Erie Canal Harbor Development Corp.

ERIE CANAL HARBOR DEVELOPMENT CORPORATION
at the offices of
Empire State Development – Buffalo Regional Office
95 Perry Street, Suite 500
Buffalo, NY 14203

Meeting of the Directors

Wednesday
November 13, 2013 - 9:00 AM

PROPOSED AGENDA

CORPORATE ACTION

1. Approval of the Minutes of the October 9, 2013 Directors' Meeting

2. Corporate Vision and Mission Statement – Approval of Corporate Vision and Mission Statement

3. Canalside Land Use Improvement Project – Recommend Adoption of Modified General Project Plan; Authorization to Hold Public Hearing; Determination of No Significant Effect on the Environment; and Authorization to Take Related Actions

4. Procurement of Real Estate Counsel for Canal Side Project - Authorization to Amend a Retainer Agreement for Legal Services and to Take Related Actions

FOR INFORMATION

5. President's Report – Oral Report

Item #1

Erie Canal Harbor Development Corporation
Meeting of the Directors
Held at the Offices of Empire State Development
– Buffalo Regional Office
95 Perry Street – Suite 500
Buffalo, New York 14203

October 9, 2013

MINUTES

In Attendance Directors:	Robert D. Gioia – Chairman David J. Colligan Michael DiVirgilio (via videoconference) Gary L. Ginsberg (via videoconference) Sam Hoyt Mayor Byron W. Brown (Non-Voting Director)
ECHDC Staff:	Thomas P. Dee, President Christopher Catanzaro, Assistant Project Manager Jill Clark, Assistant Project Manager Mary L. Coleman, Office Manager Jessica Gage, Assistant Project Manager Lawrence A. Jacobs, General Counsel Deborah Royce, Corporate Secretary (via videoconference)
ESD Staff: (Attending via videoconference)	Ingrid Barbosa-Santiago, Director of Subsidiary Finance Julia Borukhov, Financial Project Manager Stephen Gawlik, V.P. Capital Projects & Senior Counsel (attending in Buffalo) Andrew Grossman, Special Advisor to the Chief Financial and Administrative Officer Carlos Otero, V.P. Contracts Administration & ESD Subsidiary Finance
Also Present:	Barbara Leggett, Executive Director – Explore and More Children's Museum Maria R. Whyte, Commissioner of Environment and Planning - Erie County Members of the Media Members of the Public

The meeting of the Erie Canal Harbor Development (the "Corporation"), was called to order at approximately 1:40 a.m. It was noted for the record that the meeting was being webcast, and that the Directors had received all written material in advance of the meeting. Chairman Gioia then noted for the record the Corporation's policy which welcomes public comments on the items on the current Agenda.

Chairman Gioia requested Steve Ranalli to present a request for authorization for the Corporation to, among other things, accept the "Explore and More Children's Museum" Museum Master Plan and Pre-Campaign Planning and Feasibility Study Report as complete.

After indicating that prior planning background information was included in the Directors' materials that they received, Mr. Ranalli began his presentation referring to the May 2012 Directors' meeting when "Explore and More Children's Museum" was designated as the museum operator. At that time, the Museum was asked to run through a planning phase and that included the need for a Museum Master Plan as well as a capital campaign feasibility study.

Mr. Ranalli indicated that both of those reports were now complete and the Board was now being asked to accept them. He gave a quick overview of the Master Plan which indicated that it would locate the Museum of 39,800 gross square feet on what's referred to as the South Aud Block, south of the canals at the Cooner of Mai and Scott which would be for an audience of families from birth to age 12.

He noted the attendance is expected to range from 150,000 to 200,000 with approximately 180,000 annually and have a peak month attendance of approximately 19,900. This is both in the winter months in February as well as in the summer months' which will provide for the year-round attraction that the Corporation has been discussing.

Mr. Ranalli went on to explain that the conceptual framework for the museum itself and the exhibits they refer to "Exploring Buffalo and More" has eight permanent exhibit spaces and one reserved for traveling exhibits as well as outdoor performance space, and greenroom space. They will have a number of Buffalo and Western New York learning experiences planned, with titles of "Moving Water"; "Being Good Neighbors"; "Playing Together"; "Lighting Buffalo's Imagination"; "Building Buffalo"; "Weather Wise"; and "From Farm to Fork".

The campaign feasibility study report has also been completed and Mr. Ranalli wanted to note that the Museum interviewed over 100 community leaders, corporate representatives, as well as foundation representatives and elected officials during that study time to discuss the Museum's ability to raise sufficient funds for fit-out/exhibits, staffing, endowment, operations, and things of that nature. Their consultant, CapitalQuest, felt that overall the case for funding and the museum is strong and supported by the community.

Mr. Ranalli also wanted to note that although the Board is accepting the two reports today, further Board approval will be required for actions prior to executing any binding agreements as well as for expending any funds to move this project forward.

He reminded the Directors that all they are being asked to do at this time is accept the "Explore an d More Children's Museum" Museum Master Plan as well as the Pre-Campaign Planning and Feasibility Study Report as complete and authorize the Corporation to enter into a non-binding Memorandum of Understanding with "Explore and More Children's Museum" to advance the redevelopment of Parcel A2.2 and Parcel A2.3 of the Aud Block and to take all related actions.

It was noted for the record that the Commissioner of Environment and Planning for Erie County, Maria Whyte, joined the meeting.

Director Colligan commented that he was very impressed with the plan as presented and in one particular aspect which is that they have a water feature that is specifically located where the original Prime Slip was located. He stated he thought it really enhances the brand of Canalside because it adds another canal feature to the many canals that have been added to Canalside. He concluded his comments by saying he was very pleased to see that they have built Buffalo themes into the rest of the Children's museum and that he was very impressed with the presentation the Museum made to the Directors and in the materials that were delivered for this meeting.

Hearing no further comments or questions from the Directors and hearing no comments from the public, Chairman Gioia asked Barbara Leggett, the Executive Director of "Explore and More", if she would like to make a comment.

Ms. Leggett thanked the Board for all its support and indicated that it has been a great process of working together since 2007 when the Museum began presenting programming on the waterfront which has given them a great opportunity to reach out to the community on so many levels. She stated the feedback has been very positive and exciting. Chairman Gioia thanked Ms. Leggett and stated the Corporation looked forward to the partnership going forward in order to build a real presence down on the waterfront and to really continue to increase the reasons why people should visit Canalside.

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

ERIE CANAL HARBOR DEVELOPMENT CORPORATION – Children's Museum at Canalside – Authorization to Accept "Explore & More Children's Museum" Museum Master Plan and Pre-Campaign Planning and Feasibility Study Report as Complete; Authorization to Enter into a Non-Binding Memorandum of Understanding; and Authorization to Take Related Actions

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RESOLVED, that on the basis of the materials presented to this meeting, the Corporation hereby accepts the "Explore & More Children's Museum" Museum Master Plan and Pre-Campaign Planning and Feasibility Study Report substantially as described in the Materials; and be it further

RESOLVED, that a copy of the "Explore & More Children's Museum" Museum Master Plan and Pre-Campaign Planning and Feasibility Study Report are hereby ordered to be filed with the records of the Corporation; and be it further

RESOLVED, that the Corporation is authorized to enter into a non-binding agreement with Explore & More Children's Museum as described in these materials; and be it further

RESOLVED, that the President or his designees be, and the same hereby are authorized to execute and deliver on behalf of the Corporation all documents, instruments and agreements that the President shall deem necessary and appropriate to carry out these resolutions.

* * *

Chairman Gioia then asked Mr. Dee if he would give his President's Report. Mr. Dee started his report by saying that since the Governor's announcement about the transfer of the Outer Harbor land, New York State Parks; NFTA; and ECHDC have all met to discuss next steps. New York State Parks is working with consultant groups to gain a better understanding of how to move forward. He stated that ECHDC also met with several department heads from Erie County to ensure water quality and safety. He noted all the groups will continue to meet to advance a logical recommendation and further noted it's a lot of work going on and a lot of precautions, with everyone looking forward on how to move the Outer Harbor forward.

Next he updated the Directors on the Programming at Canalside, stating that the season was a home run. The Maritime Festival was a huge hit with approximately 18,000 visitors over the span of three days. The Lynx and the Peacemaker were great attractions and the Peacemaker extended its stay by a week and has now returned. He stated that events were still moving through October and that the Holiday Celebration organizing has begun.

Mr. Dee then went on to update the construction projects. The historic canals are a work in progress, safety rails are being installed, core sampling in the slab area and air monitoring is taking place. The NFTA has moved some demolition of the Main Street Light Rail rapid transit ornamental steel.

He noted East Canal is on schedule for late November completion, and that is before the opening of One Canalside. He said that One Canalside looks spectacular and he is pleased with

the progress having walked the site on Monday and Phillips Lytle is scheduled to move in by the end of November.

HarborCenter is booming and already 25 percent complete. He stated he was sure everyone has seen the progress photos in the news recently. He also noted construction on Ohio Street should start in November. Rave reviews were received for Wilkeson Pointe on the Outer Harbor and the Corporation looks forward to the public using and enjoying the space moving forward.

He then gave a quick design update, noting the grain elevator design development is underway and that technical tests will be conducted on the connection terminal later this month. The design phase for a permanent restaurant is also advancing and the Corporation is working with BRV on a beer garden in the North Aud Block parcel which will be a temporary facility.

In closing, Mr. Dee noted that there has been an increase on the Corporation's Facebook account with 35,000 "likes", and for the short amount of time the Corporation has had a Facebook account, this is impressive.

Hearing no further business, Chairman Gioia adjourned the meeting at 1:51 p.m.

Respectfully submitted,

Deborah Royce
Corporate Secretary

Item #2

Erie Canal Harbor Development Corp.

FOR CONSIDERATION
November 13, 2013

TO: The Directors

FROM: Thomas P. Dee

SUBJECT: Corporate Vision and Mission Statement

REQUEST FOR: Approval of Corporate Vision and Mission Statement

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I. Introduction

The attached updated Vision and Mission Statement for the Erie Canal Harbor Development Corporation ("ECHDC" or the "Corporation") is the result of extensive discussions over the last number of weeks. The statement reflects the Corporation's desire to develop Buffalo's waterfront by restoring economic growth to Buffalo based on the region's legacy of pride, urban significance, and natural beauty.

II. Mission

The Mission Statement is fairly precise and targeted as to what this Board is trying to achieve both in the short, medium and long term. It emphasizes leadership and oversight of shaping the future waterfront of Buffalo.

III. Guiding Principles

The Guiding Principles included in the statement are designed to convey to the outside world what is motivating the Corporation in its day to day efforts to advance waterfront development, and its intent to network with a myriad of dedicated and committed people in the Buffalo community sharing the vision of the Corporation.

IV. Recommendations

I recommend that the Directors approve the attached Vision and Mission Statement for the Corporation.

Attachments
Resolution
Mission and Vision Statement

November 13, 2013

ERIE CANAL HARBOR DEVELOPMENT CORPORATION – Approval of Corporate Vision and Mission Statement

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RESOLVED, that the Corporation hereby approves the Corporate Vision and Mission Statement presented to this meeting and ordered filed with the records of the Corporation.

* * *

Erie Canal Harbor Development Corp.

Erie Canal Harbor Development Corporation
Corporate Vision and Mission Statement – Adopted 11/13/13

Vision

Erie Canal Harbor Development Corporation's vision is to revitalize Western New York's waterfront by restoring economic growth to Buffalo based on the region's legacy of pride, urban significance, and natural beauty.

Mission

Erie Canal Harbor Development Corporation's mission is to incrementally develop Buffalo's waterfront into a culturally significant, accessible destination guided by a strategic plan that incorporates events and infrastructure that engages the public and promotes economic development from the private sector.

Guiding Principles

1) **Accessibility**
   - Improve public access to the waterfront; and
   - Provide opportunities for a variety of waterfront events and activities that are free of charge to visitors.

2) **Diverse Use**
   - Create an authentic, livable neighborhood with mixed-use development with an interpretation of Buffalo's cultural history; and
   - Attract people to the waterfront as their choice to live, work, and play.

3) **Design**
   - Reinforce urban form and physical character through appropriate architectural design, scale, and massing that is consistent with the overall desired character;
   - Utilize green design principles; and
   - Create a sustainable 4 season destination.

4) **Financial Payback**
   - Foster economic development from the private sector;
   - Generate local tax revenue; and
   - Create locally owned businesses and job opportunities.

Item #3

Erie Canal Harbor Development Corp.

FOR CONSIDERATION
November 13, 2013

TO: The Directors

FROM: Thomas P. Dee

SUBJECT: Canalside Land Use Improvement Project

REQUEST FOR: Recommend Adoption of Modified General Project Plan; Authorization to Hold Public Hearing; Determination of No Significant Effect on the Environment; and Authorization to Take Related Actions

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I. Project Summary (Please see the attached Modified General Project Plan for a more detailed description of the Project)

Developer: Erie Canal Harbor Development Corporation ("ECHDC"), a subsidiary of the New York State Urban Development Corporation d/b/a Empire State Development ("ESD")

Project Site: The Project is located on approximately 20 acres of vacant, substandard or underutilized land in downtown Buffalo (the "Project Area"), and is generally bounded by the following streets:

- On the north by Upper Terrace and Exchange Streets and Perry Boulevard;
- On the east by Washington Street and Seymour H. Knox III Plaza;
- On the south by Perry Street and Buffalo River; and
- On the west by Erie Street, Marine Drive, and Pearl and Commercial Streets.

A Parcel Plan is attached to the Modified General Project Plan.

Project Description: The Project, when completed, is expected to consist of over 1 million square feet of commercial (retail, lodging, and office), cultural, and residential space along the Buffalo waterfront that will be designed to emphasize downtown Buffalo's connection to the Lake Erie waterfront through the construction of a network of interpretive water elements evoking the character and vibrancy of the historic canals that once crossed the area. The Project will provide various year-round offerings

and experiences, including restaurants, entertainment venues, retail outlets, cultural attractions, vast public spaces, and increased access to the Buffalo River. The Modified General Plan ("MGPP") sets forth a detailed description of the current and future phases of the Project, which generally includes the development of various public amenities, including canals, walkways and a below grade parking garage, as well as private development within the Project.

Funding Sources and Uses for the current and the future phases are set forth below:

1. Anticipated Funding Uses

Canalside Funding Uses – Current Phases	
Public Infrastructure- Canals & Towpaths (A3 & D3)	$28,240,800
Central Wharf Extension/Floating Docks (E1)	$3,348,779
Mixed Use (A2)	$18,069,600
Children's Museum (A2)	$8,000,000
Public Infrastructure (A2)	$4,000,000
City Street Restoration (Commercial/Pearl)	$1,960,000
Design Costs	$8,654,973
Miscellaneous (Non-capital associated with O&M, programming, etc.)	$6,975,000
Private Investment	$202,000,000
Total Current Project Costs:	**$281,249,152**

Canalside Funding Uses-Future Phases	
Aud Block Parking Structure, Deck & Streets (A1)	$7,124,424
Public Market (A1)	$8,000,000
Commercial Slip Garage/Misc. Parking	$12,000,000
Design Costs	$3,254,931
Miscellaneous (Non-capital associated with O&M, programming, etc.)	$9,200,000
Private Investment	$138,897,950
Total Future Project Cost:	**$178,477,305**
Total Project Cost (Current + Future)	**$459,726,457**

2. Anticipated Funding Sources

Canalside Funding Sources		
New York Power Authority	$92,828,507	NYPA provides an Industrial Incentive Award with a revenue stream of $3.7 million over 20 years; and a Relicensing Agreement revenue stream of $4.7 million over 20 years
New York State	$21,000,000	Funding being used for construction of Historic Canals.
ESD- Blueprint	$5,000,000	Award was made by ESD via an Incentive letter on March 10, 2010
Private Development	$340,897,950	Private investment expected upon full-build out is based on work under way and the square-footage of the development.
Total Project Funding:	**$459,726,457**	

The Canalside Project once fully built out, is currently estimated to cost approximately $444 million. This number is exclusive of $16 million budgeted above for miscellaneous non-capital related costs The Project cost consists of public and private investment, as described above in the project description. The Project will be funded by various government agencies, including the New York Power Authority, New York State and Empire State Development Blueprint Grant, with the majority of the funding from the New York Power Authority.

II. Background

Upon recommendation of the ECHDC Board, the original General Project Plan ("GPP") for the Project was adopted by the ESD Board on December 18, 2009 and affirmed on March 26, 2010. The GPP included, as part of the plan, the development of a major Bass Pro store on the northern portion of the block bounded by Lower Terrace to the north; Pearl and Commercial Streets to the west; Marine Drive to the South; and Main Street to the east (referred to as the "Aud Block" because it was the site of the former Buffalo Memorial Auditorium). Bass Pro withdrew from the Project in 2010 and as a result, on October 21, 2010, ESD and ECHDC adopted a Modified General Project Plan ("2010 MGPP") to advance the Project in phases. The 2010 MGPP, which removed Bass Pro from Project planning and provided for the construction of a series of canal features following the original alignment of the Erie Canal, the Hamburg Canal, and the Commercial Slip, was affirmed on December 16, 2010. The 2012 MGPP, which included the East Canal and HARBORcenter projects, was affirmed on January 17, 2013.

Project development currently underway pursuant to the 2010 and 2012 MGPPs includes the construction of the historic canals and public improvements on the Aud Block and Donovan Block, redevelopment of the former Donovan Office Building, and redevelopment of the Webster Block. This MGPP incorporates changes to the original plan based on proposed improvements on the southern Aud Block detailed below. In addition, this MGPP provides revisions to the Project budget and financing plan to reflect current development and planning. It is anticipated that this MGPP will be further amended to reflect future development in the Project area to the extent it significantly deviates from this MGPP including the type of development to take the place of the Bass Pro store on the north end of the Aud Block.

The Project will consist of various public improvements along the Buffalo waterfront that will be designed to emphasize downtown Buffalo's connection to the Lake Erie waterfront through the construction of streets and buildings evoking the character and vibrancy of the historic canal district that once crossed the area. The Project will ultimately provide various year-round offerings and experiences, including a restaurant, retail outlets, cultural attraction (i.e., Explore & More Children's Museum), comfort station and storage facilities, as well as public spaces and bike trails, appealing to a wide demographic of visitors and residents.

The primary purpose for the revised project remains the same. It is expected that the project will redevelop a blighted area of the City by transforming it into a vibrant, transit-oriented, mixed use development that will attract year-round activities, attract visitors and generate substantial private economic development activity.

To reflect the proposed changes in the Project, the Corporation will hold a public hearing on the MGPP. In the event there is negative testimony at the public hearing, the Directors will be advised of the same and will likely be requested to affirm the MGPP, as is, or with additional modification resulting from comments received at the public hearing.

III. Proposed MGPP Amendment

The proposed changes to the 2012 MGPP are described in the Amendment to the General Project Plan attached hereto as Attachment B and include redevelopment of the southern portion of the Aud Block, restoration of a city street, and revisions to the Project Budget based on the increased private investment on the Webster Block.

The southern Aud Block (Parcel A2) is bounded by Main Street, Scott Street and the Canal System (Parcel A3) currently under construction. The southern Aud Block, divided into smaller development parcels based on the historic street grid, will entail mixed-use buildings. The proposed South Aud Block Redevelopment Project includes ECHDC completing the core and shell of two buildings and full build-out of a third building, with up to 100,000 square feet total of mixed-use space:

- Parcel A1: 15,000 +/- square foot restaurant,
- Parcel A2.2 and A2.3: 80,000 +/- square foot Children's Museum/office/residential

- Parcel A2.4: 5,000 +/- square foot ancillary space (i.e., comfort station, storage, O&M office, visitor kiosk)

Site work will include the reconstruction of portions of Lake Street and Lloyd Street, as well as bikeway trail amenities and signage. Additional interpretive signage will be included on the site.

In addition, the Prime Slip will now be evoked through an interpretive exhibit within the Explore & More Children's Museum. It will nevertheless continue to be envisioned as part of an overall interpretative landscape and will be utilized to educate the public on aspects of the Prime Slip and the Erie Canal system.

Sidewalks and bicycle lanes will connect into existing systems linking the Project Area to other city, region, and state-wide resources. A trailhead for the Erie Canal Trail will be incorporated underneath the Skyway, marking the start of this statewide bikeway. Additional trail signage and amenities will be included to mark the Erie County Shoreline Trail.

The reconstruction of Commercial/Pearl Street between Marine Drive and Lower Terrace, including the intersection of Perry Boulevard would improve the City street using a complete streets concept. In addition, the parking areas under the Skyway located north and south of Perry Boulevard would be redeveloped for Canalside parking. ECHDC is expected to partner with the City of Buffalo, New York State Department of Transportation and Federal Highway Administration to complete the street work.

IV. Non-Discrimination and Contractor & Supplier Diversity

ESD's Non-Discrimination and Contractor & Supplier Diversity policies will apply to this Project. The Recipient shall be required to include minorities and women in any job opportunities created, to solicit and utilize MWBEs for any contractual opportunities generated in connection with the Project and shall be required to use Good Faith Efforts (pursuant to 5 NYCRR §142.8) to achieve an overall Minority and Women Business Enterprise ("MWBE") Participation Goal of 30%. The overall goal shall include a Minority Business Enterprise ("MBE") Participation Goal of 20% and a Women Business Enterprise ("WBE") Participation Goal of 10% related to the total value of ESD's funding.

V. Environmental Review

ESD, as lead agency, completed an environmental review of the Canalside Project, 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. This review, which was coordinated with all involved agencies due to the Project's Type I classification, involved a full public scoping process and the preparation of a draft generic

environmental impact statement ("DGEIS") and a final generic environmental impact statement ("FGEIS"). The ESD Board of Directors issued SEQRA findings for the Project on March 26, 2010. The 2010 SEQRA documents included a full assessment of a Preferred Alternative that involved the anticipated level of development on the Aud Block that was presented in the original 2010 GPP for Canalside (i.e., with a new Bass Pro store). ESD staff have conducted an evaluation of 2010 SEQRA documents and determined that the assessments and proposed mitigation contained therein would still adequately address any projected impacts of development under this MGPP. Therefore, no further environmental review is required in connection with this action.

VI. Project Schedule

Construction of the historic canal system on the Aud Block commenced in Spring of 2012 and is expected to be complete by 2014. Construction on parcel D1 began in the Spring of 2012 and is expected to be complete by the end of 2013. Construction on the Webster Block commenced in Spring of 2013 and is expected to be complete by the Fall of 2015.

Development on the southern end of the Aud Block is expected to begin in Winter 2014 and is expected to be complete by 2016. City street restoration is expected to be completed by 2016.

Other parcels within the Project Area will commence as plans are developed and approved. The entire Project is expected to be built out by 2031.

VII. Requested Actions

The Directors are being requested to recommend that the ESD Board of Directors: 1) adopt the Modified General Project Plan; 2) authorize the holding of a public hearing; 3) make a determination of no significant effect on the environment; and 4) to take related actions.

Attachments

Resolutions

Attachment A: 2012 Modified General Project Plan (Affirmed January 2013) – Please note: hard copies to Directors only; all other recipients of Directors materials will receive this document electronically.

Attachment B: Amendment to the 2012 Modified General Project Plan

November 13, 2013

ERIE CANAL HARBOR DEVELOPMENT CORPORATION – Canalside Land Use Improvement Project – Recommend Adoption of Modified General Project Plan; Authorization to Hold Public Hearing; Authorization to Take Related Actions

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RESOLVED, that with respect to the Canalside Land Use Improvement Project (the "Project"), the Erie Canal Harbor Development Corporation (the "Corporation") does hereby recommend that the Board of Directors of the New York State Urban Development Corporation d/b/a Empire State Development, adopt, as required by Section 16 of the New York State Urban Development Corporation Act of 1968, as amended, the Modified General Project Plan for the Project submitted to this meeting (the "Plan"), together with such changes therein as the President of the Corporation or his designee(s) may deem appropriate, a copy of which Plan, together with such changes, is hereby ordered filed with the records of the Corporation and authorizes the Corporation to hold a public hearing on the Plan; and be it further

RESOLVED, that the President or his designee(s) be, and each of them hereby is, authorized and directed, in the name and on behalf of the Corporation, to execute and deliver any and all documents and to take any and all such actions as may be necessary or appropriate to effectuate the foregoing resolutions.

* * *

November 13, 2013

ERIE CANAL HARBOR DEVELOPMENT CORPORATION – Canalside Land Use Improvement Project - Determination of No Significant Effect on the Environment; Authorization to Take Related Actions

RESOLVED, that on the basis of the materials submitted to the Directors with respect to the Canalside Land Use Improvement Project (the "Project"), the Erie Canal Harbor Development Corporation, does hereby recommend, that the Board of Directors of the New York State Urban Development Corporation d/b/a Empire State Development hereby determine that the proposed action will not have a significant effect on the environment.

* * *

Attachment A

2012 Modified General Project Plan

(Affirmed January 2013)

Attachment B

Amendment to the
2012 Modified General Project Plan

Modified General Project Plan

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

Canalside
Land Use Improvement Project

Amendment
November 2013

Except as modified below, the General Project Plan affirmed in December 2009 and modified on October 2010 and November 2012 remains unchanged. This Modified General Project Plan is an alteration of the language of various Sections as follows:

SECTION D.1 <u>Open Space</u>

DELETE:

- The Prime Slip, which was to be one of the interpretive water features (i.e., "canals") being considered for construction in the previous MGPP for Canalside, is no longer being considered. Similar to the approach used in the 2004 Master Plan for the Erie Canal Harbor, the Prime Slip will be evoked through an interpretive pathway over the its former alignment, linking the Central Wharf with the Aud Block. It will nevertheless maintain the pedestrian opportunities for exploring the Project area and will continue to be envisioned as part of a public interpretative corridor to be utilized to educate the public on aspects of the Prime Slip.

AND REPLACE WITH:

- The Prime Slip, which was to be evoked through an interpretive pathway over its former alignment, linking the Central Wharf with the Aud Block in the previous MGPP is no longer being considered. The Prime Slip will now be evoked through an interpretive exhibit within the Explore & More Children's Museum. It will nevertheless continue to be envisioned as part of an overall interpretative landscape and will be utilized to educate the public on aspects of the Prime Slip and the Erie Canal system.

DELETE:

- Sidewalks and bicycle lanes will connect into existing systems linking the Project Area to other city- and region-wide resources.

AND REPLACE WITH:

- Sidewalks and bicycle lanes will connect into existing systems linking the Project Area to other city-, region, and state-wide resources. A trailhead for the Erie Canal Trail will be incorporated underneath the Skyway, marking the start of this statewide bikeway. Additional trail signage and amenities will be included to mark the Erie County Shoreline Trail.

