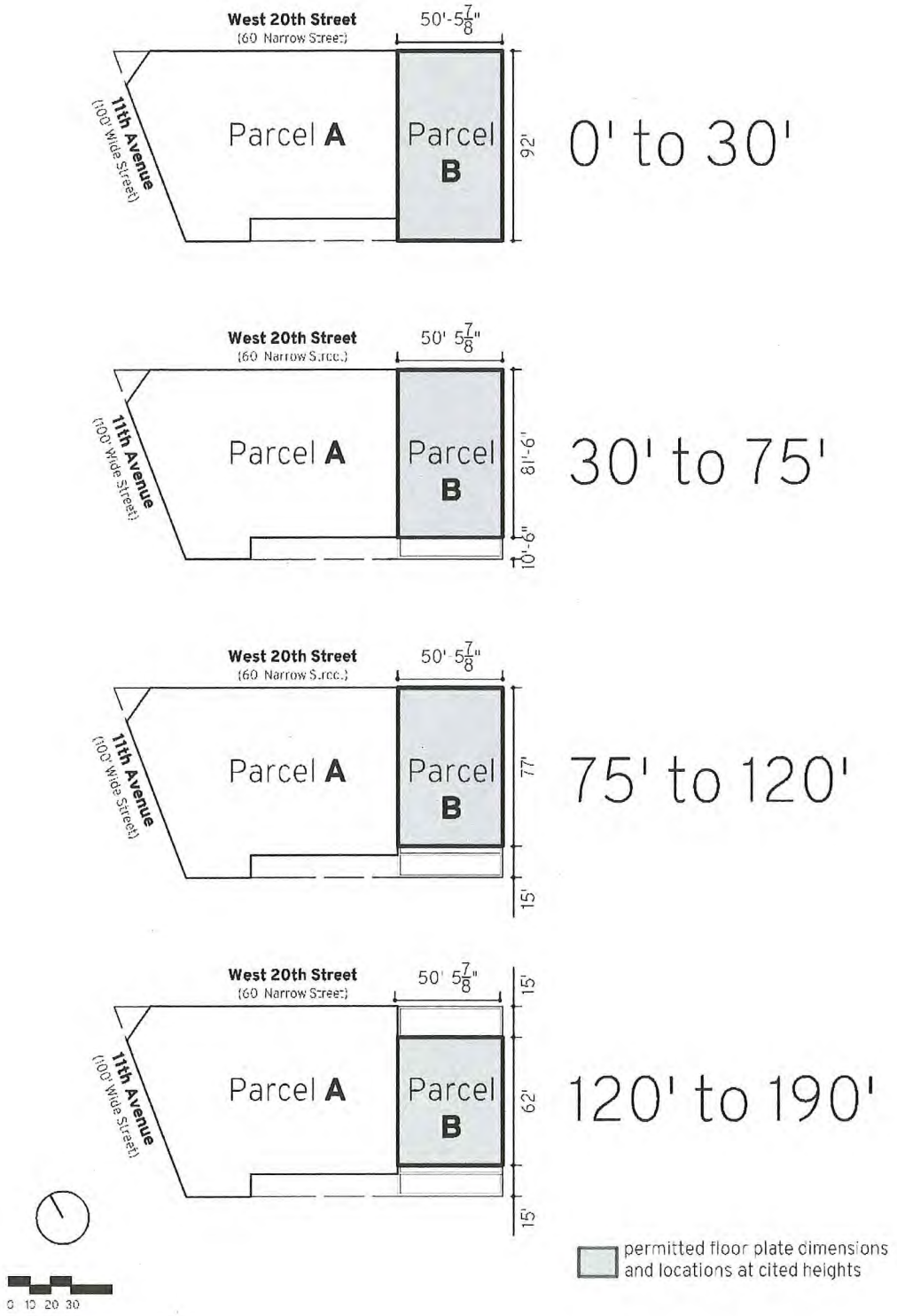
**Rear Yard and Required Street Wall Diagram**



General Project Plan
**Figure II-4**
**Axonometric View, North**
**Parcel B**



General Project Plan
**Figure II-5**
**Axonometric View, South**
**Parcel B**



General Project Plan
**Figure II-6**
**Bulk Controls, Required Setbacks – Parcel B**