

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
dba EMPIRE STATE DEVELOPMENT

ATLANTIC YARDS LAND USE IMPROVEMENT AND CIVIC PROJECT

**March 2014 Proposed Amendment
to the 2009 Modified General Project Plan**

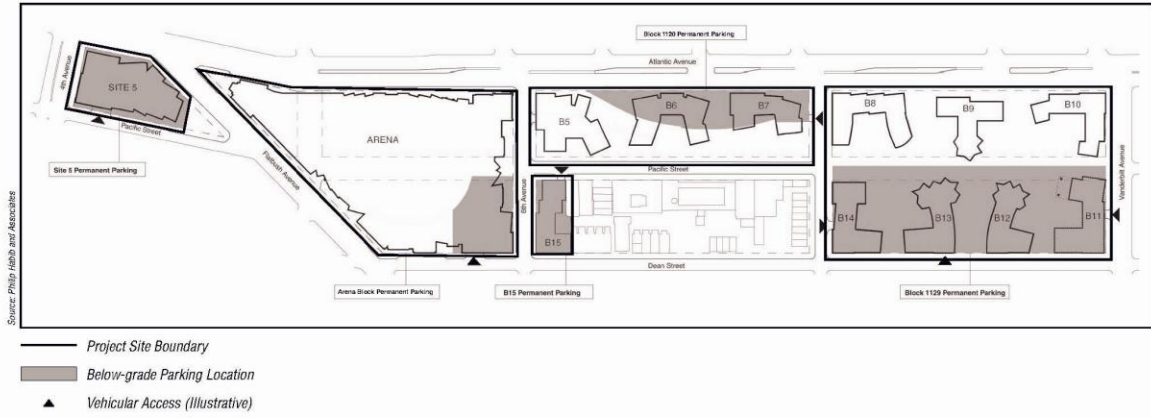
Except as modified below, the Project's 2006 Modified General Project Plan, affirmed by the ESD Directors on December 8, 2006, as thereafter first amended in the 2009 Modified General Project Plan, affirmed by the ESD Directors on September 17, 2009 (collectively, the "2009 MGPP"), remains unmodified and in full force and effect. The Proposed Amendment is as follows:

1. In Exhibit C to the 2009 MGPP (entitled "Atlantic Yards Building Heights & Square Footages (revised)") delete "4,434,000" in the row entitled "Phase Two Total Not to Exceed" and insert in place thereof "4,642,000". This modification allows shifting up to 208,000 GSF of floor area from Phase I to Phase II of the Project, but it does not change: (a) the total maximum GSF of the Project (Phase I + Phase II) as a whole, which would remain at 7,125,000 GSF (excluding the arena); or (b) the maximum GSF of each or any individual Project building, inclusive of those Phase II buildings to which the GSF may be transferred.
2. In Section E4 of the 2009 MGPP at page 15, delete "2,346 parking spaces" and insert in place thereof "no more than 1,160 parking spaces (inclusive of temporary surface parking in the Phase II area) and no less than the sum of 360 parking spaces and 0.2 parking spaces for each Phase I market-rate residential unit." In the last line of page 16 of the 2009 MGPP, delete "3,670 permanent parking spaces" and insert in place thereof "no more than 2,896 permanent parking spaces and no less than 1,200 permanent parking spaces." In the first sentence of Section E7 of the 2009 MGPP, at page 18, delete "3,670 below-grade parking spaces" and insert in place thereof "no more than 2,896 permanent parking spaces and no less than 1,200 permanent parking spaces."
3. Delete the Parking Key Plan attached as Exhibit D to the 2009 MGPP in its entirety and insert a new Parking Key Plan, as depicted in Exhibit D-1 ("Parking Key Plan, Base Case") or Exhibit D-2 ("Parking Key Plan, Reduced Parking Alternative") attached to this March 2014 Proposed Amendment to the 2009 MGP.¹

¹ The parking requirements are stated as ranges and two Parking Key Plans have been presented because it is anticipated that the number of permanent parking spaces required for the Project and the Parking Key Plan to be selected will be specified in the 2014 Amendment to the 2009 MGPP as affirmed upon completion of the public review process.

Exhibit D-1

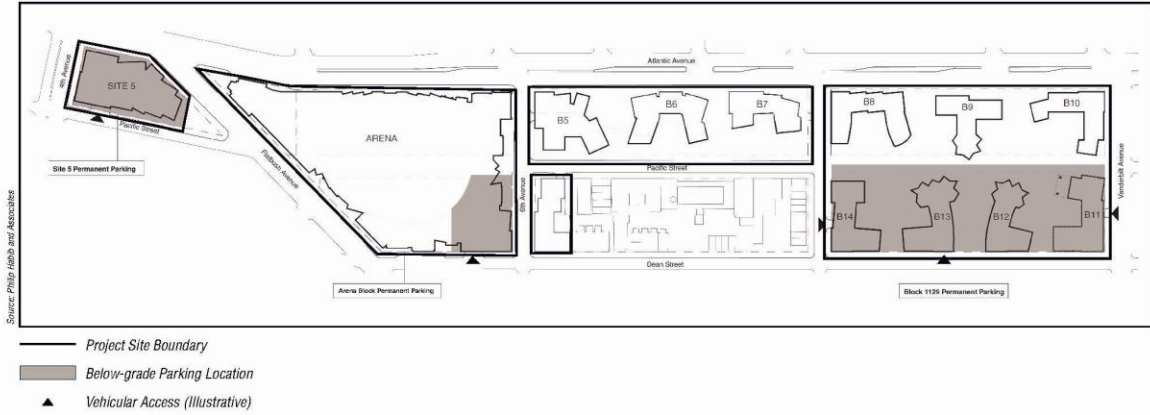
3.13.14



Atlantic Yards Parking Key Plan, Base Case

Exhibit D-2

3.13.14



Atlantic Yards Parking Key Plan, Reduced Parking Alternative