SECTION D.2 Current Phases

Webster Block (Parcel W1)

DELETE:

The Webster Project budget is approximately $124.5 million. The building is to be constructed on the 1.7 acres Webster Block and the two westernmost lanes of Washington Street and will be freestanding, aside from a raised walkway crossing over Perry Street that will connect the Webster Project site to the First Niagara Center.

AND REPLACE WITH:

The Webster Project budget is approximately $172.0 million. The building is to be constructed on the 1.7 acres Webster Block and the two westernmost lanes of Washington Street and will be freestanding, aside from a raised walkway crossing over Perry Street that will connect the Webster Project site to the First Niagara Center.

ADD NEW:

Aud Block (Parcel A2)

The southern Aud Block (Parcel A2) is bounded by Main Street, Scott Street and the Canal System (Parcel A3) currently under construction. The southern Aud Block, divided into smaller development parcels based on the historic street grid, will entail mixed-use buildings. See ***Exhibit E***. The proposed South Aud Block Redevelopment Project includes ECHDC completing the core and shell of two buildings and full build-out of a third building, with up to 100,000 square feet total of mixed-use space:

- Parcel A2.1: 15,000 +/- square foot restaurant,
- Parcel A2.2 and A2.3: 80,000 +/- square foot Children's Museum/office/residential
- Parcel A2.4: 5,000 +/- square foot ancillary public space (i.e., comfort station, storage, O&M office, visitor kiosk)

ECHDC will also complete additional public infrastructure as part of the site work, including the reconstruction of portions of Lake Street and Lloyd Street, as well as bikeway trail amenities and signage. Additional interpretive signage will be included on the site.

City Street Restoration (Commercial/Pearl)

The reconstruction of Commercial/Pearl Street between Marine Drive and Lower Terrace, including the intersection of Perry Boulevard would improve the City street using a complete

streets concept. In addition, the parking areas under the Skyway located north and south of Perry Boulevard would be redeveloped for Canalside parking. ECHDC is expected to partner with the City of Buffalo, New York State Department of Transportation and Federal Highway Administration to complete the street work.

SECTION D.3.b Private Improvements

DELETE IN ITS ENTIRETY:

Children's Museum (A1 – A2)

Pursuant to a request for proposal issued by ECHDC, Explore-n-More Children's Museum was selected as the preferred operator for the operation of a museum on the Aud Block. Explore-n-More is currently working on a master plan and feasibility study to guide the final development of the children's museum. Once complete, it is expected that ECHDC will build the core and shell of a building to accommodate the museum with Explore-n-More providing funding for the museums fit-out and operations. Currently planning anticipates the museum will be located on the A-2 parcel, but an A-1 location is a possibility based on refined development plans for the Aud Block.

SECTION E. ***Project Funding***

DELETE:

The Project budget is currently estimated at **$405,888,537**. Funding Sources and Uses for Phase 1 and the future phases are set forth below:

1. Anticipated Funding Uses

Canalside Funding Uses – Current Phases	
Public Infrastructure- Canals & Towpaths (A3 & D3)	$28,240,800
Central Wharf Extension/Floating Docks (E1)	$3,348,779
Design Costs	$4,811,493
Miscellaneous (Non-capital associated with O&M, programming, etc.)	$5,000,000
Private Investment	$154,400,000
Total Current Project Costs:	**$195,801,072**

Canalside Funding Uses-Future Phases	
Aud Block Parking Structure, Deck & Streets (A1)	$7,124,424
Public Market (A1)	$8,000,000
Mixed Use (A1)	$6,476,000
Children's Museum	$8,000,000
Mixed Use (A2)	$7,730,000
City Street Restoration	$680,000
Commercial Slip Garage/Misc. Parking	$12,000,000
Design Costs	$6,197,091
Miscellaneous (Non-capital associated with O&M, programming, etc.)	$15,000,000
Private Investment	$138,897,950
Total Future Project Cost:	**$210,087,465**
Total Project Cost (Current + Future)	**$405,888,537**

2. **Anticipated Funding Sources**

Canalside Funding Sources		
New York Power Authority	$86,608,587	NYPA provides an Industrial Incentive Award with a revenue stream of $3.7 million over 20 years; and a Relicensing Agreement revenue stream of $4.7 million over 20 years
New York State[1]	$21,000,000	Funding being used for construction of Historic Canals.
ESD- Blueprint	$5,000,000	Award was made by ESD via an Incentive letter on March 10, 2010
Private Development	$293,279,950	Private investment expected upon full-build out is based on work under way and the square-footage of the development.
Total Project Funding:	***$405,888,537***	

The Canalside Project once fully built out, is currently estimated to cost approximately $386 million. This number is exclusive of $20 million budgeted above for miscellaneous non-capital

[1] New York State previously allocated the $21 million for the Bass Pro Store. The $21 million was reprogrammed to Canalside activities. ECHDC will use a combination of the NYPA Funding, New York State funding, and the ESD Blueprint Grant to fund ECHDC costs with respect to this MGPP. Final allocations of these sources may differ from the sources table above.

related costs The Project cost consists of public and private investment, as described above in the project description. The Project will be funded by various government agencies, including the New York Power Authority, New York State and Empire State Development Blueprint Grant, with the majority of the funding from the New York Power Authority.

REPLACE WITH:
The Project budget is currently estimated at **$459,726,457**. Funding Sources and Uses for Phase 1 and the future phases are set forth below:

1. Anticipated Funding Uses

Canalside Funding Uses – Current Phases	
Public Infrastructure- Canals & Towpaths (A3 & D3)	$28,240,800
Central Wharf Extension/Floating Docks (E1)	$3,348,779
Mixed Use (A2)	$18,069,600
Children's Museum (A2)	$8,000,000
Public Infrastructure (A2)	$4,000,000
City Street Restoration (Commercial/Pearl)	$1,960,000
Design Costs	$8,654,973
Miscellaneous (Non-capital associated with O&M, programming, etc.)	$6,975,000
Private Investment	$202,000,000
Total Current Project Costs:	**$281,249,152**

Canalside Funding Uses-Future Phases	
Aud Block Parking Structure, Deck & Streets (A1)	$7,124,424
Public Market (A1)	$8,000,000
Commercial Slip Garage/Misc. Parking	$12,000,000
Design Costs	$3,254,931
Miscellaneous (Non-capital associated with O&M, programming, etc.)	$9,200,000
Private Investment	$138,897,950
Total Future Project Cost:	**$178,477,305**
Total Project Cost (Current + Future)	**$459,726,457**

2. Anticipated Funding Sources

Canalside Funding Sources		
New York Power Authority	$92,828,507	NYPA provides an Industrial Incentive Award with a revenue stream of $3.7 million over 20 years; and a Relicensing Agreement revenue stream of $4.7 million over 20 years
New York State	$21,000,000	Funding being used for construction of Historic Canals.
ESD- Blueprint	$5,000,000	Award was made by ESD via an Incentive letter on March 10, 2010
Private Development	$340,897,950	Private investment expected upon full-build out is based on work under way and the square-footage of the development.
Total Project Funding:	**$459,726,457**	

The Canalside Project once fully built out, is currently estimated to cost approximately $444 million. This number is exclusive of $16 million budgeted above for miscellaneous non-capital related costs. The Project cost consists of public and private investment, as described above in the project description. The Project will be funded by various government agencies, including the New York Power Authority, New York State and Empire State Development Blueprint Grant, with the majority of the funding from the New York Power Authority.

SECTION L. Public Approval and Environmental Review Process

DELETE:

ESD, acting as the lead agency pursuant to the requirements of the SEQRA conducted an environmental review of the Canalside Project in 2009/2010. On March 26, 2010, after conducting scoping, issuing a draft generic environmental impact statement ("DGEIS"), holding public hearings, and issuing a final GEIS ("FGEIS"), ESD issued a SEQRA findings statement approving the Project. ESD found that the DGEIS and FGEIS provided a thorough examination of all of the important potential impacts that would result from undertaking the Project. ESD carefully reviewed, questioned and analyzed the various impacts of, alternatives to, and potential mitigation measures for the Preferred Alternative and weighed these issues against the social and economic benefits of the Preferred Alternative and other essential considerations.

Given that plans for components of this MGPP have been modified (particularly regarding a proposed larger scale of development on the Webster Block), in accordance with SEQRA regulations and procedures/thresholds set forth in the FGEIS, ESD undertook a supplemental review of the changes, documented in a SEQRA Full Environmental Assessment Form with Supporting Analyses. Based upon this assessment, ESD concludes that while the proposed Project in this MGPP varies from that in the last adopted MGPP, these variations would not result in significant adverse impacts on the environment beyond what was already documented in the DGEIS, FGEIS, and Findings Statement for the Canalside Project. Therefore, ESD staff recommends that the Directors make a Determination of No Significant Effect on the Environment.

Accordingly no further SEQRA compliance is required prior to adoption of this MGPP.

REPLACE WITH:
ESD, as lead agency, completed an environmental review of the Canalside Project, 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. This review, which was coordinated with all involved agencies due to the Project's Type I classification, involved a full public scoping process and the preparation of a draft generic environmental impact statement ("DGEIS") and a final generic environmental impact statement ("FGEIS"). The ESD Board of Directors issued SEQRA findings for the Project on March 26, 2010. The 2010 SEQRA documents included a full assessment of a Preferred Alternative that involved the anticipated level of development that was presented in the original 2010 GPP for Canalside (i.e., inclusive of a proposed Bass Pro store on the Aud block). In accordance with SEQRA regulations and the thresholds set forth in the FGEIS, to date ESD has evaluated the potential environmental effects of two prior MGPPs for the Project:

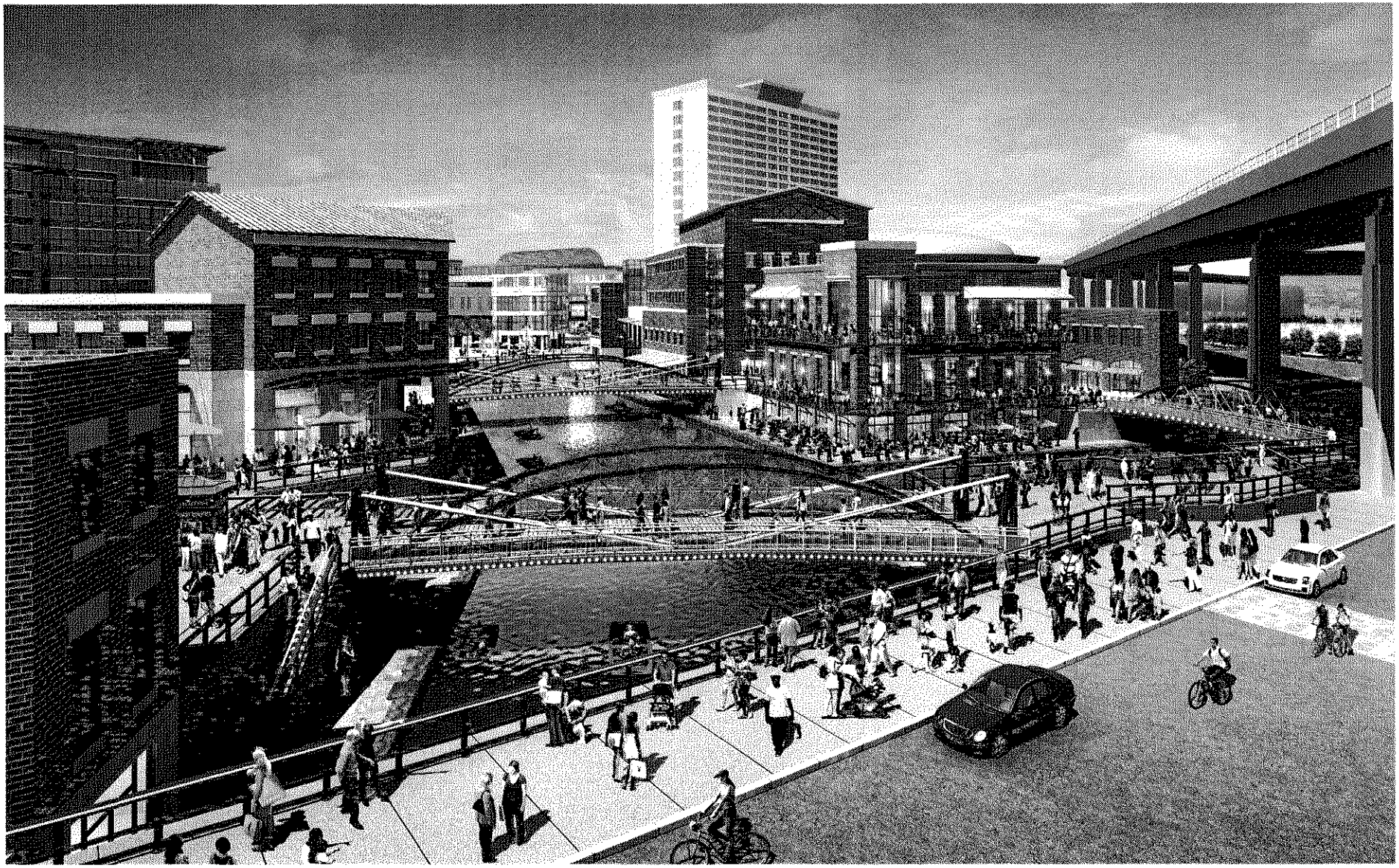
- In October 2010, largely associated with the elimination of the proposed Bass Pro store on the Aud Block, for which after an evaluation of the change the Directors concluded no additional SEQRA documentation was required; and
- In November 2012, largely associated with increases in the anticipated scale/density of development on the Webster Block that was part of the proposed HARBORcenter project, for which after the preparation of a full SEQRA environmental assessment form (EAF) and supporting analyses, the Directors concluded that these variations would not result in significant adverse impacts on the environment beyond what was already documented in the 2010 SEQRA documents for the Canalside Project and made a Determination of No Significant Effect on the Environment.

Accordingly, ESD staff have also conducted an evaluation of potential effects of this MGPP against those effects documented in 2010 SEQRA documents as amended. This evaluation determined that the assessments and proposed mitigation contained in this documentation would still adequately address any projected impacts of development under this MGPP. Therefore, no further environmental review is required in connection with this action.

Attachments

ADD NEW:
Exhibit E – South Aud Block Redevelopment Project Renderings

MGPP Exhibit E – South Aud Block Redevelopment Project Renderings



Canalside
Erie Canal Harbor Development Corporation

View From Pearl Street

11.13.13

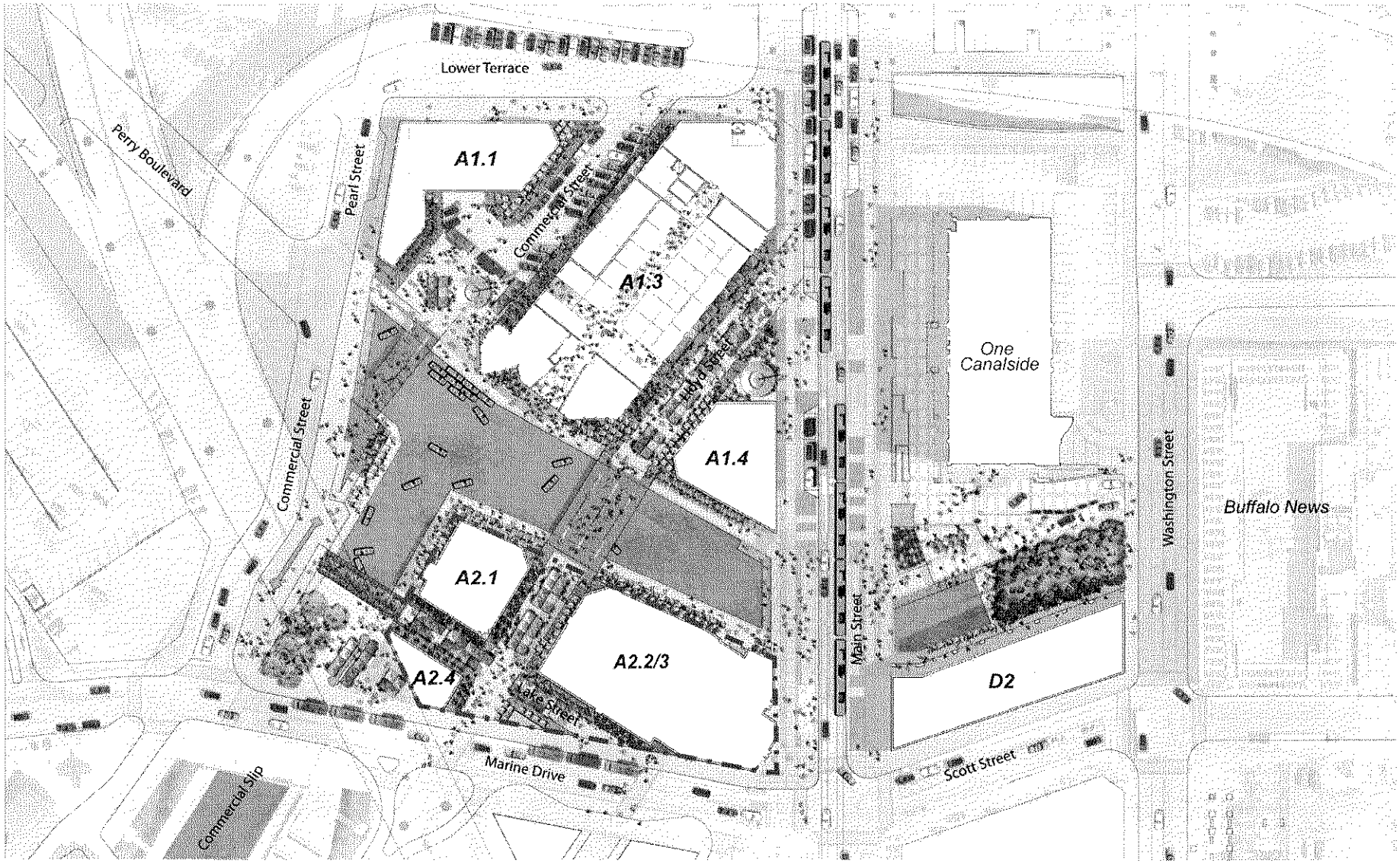
BBSK a Perkins Eastman company

Canalside
Erie Canal Harbor Development Corporation

View From Main Street

11.13.13

E&K a Perkins Eastman company

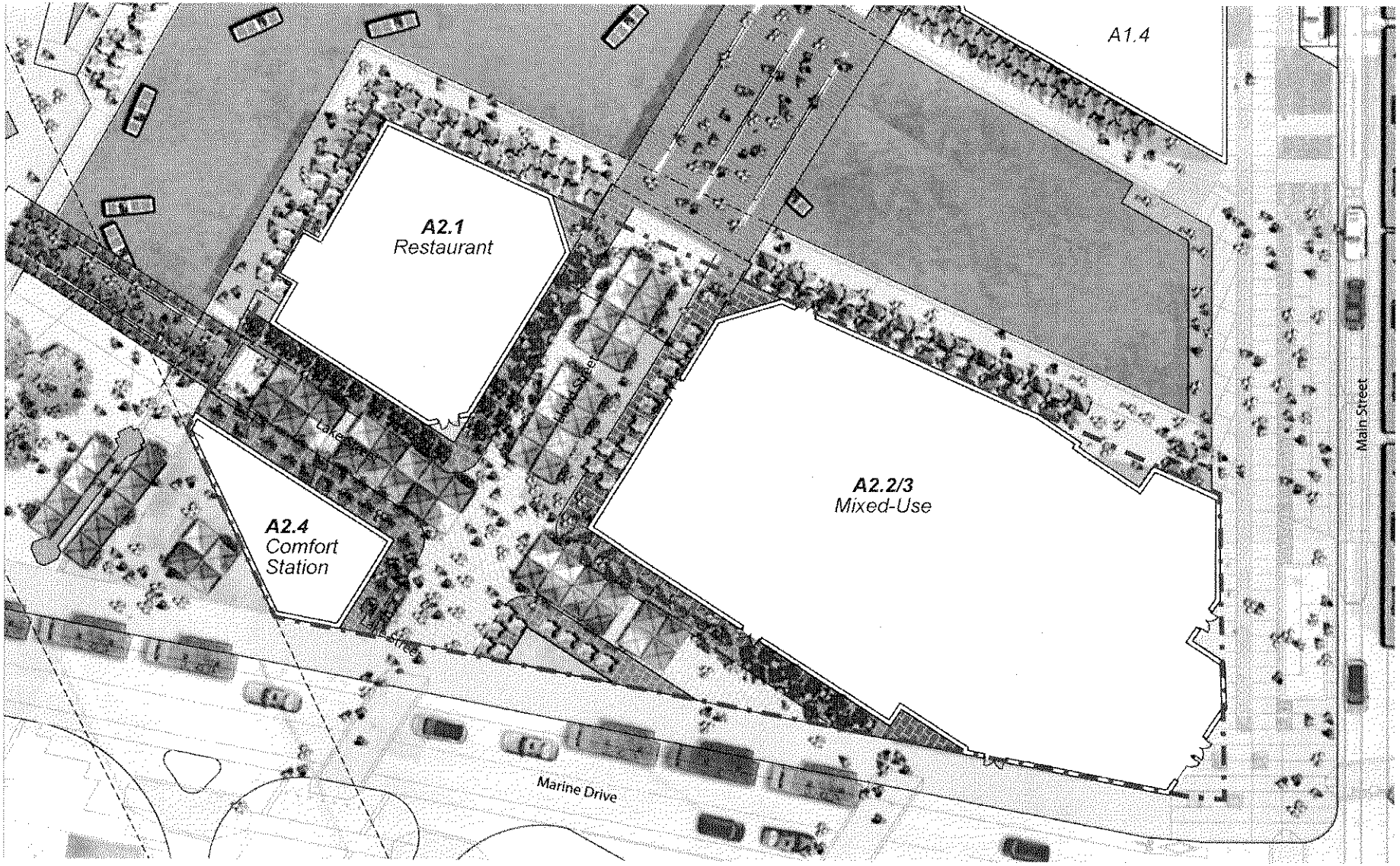


Canalside
Erie Canal Harbor Development Corporation

Canal Plan

11.13.13
0' 40' 80'
N

EE&K a Perkins Eastman company



Canalside
Erie Canal Harbor Development Corporation

South Aud Block Plan

11.13.13
0' 15' 30'

EE&K a Perkins Eastman company

Item #4

Erie Canal Harbor Development Corp.

FOR CONSIDERATION
November 13, 2013

TO:	The Directors
FROM:	Thomas P. Dee
SUBJECT:	Procurement of Real Estate Counsel for Canalside and Outer Harbor Projects
REQUEST FOR:	Authorization to Amend a Retainer Agreement for Legal Services and to Take Related Actions

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I. Contract Summary

Contractor:	Damon and Morey, LLP ("Damon and Morey")
Scope of Services:	Real Estate Counsel and Land Use matters as assigned by the Erie Canal Harbor Development Corporation's President
Contract Term:	Two years
Contract Amount:	Original contract amount - $100,000 Additional Contract amount - $100,000 Total contract not to exceed - $200,000
Funding Source(s):	Proceeds from New York State Power Authority Relicensing Agreement

II. Background

In January of 2011, the Erie Canal Harbor Development Corporation ("ECHDC" or the "Corporation") approved entering into a contract with Damon and Morey, LLP to serve as real estate counsel for the development of the Canalside Project. As part of that contract, Damon and Morey assisted ECHDC in the various real estate matters including the negotiation and drafting of various agreements concerning development of the former Donovan Office Building site, which included various title matters associated with the project.

Currently, ECHDC is in need of the additional services of Damon and Morey to assist in the various real estate matters concerning the acquisition of the Outer Harbor property from the

NFTA and other real estate issues involving Canalside. The work will include assisting in the drafting of contracts, leases and/or operating agreements, title review, and potential litigation services as needed for the transfer.

Due to the complexity of the potential land transactions, counsel with real estate and land use expertise is needed to assist staff in moving the transfer forward. As Damon Morey has been intricately involved in assisting the Corporation in the current real estate issues regarding Canalside, changing counsel at this juncture would not be cost effective or efficient.

III. Contractor Selection Process

Pursuant to an advertisement for services in the Contract Reporter, published on April 23, 2012, Empire State Development ("ESD") solicited qualifications for law firms regarding a variety of areas of expertise including real estate.

The responses were evaluated by staff of the legal department, in each case including the General Counsel, on the basis of, among other things: number and experience of attorneys practicing in each area of expertise; demonstrated experience in development projects similar to those in which ESD engages; experience in government and public/private initiatives generally; presence and size of office(s) in New York State; and willingness to work within ESD's limitation on hourly fees. Staff considered the submissions of each firm, interviews with selected firms and in some cases additional information requested in clarification of an initial submission or interview.

As result of this review, a pre-qualified list of law firms and their area of expertise was formulated and approved by the ESD Board of Directors in September of 2012. That list was adopted by the ECHDC Board in October 2012. The pre-qualified list allows ESD and its subsidiaries to secure outside counsel without further formal procurement requirements. Damon and Morey was selected and approved on the pre-approved list for matters relating to the requested services.

Pursuant to State Finance Law Section 139-j and 139-k and the Corporation's policy related thereto, staff has: a) considered proposed contractor's ability to perform the services provided for in the proposed contract; and b) consulted the list of offerers determined to be non-responsible bidders and debarred offerers maintained by the New York State Office of General Services. Based on the foregoing, staff considers the proposed contractor to be responsible.

IV. Scope of Work

Damon Morey will provide legal counsel concerning real estate and land use matters associated with the Canalside Project and the acquisition of the Outer Harbor property by ECHDC. This will include advising Corporation staff on all land use matters, drafting leases and other necessary agreements and providing litigation services as needed regarding all real estate matters.

V. Contract Terms

The lead partner for Damon Morey will be Christopher Greene. Damon Morey will be compensated based on the firm's hourly rate schedule. Attorney rates for the firm currently range from $170 per hour to $270 per hour. The agreement will be amended to increase the initial cap of $100,000 to an amount not to exceed $200,000. The Corporation will fund this contract with moneys received from the New York State Power Authority.

VI. Non-Discrimination and Contractor & Supplier Diversity

The Corporation's non-discrimination and affirmative action policy will apply to this contract.

VII. Environmental Review

Staff has determined that the action, involving the retention of legal counsel for real estate activities, constitutes a Type II action as defined by 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 this activity.

VIII. Requested Action

The Directors are requested to (1) make a determination of responsibility with respect to the proposed contractor; (2) authorize the Corporation to enter into an amended agreement with Damon and Morey, LLP for an amount not to exceed $200,000; and (3) take related actions as may be necessary.

IX. Recommendation

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

X. Attachments

Resolution

November 13, 2013

ERIE CANAL HARBOR DEVELOPMENT CORPORATION – Authorization to Amend a Retainer Agreement to Provide Legal Services and to Take Related Actions

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BE IT RESOLVED, that upon the basis of the materials presented to this meeting (the "Materials"), a copy of which is hereby ordered filed with the records of the Corporation, the Corporation hereby finds Damon Morey, LLP to be responsible; and be it further

RESOLVED, that the Corporation is hereby authorized to enter into an amended contract with Damon Morey, LLP in an amount not to exceed TWO HUNDRED THOUSAND DOLLARS ($200,000) for the purposes and services, and substantially on the terms and conditions, set forth in the Materials; and be it further

RESOLVED, that the President of the Corporation or his designee be, and each of them hereby is, authorized to take such action and execute such documents as may be necessary or appropriate to carry out the foregoing resolution.

* * *

Modified General Project Plan

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

Canalside
Land Use Improvement Project

General Project Plan Adopted December 18, 2009
Modified October 21, 2010
Further Modified November 15, 2012

A. Introduction

The Canalside Land Use Improvement Project (the "Project") has been established as a project under the New York State Urban Development Corporation Act (the "UDC Act"). The Project is being undertaken by the New York State Urban Development Corporation ("UDC") d/b/a Empire State Development ("ESD") and the Erie Canal Harbor Development Corporation ("ECHDC"), a subsidiary of UDC. The City of Buffalo (the "City") and the County of Erie (the "County") are also participating in the development and implementation of the Project. ESD is adopting this Modified General Project Plan ("MGPP") in accordance with the UDC Act and is empowered to undertake the Project as a land use improvement project because the area of the Project is located in a substandard or blighted area; the Project consists of a plan for the reconstruction and rehabilitation of the area for recreational and other facilities; and the Project affords maximum opportunity for participation by private enterprise. Support for these findings is discussed herein.

The original General Project Plan ("GPP") for the Project was adopted on December 18, 2009 and affirmed on March 26, 2010. The GPP included, as part of the plan, the development of a major Bass Pro store on the northern portion of the block bounded by Lower Terrace to the north; Pearl and Commercial Streets to the west; Marine Drive to the South; and Main Street to the east (referred to as the "Aud Block" because it was the site of the former Buffalo Memorial Auditorium). Bass Pro withdrew from the Project in 2010 and as a result, on October 21, 2010, ESD and ECHDC adopted a Modified General Project Plan ("2010 MGPP") to advance the Project in phases. The 2010 MGPP, which removed Bass Pro from Project planning and provided for the construction of a series of canal features following the original alignment of the Erie Canal, the Hamburg Canal, and the Commercial Slip, was affirmed on December 16, 2010.

Project development currently underway pursuant to the 2010 MGPP includes the construction of the historic canals and public improvements on the Aud Block and redevelopment of the former Donovan Office Building. This MGPP incorporates changes to the original plan based on proposed improvements on the Webster Block detailed below. In addition, this MGPP provides for the elimination of a watered Prime Slip as part of the proposed public component of the Project and revisions to the Project budget and financing plan to reflect current development and planning. It is anticipated that this MGPP will be further amended to reflect future

development in the Project area to the extent it significantly deviates from this MGPP including the type of development to take the place of the Bass Pro store on the Aud Block.

The Project will consist of various public improvements along the Buffalo waterfront that will be designed to emphasize downtown Buffalo's connection to the Lake Erie waterfront through the construction of a network of interpretive water elements evoking the character and vibrancy of the historic canals that once crossed the area, including segments of the Erie Canal, the Commercial Slip, and the Main and Hamburg Canal. The Project will ultimately provide various year-round offerings and experiences, including restaurants, entertainment venues, retail outlets, cultural attractions, vast public spaces, and increased access to the Buffalo River, appealing to a wide demographic of visitors and residents.

The Project Area is adjacent to the Commercial Slip area and the Naval and Military Park, each recently redeveloped by ESD and ECHDC as part of the decades-long effort led by the City, ESD and many other stakeholders to create a vibrant Erie Canal Harbor area. These planning efforts by ESD began in earnest with the development of a master plan for the main infrastructure components on the waterfront in 1999 ("1999 Master Plan"), which led to a final plan in 2004 known as the Erie Canal Harbor Master Plan ("2004 ECHMP"), and continued with the establishment of ECHDC in 2005 as a subsidiary development agency with a singular focus on redevelopment of Buffalo's downtown waterfront. Since its creation, ECHDC has facilitated the next phase of waterfront development by guiding design and development of the Project, including negotiations and planning to attract national and local retailers and engage private developer(s).

This MGPP envisions that ECHDC will be primarily responsible for the development of public amenities and public spaces as part of the first phases of development. Public amenities include the Canals and towpaths, and related improvements. See ***Exhibits A***. The majority of the commercial, residential, entertainment, recreational, and cultural developments described herein will be undertaken by a private developer(s) in current and later phases of the Project.

B. Project Location

The Project is located on approximately 20 acres of vacant, substandard or underutilized land in downtown Buffalo (the "Project Area"), and is generally bounded by the following streets:

- On the north by Upper Terrace and Exchange Streets and Perry Boulevard;
- On the east by Washington Street and Seymour H. Knox III Plaza;
- On the south by Perry Street and Buffalo River; and
- On the west by Erie Street, Marine Drive, and Pearl and Commercial Streets.

A parcel plan for the development of individual parcels within the Project Area is attached hereto as ***Exhibit A***.

C. Project Goals

ESD and ECHDC seek to foster economic growth and expand public use and enjoyment of the Erie Canal Harbor area through the implementation of a 20-acre mixed-use real estate development project. The general setting of the Project Area is characterized by several vacant, unvegetated lots, surface parking lots, and the vacant Donovan Building, all framed by the existing city street grid and a combination of transportation infrastructure elements (i.e., elevated highway and transit mall). Surrounding the Project Area are various buildings (i.e., First Niagara Center f/n/a HSBC Arena, HSBC Atrium, the Buffalo News Building, Maine Drive Apartment complex, and Naval Park buildings) of different uses, heights, styles and designs. The Project Area's current condition serves to visually disconnect these adjacent areas from recent investments in the Erie Canal Harbor and Buffalo River shoreline.

The principal goal of the Project is to transform the vacant and underutilized Project Area into a vibrant mixed-use, year round setting for family-oriented uses, including sports, entertainment, cultural, residential, commercial and recreational uses. The Project will build upon the public development framework established through recent and committed public infrastructure investments such as the Commercial Slip, enhancements to Naval Park, and reestablishment of portions of the former street grid (e.g., Prime, Lloyd, Hanover Streets). Also, the Project will enhance public access and use of the downtown waterfront, including multimodal connections to transit, bicycle, pedestrian and waterborne networks.

In addition to creating a densely developed area with a mix of amenities and open space on parcels that have been vacant and underutilized for decades, the Project aims to provide for the following public uses and purposes:

- Strengthening and/or establishing the visual and physical connection between adjacent downtown destinations (e.g., Buffalo River, First Niagara Arena, Waterfront Village, and Naval Park).
- Providing ample, visually interesting, and diverse public spaces encouraging year-round use.
- Maximizing area development potential by consolidating surface parking spaces into structured parking.
- Creating an urban, mixed-use setting that builds upon and complements the 2004 ECHMP urban design guidelines set forth in the City's Waterfront Urban Renewal Plan, as amended.
- Promoting and incorporating architectural elements that celebrate and interpret the historical significance of the Erie Canal and its terminus on the 12.5-acre Erie Canal Harbor Project site, as provided for in the 2004 ECHMP.
- Creating tenant spaces suitable for a mix of uses, including office space, hotel space, ground level retail and community facility spaces, to ensure that Buffalo can capture its share of future economic growth and new jobs.

In achieving these goals, the Project will serve a strong public need and will result in noticeable benefits to the local community, including enhanced services and facilities. This critical mass of

retail, services and recreation opportunities located on Buffalo's waterfront will attract not only residents of Western New York but also tourists from outside the area. Coupled with the public enhancements and developments that are envisioned under this MGPP, it is anticipated that a year-round community will be created that will enliven and invigorate an underutilized area of the City.

The Project is also intended to boost the City's economy by developing temporary construction work and significant permanent employment opportunities that will expand the local economy. Also, the Project will generate local tax revenue (either directly or through Payments in Lieu of Taxes [PILOTS]) within an area that has been largely dormant for years. The Project will also create new commercial and residential development within the Project Area. Rather than compete with viable existing commercial and residential development in and around the Project Area, the presence of new development should lead to increased property values and the potential for additional new development in surrounding areas.

D. Project Description

1. Overview

The Project is the next major stage in a decades-long process of waterfront planning and development to create a hub of activity that supports increased economic development opportunities in the Erie Canal Harbor and its surroundings as well as a livable community environment that provides year-round entertainment and recreational activities. Long before the 1999 Master Plan, waterfront redevelopment had been an important priority for the community. In the 1960's a comprehensive Urban Renewal Plan was prepared and adopted for the City's designated Waterfront Redevelopment Project ("Waterfront Urban Renewal Plan"). In the late 1970s, further planning efforts led to the opening of the original Naval Museum. In the 1980s, the Niagara Frontier Transportation Authority's ("NFTA") Light Rail Rapid Transit system ("Metro Rail") was completed, and the downtown transit/pedestrian mall along Main Street was constructed. During this same period, the Horizons Waterfront Commission was formed to lead waterfront planning and development efforts. Each of the development projects completed under these prior planning efforts, from construction of HSBC Center and the Buffalo News building, to the HSBC Atrium and the First Niagara Arena, has helped to create the foundation upon which Canalside is being planned. Thus, while Canalside is a new project and the first major undertaking for ECHDC, it is the next phase in a decades-long effort led by the City, ESD and many other stakeholders to create a vibrant Erie Canal Harbor area, an asset of which the entire community can be proud.

<u>Design Guidelines</u>

To create an attractive, cohesive atmosphere that reflects the City's unique history and provides visual interest, Design Guidelines apply to all development parcels within Canalside. See ***Exhibit B***. The Design Guidelines provide for a general consistency of design intent, communicated through standards concerning such features as fenestration, materials, color,

scale, lighting and signage. The Design Guidelines also encourage visual interest throughout the Project Area, achieved through a variety of forms and materials. At full build-out, the Project will have of a variety of buildings and spaces that have been built over time by different owners and designers. Several core principles served as a framework for various aspects of the Design Guidelines throughout the evolution of the Project including:

- Reconnecting downtown Buffalo to its waterfront through a new, vibrant mixed-use neighborhood;
- Celebrating the best Buffalo has to offer, and creating places that are first and foremost for the residents of the City and their families;
- Creating a new development pattern that is focused around a network of "places" which include a revitalized Main Street, active waterfront, and series of canal water features;
- Providing places for activities and special events for all seasons, using the seasonal climate changes as an advantage to offer a diversity of options;
- Referencing and interpreting Buffalo's historic waterfront and the Erie Canal;
- Emphasizing the pedestrian experience, while offering parking that is convenient, easy to access, and does not dominate views or land use; and
- Incorporating appropriate details during Project phasing, so the Project feels complete from the beginning, despite a multi-year schedule.

The Design Guidelines are implemented through a review procedure by the ECHDC Board of Directors ("Board") with the help of the Canalside Design Committee ("Design Committee"). In August of 2012, the Board appointed five persons to the Design Committee, with input from the Mayor of the City of Buffalo. Design Committee members are knowledgeable in matters pertaining to architectural design and historical context as it relates to Canalside. The Board refers site plans for each proposed development within Canalside to the Design Committee for its evaluation and recommendation. The Board considers the Design Committee's recommendation prior to the approval or disapproval of any proposed development in Canalside and may consult with the Design Committee on any issues related to design or planning within Canalside. The Aud Block development, Webster Block and public infrastructure within the Project's 20+/- acres, as well as subsequent phases will also be presented to the City of Buffalo Planning Board for a review of consistency with the Design Guidelines. As of the date of this MGPP, the redevelopment of the former Donovan Office Building and the public canal system located on the Aud Block have been reviewed through this design review process and have been approved by the ECHDC Board.

<u>Sustainability</u>

As the Project design has progressed, ECHDC has explored the applicability of sustainable design principles to the Project to mitigate its environmental impacts to the extent practical

and feasible. Strategies for integrating sustainability concepts into the Project were presented in a Sustainability Report that was included with the Draft Generic Environmental Impact Statement ("DGEIS") for the Project pursuant to the requirements of the State Environmental Quality Review Act (SEQRA"). To implement the ideas explored in the Sustainability Report and in response to public comments received on the DGEIS regarding sustainability, ECHDC will require that all Project buildings become LEED® certified, with a goal of achieving a LEED® Silver rating. LEED® (Leadership in Energy and Environmental Design) certification provides independent, third-party verification that a building project meets the highest green building and performance measures. LEED®-certified buildings are designed to lower operating costs, reduce waste sent to landfills, conserve energy and water, be healthier and safer for occupants and reduce harmful greenhouse gas emissions. These benefits are achieved by incorporating certain design, mechanical, and structural features into a building. These features are quantified as credits, and the more credits a project has, the higher the LEED® rating. These measures will help to reduce the Project's impact on Buffalo's combined sewer system, particularly concerns about sewer overflow, demand on utility infrastructure and impact to water resources, in addition to improving the quality of the Canalside experience for those living and working at Canalside.

LEED® certification will also implement the State's energy conservation policies, articulated in Executive Orders 111 and 4. Executive Order 4 requires State agencies to procure sustainable materials such as recycled/recyclable materials and implement policies to reduce waste, conserve water, and utilize renewable energy sources, to the extent practical. Executive Order 111 requires state agencies and public benefit corporations to achieve a reduction in energy consumption by all buildings they own, lease or operate of 35 percent by 2010 relative to 1990 levels. Certain structures in the Project will be owned and operated by ECHDC; therefore they will be subject to the requirements of Executive Order 111. Accordingly, specific measures will be integrated into the Project so that the Project will qualify for LEED®-certification and meet State policy goals.

<u>Open Space</u>

At full build out, the Project will include expanded and enhanced publicly accessible open space and recreational opportunities in and adjacent to the Project Area. Such opportunities will include the following.

- Water features (e.g., canals) providing year-round water uses such as ice and will be lined with expansive towpaths, benches and lighting providing a unique setting for outdoor cafés and retail shops.
- An extended Central Wharf will stretch to South Park Avenue connecting the Project Area to the Buffalo River trail system. To date, ECHDC has caused the construction of the expanded Central Wharf on a temporary basis using asphalt to provide an immediate connection to the Buffalo River trail system.

- The Prime Slip, which was to be one of the interpretive water features (i.e., "canals") being considered for construction in the previous MGPP for Canalside, is no longer being considered. Similar to the approach used in the 2004 Master Plan for the Erie Canal Harbor, the Prime Slip will be evoked through an interpretive pathway over the its former alignment, linking the Central Wharf with the Aud Block. It will nevertheless maintain the pedestrian opportunities for exploring the Project area and will continue to be envisioned as part of a public interpretative corridor to be utilized to educate the public on aspects of the Prime Slip.
- The Skyway Plaza, located in the space underneath the Skyway (E10- E11) stretching to the Commercial Slip parcel, will be dedicated to seasonal events, artistic expression and seasonal retail kiosks.
- Sidewalks and bicycle lanes will connect into existing systems linking the Project Area to other city- and region-wide resources.

Parking Program

Parking in the Project Area will be consolidated within several parking garages, with a few small surface lots and a limited number of on-street parking options also available. The parking areas are described herein with reference to the Parcel Plan set forth in ***Exhibit A.*** While the expected locations of available parking has been modified from the previous MGPP, the total number of parking spaces within the Project Area, between 2,400 and 2,600 parking spaces, remains the same.

On the Aud Block, potentially a one-level garage will be constructed with the capacity that more development and/or a three-level garage may be built once further developments on that site are identified.

Currently under construction as part of the renovation of former Donovan Office Building is a parking deck on the north and east sides of the existing Donovan Building to provide on-site parking to Parcel D1. This parking garage will be accessible from Washington Street and will allow for approximately 150 parking spaces.

Approximately 100 spaces will be provided within the Project Area for off-street surface parking. Spaces will be provided on Parcel T3 which is under the Skyway access ramps at Pearl Street and Perry Boulevard and on Parcel T1 under the Thruway. Both of these areas currently serve as gravel surface parking lots. Additional surface spaces will be provided on Parcel T2.2. Finally, a new surface lot will provide support parking facilities for the waterfront boutique hotel at the terminus of Prime Street.

In terms of on-street parking, it is anticipated that approximately 35 spaces will be available along Marine Drive; approximately five spaces will be available along Perry Street; and approximately 38 spaces will be available along Main Street. Parking along Main Street, however, is contingent upon the final design for the Main Street Multi-Modal Access and Revitalization Project ("Cars on Main Project") currently being undertaken by the NFTA, the City

and others. With construction of the streets along the Central Wharf completed, approximately 13 spaces are available along Hanover Street and approximately ten spaces will be available along Prime Street

The Commercial Slip Parking Garage is still under consideration for construction on the current Marine Drive Apartments' surface lot. Originally anticipated to consist of six levels and approximately 1,280 spaces, the garage was tied to Bass Pro's development of the Aud Block. With Bass Pro's departure from the Project, the size of the potential structure has been reduced to accommodate approximately 900 cars. Furthermore, construction of the structure will only be considered at a later date depending on Project needs as future development progresses. As such, federal funds previously earmarked for the structure are no longer being considered for the garage. Rather, those funds will be used by ECHDC for other federally approved projects within the vicinity of Buffalo's waterfront. The funding available in this MGPP will be used to construct the Commercial Slip structure or other parking projects within the Project area.

As part of the development of the Webster Block detailed below, a multilevel parking structure providing for approximately 965 cars will be constructed to serve the Webster development. ECHDC is currently exploring the possibility that a portion of the parking on the Webster Block could be earmarked as needed by ECHDC for the larger Canalside Project.

2. Current Phases

The following specific components of this MGPP are currently under construction or in design with reference to the parcel numbers provided in ***Exhibit A***[1]. Prior to construction of anticipated future phases of the Project as referenced below, the Corporation will amend this MGPP as may be needed to reflect such proposed developments should they deviated substantially from the MGPP.

<u>Canal System (Parcel A3)</u>

On the Aud Block will be water features interpreting the alignment of the Erie Canal, Main and Hamburg Canal, and Commercial Slip, which once crossed the Aud Block. These features are currently under construction. Based on public comment received by ECHDC from various public hearings and forums, the canal system was designed/redesigned to ensure the system's materials, alignment and depth are as historically accurate as feasible taking into account outside factors, including, financial constraints, construction limitations, elevation changes, security concerns, operation and maintenance issues regarding the Hamburg drain and

[1]The description of specific components provided herein (both public and private improvements) reflect current Project plans. It is noted that details may differ somewhat from the Project description of the Project provided in the GEIS which was issued as final on January 21, 2010.. Project plans have been revised since completion of the GEIS based on public input to the original GPP and the 2010 MGPP as well as continuing design refinement associated with the Project build-out. Each modification to the Project is evaluated for consistency with the analysis in the GEIS per the process established for review of Future Project Plans in Chapter 13 of the GEIS.

requirements of the Americans with Disabilities Act. A revised conceptual layout of the public canal system is attached as ***Exhibit C***.

Donovan Block (Parcel D3)

The design of a portion the "East Canal" that will cross the Donavan Block (which involves an interpretation of the former Main and Hamburg Canal) has been slightly refined from that contemplated in the last MGPP. Originally to be interpreted as a "dry" canal bed that would be focal point for a public gathering space, more detailed planning/design analyses have since been performed by the master architect and subconsultants specializing in the design of public-friendly spaces. The current design will now involve an interpretation consisting partially of a water feature near Main Street (i.e., evoking the continuation of the Main and Hamburg Canal from the Aud Block), then transitioning to a "dry" rectangular plaza following the centerline of the former canal. The '"dry" portion of the plaza would be reinforced through the color of paving materials and a grove of trees planted in a rectilinear fashion, interspersed with a series of narrow water "channels". Once complete, the design of the "East Canal" will be subject to review by the Design Review Committee in accordance with the Design Guidelines.

Donovan Block (Parcel D1)

The Donovan Block is bounded by the Thruway, Washington Street, Main Street, and Scott Street. Construction on the Donovan Block is currently underway and when completed, will entail a mixed-use building with first floor retail and restaurant space and upper floors dedicated to office and hotel uses. To the east and north of the existing Donovan Building, surface parking will be maintained, along with a one-story parking structure built above it by a private developer. This parking area will provide off-street parking for on-site use.

On the South Donovan Block, across the East Canal water feature from the Donovan Building, will be an additional development parcel constructed by a private developer(s) with first-floor retail space and potential residential units on the upper floors.

Webster Block (Parcel W1)

The Webster Block is owned by the City and is bounded by Scott Street, Washington Street, Perry Street and Seymour H. Knox III Plaza. With the Metro Rail easily accessible, this district will provide a welcoming gateway into the Project Area to those coming from other areas of Buffalo to work, live and play. In the original GPP for Canalside, this parcel was envisioned to ultimately contain a mixed-use development consisting of roughly 30,000 SF of retail space, a 150-room hotel, and structured parking for 400 vehicles.

Pursuant to a request for development proposals issued by the City, HARBORcenter Development, LLC was selected by the City to develop a mixed-use complex on the Webster Block (the "Webster Project"). The proposed Webster Project includes a sixteen story, 613,850 +/- square foot, mixed-use building that will consist of:

- A two-rink hockey complex,
- A hotel of up to 200 rooms,
- Retail and restaurant space; and
- A five-level parking structure designed to accommodate 965 +/- parking spaces.

The Webster Project budget is approximately $124.5 million. The building is to be constructed on the 1.7 acres Webster Block and the two westernmost lanes of Washington Street and will be freestanding, aside from a raised walkway crossing over Perry Street that will connect the Webster Project site to the First Niagara Center.

The proposed hockey complex will compliment the First Niagara Arena and provide a new 114,390 +/- square foot hockey complex. As currently envisioned, it will consist of two National Hockey League sized ice sheets, 2,000 +/- spectator seats, locker rooms, administrative and maintenance areas, concessions, restrooms, and a large concourse.

Retail and restaurant space will be located on the ground level with additional restaurant capacity on the second floor. The hotel component will include up to 200 rooms that will support area businesses in downtown Buffalo and the events surrounding the hockey complex. The hotel is expected to be constructed on the northwest corner of the property and will be the only section that rises above eight levels.

3. Future Phases

The following are specific components that are anticipated to be constructed at Canalside in later phases of the Project. Prior to the construction of any such developments, the Corporation will amend this MGPP as may be needed to reflect such proposed developments.

a. Public Improvements

<u>Aud Block Parking Structure (A1)</u>

On the Aud Block, bounded by Lower Terrace, Pearl Street, Main Street, and Marine Drive, ECHDC may construct an underground one-level, approximately 121 space parking structure, that will be constructed in a manner that will allow for vertical expansion at a later date to increase capacity to accommodate additional cars and/or to support future developments to be located directly above. The ultimate decision as to whether to the build the structure will depend on future development plans on the A1 parcel.

<u>Public Market (A1 – A2)</u>

While previously called Canalside Hall, a public market building is currently envisioned to be a public marketplace located on the Aud Block. Current planning envisions the market to be located on the A1 or A2 parcel with access to the developments on the Aud Block and along Marine Drive. The market is designed to embrace Buffalo's rich "old" and "new" food culture.

Local, regional foods, both prepared and raw, will be showcased at the market. It will also be designed to accommodate large events and private parties. Preliminary studies have been completed on the merchant mix and operations of the market. A draft merchant list includes a casual café, deli, wine bar, chocolate store, bakery, sausage and hot dog counter, diner, cookware store, brew pub, and ice cream shop. Ultimately the marketplace will be owned and operated by ECHDC or its designee.

b. Private Improvements

Parcel A1

This parcel, located on the Aud Block, was previously designated for the Bass Pro Store. The parcel may initially include a one-level, approximately 121 space parking garage that will be constructed to support additional parking levels and/or anticipated mixed retail developments on top. Additional parking levels, if any, and future developments on this parcel are not addressed in this MGPP.

Children's Museum (A1 – A2)

Pursuant to a request for proposal issued by ECHDC, Explore-n-More Children's Museum was selected as the preferred operator for the operation of a museum on the Aud Block. Explore-n-More is currently working on a master plan and feasibility study to guide the final development of the children's museum. Once complete, it is expected that ECHDC will build the core and shell of a building to accommodate the museum with Explore-n-More providing funding for the museums fit-out and operations. Currently planning anticipates the museum will be located on the A-2 parcel, but an A-1 location is a possibility based on refined development plans for the Aud Block.

Donovan Block (Parcels D2)

On the South Donovan Block, across the East Canal water feature from the Donovan Building, will be an additional development parcel constructed by a private developer(s) with first-floor retail space and potential residential units on the upper floors.

Erie Canal Harbor Parcels (Parcels E1 – E11)

Riverfront Parcels (Parcels E1, E8 and E9)

The Riverfront Parcels will front on the Buffalo River, and will be located on the south end of the Central Wharf. They will include possibly a boutique hotel building or other appropriate waterfront development constructed by a private developer(s) and smaller structures. The Riverfront District will include ample open public space for a variety of recreational activities and public events, including an extension of the existing seasonal, floating docks at the Central

Wharf which were completed in 2012. The additional floating docks are accessed by the moveable gangway from the Central Wharf.

Prime Slip Parcels (Parcels E2-E7)

The Prime Slip Parcels also known as the Historic Block parcels, will be developed by a private developer(s) to accommodate a mix of uses and will be bordered by Lloyd Street, Marine Drive, Main Street and Prime Street. Small-scale shops, community gathering space, cultural institutions, and restaurants will dominate the area. On the parcels between Lloyd and Hanover Streets, development devoted to ground-level retail with office above on each side of the Skyway.

Similarly, the development on the block between Hanover and Perry Streets will potentially house ground-floor retail and cultural mix with office space above. On the other side of the Skyway will be a complex of buildings, which will contribute to the Main Street District's neighborhood atmosphere by housing a mix of uses with ground-floor cultural and retail. It is anticipated that on-street parking spaces will be located on Prime, Hanover, West Perry and Main (between Scott and Perry) Streets.

<u>Commercial Slip Block (Parcels C1, C2.1, C2.2, C2.3)</u>

This block is located at the juncture of Marine Drive, Commercial Street and Perry Boulevard. At that corner, fronting on Marine Drive and Commercial Street, will be a development parcel with a retail base, and a variety of potential uses above including office, hotel, and/or residential. Behind the building will be the Commercial Slip Parking Garage situated over private surface parking for residents of the Marine Drive Apartments.

Stretching from the Commercial Slip Garage to the terminus of Seymour H. Knox III Plaza (a.k.a. Main Street), the Skyway Plaza will utilize the cover of the Skyway deck to provide a year-round place for vendors to sell goods and produce at seasonal kiosks. NYSDOT has been and will continue to be consulted with respect to all uses and improvements under the Skyway.

<u>"Under-Thruway" Blocks (Parcels T1.1, T1.2, T2.1, T2.2, T3)</u>

Lastly, underneath the Thruway at the northern-most end of the Project Area are two parcels on either side of Main Street that will provide opportunities for additional parking and perhaps some retail use. It is anticipated that on the parcel at Main Street and Lower Terrace will be a small structure for retail use and an adjoining surface parking lot that could accommodate 25 surface parking spaces. On the opposite side, east of Main Street there will be another small structure for retail use with an adjoining surface parking lot that could accommodate approximately 20 vehicles.

4. Street Access

The street pattern within the Project Area will remain largely unchanged. Where feasible, all streets will facilitate two-way vehicular traffic. Lower Terrace (between Pearl and Main Streets) will be abandoned by the City, and subsequently closed to traffic and incorporated into the Under-Thruway Blocks.

5. Main Street Multi-Modal Access and Revitalization Project ("Cars on Main Project")

There are a number of projects in various stages of development within and adjacent to the Project Area. However, these projects are not included within Canalside and are being undertaken or contemplated by others. A project related to Canalside but independent and not included within this MGPP is the Cars on Main Project. The City, NFTA, NYSDOT and Buffalo Place, Inc. are proposing to reopen a 1.2-mile-portion of Main Street, between Tupper Street and Scott Street/Marine Drive, to vehicular traffic as part of a strategy to improve downtown access and support revitalization efforts for Buffalo's downtown core. Main Street in downtown Buffalo was closed to vehicular traffic with the completion of the Metro Rail system and pedestrian/transit mall in 1984. After several years of study and consultation with numerous stakeholders and interested parties, the concept of sharing the Metro Rail track bed with vehicles between Tupper Street and Scott Street/Marine Drive emerged as the preferred design solution.

The sponsors for this project have completed an Environmental Assessment under NEPA and published the Notice of Completion in March 2009. FTA, as federal lead agency for this project, issued a Finding of No Significant Impact in October, 2009. Final designs for each segment of the 1.2-mile-portion of Main Street affected by this project have commenced. While the two projects must relate well together, the Cars on Main Project and Canalside Project are independent projects being undertaken by different entities. Thus, it is appropriate that these projects be evaluated through separate channels and the Cars on Main Project is not an action that is a part of this MGPP. Nevertheless, Project maps include ECHDC's latest understanding of the proposed design for the Cars on Main Project through the Project Area.

E. Project Funding

The Project budget is currently estimated at ***$*405,888,537**. Funding Sources and Uses for Phase 1 and the future phases are set forth below:

1. Anticipated Funding Uses

Canalside Funding Uses – Current Phases	
Public Infrastructure- Canals & Towpaths (A3 & D3)	$28,240,800
Central Wharf Extension/Floating Docks (E1)	$3,348,779
Design Costs	$4,811,493
Miscellaneous (Non-capital associated with O&M, programming, etc.)	$5,000,000
Private Investment	$154,400,000
Total Current Project Costs:	**$195,801,072**

Canalside Funding Uses-Future Phases	
Aud Block Parking Structure, Deck & Streets (A1)	$7,124,424
Public Market (A1)	$8,000,000
Mixed Use (A1)	$6,476,000
Children's Museum	$8,000,000
Mixed Use (A2)	$7,730,000
City Street Restoration	$680,000
Commercial Slip Garage/Misc. Parking	$12,000,000
Design Costs	$6,197,091
Miscellaneous (Non-capital associated with O&M, programming, etc.)	$15,000,000
Private Investment	$138,897,950
Total Future Project Cost:	**$210,087,465**
Total Project Cost (Current + Future)	**$405,888,537**

2. **Anticipated Funding Sources**

Canalside Funding Sources		
New York Power Authority	$86,608,587	NYPA provides an Industrial Incentive Award with a revenue stream of $3.7 million over 20 years; and a Relicensing Agreement revenue stream of $4.7 million over 20 years
New York State[2]	$21,000,000	Funding being used for construction of Historic Canals.
ESD- Blueprint	$5,000,000	Award was made by ESD via an Incentive letter on March 10, 2010
Private Development	$293,279,950	Private investment expected upon full-build out is based on work under way and the square-footage of the development.
Total Project Funding:	***$405,888,537***	

The Canalside Project once fully built out, is currently estimated to cost approximately $386 million. This number is exclusive of $20 million budgeted above for miscellaneous non-capital related costs The Project cost consists of public and private investment, as described above in the project description. The Project will be funded by various government agencies, including the New York Power Authority, New York State and Empire State Development Blueprint Grant, with the majority of the funding from the New York Power Authority.

3. Operations and Maintenance

The Operations and Maintenance Budget for the full build out of Canalside is currently estimated to be **$2,500,000** annual expenditure for administration, security, maintenance and repairs, utilities, events, and insurance. The payment for the Operations and Maintenance will come from multiple sources: 1) Common Area Maintenance ("CAM") charges; 2) Parking Garage revenue; and 3) other available sources. To off-set the costs of operating and maintaining the entire Project Area, a portion of the administration, security, maintenance and repairs, utilities, and insurance costs will be charged to the tenants at Canalside. The CAM charges will be based on the square-footage of the tenant's space. The cost to operate and maintain the public infrastructure will be funded by the available funding sources until the anticipated CAMs and parking garages begin to generate revenue in the future phases of development.

[2] New York State previously allocated the $21 million for the Bass Pro Store. The $21 million was reprogrammed to Canalside activities. ECHDC will use a combination of the NYPA Funding, New York State funding, and the ESD Blueprint Grant to fund ECHDC costs with respect to this MGPP. Final allocations of these sources may differ from the sources table above.

The Operations and Maintenance program will directly cover the Central Wharf; Commercial Slip Parking Garage; Below Grade Parking Garage, Surface Parking Lots; and the Canalside Buildings, Walkways, and Canals. ECHDC assumes the Canalside Project will require the services of 8 full-time employees that will comprise of administration staff, security personnel, and maintenance labor. The maintenance and repairs will consist of, but not limited to, the following: sweeping, snow plowing, salting and snow removal, storm drainage system maintenance, landscaping and pest control, cleaning services, materials and supplies, maintenance equipment, general building repairs, trash removal and recycling, light poles and lamps, and sidewalk maintenance and repairs for the entire Project Area. The Utilities are developed based on comparable sites and square-footage. The Events budget was modeled after ECHDC current contract with Buffalo Place, Inc. at the Central Wharf. The Insurance was based on comparable properties.

F. Site Ownership, Lease Structure

The Project Area is currently owned by various State and local governmental agencies including ECHDC, the New York State Thruway Authority, the New York State Department of Transportation, the City of Buffalo, the Buffalo Municipal Housing Authority and the Buffalo Sewer Authority.

It is anticipated that ECHDC will acquire control of parcels within the Project Area either through direct acquisition, long term lease, license or easement as necessary to complete the Project. Parcels owned by the City, including the Webster Block, may remain owned by the City until developed. The City will continue to own all public rights-of-way.

ECHDC will convey, or lease with an option to purchase at nominal consideration, on a parcel by parcel basis, all parcels designated for office, retail, hotel, residential, or cultural development to a private developer(s) which shall be obligated to complete the applicable development for such parcel as set forth herein. Prior to the conveyance of any property, private developer(s) shall be required to provide ECHDC with an acceptable financing plan for the applicable parcel and, prior to the commencement of construction, a completion guaranty in form reasonably acceptable to ECHDC. Upon completion, each development entity will be obligated to pay real property taxes and/or make payments-in-lieu-of- taxes. Each development entity will also be obligated to make common area maintenance charges on an equitable basis with other development entities within the Project Area.

ECHDC will own the parking structures on the Aud Block and Commercial Slip parcels with other parking structures owned and operated by ECHDC, private developers and/or the City. NYSDOT will be consulted and any necessary approvals obtained with respect to all uses and improvements under the Skyway.

G. Economic Impact

As part of the adoption of the GPP, ESD has performed an independent economic analysis of the Project. Based on Bass Pro or a comparable retailer(s) located on Parcel A1 it was projected that the Project would have the following beneficial economic impacts over a thirty year period:

(i) Construction of the Project (based on a construction cost of $386 million and exclusive of costs for site preparation and demolition of the Memorial Auditorium and Donovan Building) will generate 2,325 new direct jobs and 4.034 total jobs (direct, indirect and induced);

(ii) Total personal income earned by direct, indirect, and induced construction related activities is estimated to be $197.182 million in the region and $208.029 million in New York State (inclusive of Western New York);

(iii) Total construction employment will generate $19.874 million in local tax revenues and $20.967 million in state revenues;

(iv) Based on a completed build-out of the Project, once fully operational, it is projected that the Project will support 1,814 new jobs and 1,883 jobs statewide (direct, indirect and induced);

(v) The Project will generate $2.2 billion in personal income in the region and $2.4 billion statewide, including Western New York (direct, indirect and induced) over a 30 year period;

(vi) On a present value basis, the Project will generate $233.992 million in local tax revenues and $144.541 million State tax revenue over a 30 years period.

H. Land Use Improvement Project Findings

The primary purposes of ESD's participation in the Project are (i) to transform an area of Buffalo's urban core that is blighted and underutilized into a vibrant, transit-oriented, mixed-use development with appropriate density along the City's waterfront; (ii) to provide a mixed-use setting for year-round activities and unique experiences that will attract visitors and generate economic growth in an area that has been underutilized for decades; (iii) to generate additional economic activity and City and State tax revenues; (iv) to supply amenities, housing and cultural facilities for the creation of an urban neighborhood oriented to the waterfront and canal features; and (v) to provide publicly accessible open space and recreational opportunities.

Specifically, in the GPP, ESD, pursuant to Section 10 of the UDC Act, made the findings set forth below. These findings are supported and complemented by the findings, determinations and statements of fact described in the Draft Generic Environmental Impact Statement ("DGEIS") for the Project.

Land Use Improvement Project Findings

1. That the area in which the project is to be located is a substandard or unsanitary area, or is in danger of becoming a substandard or unsanitary area and tends to impair or arrest the sound growth and development of the municipality.

The Project Area consists mainly of vacant parcels and surface parking lots, including the former site of the Memorial Auditorium which was recently demolished and the Donovan Building, an obsolete office building vacated by the New York State Office of General Services. Photographs of several Project Area view sheds demonstrate the poor visual quality of the Project Area. See ***Exhibit D***. These photographs depict space that is desolate and lacking in human activity, natural features, publicly accessible open space or facilities providing public amenities or services. Views are dominated by the Skyway and ramp from the Skyway to the Thruway south along with the piers associated with both. Also, wide streets and a lack of pavement markings along with deteriorating sidewalks add to an unkept and unwelcoming pedestrian environment.

During the public hearing for the GPP, one commentator suggested that the substandard and unsanitary nature of the Project Area was caused by ESD when it demolished the Memorial Auditorium. The Memorial Auditorium has been vacant since 1996. The vacant building had not generated any revenue nor provided any benefit to the tax base in over a decade. Multiple attempts were made and several studies were completed during the 13 year period while the building sat vacant in an attempt to identify potential reuses, but ultimately no feasible reuse alternatives were identified. The area became substandard once the Memorial Auditorium was vacated and no achievable re-use options were identified. The lack of activity and use over the last 13 years only continued to impair the sound growth and development of the municipality until it was removed.

At the time the GPP was adopted, there was relatively no economic activity derived from the Project Area, exclusive of surface parking, notwithstanding that the Project Area is strategically located along the waterfront in downtown Buffalo. While the waterfront exists just a short walk from the Project Area, accessing the waterfront can be difficult, and few opportunities exist for entertainment, dining, shopping, or recreation.

Neighboring land uses, while to some extent generating activity, are limited in their contribution to the creation of a vibrant urban neighborhood, and generally do not provide year-round activities and amenities. For example, the HSBC Arena and the Coca-Cola Field generate considerable activity, but only during certain times of the year and typically for a short period of time on those days when there is activity. While these facilities are major traffic generators during events, they do not draw virtually any activity to the Project Area on non-event days. Consequently, the Project Area is generally lively during events, particularly at the more proximate HSBC Arena, but is largely deserted other evenings. Even with the pedestrian traffic generated during HSBC Arena events, there are few destinations for visitors to visit. During non-event times, pedestrian traffic is especially absent in the Project Area. The only limited exception to this is the Erie Canal Harbor with its re-created Commercial Slip which now

draws visitors to this portion of downtown, but is generally a seasonal attraction and has had limited event programming. There are few attractions adjacent to the Commercial Slip to allow visitors to remain in the area for a significant length of time. In addition, traversing the Project Area is difficult at many locations as sidewalks and crosswalk markings have not been maintained. Due to the desolate atmosphere of the area, drivers may not anticipate pedestrian activity, creating a more challenging and less safe walking environment.

Therefore, the environment of the Project Area hinders growth and development of the City and is detrimental to the City's goals of creating events and activities to increase public enjoyment and access to the waterfront, as articulated in the City of Buffalo Comprehensive Plan. The City's Waterfront Corridor Initiative also states as key initiatives improving accessibility to the waterfront, reconnecting neighborhoods to the waterfront and realizing the best possible use from waterfront parcels. Additionally, the 2004 Master Plan and Waterfront Redevelopment Project Urban Renewal Plan were detailed plans for development within the Project Area, which ECHDC has utilized in developing the Project. The Project is needed to implement these policies and contribute to economic growth within the City.

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.

This MGPP proposes redevelopment of the Project Area with the development of public infrastructure with the current and future phases of residential, commercial and retail developments. The enhanced uses generated by the Project will attract people to the Project Area and will, accordingly, help support local businesses. The Project will also generate substantial tax revenues for the City and the State as described herein. It is expected that the Project will convert a long vacant and underutilized area into a dynamic retail and residential community with substantial public spaces and regular public events along the waterfront. It is expected that the Project developments will serve as a catalyst for additional development in the neighboring environs.

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.

Although the Project includes substantial public improvements and the creation of numerous open spaces and public amenities, the plan specifically provides for a substantial amount of private development in current and future phases of the Project consistent with the overall plan for the development of the Buffalo waterfront.

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

No families or individuals will be displaced as a result of the Project.

I. Project Schedule

Construction of the historic canal system on the Aud Block commenced in Spring of 2012 and is expected to be complete by the Fall of 2013. Construction on parcel D1 began in the Spring of 2012 and is expected to be complete by the end of 2013. Construction on the Webster Block is expected to commence in Spring of 2013 and be complete by the Fall of 2014. Further development on the Aud Block and other parcels within the Project Area will commence as plans are developed and approved. The entire Project is expected to be built out by 2031.

J. Affirmative Action

In compliance with NYS Executive Law Section 15-A, ESD will administer and enforce an affirmative action program for the construction of the Project. ECHDC and any private developer(s) will each agree to make a good faith effort to utilize minority and women business enterprises ("M/WBE's") in the construction of the Project and will ensure that minorities and women are adequately represented in the construction workforce for the Project.

K. Override of Local Requirements

In the GPP, ESD overrode certain local regulations pursuant to the UDC Act. These overrides will permit a development more reflective of and consistent with, land use policy envisioned for the City waterfront and will include an override of the City zoning ordinance to allow office and hotel uses in an Industrial-Institutional District and will eliminate any need to amend the land use provisions contained in the Waterfront Urban Renewal Plan. With regard to this action and undertaking the Project, the City was consulted throughout the planning process and has provided significant input into Project design.

The City supported the exercise of ESD's statutory powers to facilitate the Project on the following terms:

1. The canal system, Public Market f/n/a Canalside Hall, Donovan Block, Webster Block, Erie Canal Harbor Parcels, and Commercial Slip Block described above will be included in the MGPP as approved by the ESD. Also the components will be developed pursuant to the Design Guidelines.

2. ECHDC will include all relevant City departments, agencies and boards including the Common Council, the Control Board and the Planning Board in the review process during the State Environmental Quality Review Act ("SEQRA") review period.

3. At the conclusion of the SEQRA process, ESD and ECHDC will work with the City to seek necessary approvals for the initial build-out of the Canalside Project which will include the Aud

Block development, Donovan Block, Webster Block, public infrastructure within the Project's 20+/- acres and the Commercial Slip Parking Garage. Specifically, this phase will be presented to the Common Council in conjunction with the disposition of City properties to ECHDC in furtherance of the Project. In addition, this phase will be presented to the Planning Board to review consistency with the MGPP and the Design Guidelines which will be incorporated into the MGPP.

4. Subsequent build-out of the remainder of the Canalside Project, which generally will incorporate all or parts of the Historic District as outlined in the 2004 ECHMP, will similarly be presented to the Common Council and the Planning Board.

5. In the event that there are any proposed changes to the MGPP after its initial approval, ESD will consult and seek input from pertinent City entities.

L. Public Approval and Environmental Review Process

ESD, acting as the lead agency pursuant to the requirements of the SEQRA conducted an environmental review of the Canalside Project in 2009/2010. On March 26, 2010, after conducting scoping, issuing a draft generic environmental impact statement ("DGEIS"), holding public hearings, and issuing a final GEIS ("FGEIS"), ESD issued a SEQRA findings statement approving the Project. ESD found that the DGEIS and FGEIS provided a thorough examination of all of the important potential impacts that would result from undertaking the Project. ESD carefully reviewed, questioned and analyzed the various impacts of, alternatives to, and potential mitigation measures for the Preferred Alternative and weighed these issues against the social and economic benefits of the Preferred Alternative and other essential considerations.

Given that plans for components of this MGPP have been modified (particularly regarding a proposed larger scale of development on the Webster Block), in accordance with SEQRA regulations and procedures/thresholds set forth in the FGEIS, ESD undertook a supplemental review of the changes, documented in a SEQRA Full Environmental Assessment Form with Supporting Analyses. Based upon this assessment, ESD concludes that while the proposed Project in this MGPP varies from that in the last adopted MGPP, these variations would not result in significant adverse impacts on the environment beyond what was already documented in the DGEIS, FGEIS, and Findings Statement for the Canalside Project. Therefore, ESD staff recommends that the Directors make a Determination of No Significant Effect on the Environment.

Accordingly no further SEQRA compliance is required prior to adoption of this MGPP.

M. Conclusion

This Land Use Improvement Project will redevelop a historically vacant, underutilized and substandard area with a mixed-use project that provides for destination retail, restaurants,

residences, hotels, cultural space, commercial development and publicly accessible open spaces that are needed to reconnect the City to its waterfront and create economic opportunities. This General Project Plan adopts a comprehensive vision that will eliminate the blighted and underutilized condition of the Project Area and create new, thoughtful and unique spaces that will provide connectivity with adjacent attractions, foster neighborhood characteristics and encourage a hub of activity at the City's waterfront.

Attachments

Exhibit A – Parcel Plan

Exhibit B – Design Guidelines

Exhibit C - Conceptual Layout of Public Canal System

Exhibit D – Project Area Photographs

MGPP Exhibit A – Parcel Plan

©EHRENKRANTZ ECKSTUT & KUHN ARCHITECTS

Canal Side
Erie Canal Harbor Development Corporation

Ehrenkrantz Eckstut & Kuhn Architects

09.07.11

0' 60' 120' 240'

N

Canalside Parcels

MGPP Exhibit B – Design Guidelines

Canal Side Design Guidelines

Issued by:

Erie Canal Harbor Development Corporation
A subsidiary of the New York State Urban Development Corporation d/b/a
Empire State Development Corporation

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Sections 3.3 & 3.5 of the 2005 Erie Canal Harbor Amendment to the Urban Renewal Plan for the Waterfront Redevelopment Project

1. Introduction

Canal Side (the “Project”) is a new mixed-use neighborhood that will reconnect Downtown Buffalo to the Lake Erie waterfront through a network of streets, canals, and public spaces, evoking the City’s history, while creating a timeless neighborhood that will help define its future. With approximately 1.1 million square feet of development, including retail, restaurant, hotel, office, cultural, and residential uses, Canal Side is made up of 23 development parcels within approximately 20 acres on the Buffalo Riverfront (“Project Area”). Anchored by a destination retailer, the Project offers urban amenities and year-round offerings and experiences, including restaurants, entertainment venues, retail outlets, cultural attractions, public spaces, and increased access to the Buffalo River.

The proposed Canal Side Site Plan (“Site Plan”, see Exhibit 1) identifies the conceptual design for the mixed-use project. These Canal Side Design Guidelines (“Guidelines”) apply to all development parcels within Canal Side. Unless otherwise noted, the Guidelines apply to all blocks within the Canal Side project area (see Exhibit 2 for the boundaries of those blocks). These Guidelines take as their foundation, both in terms of intent and detail, the guidelines approved as part of the 2005 Erie Canal Harbor Amendment to the Urban Renewal Plan for the Waterfront Redevelopment Project. The guidelines established in that document are preserved to the maximum extent possible, especially where concerning the Erie Canal Harbor Parcels (see Section 9). As the scope, program, and type of the proposed project has evolved and expanded since the 2004 Erie Canal Harbor Project Master Plan, some elements of that project’s associated guidelines have been revised.

The emphasis of the Guidelines is on the public spaces. The goals of the Guidelines are to provide high quality, attractive and active spaces that employ contemporary techniques but connect to the unique history of the site and Buffalo as a whole. To this end, the Guidelines are focused on the impact of buildings on the public environment. These Guidelines seek to create spaces, not projects. The goal is to create an ever-changing, lively atmosphere and visual appeal throughout (this is not a traditional business or residential district). The focus is on the pedestrian - to provide a human scale, good wayfinding, and a comfortable walking environment. The automobile is considered and sought to be convenient, but not dominate the view.

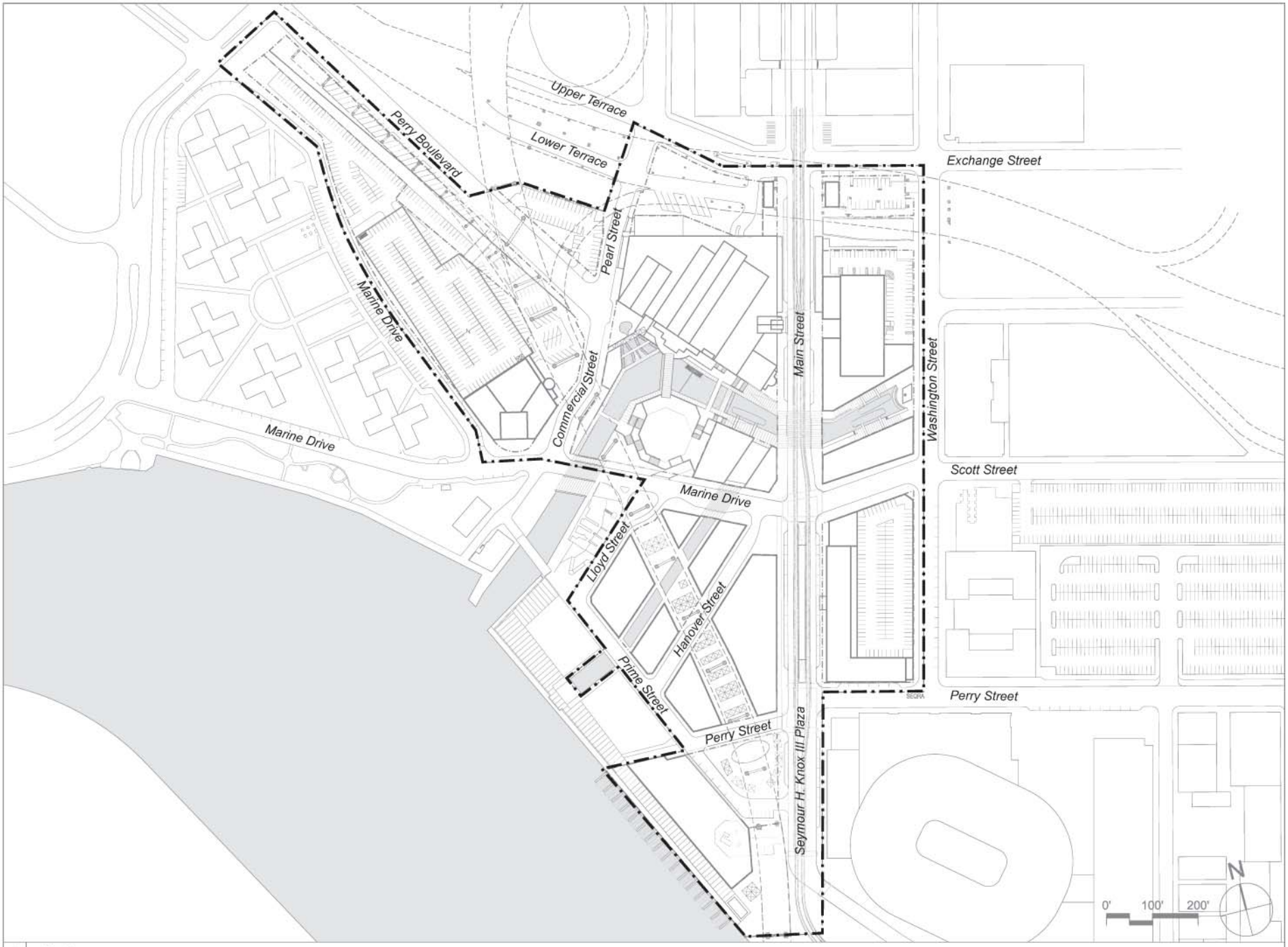
The Guidelines are also intended to create visual interest from near and far. Up close, ground level design standards produce comfortable, inviting, and stimulating environments. From afar a variable skyline of roof edges, vertical shafts, and signage create interest.

These objectives are achieved through a general consistency of design intent, communicated through standards concerning such features as fenestration, materials, color, scale, lighting, and signage. The guidelines also encourage visual interest throughout the Project Area, achieved through a variety of forms and materials. At full build-out, the project will have the appearance of a variety of buildings and spaces that have been built over time, by different owners and designers.

The Guidelines are mostly concerned with visual content relating to any and all parts of buildings (seen up close as well as from afar). These are guidelines and not rules. The purpose of the Guidelines is to give direction and help provide a very quick review and response to proposed development actions.

The Guidelines take as their inspiration a mix of the contemporary with the materials, profiles, and scale of the historic Erie Canal Waterfront.

Exhibit 1: Site Plan



1 Site Plan

2. Use

The parcels in the Site Plan have been subdivided into blocks as per the designations below (see Exhibit 2 for the boundaries of the blocks). Each is subject to the Guidelines, which identify physical design constraints such as height restrictions, service access, and set-back lines; as well as use regulations such as ground-level use guidelines.

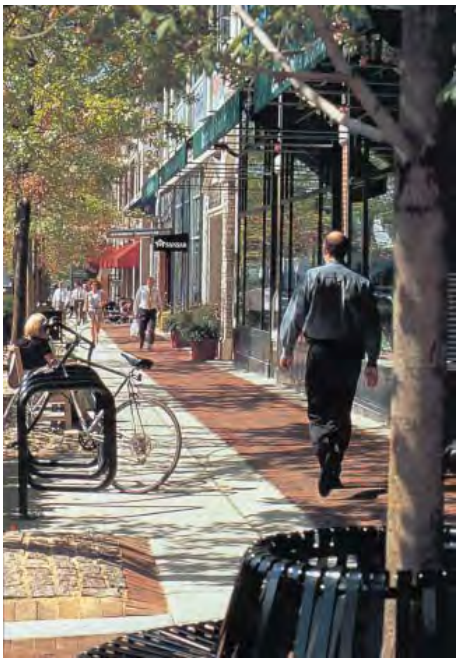
- AUD Block;
- Commercial Slip Block;
- Thruway Block;
- Donovan Block;
- Webster Block; and
- Erie Canal Harbor Parcels.

The Project as a whole is envisioned as mixed use. In order to create a vibrant, 24-hour pedestrian friendly environment, all areas allow a mix of uses, including Residential, Office, Commercial (retail, restaurant, and service), Hotel, and Cultural. Detailed descriptions of the program and design character of the blocks can be found in Chapter 3 of the State Environmental Quality Review: Draft Generic Environmental Ipact Statement for the Canal Side Project.

2.1 Active Ground Floor Uses

Active uses that engage pedestrians shall be located along street frontages as indicated in Exhibit 3. Ground level land uses shall be established and designed to animate public sidewalks and canal paths, and to provide visual appeal. In required active ground floor areas, the following uses are acceptable:

- Commercial uses, such as retail stores, retail service establishments, food and beverage establishments; and/or entertainment facilities, and
- Institutional uses, such as museums and similar facilities of an educational or heritage nature.



Active ground floor uses and pedestrian-oriented fixtures create a lively and commodious pedestrian environment

Exhibit 2: Canal Side Districts

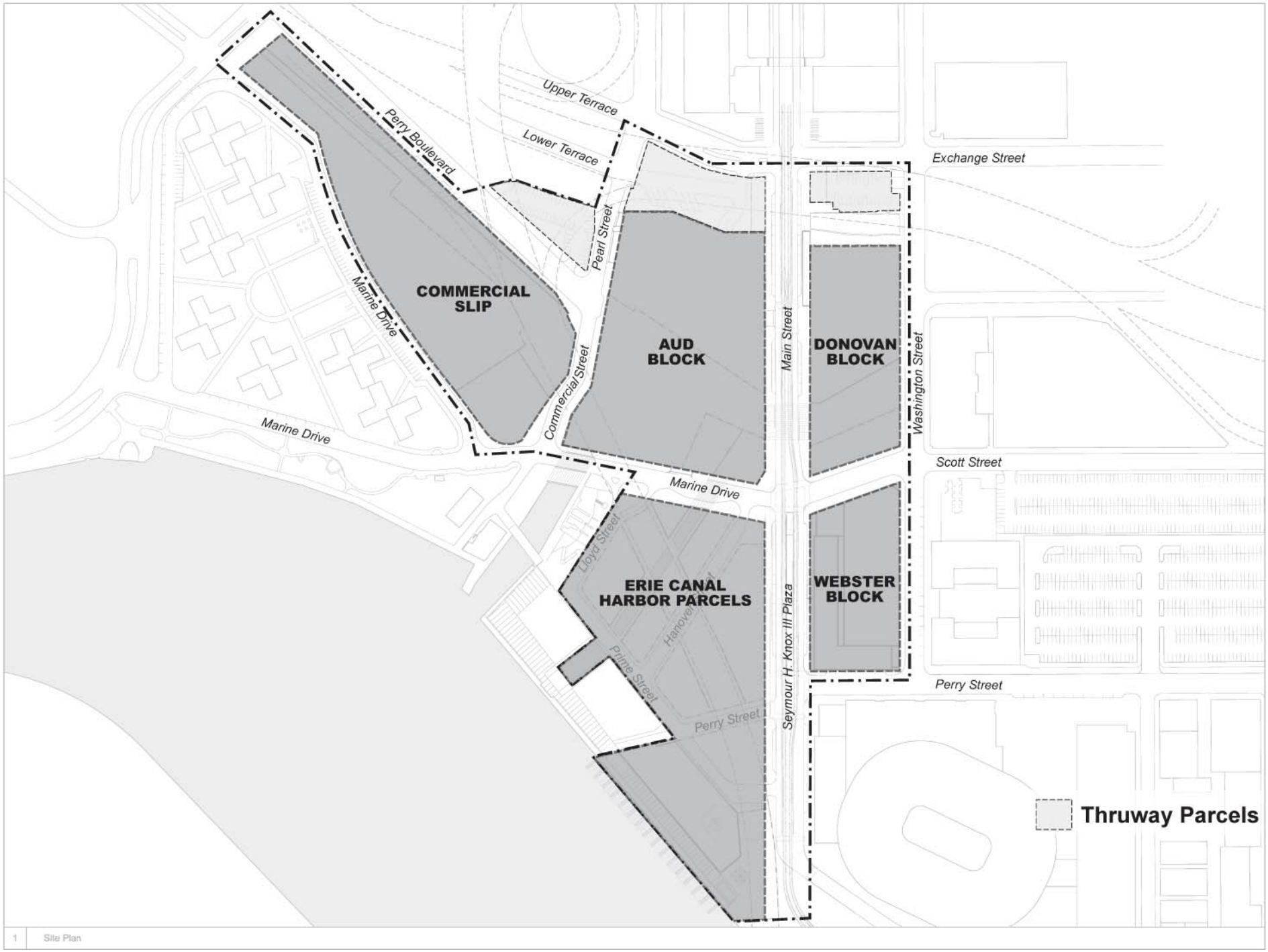
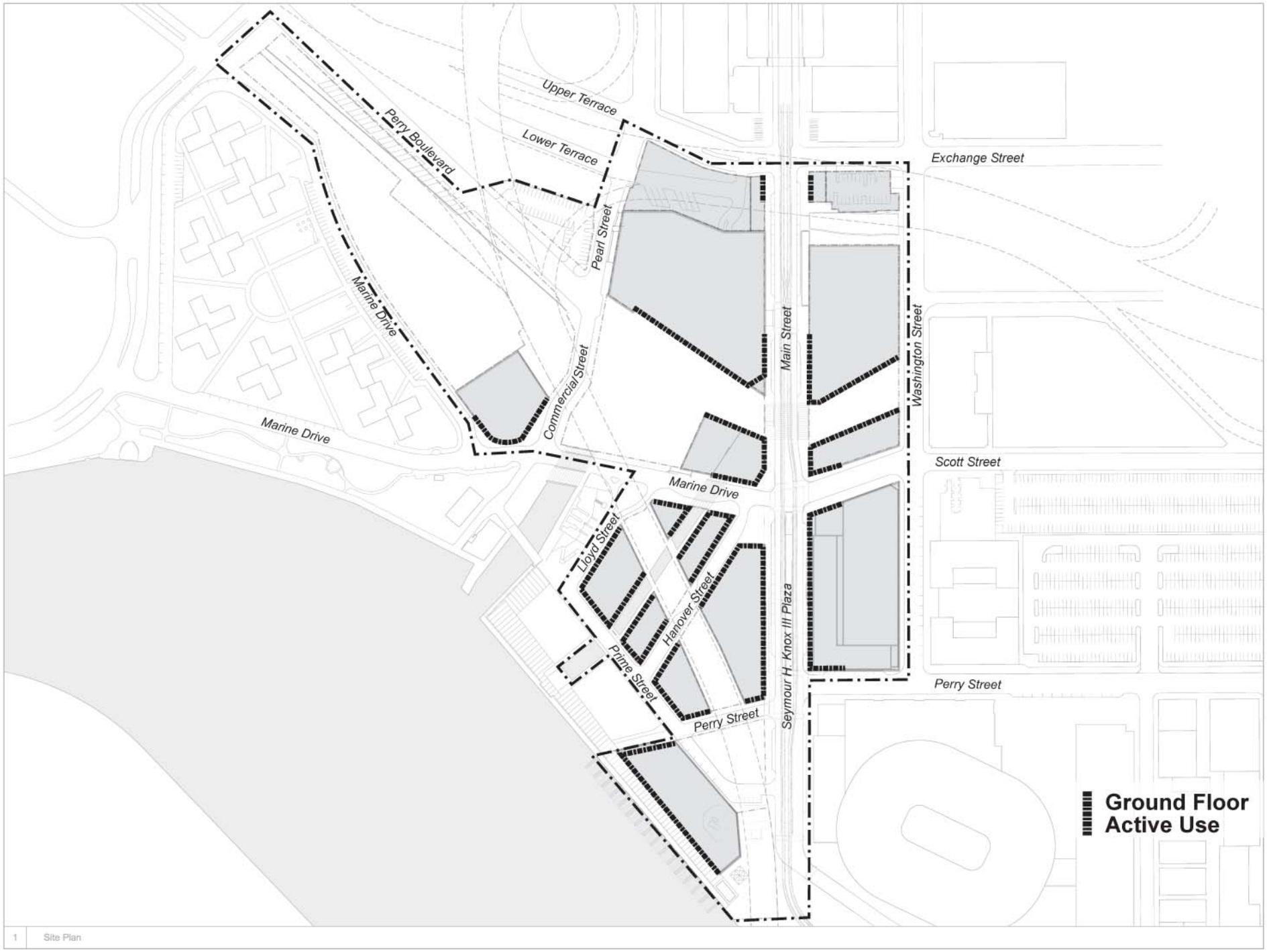


Exhibit 3: Active Ground Floor Use



3. Massing

The Guidelines describe the overarching design principles for all future private construction in the Project Area. The Guidelines define the intended quality, characteristics and coherence of the urban elements, which regulate how the site shall be used for civic and commercial purposes. The Guidelines define building mass, street wall heights, and façade articulation necessary to create a lively urban waterfront environment.

The building bulk controls are intended to create scale relationships between new buildings and surrounding areas and that will help define urban spaces for anticipated activities in the area. The Guidelines are also intended to integrate the Project with urban scale of downtown Buffalo and the HSBC Arena at its urban periphery and to step down in scale as it approaches the waterfront. The historic building fabric of Buffalo's waterfront has served as a precedent in the development of these Guidelines. Review of historic photographs indicate that the Erie Canal Harbor and surrounding districts was once occupied by a combination of 3-5-story masonry buildings devoted to residential, commercial, transportation, and industrial purposes, as well as wooden grain elevators that soared to heights as tall as the existing Buffalo Skyway Bridge.

In turn, these Guidelines have been shaped by the constraints and opportunities of present Project Area conditions and contemporary building regulations/practices, and are intended to respond to the market conditions associated with mixed-use real estate development. Special care has been taken to avoid creating an inauthentic facsimile of the historic urban form or specific buildings, but rather to realize a dense and urbanized setting that gives modern expression to the development characteristics of historic precedents at Canal Side.

3.1 Build-to Lines

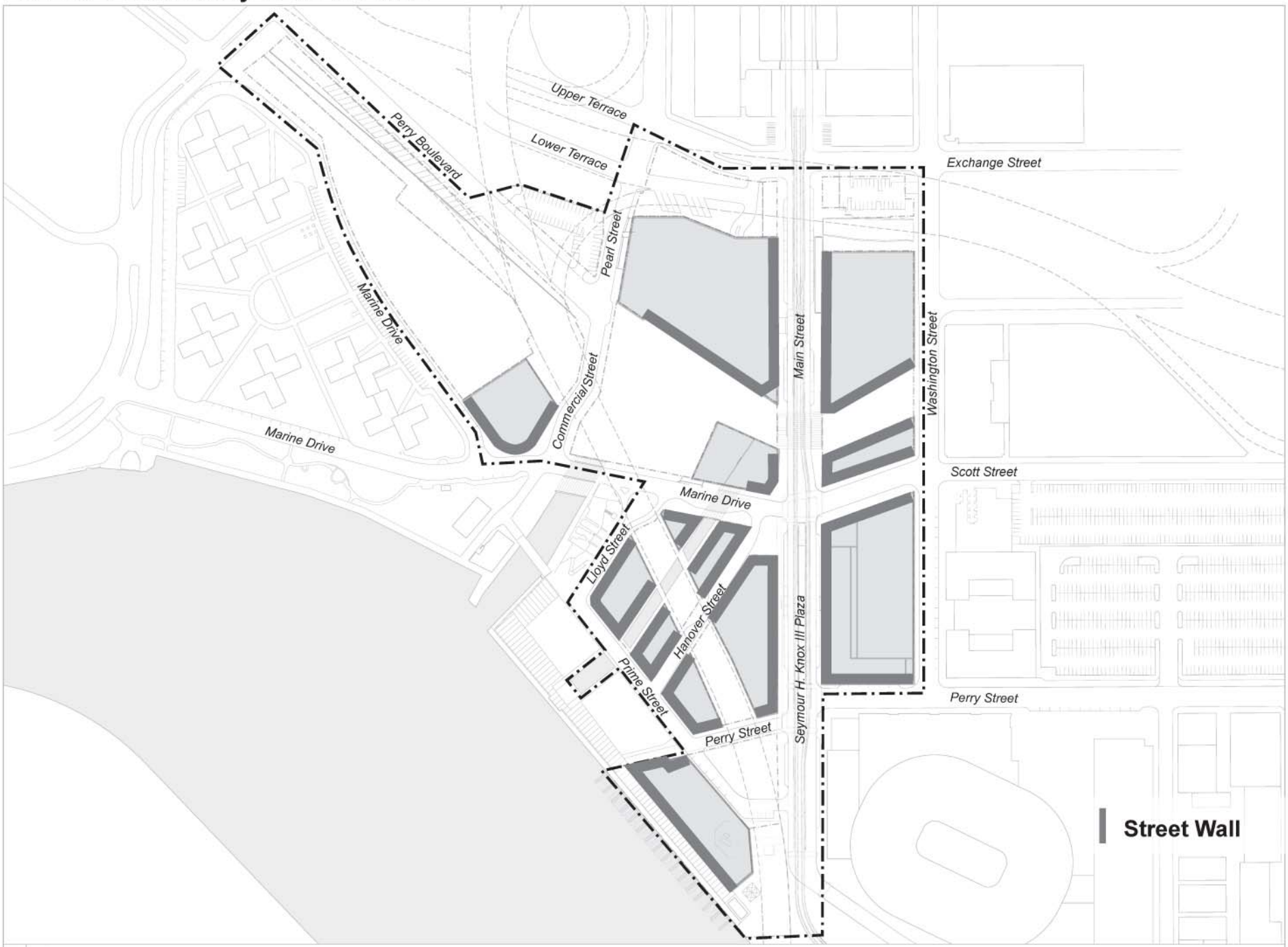
Street walls on public rights-of-way are encouraged to vary in height and be expressed in distinguishable facade types to evoke multiple buildings/uses. Mandatory building frontages for each block are indicated in Exhibit 4. A minimum of 75% of the lineal length of the mandatory building frontage shall be set at the streetline or within 10 feet therefrom. The first two stories of a building are required to be set at this mandatory front property line. Variation in street wall facades is encouraged along upper levels and roof lines. In areas where active ground floor uses are required, building entrances should be located at least every 75 feet (preferably every 30-35 feet). Recesses are welcome to give more space to outdoor dining as well as highlight key entrances to stores and uses above grade

The character and scale of facades forming the street wall may involve the combined use of traditional and innovative materials to express a transition from a Canal-era to a more modern-era design vernacular. The character, height and massing of Canal Side street walls should:

- Define a continuous street and highly articulated building by building wall mass along all build-to lines (i.e., zero front yard setbacks along public rights of way)
- Encourage projections, canopies, signage, lighting, and variation of building size

Streetwall evokes multiple buildings.

Exhibit 4: Mandatory Build-to Lines



1 Site Plan

3.2 Height Limits

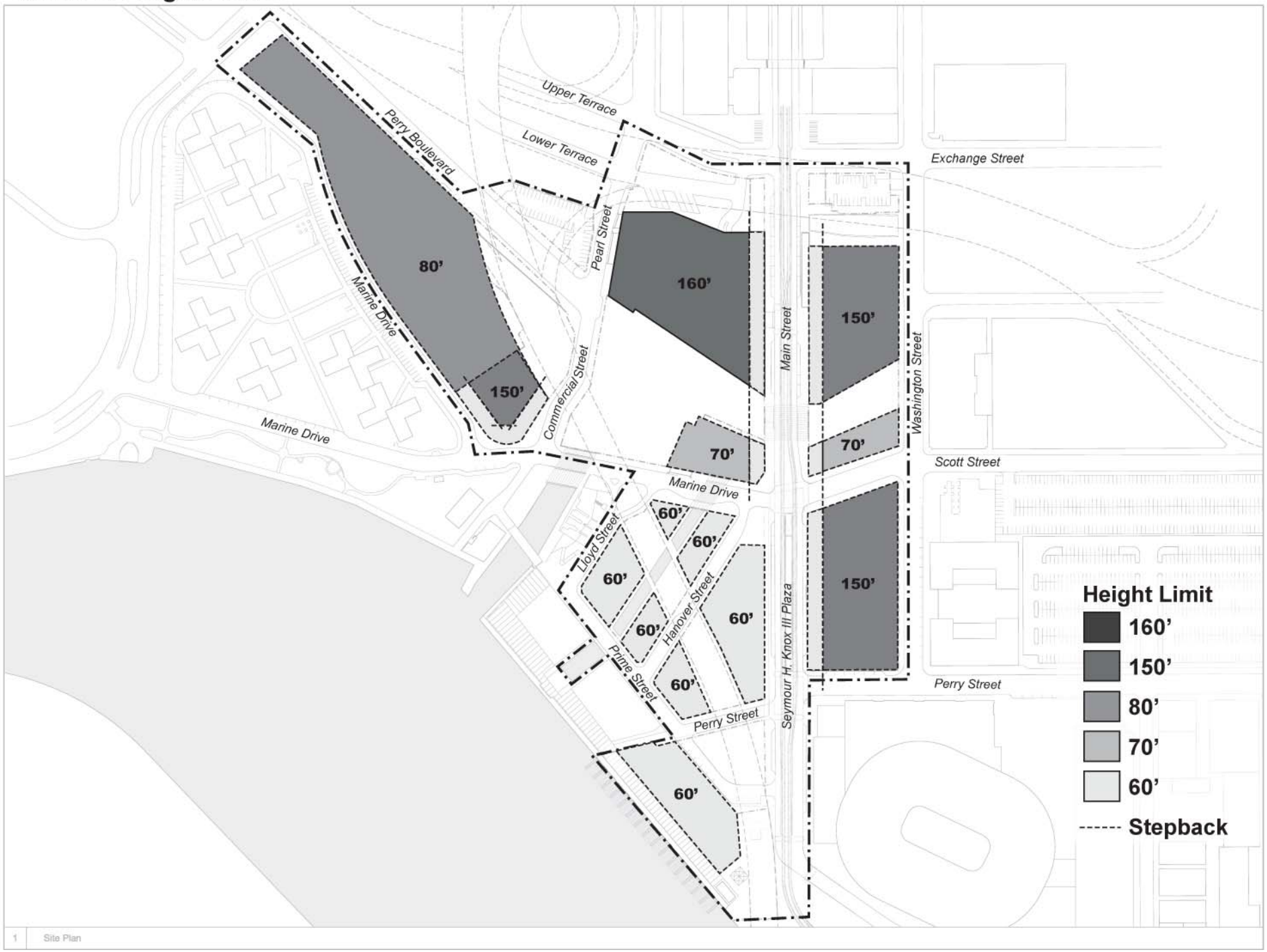
Canal Side is intended to have a varied skyline, as per historic precedent, with buildings of different heights. Bulk controls for buildings provide continuity at the scale of the block and respond to the heights of existing site conditions such as the heights of the HSBC Arena, Marine Drive Apartments, and the Skyway. Street wall height is measured at build-to lines, which define the mandatory primary facade position on all blocks.

The calculation of building heights does not include architectural features such as cornices, parapets or corner towers; or functional elements such as elevator overruns, HVAC equipment or roof bulkheads. Building height limits vary by block (see Exhibit 5) with the highest buildings permitted along Main Street. Buildings should be a minimum of 2-stories and 30 feet in height, with the exception of the parcels subject to NYSDOT regulations.

Building stepbacks are employed to help limit massing and to insure that buildings maintain a human scale and a consistent street wall throughout. Stepbacks are required along Main Street, as indicated in Exhibit 5. Along the frontages where stepbacks are required, buildings must set-back 15 feet horizontally from the street at 60 feet in height.

Lower scale street wall with tower setback maintains an appropriate district scale.

Exhibit 5: Height Limits



4. Circulation

Streetscapes in the Project Area are meant to be pedestrian friendly environments, featuring a consistent pallet of signage, lighting, paving, and furniture. Streets should be well lit, active, human scaled, and feel safe day and night.

All streets in the Project Area will handle both vehicular and pedestrian traffic. Main Street will be the central spine of the Project Area, combining multiple modes of transit including pedestrians, vehicles, and light rail. Main Street and Pearl Street are important vehicular streets, as they connect the Project directly to downtown. Scott Street/Marine Drive is an important avenue for through traffic and will have a bus stop within the Project Area. The canals running through the Project Area will have continuous pedestrian paths on both sides.

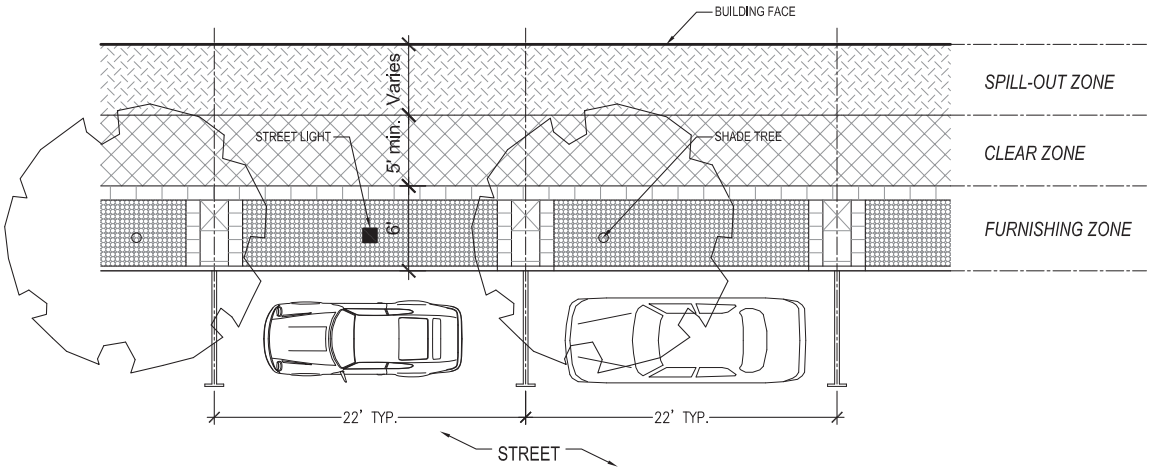
4.1 Streetscape

Street paving materials shall be finished with City approved materials. Where possible at significant locations, materials will be used that evoke the historic character of the Project Area, including rehabilitated medina sandstone pavers (or stone pavers of equivalent/similar materials in the event that the amount of recovered medina pavers is not sufficient to fully achieve reconstruction), cut stone sidewalks and ramps, and sandstone or granite curbs.

Standards for the design treatment of streets is established to ties the entire Project Area together while permitting individual expression to highlight the unique character of important places. Sidewalks shall be designed in accordance with the illustration below. Sidewalks may be a combination of concrete, patterned concrete, brick, and concrete pavers. Within the sidewalk, space must be provided for a clear zone (5 feet minimum) to allow for the unimpeded flow of pedestrian traffic, and a furnishing zone for the placement of vegetation, lighting, signage, equipment, benches, waste baskets, bike racks, and other furnishings. The furnishing zone will continue as a strip of consistent width along the linear distance of the sidewalk, broken into regular modules to allow for crossing paths.

Streetscape vegetation will include a combination of designated street trees accompanied by street tree grates, shrubs and planters. A tree planting plan shall be prepared according to the City of Buffalo Tree Ordinance. Street tree planting within sidewalk areas shall be placed in continuous trenches that have a minimum depth of 4 feet. A prepared planting medium shall be utilized that is capable of permitting the percolation of water and air, while also supporting the sidewalk above. Aeration and drainage measures should be included.

Streetscape furniture such as benches, waste baskets, and bike racks shall be consistent in design and character in areas throughout the site.



4.2 Parking

Throughout Canal Side, parking is intended to be convenient, but not dominate the view. Parking, where located, will be set back or otherwise screened to not be visible from key locations (especially from Main Street and the Riverfront). Liner buildings are suggested for the Webster Block.

There are no minimum requirements for the provision of off-street parking within the Project Area. Non-enclosed surface parking areas shall be screened, where practical, from rights-of way by means of landscaping or solid walls consistent with the architectural guidelines. Intended sites for structured parking can be found in Exhibit 6.

4.2.1 Structured Parking

Structured parking areas are intended to be shared and to be hidden from major rights-of-way, such as Main Street, or key view corridors. Above-ground structured parking within a development parcel should be either completely encapsulated (i.e. clad in such a manner that it is indistinguishable from the building elements around it), or visually screened by means of other uses, by substantial perimeter planters, or by architectural elements which effectively shield vehicles within the structure from view at grade level. Where parking is visible, the exteriors fronting on public thoroughfares are to be designed as street oriented architecture with the same rules found in these guidelines for traditional occupied buildings, except for mandatory ground floor use. The design of these exteriors should be treated with special sensitivity to the public environment where they are opposite existing building entrances. Elevator towers should be designed as a prominent feature, to help introduce visual interest and wayfinding.

Ceiling-mounted lighting within structures should be screened from grade-level view. Where parking exists on top floors, elements such as trellises or plantings shall screen views from above. At street level, other uses, preferably active uses, shall screen above-grade parking from predominant public views where possible.

Designated locations for access to structured parking can be found in Exhibit 6.

Parking at key locations should be screened or wrapped by other uses.

4.3 Access and Entrances

Vehicle access to all parking and service areas are restricted to zones allowing curb cuts as shown in Exhibit 7. Within these zones, curb cuts should not be located within 50 feet of the end of any block or intersection. The maximum width of a singular curb cut shall be 25 feet. All parking or service entries are to be designed with attractive doors. Signage and lighting are to be integrated into the building design. Washington Street shall maintain an overall pedestrian friendly environment, while accommodating service and parking access. A maximum of 2 curb cuts are allowed within each block of Washington Street.

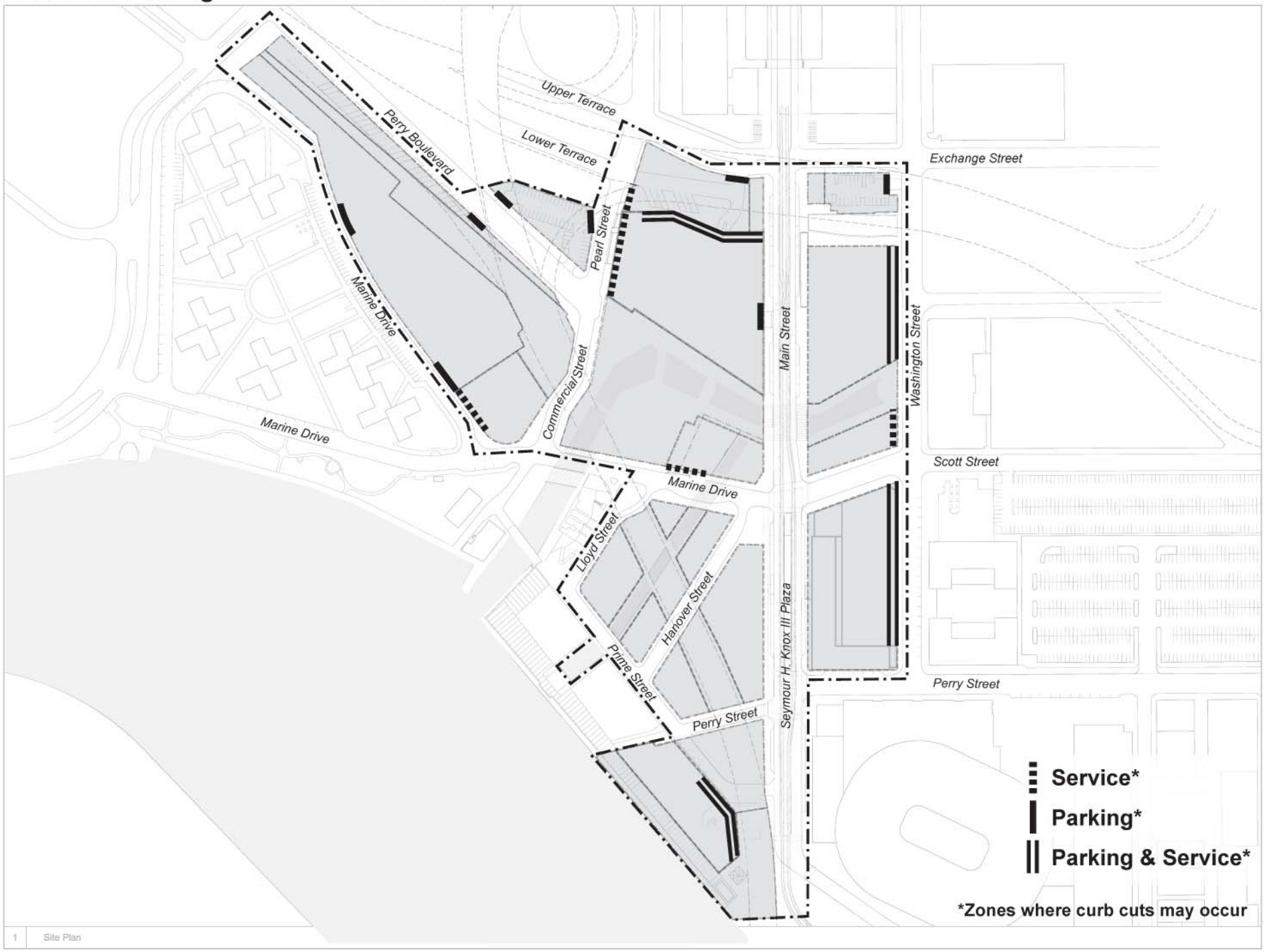
Where parking is visible, it should maintain the scale, materials, and architectural expression of the district

4.4 Refuse Collection

Refuse collection areas and dumpster locations shall be fully enclosed within portions of principal buildings for which they proposed to serve and shall be screened from view so as not to affect other views from around the site.

Exhibit 6: Structured Parking Locations

Exhibit 7: Parking and Service Access



5. Architectural Features

New buildings shall be constructed with finish materials that give modern expression to the materials commonly used throughout Buffalo's rich architectural history. Typical waterfront buildings were often constructed with brick and included wood and steel elements that articulated facades and profiles for overhangs, cornices and hoisting mechanisms.

Design references to Buffalo's industrial waterfront heritage are encouraged. The waterfront environment was one of industry and purpose and it was rich in technical innovation. The structures built here were the most innovative and advanced of their kind (particularly grain elevators), and they were admired as such around the world. The design of new buildings and structures should be timeless and enduring, seeking inspiration from the rich industrial and architectural precedents of Buffalo and its waterfront and should seek to uphold its strong history of technical innovation.

Architectural features (shapes, colors, clocks, towers, corners, etc.) should be used to create variety and offer visual relief and visual interest. Key locations for Architectural Emphasis can be found in Exhibit 8. The intent of these features is to emphasize major view corridors and significant places throughout the Project; and also to attract views from the elevated highways.

5.1 Edges

Special care and design attention along with more decorative treatment and materials are desired for all edges of buildings. These are the most visible part of the urban scene. Edges include roof lines, canopies, cornices, and more prominent window openings and entrances.

5.2 Bases

Buildings should be articulated to respond to individual users. The diversity of storefront articulation on one parcel will break down the scale of the overall parcel and street wall. The first level of buildings should be articulated by material change to express a building base and use other elements such as color, design detail, smaller scale, and higher quality materials to provide visual interest. The base should be 2-stories, to emphasize the ground floor activity and provide the highest quality of pedestrian environment.

Articulation of bases and edges provides visual interest and a high quality pedestrian environment

5.3 Storefront and Retail Facades

The design of storefronts, entranceways and awnings should promote a sense of openness; making sites visually accessible creating an active and vibrant atmosphere with displays that encourage active street life and window shopping.

- Storefronts should be integrated into the design and materials of the entire building. The storefront's bulkhead/kneewall should be constructed of a durable and evocative material
- The design of the doors should contribute to the character of Canal Side and be compatible with the storefront design and material.
- Interior display lighting should be installed to include adjustable incandescent light fixtures. No fluorescent lighting shall be utilized for signage purposes.
- Any storefront with a ground level restaurant use may have a hardscape front yard that extends to the sidewalk area as exterior cafe space or terrace area. The use of temporary railings may be permitted to separate cafe dining from sidewalk areas, provided railings utilized complement building materials and reference the heritage of the area. Railing parts and fittings shall be removable and designed so as not to damage any street maintenance equipment.

Storefronts and cafes create an active and vibrant pedestrian atmosphere.

5.4 Corners

Corners are particularly visible and are suggested to be made more noticeable. Changes in orientation, shapes, additional materials, colors, and projections are all favored means of adding special visual appeal to interesting streets, canals, and public spaces. Exhibit 8 illustrates those locations that are particularly visible due to the arrangement of public spaces. These are the building parts that terminate longer and more dramatic views.

Building corners provide an opportunity for establishing architectural emphasis.

5.5 Cornices

A crowning projection, or cornice, shall be encouraged at the top of a building along the street wall (top of the building for those under 60', and at the stepback for those over). These elements can be very modest in detail. Cornices on Main Street parcels should be more pronounced, following the precedents of the 19th century downtown office buildings.

5.6 Canopies

Another feature for architectural emphasis are canopies and awnings. Canopies and awnings are permitted and encouraged as they provide weather protection and provide visual interest and delight to the streetscape environment. These elements are to be decorative and light weight. Variety and non-repetitive design are desired. Canopies can be constructed of a variety of materials including both fabric and metal. Fabric awnings can be retractable.

Lettering and logos are permitted on the valence flap of the awning but lettering is generally discouraged on the main body of the awning. It is desirable for these projecting elements to incorporate outdoor heating systems to lengthen the comfortable use of outdoor spaces.

Canopies provide visual interest, weather protection, and a human scale to the pedestrian environment

5.7 Skyline

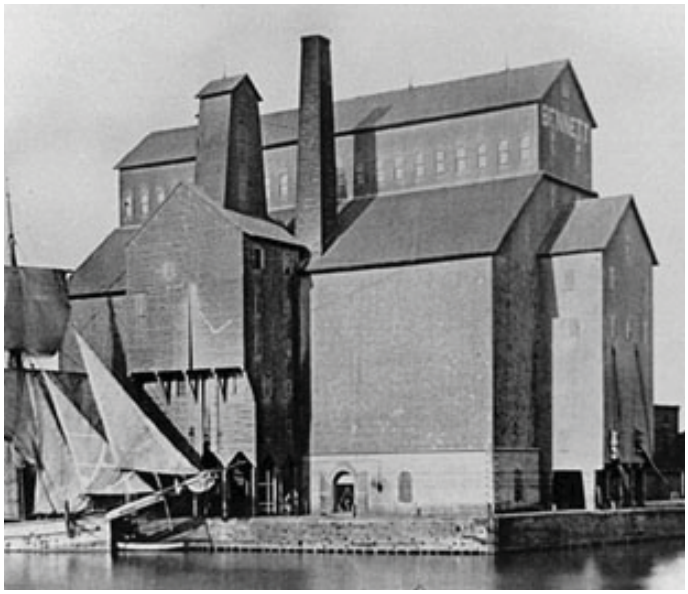
Looking to historical precedent for the area, a goal for the project is to create a varied and highly decorative skyline as seen from afar (adjacent highways, streets, and riverfront open spaces). The varied rooflines are achieved by changing heights, also by varying roof types, roof angles, and the addition of vertical elements to contrast with the roofs.

Rooftop Terraces

Rooftop terrace structures shall not be enclosed and are not considered an additional building level. Rooftop terraces are encouraged along the Prime Street buildings to take advantage of waterfront views.

Mechanical and HVAC

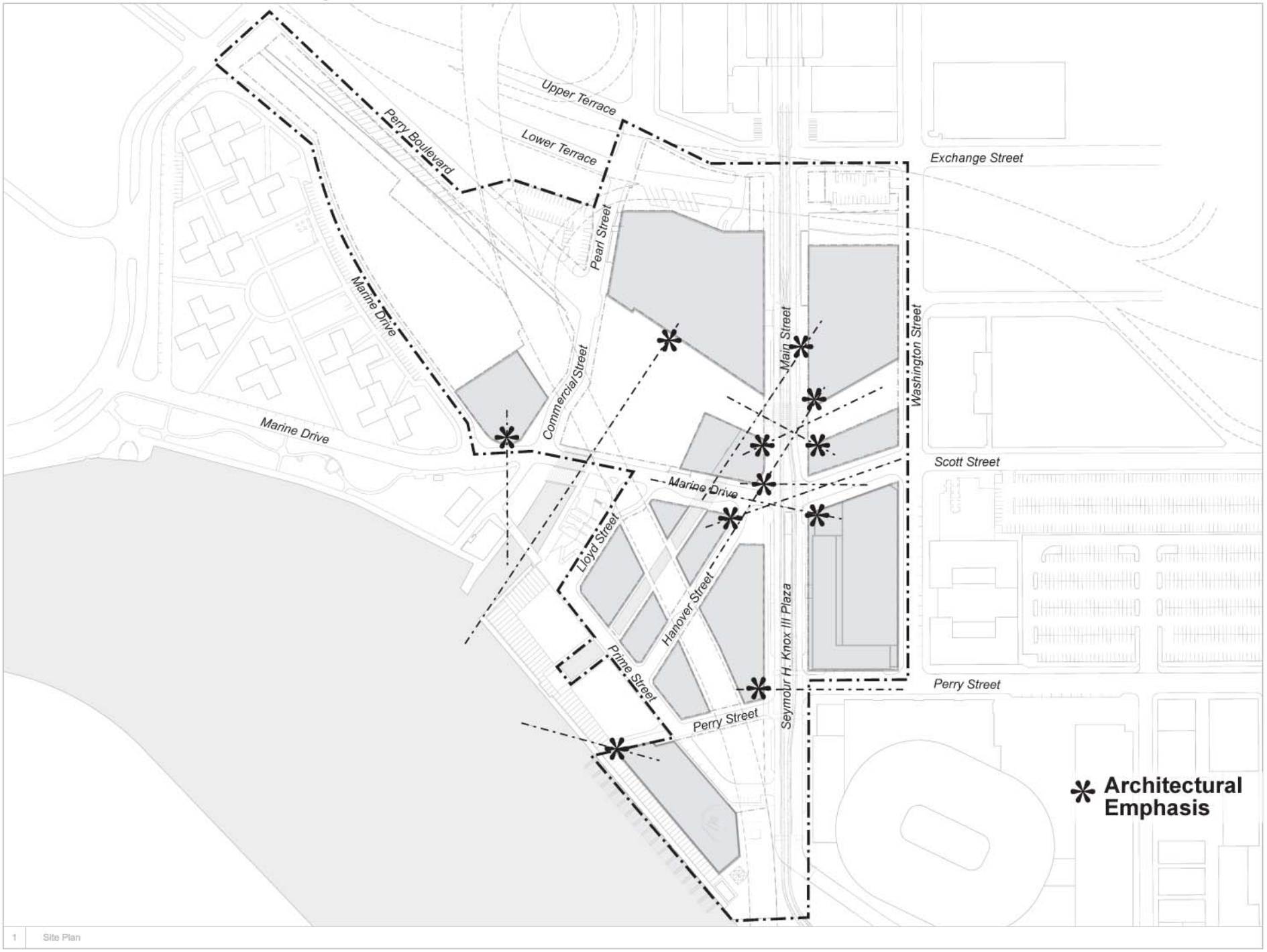
All exposed mechanical equipment and bulkheads shall be mounted on roofs. Equipment should be integrated into the roof design and screened in a method that is integral to the architectural design of the building and adds visual interest to the skyline. All venting of HVAC equipment shall occur on the interior of development parcels. All venting runs for cooking fans shall be fully enclosed and incorporated into the interior of proposed buildings and vented to the roof where possible.



Varied roof forms of the traditional Buffalo Waterfront

Setbacks above the street wall can provide space for rooftop terraces that take advantage of views to the waterfront

Exhibit 8: Architectural Emphasis



6. Materials

New buildings shall be constructed with finish materials that give modern expression to the materials commonly used throughout Buffalo's rich architectural history. Typical waterfront buildings were often constructed with brick and included wood and steel elements that articulated facades and profiles for overhangs, cornices and hoisting mechanisms.

6.1 Building Materials and Color

- *Traditional building materials should be combined with new building technologies.*

Use of innovative building technologies is encouraged throughout the Canal Side Area and should be contrasted with traditional building materials that reference the Erie Canal Harbor's history.

Recent innovations in building materials can showcase advancements in environmentally conscious design and provide a sense of excitement for Canal Side visitors. Examples include cladding systems utilizing terra cotta and glazing systems that combine traditional sun shading elements with innovative structural applications.

- *Use building materials compatible with the heritage of the Canal Side waterfront.*

New buildings shall be constructed with materials common throughout the Buffalo waterfront's rich architectural history. Use of materials such as brick, stone, steel and wood is required for the first 60 vertical feet of a building's base, especially on pedestrian-oriented street wall facades. The use of these high-quality materials is intended to convey a solid, lasting look. Buildings should employ industrial materials as a way of visually and conceptually evoking the industrial heritage of the Buffalo waterfront. These include timber, forged and cast metals as well as rough hewn stone and metal cables.

The use of asbestos shingles, imitation stone, imitation brick, stucco, exterior insulation finish systems or vinyl aluminum siding is discouraged on any building façade visible from pedestrian streetscape areas, including pedestrian/service easements and visible upper stories.

- *Create a rich and diverse palate of colors and materials in building facades.*

Facade coloration shall be achieved by use of the inherent color of building materials rather than the application of color to the surface of materials. Paint should be reserved for trims and accents on metal, wood, cornices, frames and the like. Use of material's inherent color sets a standard of authenticity associated with industrial structures. Examples of this type of façade coloration are present in the Cobblestone District, where a variety of earth tones are achieved through the use of unglazed brick, wood, concrete and steel.

- *Use regionally produced masonry and regionally quarried stone.*

Masonry facades shall include the use of stone as architectural accents for lintels, sills, copings and keystones. Foundation bases, sills and lintels shall to the greatest extent possible use local sandstone or limestone. Masonry finishes are encouraged to be natural rather than highly finished or polished;

Mixing of traditional building materials such as brick, stone, and steel in a contemporary composition.

6.2 Glass and Fenestration

- *Ground level fenestration should be designed for retail activities*

The base of buildings should feature the use of glass for the first two stories to exaggerate the importance of the ground level active use (only one level of active use is required). Glazing and openings shall promote a flexibility of ground floor uses and the potential for change over time. Proportion of glazing to overall wall area shall be a minimum of 75% on ground level street wall frontages facing public rights-of-way. Window openings shall express sills and headers of metal or stone. Transoms are encouraged for larger window units. In all building facades windows must be set back from the wall surface a minimum of six inches from the surface of masonry to the glazing. Tinted or reflective glass shall not be utilized.

- *Fenestration should encourage building accessibility.*

Window proportions, groupings and rhythms shall be integral elements of the design of each building facade and urban street-wall. Punched windows are desired above the 2nd floor. Glazing systems shall be designed to promote area-wide visibility, accessibility and safety during evening hours and during the winter season. Well designed fenestration patterns that evoke historic fenestration are preferred over attempts to replicate historic patterns

- *Window materials and character*

Windows should be constructed using wood or aluminum clad wood with historically accurate profiles on the upper levels and wood or metal on ground floor storefronts common throughout the Buffalo waterfront's rich architectural history. Use of wood or metal is required especially along pedestrian oriented street facades. The use of vinyl windows is not permitted.

Fenestration pattern is on a small scale - 10-15 feet.

7. Signage

The vision for Canal Side imagines is a wide variety of signage types and locations including rooftops, canopies and vertical marquees. Signage should be integral with building design, not tacked on. They should be pedestrian-oriented in size, placement, material and color as well as auto oriented to be seen from afar. In designated areas, iconic signage is permitted to attract long distance views from the elevated highways. Highway oriented signage should be located within 100 feet of the Thruway and 50 feet of the Skyway. Signs should demonstrate invention and visual delight, but must be cut-out letters.

Lighting should come from direct shielded light sources and be carefully integrated into the overall design of the building so as to provide visibility and safety but avoid creating glare or light distribution that adversely affects motorists or pedestrians.

Neon signs may be allowed so long as they are carefully designed in size, shape and color that complement the architecture of the building and the district.

Canopy

Vertical Marquee

Rooftop

8. Lighting

The vision for Canal Side seeks a maximum amount of light, to create a variety of environments and experiences. Lighting should be used for artistic purposes and carefully integrated with the architecture and buildings, such as to accent edges.

The commercial buildings are intended to be inviting to the public, to encourage visitors to enter the site from the city streets, to shop at the retail stores and eat at the restaurants, and to generally stay longer and take full advantage of the Canal Side Area. Balanced against an appropriate level of street illumination is the need to limit light that is cast up and into upper floors of buildings. Lighting fixtures should be scaled to the pedestrian and have a distinctive industrial character. In particular, the diagonal pedestrian right-of-ways should be lighted to enhance and encourage pedestrian movement. Techniques such as light on catenary sways suspended between buildings, terrace lights, festoons, post lanterns and wall mounted fixtures are encouraged, with the waterfront viewed as the final destination, but with compelling stopping points along the way. Architectural accent lighting should highlight corners and roof edges.

The Developer is responsible for providing adequate quantity and distribution of lighting across the full width of all sidewalks and pedestrian alleys. Floodlighting from the top of buildings may only be used sparingly, and should have effective glare control.

Storefront lighting is one of the best sources of sidewalk lighting in urban areas. It is warm and welcoming, and contributes to a sense of activity and watchfulness. It also generally provides a greater amount of light directly onto the sidewalk than do street-level luminaries. Retail storefronts are an effective way to provide lighting from the buildings. The first four feet inside any retail or restaurant establishment shall have decorative lighting, preferably with visible point sources. Occupancies on the first floor that do not have active, bright window displays shall be designed to provide visual articulation from lighting at no greater than 25 feet intervals. This can be accomplished in a variety of ways, such as:

- Decorative luminaries mounted to walls, posts, brackets, catenary wires, etc.
- Lighting surfaces, textures and objects such as pilasters, wall features, banners, sculptures, graphics, etc.
- Internally lighted glowing architectural or graphic elements such as glass block, display cases, signage panels, canopies, transparencies, etc.
- Lighting entryways (especially if they are recessed).
- Lighting property addresses.

Developers are also responsible for security lighting for all pedestrian and service alleys from 10 PM until dawn. This shall be from metal halide sources, with a time cut off to prevent glare into adjacent upper level windows. These fixtures shall create minimal glare and shadows, and be reasonably attractive. Luminaries used for decorative purposes may be used for this function, or separate lighting fixtures may be employed.

Lighting should be used to accentuate architectural features and provide excitement and visual interest.

9. Erie Canal Harbor Parcels

For the Erie Canal Harbor Parcels, the guidelines approved as part of the 2005 Erie Canal Harbor Amendment to the Urban Renewal Plan for the Waterfront Redevelopment Project (included as an appendix to this document) still apply.

With the exception of:

- The area formerly identified as the South Basin will become a hotel development site with required frontages, areas of active ground floor use, and service/parking access as shown in the accompanying exhibits
- The frontages along the skyway right-of-way are intended to be active building frontages and not service entrances

10. Sustainability Guidelines

The benefits of applying sustainable design principles in the early stages of planning can significantly improve a building's efficiency and the quality of the environment it provides for its occupants. The application of sustainable principles in site engineering and landscape design can reduce costs associated with infrastructure construction, reduce costs for landscape maintenance, reduce building operation costs, reduce impacts on natural systems, and provide enhanced outdoor spaces for recreation and leisure uses. Sustainable design practices must be applied at the earliest phases of design, at all levels of development and continuously from planning through occupancy. The implementation of sustainable principles must be undertaken in a coordinated manner between the design team and Canal Side developers.

The primary purpose of the following sustainability principles and suggested strategies is to establish key performance areas for a sustainable approach to development at Canal Side. These guidelines outline fiev general sustainability categories:

- Energy
- Indoor Environmental Quality
- Water Management
- Outdoor Environment and Site Construction
- Material Resources and Waste Reduction/Recycling

Within each category, suggested strategies to meet the standards have also been outlined to provide ideas on how environmental initiatives could be integrated into the design of Canal Side.

Energy

Energy consumption can be reduced through the implementation of efficient heating and cooling systems, building orientation, façade materials, roofing materials, shading from trees, use of natural daylight and natural ventilation. The use of renewable energy technologies can reduce operating costs and environmental impacts. To ensure that Canal Side achieves frugal and responsible energy use, the development should focus on three primary energy areas: energy efficiency, passive conditioning, and energy management.

To maximize energy efficiency, Project buildings could be designed to take advantage of the local climate and reduce external loads by optimizing the building orientation and passive heating and cooling of the building, where possible. The overall average temperature throughout the year falls under the comfort zone. Thus, there is a higher heating demand than cooling demand with the exception of the aquarium. In winter, outdoor areas could be zoned with temporary outdoor structures to enhance the usage of these areas. These zones can then be conditioned to comfort with a lower temperature range than indoor areas, thus reducing the overall heating energy usage.

The development could also utilize high efficiency building systems to reduce heating and cooling needs. Heat recovery and air side economizers, which use cool outside air to cool an indoor space, should be included where applicable to ensure overall energy efficiency and visitors' comfort. Employing building control systems for both the lighting and building systems could further reduce the loads for conditioning. Also, outdoor and parking structure lighting systems are important elements that can provide further energy savings by being designed to meet Project lighting and safety goals, while simultaneously minimizing the overall lighting power density for all buildings.

Suggested Strategies:

- Design buildings to take advantage of prevailing winds and solar orientation to reduce cooling and heating needs.
- Utilize integrated building envelope and HVAC systems that achieve thermal comfort based on radiant temperature, local air velocity, relative humidity, and air temperature. See American

Society of Heating, Refrigerating and Air-Conditioning Engineers (ASHRAE) 90.1-2007.
- Utilize tree plantings to shade buildings and reduce cooling loads.
- Design for daylight access and view.
- Exterior building materials shall be selected to prevent glare.
- Zone outdoor condition spaces (temporary during winter).
- Ensure efficient end use of energy and reduce peak demand and load shaving.
- Right-size mechanical equipment.
- Specify high performance building system/heat recovery/air side economizers.
- Install building controls and metering to encourage conservation and comfort.
- Install efficient appliances (i.e. Energy Star Rating) and equipment.
- Optimize site lighting design by installing energy efficient interior light fixtures and exterior lighting which minimizes glare and is controlled by automatic timers.
- Purchase electricity power from renewable sources.

Indoor Environmental Quality

Indoor environmental quality is an important component of sustainability because it contributes to the wellness and comfort of building occupants. Studies have shown that improved air quality through use of strategies such as low-emitting materials, personal control systems such as operable windows and programmable thermostats, and exposure to natural light can benefit the health and productivity of building occupants. Indoor environmental quality concerns are addressed in the building design and in the selection of materials. For example, ventilation should be designed to best practice standards to ensure adequate circulation of fresh air. Also, incorporating carbon dioxide monitoring in densely occupied spaces would ensure improved air quality while minimizing energy use.

At Canal Side, building characteristics and indoor environments could be designed to reduce occupant exposure to potentially harmful chemical and biological agents such as carbon dioxide, volatile organic compounds (VOCs), molds, allergens and infectious agents. These improvements may result in health benefits as well as monetary savings due to increased productivity. Office, residential and retail spaces at Canal Side could be designed to maximize exposure to natural daylight. Use of natural light requires less electric light energy, contributes less to internal heat loads requiring cooling and produces the most desirable quality of light, creating an inviting atmosphere.

Suggested Strategies:
- Adopt natural daylighting strategies.
- Design for view access from regularly occupied spaces.
- Provide occupants with local control of temperature and air movement as well as lighting.
- Provide operable windows where possible on the building perimeter away from possible sources of contamination such as loading and service areas and building exhaust fans.
- Use natural ventilation strategies where possible. See ASHRAE 62.1-2007.
- Develop and implement an Indoor Air Quality (IAQ) plan. See Sheet Metal and Air Conditioning Contractors' National Association (SMACNA) IAQ Guidelines for Occupied Buildings Under Construction.
- Provide air quality testing or building flush-out prior to occupancy.
- Provide indoor pollutant and source control and MERV 13 (a measure of filter efficiency) filtration.
- Institute a development-wide green-cleaning program using 100% non-toxic cleaning products.
- Use adhesives and sealants consistent with Green Seal standard GS-36.
- Use paints and coatings with VOC levels specified in Green Seal Standard GS-11.
- Use carpets and pads consistent with American National Standards Institute (ANSI) NSF 140-2007 and the Carpets and Rug Institute (CRI)'s Green Label Plus Program.
- Use composite wood and agrifiber products with no added urea-formaldehyde or adhesives.

Water Management
A sustainable water infrastructure conserves potable water, reuses non-potable water whenever possible, directs and captures stormwater and allows solid settling before discharge to a water body or sewer system. By managing water on-site, the Project can relieve stress on the City's aging water infrastructure.

Water is a significant design feature of the Project, linking activities on-site to those on the Buffalo River. It is important to employ best practice management for the conservation, reuse and quality of water on-site. All buildings at Canal Side should aim to decrease the demand for potable water through efficient plumbing equipment and policies that encourage conservation. For example, reducing impervious surfaces would help stormwater infiltration within the Project Area. Also, metering could be used to help motivate tenants to reduce their potable water demand.

The variety of water-related components within Canal Side, such as the aquarium, boating activities, and canals require special attention to stormwater collection and runoff. It is suggested that Canal Side incorporate stormwater harvesting on-site to collect the water before it mixes with the water used for recreation. The collected rainwater could be treated and stored under the canal or in stormwater tanks throughout the development to be reused for non-potable uses such as irrigation or toilet flushing.

Suggested Strategies:

- Reduce potable water consumption through plumbing fixtures that conserve water for laundry, dishwashing, and restrooms and activated controls on lavatories and sinks. See Energy Policy Act of 1992.
- Reuse grey water, storm water, and condensate water for appropriate non-potable uses such as refilled canal water, toilet flushing, and irrigation.
- Enhance storm water management through the reduction and slowing of runoff water.
- Mitigate storm water runoff from the development.
- Employ drip irrigation where appropriate and utilize highly efficiency irrigation systems.
- Minimize the use of chlorine-based chemicals in all water treatment.
- Meter tenant water use.

Outdoor Environment and Site Construction
Integrating aesthetics with functional responsive design of outdoor areas at Canal Side would offer both environmental and economic benefits, while addressing potential adverse environmental impacts such as stormwater runoff, urban heat island effect, localized air pollution, light trespass, and noise. Also, the development of the landscape by providing ample access to outdoor amenities would enable Canal Side to act as a hub for outdoor and waterfront recreation in Buffalo.

While the summer can be mild and pleasant in Buffalo, the winter can be cold and windy, particularly at the waterfront due to the winds coming from the southwest off of Lake Erie. A variety of strategies can be implemented to create an environmentally responsive environment throughout the seasonal changes in Buffalo weather. In creating a usable outdoor space on the waterfront, it is important to develop strategies that provide comfortable microclimates for Canal Side visitors. Priority should be given to utilizing daylight in the winter months and diverting strong cold, winds from outdoor occupants, while providing strategic shading in the summer and promoting a diverse landscape. The public plaza opposite the destination retailer provides a prime opportunity to create a pleasant outdoor open space as well as create visually appealing landscape berms to protect the canal area from wind. Trees should be planted along the streets where applicable, as they can provide shade for pedestrians walking through the Project. Furthermore, trees can act as a traffic noise buffer and reduce pollution generated by cars.

Exterior lighting plays a key role in enhancing both the daytime and nighttime visitor's experience and safety throughout the Project. In order to highlight the architecture, a lantern effect may be achieved with interior lighting on ceilings and walls in retail stores. This can in turn help to illuminate part of the outdoor walkway. The overall development should specify either full cut off fixtures or set the exterior light poles not

to exceed 15 feet from the ground floor. This will ensure that there is adequate illumination for pedestrians without creating a shadow effect, especially along the canal area. Ideally, light from the exterior fixtures should be diffuse to reduce contrast and potential glare issues.

In regards to snow management, because salt can adversely affect water supply and watersheds by infiltrating surface runoff, best practice management would be to prevent chemicals used from entering watersheds and supplies. Storage of chemicals should be tightly contained and monitored. There should be receptors and drains to mitigate contaminated snow melt runoff, especially into canals or bodies of water and major landscape areas. Another strategy to consider includes installing snow fencing to reduce snow drift to areas that have already been cleaned.

Sustainable concepts for site construction and landscape planting should be implemented in an integrated manner by the engineering and design teams. Site construction operations such as grading and site clearance can have negative impacts on the natural environment. Balancing soil cut and fill on-site eliminates the need to move soil in motorized vehicles off-site. This can reduce negative impacts to air quality and natural storm water drainage patterns. Also, on-site balancing would eliminate the need for fill sites and maintaining topsoil resources.

The construction of paved areas with permeable surfaces or groundwater recharge systems would reduce the need for stormwater drainage infrastructure. Low water use plantings typically reduce the need for irrigation, which could be provided through re-claimed water facilities. Plant material waste could be reduced through the selection of lower maintenance varieties of plants in their natural form and size. Green waste could be composted on site and used for mulching to further reduce maintenance and water needs.

Suggested Strategies:

- Develop and implement an erosion and sedimentation control plan.
- Balance cut and fill on site.
- Utilize daylight access and outdoor shading.
- Reduce shadows on open space.
- Include tree canopies to provide shading.
- Improve outdoor amenities within current open space.
- Use permeable paving or groundwater recharge systems where applicable to increase infiltration and reduce storm water runoff.
- Incorporate vegetated buffers along roadways to help mitigate noise and air pollution and infiltrate storm water runoff.
- Select appropriate plant materials and use other methods to minimize the amount of landscaping waste.
- Group plant materials in hydro zones to reduce irrigation needs.
- Utilize permeable paving materials to increase rain water infiltration and reduce storm water infrastructure needs.
- Reduce or eliminate fertilization of landscape. Use compost as fertilizer rather than synthetic compounds or the least chemically based fertilizers.
- Implement best snow management.
- Minimize skyward lighting that contributes to night sky light pollution. See environmental criteria established by the Illuminating Engineering Society (IES).
- Minimize the concentration of contaminants.

Material Resources and Waste Reduction/Recycling

In general, the construction process can have short-term adverse environmental impacts as equipment, infrastructure and people are introduced to the Project Area. Construction practices and materials should be focused on minimizing the impact of building materials and recycling construction waste. The efficient use of materials and the use of recycled materials, protects the natural environment, reduces the need for

manufacturing and reduces landfill demand. While it is important to choose materials that are consistent with the historic design aesthetic, certain materials could be selected that are manufactured locally or regionally, enhance overall building performance and have the least environmental impact. The emerging standard for a regional material is anything extracted and manufactured within 500 miles of the Project Area. This area includes the Northeast region, part of the Midwest region, and Canada. The use of materials that minimize environmental impact is a key part of an overall green building strategy.

Construction waste could be reduced by developing a waste reduction plan to divert construction waste from landfills. A comprehensive recycling guideline could be developed for the entire Project Area. Also, convenient locations for the collection and storage of recyclable materials should be included in the program of all buildings and facilities in the Project Area. Storage for materials separated per local requirements could be provided. Additionally, given the windy conditions, the project could have a cleaning program in place to mitigate the potential of trash blowing onto the canals.

Suggested Strategies:

- Promote recycling program among developments.
- Develop a comprehensive construction waste management plan.
- Divert construction waste from landfills by reusing waste on-site and recycling remaining waste.
- Utilize ultra-low sulfur diesel for construction equipment.
- Include recycled and local/regional material requirements in all material specifications. See U.S. Environmental Protection Agency's Comprehensive Procurement Guidelines (CPG).
- Use adhesives and sealants consistent with Green Seal standard GS-36.
- Use paints and coatings with VOC levels specified in Green Seal Standard GS-11.
- Use carpets and pads consistent with American National Standards Institute (ANSI) NSF 140-2007 and the Carpets and Rug Institute (CRI)'s Green Label Plus Program.
- Use composite wood and agrifiber products with no added urea-formaldehyde or adhesives.
- Specify wood used for construction to be Forest Stewardship Council (FSC) certified.
- Specify non-mercury, non-asbestos containing materials and equipment.

11. Development Review Procedure

11.1 Canal Side Design Committee

Purpose

The Purpose of the Canal Side Design Committee ("Committee") is to assist the Erie Canal Harbor Development Corporation Board of Directors ("Board") with the development, adoption and implementation of these Guidelines. The Committee's role is to help ensure that the Guidelines and all development at Canal Side promote a cohesive atmosphere that is inspired by the architecture of Buffalo's historic canal district.

Composition, Selection, and Qualifications

1. The Committee shall be comprised of three members. The Committee members shall be appointed by, and will serve at the discretion of the Board with input from the Mayor of the City of Buffalo. The members shall serve until their resignation, retirement, removal by the Board, or until their successors shall be appointed. When the Committee has completed review of all proposed permanent structures within Canal Side, the Committee shall be dissolved and have no further duties.

2. Committee members shall be prohibited from being an employee or an immediate family member of an employee of ECHDC, ESDC or any developer or tenant of a proposed permanent structure within Canal Side. In addition, neither Committee members nor their immediate family members shall engage in any private business transactions with ECHDC, ESDC or any developer or tenant of a proposed permanent structure within Canal Side or receive compensation from any private entity that has material business relationships with same.

3. The Design Committee members shall be knowledgeable in matters pertaining to architectural design and historical context as it relates to Canal Side.

Guideline Consistency Review

1. For each proposed development within Canal Side, the Board shall require the preparation of a site plan and related drawings and information prepared to the specifications set forth below and containing necessary elements as set forth in the Guidelines (hereinafter referred to as "Plans"). Prior to accepting the Plans as complete and authorizing construction, the Board shall refer the Plans to the Committee for review and recommendation. The Committee's evaluation of all Plans shall be limited to consistency with the Guidelines. The following documents are required to be included as part of the Plans:

   - A Site Plan at an appropriate scale describing the proposed use of the land, buildings, walks, parking areas, driveways, and pedestrian and vehicular use, open spaces including landscaping, with square feet calculations noted.

   - Conceptual building plans, elevations, and sections showing organization of building functions/ spaces, window fenestration, detailing, and façade materials, and other items to show compliance with the purpose and intent of the Guidelines. These building plans shall include:

     - Plans indicating building mechanical, electrical, and plumbing systems and connections.

Minimum scale: 1/16”=1’-0”.

- Plans indicating building perimeter, landscaping, grading, and paving. Minimum scale: 1/16”=1’-0”.

- Ground Floor, Roof, and Typical Floor plans. Minimum scale: 1/16”=1’-0”.

- Building Elevations indicating planar elevation changes, bulkhead, and roof elevations. Minimum scale: 1/8”=1’-0”.

- Building sections indicating building heights. Minimum scale: 1/8”=1’-0”.

- Front-wall Elevation indicating material treatment, location of marquees and cornice details. Minimum scale: 1/4”=1’-0”.

- Outline Specifications for basic mechanical systems, exterior materials, and colors.

- An analysis of pertinent land use and building requirements in tabular form, showing how the proposed development meets each provision.

- A written statement of the proposal including floor area, type of building construction, number of parking spaces, preliminary cost estimates, phasing when appropriate, and other data that may assist in reviewing the proposal.

- Any other information deemed by the Committee to be necessary to evaluate the proposed development’s consistency with the Guidelines.

2. The Committee shall provide a written recommendation to the Board within twenty one (21) days of receiving Plans for review. The Committee shall recommend (i) approval; (ii) approval with modifications; or (iii) disapproval, of the Plans to the Board. The Committee shall include in its written recommendation its reasoning therefore and suggested Plan modifications, if any.

Other Powers of the Canal Side Design Committee

1. Subsequent to the adoption of the Guidelines by the Board, any proposed modification to the Guidelines shall be referred to the Committee for review and recommendation.

2. Upon request of the Board, the Committee shall provide guidance to the Board on issues relating to any design or planning matter associated with Canal Side, including landscaping, lighting and/or signage.

3. The Committee shall have such powers as are necessary to carry out its duties under this Charter including but not limited to the power to meet with and obtain information it may require from ECHDC, ESDC or any developer or tenant of a proposed permanent structure within Canal Side.

4. All recommendations of the Committee shall be determined by majority vote. If any member of the Committee disagrees with a majority recommendation, that member may submit a report to the Board detailing his or her views. Such a report shall accompany the majority’s written

recommendation.

11.2 City at Buffalo Planning Board Review

Following the referral of the Plans to the Committee, the Site Plans and Related Drawings shall also be referred to the City of Buffalo Planning Board ("Planning Board") for public hearing and consideration prior to the Board accepting the Plans as complete and authorizing construction. The Planning Board's evaluation of all Plans shall be limited to consistency with the Guidelines. Such referral shall be according to the following rules and procedures:

1. Upon receipt of a complete package of Plans, the Planning Board shall schedule and hold a public hearing following the same rules and procedures used for Citywide Design and Site Plan review.

2. An ECHDC representative and/or representatives of the developer proposing a development project within Canal Side shall appear before the Planning Board to present the project and answer questions that the Planning Board may have.

3. Following the public hearing, the Planning Board shall recommend: (i) approval, (ii) approval with modifications or (iii) disapproval, of the Plans based on consistency with the Guidelines. The Board shall include in its recommendations its reasons therefore and suggested Plan modifications, if any.

4. In addition, the Planning Board shall be provided with the Committee's recommendation prior to the Planning Board making its recommendation on the Plans to the Board.

5. Notwithstanding anything to the contrary herein, the Planning Board must make a recommendation to the Board within 62 days of receiving a referral of Plans and the Board may accept the Plans as complete and authorize construction without a Planning Board recommendation if this period has elapsed.

6. The developer or entity proposing a Project within Canal Side, or, if there is no proposer, ECHDC, shall pay an application fee to the Planning Board in connection with any referral of Plans made to the Planning Board. The application fee shall be calculated in the same manner that Site Plan application fees are calculated for Citywide Design and Site Plan review.

7. Following a recommendation from the Planning Board to the Board, a representative of the Planning Board may appear at the next following Board meeting to present the Planning Board's recommendation and its views thereon.

Appendix:

Sections 3.3 & 3.5 of the

2005 Erie Canal Harbor Amendment to the

Urban Renewal Plan for the Waterfront Redevelopment Project

3.3 Site Design Guidelines

3.3.1 Intent

The Erie Canal Harbor Design Guidelines describe the overarching design principles for all future construction in the Erie Canal Harbor area. The guidelines define the intended quality, characteristics and coherence of the urban elements, which regulate how the site shall be used for civic and commercial purposes. The guidelines define building mass, street wall heights, façade articulation and the location of land uses necessary to create a lively urban waterfront environment.

The building bulk controls are intended to create scale relationships between new buildings and surrounding areas and that will help define urban spaces for anticipated activities in the area. The design guidelines are also intended to distinguish the urban scale of Downtown Buffalo and the HSBC Arena to the historic urban/pedestrian scale of the Erie Canal Harbor Area. The historic building fabric of Buffalo's waterfront has serve as the inspiration for these design guidelines. Review of historic photographs indicate that the Erie Canal Harbor Area and surrounding districts was once occupied by a combination of 3-5-story masonry buildings devoted to residential, commercial, transportation, and industrial purposes, as well as wooden grain elevators that soared to heights as tall as the existing Buffalo Skyway Bridge.

In turn, these design guidelines have been shaped by the constraints and opportunities of present site conditions and contemporary building regulations/practices, and are intended to respond to the market conditions associated with mixed-use real estate development. Special care has been taken to avoid creating an inauthentic facsimile of the historic urban form or specific buildings (as insufficient records exist to produce reconstructed buildings at a high level of excellence), but rather to realize a dense and urbanized setting that evokes the development characteristics of historic precedents in the Erie Canal Harbor Area.

3.3.2 Parcelization Plan

The seven development parcels indicated on the Land Use Plan (see **Exhibit 3**) represent potential building sites. Three transitional parcels are located under the Buffalo Skyway and are described below. Each is subject to design guidelines, which identify physical design constraints such as height restrictions, potential building entrances, service access, and façade build-to lines; as well as use regulations such as permissible uses, parking restrictions, and ground-level use guidelines.

The orientation of each development parcel is indicated by a building frontage line, called a build-to line, in order to create a continuous street wall, which defines the overall Erie Canal Harbor block. The street wall of Parcel Nos. 1, 2, 3, 4, 5, and 6 are coordinated in order to form the "core" Erie Canal Harbor block, whereas Parcel No. 7 is a free standing development parcel forming an independent block.

The design guidelines allow for flexibility particularly with regards to the area under the Skyway which is considered to be transitional space and includes three parcels: S-1, S-2 and S-3. The following requirements shall be met:

- The mandatory provision of pedestrian/service easements to create service circulation under the Skyway piers.
- The mandatory provision of Skyway pier access for NYSDOT maintenance activities.
- Approval/permitting by NYSDOT regarding permitted uses, building design, clearances, and other requirements upon NYSDOT-owned land and upon City-owned land having a permanent easement for the Skyway right-of-way.

3.3.3 Density and Bulk Regulations for Development Parcels

Requirements for construction on each development parcel are summarized in terms of:

- Parcel size;
- Build-to lines to encourage a continuous street wall along public rights-of way;
- Minimum and maximum allowable building heights;
- Maximum development density (floor area ratio); and
- Required open space area.

A summary of bulk regulations for each parcel is presented in **Table 1**.

Table 1
Density and Bulk Requirements by Development Parcel

Parcel [1]	Parcel Size (sq. feet)	Build-To Line[2]/ Max. Front Yard (feet)[2]	Min. Building Height (stories)[3]	Min. Building Height (feet)[3]	Max. Building Height (stories)	Max. Building Height (feet)	Max. FAR [4]	Min. Open Space (sq. feet)
Main Development Parcels								
1	3,880	0	2	30	4	60	3.60	400
2	15,365	0	2	30	4	60	3.60	1,540
3	9,408	0	2	30	4	60	3.60	1,000
4	7,630	0	2	30	4	60	3.60	760
5	29,045	0	2	30	4	60	3.60	2,900
6	11,026	0	2	30	4	60	3.60	1,100
7	5,653	0	2	30	4	60	3.60	570
Parcels Under Buffalo Skyway								
S-1	7,210	0	-	-	As permitted by NYSDOT [5]	As permitted by NYSDOT [5]	3.60	720
S-2	4,238	0	-	-	As permitted by NYSDOT [5]	As permitted by NYSDOT [5]	3.60	420
S-3	12,383	0	-	-	As permitted by NYSDOT [5]	As permitted by NYSDOT [5]	3.60	1,240

Notes:

[1] Parcel locations depicted on **Exhibit 3**.

[2] The build-to line for each parcel shall be the front lot line(s) abutting designated public rights-of-way; the maximum front yard setback shall be no more than 0 feet for the first three stories of buildings on any development parcel.

[3] Intent for new buildings on each of the parcels is to reflect the scale and mass of historic development that was once present in the Erie Canal Harbor Area (3-story buildings or taller). This minimum may be employed if Redeveloper demonstrates that proposed use and/or market conditions for a particular development would prevent the feasibility of multi-level building(s), and provided that the floor-to-floor height for the base story is at least 18 feet and the upper story height is at least 12 feet.

[4] Floor Area Ratio.

[5] Development shall be regulated by NYSDOT requirements to ensure safety and clearance around the Buffalo Skyway Bridge (NYS Rte 5); in no case shall the height of buildings exceed 4 stories or 60 feet.

3.3.4 Build-to Lines, Street Walls and Heights

Bulk controls for buildings provide continuity at the scale of the neighborhood and respond to the heights of existing site conditions such as the heights of the HSBC Arena and the Skyway. Street wall height is measured at build-to lines, which define the mandatory primary façade position on all development parcels. The character, height and massing of Erie Canal Harbor street walls should:

- Define a continuous street and highly articulated building by building wall mass along all build-to lines (i.e., zero front yard setbacks along public rights of way);
- Encourage variation of building size and cornice level heights along Prime Street;
- Encourage a similarity of cornice level heights along Main Street and Scott Street

Prime Street – 1912
(Source: *Vogel et. al, America's Crossroads, Buffalo's Canal Street/Dante Place the Making of a City*)

3.3.5 Building Heights

The calculation of building heights does not include architectural features such as cornices, parapets or corner towers; or functional elements such as elevator overruns, HVAC equipment or roof bulkheads. Building heights assume a maximum ground level floor-to-floor height of 18 feet and a minimum upper-level floor-to-floor height of 12 feet.

3.3.6 Street Wall Definition

Street walls on public rights-of-way are encouraged to vary in height and be expressed in distinguishable façade types to evoke multiple buildings/uses. Variation in street wall façades is encouraged along upper levels and roof lines, while a maintaining relationship to the group along the buildings' base levels.

The character and scale of façades on Prime, Lloyd, Hanover, Dayton, and Main Street should relate to the concept of the commercial and industrial working waterfront of the 19th century as elaborated in the architectural design guidelines (Section 3.5). The character and scale of facades forming the street wall along Scott Street and Main Street may involve the combined use of traditional and innovative materials to express a transition from a Canal-era to a more modern-era design vernacular.

3.3.7 Ground Level Uses

Active uses that engage pedestrians shall be located along all street frontages with multiple storefront entrances required. Ground level land uses shall be established and designed to create an active urban streetscape. The following uses are required in ground floor areas:

- Commercial uses, such as retail stores, retail service establishments, food and beverage establishments; and/or entertainment facilities, and
- Institutional uses, such as museums and similar facilities of an educational or heritage nature.

Commercial Uses

Commercial uses, such as retail shops, shall front upon public right-of-ways (i.e. pedestrian or vehicular). Small, individually-managed retail shops and food and beverage establishments are encouraged to locate at waterfront areas and expand to upper floors from the ground-level in order to take advantage of waterfront views. Ground floor uses should be oriented towards side streets to create an active street edge.

Larger shops and commercial and professional offices are encouraged to locate on Main Street and Scott Streets. The design of large-scale commercial uses that combine a variety of diverse program elements with substantial internal building circulation, such as urban entertainment complexes, should creatively address these design guidelines. Large single-use program areas such as multiplex cinemas or large-scale big box retail spaces that discourage street level activity and interaction with the larger Erie Canal Harbor site are prohibited.

Institutional Uses

Parcels 1, 2, and S-1 have been designated the preferred site for a large cultural institution, such as an Erie Canalway Visitor Center. By grouping these sites together under the Skyway – while maintaining pedestrian and service circulation easements – a combined building area of approximately 65,000 gross square feet can be achieved.

Housing/Office/Hotel-Lodging Uses

In keeping with the intent to create a diverse urban setting, the incorporation of residential uses (as well as office, and hotel-lodging uses) are strongly encouraged on each of the development parcels as part of mixed-use buildings. However, in keeping with the objective of encouraging a vibrant mixed of pedestrian-oriented, street-level activities, such uses shall be permitted only on the upper floors of mixed-use structures with the exception of ground-level lobby and reception areas.

3.3.8 Skyway Pedestrian/Service Easements

The pedestrian/service easements extending from Lloyd to Perry Streets under the Skyway provide public and service access to the development parcels. The placement of these easements

in the plan responds to NYSDOT requirements to preserve access to Skyway piers for maintenance vehicles (15 feet minimum clearance around the piers as well as 15 feet access ways to the piers).

These pedestrian/service easements may be held in private ownership, but shall remain publicly accessible. Conspicuous signage shall designate areas as publicly accessible spaces. Pedestrian easements are to remain open to the public during extended business hours. If a single owner controls two adjacent development parcels, easements may be bridged over or may become interior spaces within a building, as long as public access and circulation and open space requirements are preserved.

3.3.9 Parcel Assembly or Subdivision

The development parcels have been designed to encourage a variety of alternative building configurations, ensuring flexibility in the development process. In certain development scenarios, some parcels may be joined together into one building. The opportunity for parcel assembly and subdivision has been inspired by examples of publicly accessible private space in Downtown Buffalo. A precedent such as the Ellicott Square Building demonstrates how urban design can enhance the comfort of pedestrians during winter months, while also providing exterior access to ground level uses. A variety of façade and cornice treatments is encouraged when joining parcels.

Assembly or joining of the following parcels may be permitted, provided that NYSDOT use/permitting requirements are met and the provision of improved open space on a minimum of 10% of the development parcel is provided:

- Parcel 1 to Parcel 2;
- Parcel 3 to Parcel 4; and
- Parcel 5 to Parcel 6.

No more than two adjacent parcels shall be assembled and parcel assembly across a public right-of-way shall not be permitted.

Parcels may also be subdivided into smaller developable parcels of a minimum of 1,000 square feet in area. Subdivided parcels must be oriented upon a public right-of-way and have a minimum 30 feet frontage on such right-of-way.

3.3.10 Frontage Improvements

Redevelopers shall improve all front and side yard areas along street frontages and pedestrian easements, so as to provide a continuous, pedestrian-oriented, streetscape environment. Components of such improvements shall be consistent with the design characteristics of adjoining public improvements. Required frontage improvements may include, but not be limited to hardscape paving, landscaping, and Americans with Disabilities Act (ADA) access

ramps to building entrances, as defined in urban design streetscape guidelines and architectural design guidelines.

3.3.11 Building Access and Entrances

Primary building entrances shall be oriented to right-of-ways, including Lloyd, Perry, Prime, Main, Scott, and Hanover Streets or the Prime Slip accessway. Primary building entrances shall not be located in pedestrian/service easements under the Skyway.

3.3.12 Parking, Loading, Drop-Off, Service and Dumpster Locations

3.3.12.1 Parking Uses

There are no minimum requirements for the provision of off-street parking on any of the development parcels in the Erie Canal Harbor Area. Accessory surface parking areas may be constructed as part of a proposed development, provided that such areas be accessible only from the Skyway/service easement area, and have a minimum 5-foot setback from any public right-of-way. Non-enclosed surface parking areas shall be fully screened from rights-of way by means of landscaping or solid walls consistent with the architectural guidelines. On Parcels 1-7, non-enclosed surface parking areas shall not cover more than 15% of a parcel's total area. On Parcels S-1, S-2, and S-3, non-enclosed surface parking areas shall not cover more than 50% of a parcel's total area.

Enclosed parking areas as part of an overall building design are encouraged provided they too are only accessible from the Skyway/service easement area. Below-grade enclosed parking as part of an overall building design may also be permitted, provided measures have been taken to address archeological deposits that potentially may be found on a particular parcel (see Section 3.6). In either case, doors or portals to such enclosed parking areas shall not open or front upon any public right-of-way.

3.3.12.2 Service Access

Loading and service access areas for building shall be accessed from the Skyway/service easement area for parcels 1 through 6 and from of Perry Street for Parcel 7. Skyway piers are to remain fully accessible by maintenance vehicles with 15 feet clearance provided on all sides.

3.3.12.3 Loading and Drop-Off

Passenger drop-off lanes are provided within right-of-way of all cobblestone access roads. Curbside commercial loading shall be permitted for storefronts during specially designated times only.

3.3.12.4 Refuse Collection

Refuse collection areas and dumpster locations shall be fully enclosed within portions of principal buildings for which they proposed to serve and shall be screened from view so as not to affect other views from around the site.

3.5 Architectural Design Guidelines

3.5.1 Intent

New buildings shall be constructed with finish materials common throughout Buffalo's rich 19th century architectural history. Typical waterfront buildings were often constructed with brick and included wood and steel elements that articulated façades and profiles for overhangs, cornices and hoisting mechanisms.

Aerial Photograph of Erie Canal Harbor Area – ca. 1870s
(Source: Buffalo and Erie County Public Library)

Design references to Buffalo's industrial waterfront heritage should be made in conceptual as well as visual terms. The waterfront environment was one of industry and purpose and it was rich in technical innovation. The structures built here were the most innovative and advanced of their kind (particularly grain elevators), and they were admired as such around the world. The design of new buildings and structures should seek inspiration from the rich industrial and architectural history of the Buffalo waterfront and should seek to uphold its strong history of technical innovation.

3.5.2 Building Materials and Color

Use building materials compatible with the heritage of the Erie Canal Harbor waterfront.

New buildings shall be constructed with materials common throughout the Buffalo waterfront's rich architectural history. Use of materials such as brick, stone, steel and wood is required, especially on pedestrian-oriented street wall façades. The use of asbestos shingles, imitation stone, imitation brick, stucco, exterior insulation finish systems or vinyl aluminum siding is not permitted at any building façade visible from pedestrian streetscape areas, including pedestrian/service easements and visible upper stories. Use of roof traditional materials such as metal and slate shingles is recommended.

Traditional building materials should be combined with new building technologies.

Use of innovative building technologies is encouraged throughout the Erie Canal Harbor and should be contrasted with traditional building materials that reference Erie Canal Harbor history. Innovative façade technologies may be used along non-historic street façades (e.g., Scott Street).

Recent innovations in building materials can showcase advancements in environmentally conscious design and provide a sense of excitement for Erie Canal Harbor visitors. Examples include cladding systems utilizing terra cotta and glazing systems that combine traditional sun shading elements with innovative structural applications.

Create a rich and diverse palate of colors and materials in building façades.

Façade coloration shall be achieved by use of the inherent color of building materials rather than the application of color to the surface of materials. Paint should be reserved for trims and accents on metal, wood, cornices, frames and the like. Use of material's inherent color sets a standard of authenticity associated with industrial structures. Examples of this type of façade coloration are present in the Cobblestone District, where a variety of earth tones are achieved through the use of unglazed brick, wood, concrete and steel.

Use regionally produced masonry and regionally quarried stone.

Masonry façades shall include the use of stone as architectural accents for lintels, sills, copings and keystones. Foundation bases, sills and lintels shall to the greatest extent possible use local sandstone or limestone. Masonry finishes are encouraged to be natural rather than highly finished or polished; use of polished stone is not permitted on any finished surfaces.

Building Materials used on Prime Street frontage should relate to Industrial Working Waterfront

Buildings along the waterfront should employ industrial materials as a way of visually and conceptually evoking the industrial heritage of the Buffalo waterfront. These include timber, forged and cast metals as well as rough hewn stone and metal cables.

3.5.3 Glass and Fenestration

Fenestration should encourage building accessibility.

Window proportions, groupings and rhythms shall be integral elements of the design of each building façade and urban street-wall. Glazing systems shall be designed to promote area-wide visibility, accessibility and safety during evening hours and during the winter season. Well-designed fenestration patterns that evoke historic fenestration are preferred over attempts to replicate historic patterns.

Ground level fenestration should be designed for retail activities.

Glazing and openings shall promote a flexibility of ground floor uses and the potential for change over time. Proportion of glazing to overall wall area shall be a minimum of 75% on street wall frontages facing public rights-of-way. Window openings shall express sills and headers of metal or stone. Transoms are encouraged for larger window units. In all building façades windows must be set back from the wall surface a minimum of six inches from the surface of masonry to the glazing. Tinted or reflective glass shall not be utilized.

Upper-level fenestration should evoke historical commercial and industrial precedents.

Typical window proportions shall be vertically oriented and a minimum ratio of 1:1.5 in width to height. Window units of this proportion may be grouped together to create openings of varied proportions. Architects are encouraged to refer to the upper-level window arrangements of 19th century warehouse and loft buildings as models appropriate for Erie Canal Harbor elevations.

Window materials and character

Windows should be constructed using wood or aluminum clad wood with historically accurate profiles on the upper levels and wood or metal on ground floor storefronts common throughout the Buffalo waterfront's rich architectural history. Use of wood or metal is required especially along pedestrian oriented street façades. The use of vinyl windows is not permitted. The profile of the windows should invoke the character of the 19th century buildings in this district especially along the pedestrian oriented historic street façades. Big, bulky metal profiles are strongly discouraged. It is most important to maintain relationship to historic profiles and proportions.

Balconies and Storefronts on Central Wharf – ca. 1870s.
(Photo courtesy of Harvey Holzworth)

3.5.4 Storefront and Retail Façades

The design of storefronts, entranceways and awnings should promote a sense of openness; making sites visually accessible creating an active and vibrant atmosphere with displays that encourage active street life and window shopping.

- Storefronts should be integrated into the design and materials of the entire building. The storefront's bulkhead/kneewall should be constructed of a durable and evocative material.

- The design of the doors should contribute to the character of Erie Canal Harbor and be compatible with the storefront design and material.

- Interior display lighting should be installed to include adjustable incandescent light fixtures. No fluorescent lighting shall be utilized for signage purposes.

- Security grills and similar systems are discouraged; however, if the Redeveloper can demonstrate a need for such equipment, they shall be installed in the most unobtrusive manner possible. The only acceptable security grill system shall be installed internal to the building, behind display windows using open mesh grills, plexi-glass, or similarly designed

semi-transparent material to provide visibility into the establishment and for maintaining streetscape interest. Permanent bars on windows, roll-type exterior doors, and/or any other systems that would obscure building features are prohibited.

- First floor awnings are permitted and encouraged as they provide weather protection and accentuate the color, pattern, and graphics of the streetscape environment. Retractable fabric awnings are preferable over fixed metal awnings. Awnings should complement the color scheme of a building and should not project more than 10 feet over an adjacent public right-of-way or ¾ of the sidewalk width of such right-of-way, whichever the lesser.[3] Every part of the framework of awnings shall be at least nine feet above the sidewalk. Lettering and logos are permitted on the valence flap of the awning but lettering is generally discouraged on the main body of the awning. Awnings shall not under any circumstances be internally or back-lit, or include Day-Glo and reflective plastic finishes. In addition, the primary purpose of awnings shall not be signage.

- Permanent structures on each building shall serve as infrastructure for store signage, pedestrian easement lighting or as shading devices. Steel bar or perforated overhangs can also serve as structure for signage[3]. The purpose is to create a common element across the frontage, which varies in geometry, materials, color and height. The structures should retain from building to building and the height shall vary anywhere between the ground level and second level glazing.

- Any storefront with a ground level restaurant use may have a hardscape front yard that extends to the sidewalk area as exterior café space or terrace area[3]. The use of temporary railings may be permitted to separate café dining from sidewalk areas, provided railings utilized complement building materials and reference the heritage of the area. Railing parts and fittings shall be removable and designed so as not to damage any street maintenance equipment.

3.5.5 Terraces

Rooftop terraces are encouraged along the Prime Street buildings to take advantage of waterfront views. Articulation of rooftop structures should contribute to a lively building identity when seen from a distance. Rooftop terrace structures shall not be enclosed and are not considered an additional building level.

3.5.6 Façade Profiles and Articulation

The waterfront building parcels shall be articulated to respond to individual retail uses.

Storefront design and definition of width shall be expressed in façade articulation. The diversity of storefront articulation on one parcel will break down the scale of the overall parcel and street

[3] All structures/uses that are proposed to extend over a public right-of-way shall comply with City public street encroachment regulations under Chapter 413 of the City of Buffalo Charter and Code.

wall. The first level of buildings should be articulated by material change to express a building base. The maximum width of one storefront articulation is 40 feet.

Cornice lines shall be expressed as unique building elements.

A crowning projection, or cornice, shall be encouraged at the top of all building walls facing a street. These elements can be very modest in detail. Cornices on Main Street parcels should be more pronounced, following the precedents of the 19th century downtown office buildings.

Rooftops and Bulkheads.

In the case of Parcels 2, 4 and 6, rooftop terraces are encouraged for restaurant use, as long as they are set back at least 10 feet and are covered by a rigid structure. Such rigid structures are intended protect users from any potential fallout from the Buffalo Skyway. All rooftop equipment should be finished or painted to complement building materials.

Mechanical and HVAC.

All exposed mechanical equipment and bulkheads shall be mounted on roofs. Equipment that is visible from afar should be screened from view and enclosed on four sides and the roof. When enclosing rooftop equipment consideration should be given to minimizing the impact on views from parcels on the site and adjacent blocks. All venting of HVAC equipment shall occur on the interior of development parcels. All venting runs for cooking fans shall be fully enclosed and incorporated into the interior of proposed buildings and vented to the roof.

3.5.7 Signage and Graphics

Accessory signs as defined in Section 3.1 shall be permitted upon development parcels or lots in the project area. Non-accessory signs shall be prohibited anywhere in the project area.

Where permitted, signage and graphics should be pedestrian-oriented in size, placement, material and color.

Perpendicular signs placed approximately 8-12 feet above the ground plane, extending no more than 5 feet from the building face, and with a total area of no more than 16 sq. ft., are strongly encouraged. No more than one horizontal sign per establishment should generally be permitted, except in those instances where an establishment has more than one customer entrance or faces onto more than one public right-of way.

Wall signs attached flush to the building façade are also encouraged, so long as they do not extend above the roofline and do not obscure architectural details or features, including windows, transoms, or cornices. Signs for ground floor establishments should not extend past the ground floor.

Freestanding pole signs shall not be used under any circumstances. Under no circumstances should signs be back-lit or internally lit. Instead, lighting should come from direct shielded light sources and be carefully integrated into the overall design of the building so as to provide visibility and safety but avoid creating glare or light distribution that adversely affects motorists or pedestrians.

Neon signs may be allowed so long as they are carefully designed in size, shape and color that complement the architecture of the building and the district. Temporary signs of any type are prohibited.

3.5.8 Lighting

The commercial buildings are intended to be inviting to the public, to encourage visitors to enter the site from the city streets, to shop at the retail stores and eat at the restaurants, and to generally stay longer and take full advantage of the Erie Canal Harbor. Balanced against an appropriate level of street illumination is the need to limit light that is cast up and into upper floors of buildings. Lighting fixtures should be scaled to the pedestrian and have a distinctive industrial character. In particular, the diagonal pedestrian right-of-ways should be lighted to enhance and encourage pedestrian movement. Techniques such as light on catenary sways suspended between buildings, terrace lights, festoons, post lanterns and wall mounted fixtures should strive to create an atmosphere of European street fairs, with the waterfront viewed as the final destination, but with compelling stopping points along the way.

To create a well-lit, welcoming pedestrian environment, luminaries should be mounted at a height of 10-15 feet high, no more than 25-35 feet apart.

The redeveloper is responsible for providing adequate quantity and distribution of lighting across the full width of all sidewalks and pedestrian alleys. Floodlighting from the top of buildings may only be used sparingly, and should have effective glare control. The redeveloper shall regularly maintain the lighting, and replace burned out lamps within 48 hours.

Storefront lighting is one of the best sources of sidewalk lighting in urban areas. It is warm and welcoming, and contributes to a sense of activity and watchfulness. It also generally provides a greater amount of light directly onto the sidewalk than do street-level luminaries. Retail storefronts are an effective way to provide lighting from the buildings. The first four feet inside any retail or restaurant establishment shall have decorative lighting, preferably with visible point sources, that is controlled to remain on until at least 11:00 PM. Occupancies on the first floor that do not have active, bright window displays shall be designed to provide visual articulation from lighting at no greater than 25 feet intervals. This can be accomplished in a variety of ways, such as:

- Decorative luminaries mounted to walls, posts, brackets, catenary wires, etc.
- Lighting surfaces, textures and objects such as pilasters, wall features, banners, sculptures, graphics, etc.

- Internally lighted glowing architectural or graphic elements such as glass block, display cases, signage panels, canopies, transparencies, etc.
- Lighting entryways (especially if they are recessed).
- Lighting property addresses.

Redevelopers are also responsible for security lighting for all pedestrian and service alleys from 10 PM until dawn. This shall be from metal halide sources, with a time cut off to prevent glare into adjacent upper level windows. These fixtures shall create minimal glare and shadows, and be reasonably attractive. Luminaries used for decorative purposes may be used for this function, or separate lighting fixtures may be employed.

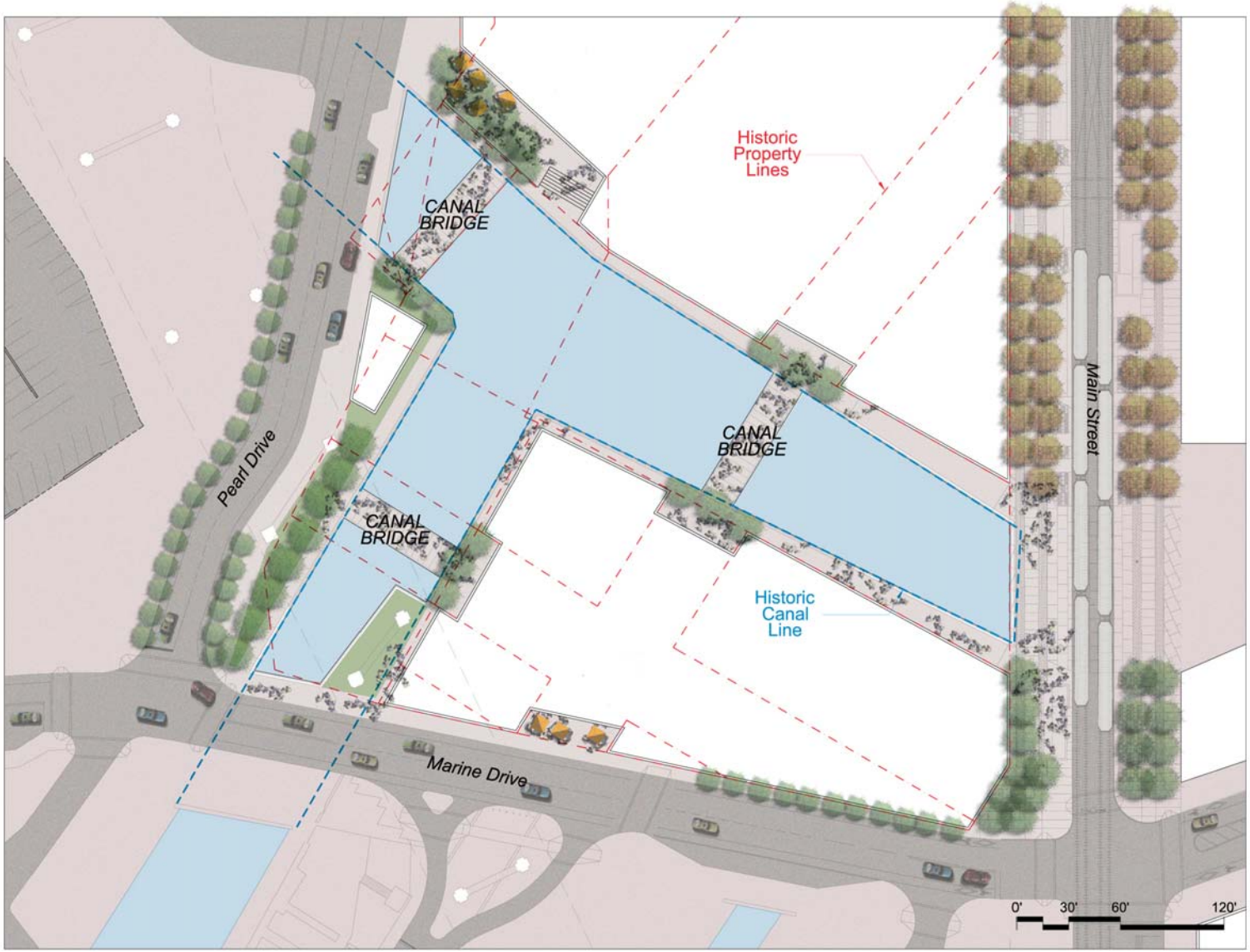
Although vehicular access is required to Skyway piers, service access to the interior of Erie Canal Harbor Block should not be treated as a back-alley with wall packs and security lights. These areas should be designed to function as pleasant pedestrian areas as well. Care should be taken to minimize both glare and shadows, to avoid creating dark places, i.e., avoid spacing light fixtures too widely or selecting fixtures that distribute light too narrowly.

3.5.9 Temporary Structures

Temporary structures will be permitted throughout the Erie Canal Harbor site, subject to approval by the Division of Licenses or its designee. Examples will include temporary ticketing stations, interim festival structures, etc. The site location and design of all temporary structures, that remain more than 72 hours, shall follow the same approval process as permanent structures.

The structures must be designed to be easily demolished or removed without leaving a permanent impact on the site. The appearance of temporary commercial structures should be playful and artistic and the primary building material shall be metal or wood.

MGPP Exhibit C – Conceptual Layout of Public Canal System



EHRENKRANTZ
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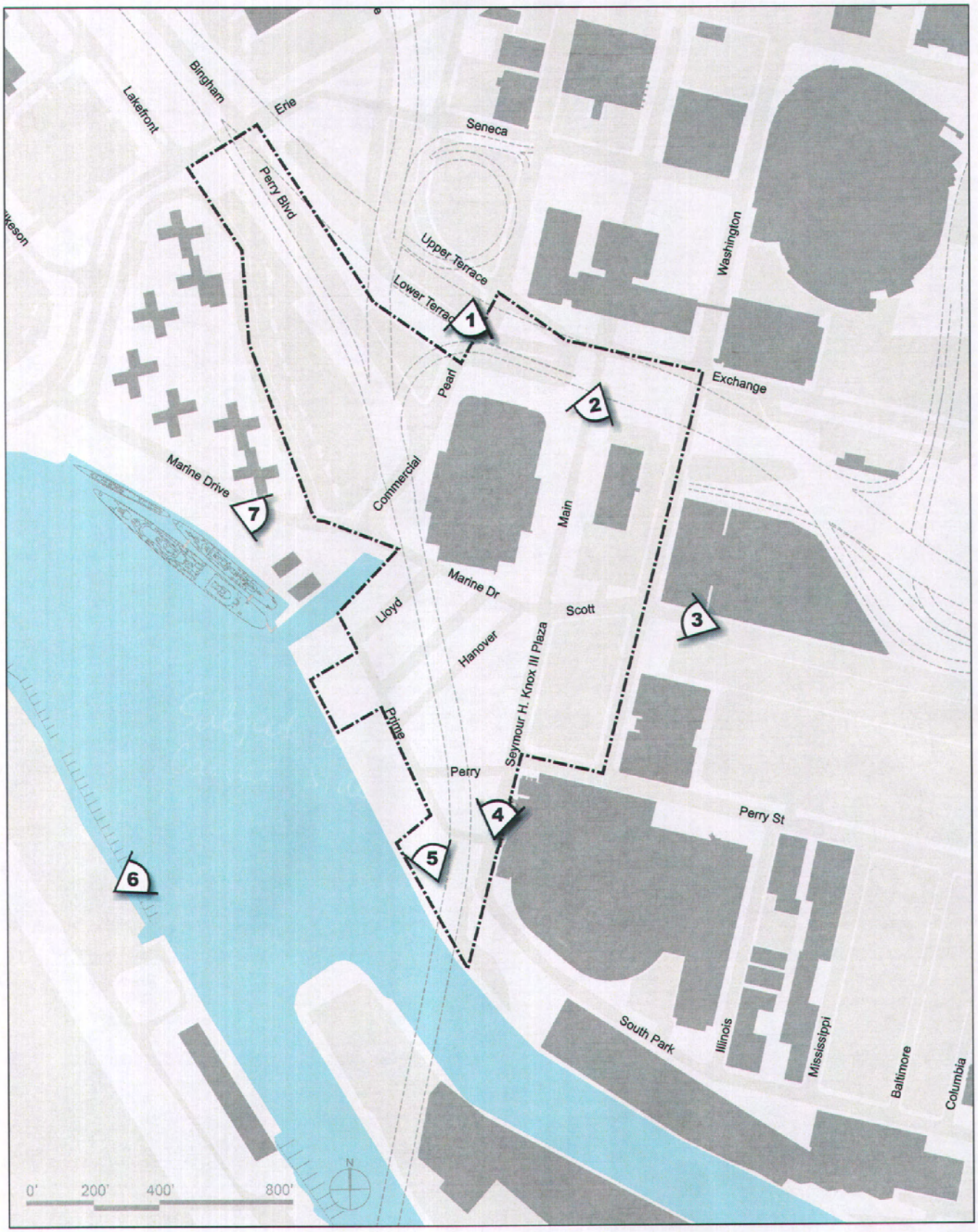
& KUHN
ARCHITECTS

Canal Side - Proposed Plan

November 27, 2010

MGPP Exhibit D – Project Area Photographs



Canal Side Project
Buffalo, New York

Figure 6.2-1
Locations of View Corridors

May, 2009

Canal Side Project
Buffalo, New York

Figure 6.2-2
Pearl Street looking south from Lower Terrace

May, 2009

Canal Side Project
Buffalo, New York

Figure 6.2-3
Main Street looking south from south of Exchange Street

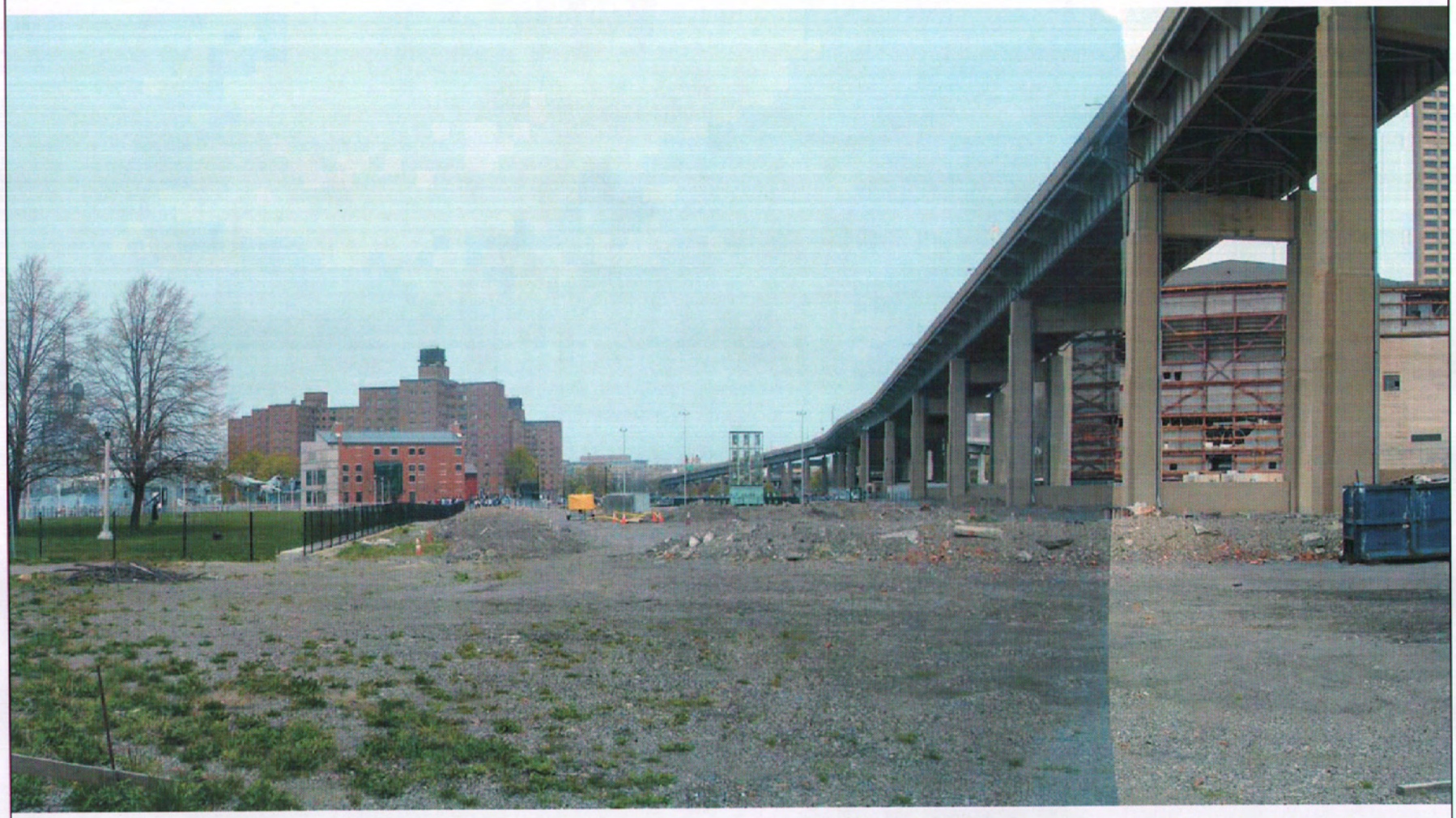
May, 2009

Canal Side Project
Buffalo, New York

Figure 6.2-4
Scoot Street looking west from Washington Street

Canal Side Project
Buffalo, New York

Figure 6.2-5
Main Street looking north from Perry Street



May, 2009

Canal Side Project
Buffalo, New York

Figure 6.2-6
Prime Street looking northwest from west of South Park Avenue

May, 2009

Canal Side Project
Buffalo, New York

Figure 6.2-7
Fuhrmann Boulevard looking northeast across the Buffalo River

May, 2009

Canal Side Project
Buffalo, New York

Figure 6.2-8
Marine Drive looking east from Marine Drive Apartments