

# NYCIDA PROJECT COST/BENEFIT ANALYSIS

July 19, 2012

## APPLICANT

ERY Tenant LLC  
60 Columbus Circle, 19<sup>th</sup> Floor  
New York, NY 10023

## PROJECT LOCATION

501-551 West 30<sup>th</sup> Street  
New York, NY 10001

### **A. Project Description:**

ERY Tenant LLC is the developer of a to-be-built, approximately 1.84 million square foot, LEED certified, class-A office tower, which will also include approximately 41,000 square feet of ground-level retail (the "Project") located at the southeast corner of the Eastern Rail Yard. The proposed Project will be the first development within the Agency's "Hudson Yards Uniform Tax Exemption Policy ("UTEP") Area."

The Project will be ground leased to the applicant for a 99 year term from the MTA, with a purchase/fee conversion option. At substantial completion, it is anticipated that one or more portions of the project will be purchased, with the rest remaining under the ground lease. The fee purchase amount for the full project is shown as part of total project costs, with the ground lease shown as a source of financing for the portion of the project expected to remain on the ground lease past the development period.

The financial assistance that is provided by the UTEP consists of: real property tax exemption, the recipient of which shall pay a payment in lieu of taxes ("PILOT") determined by the PILOT calculation tables provided in the UTEP; sales tax exemption of up to 100% of the sales and use taxes on construction materials for the Commercial Construction Project ("CCP") improvements, the recipient of which may be required to pay a payment in lieu of sales tax ("PILOST") of up to 100% of the amount of the sales and use taxes that would otherwise be due, at the Agency's discretion; and mortgage recording tax exemption for the mortgages securing construction and permanent financing for a CCP, the recipient of which shall be required to make payment in lieu of mortgage recording tax ("PILOMRT") in an amount equal to 100% of the mortgage recording taxes that would otherwise be due. City Council approved the redirection of PILOT, PILOST and PILOMRT to the Hudson Yards Infrastructure Corporation in order to repay the bonds that were issued to fund infrastructure and public space improvements at the site, and therefore these funds are considered a benefit to the city.

Total Project costs are estimated to be \$1.268 billion, including new construction, and soft costs, and the Project will be funded with an approximately \$288 million loan and \$903 million in Company and affiliate equity, and \$77 million from the aforementioned ground lease.

The Agency conducted an analysis based on information supplied from the Company and estimates that during construction, the Project will generate approximately 1,500 net new construction jobs, and approximately 1,770 net new tenant jobs as a result of operations.

<b>B. Costs to City</b> (New York City taxes to be exempted):	
Real Property Taxes (PILOT Benefit <sup>1</sup> )	\$106,186,397
<b>Total Cost to NYC</b>	<b>\$106,186,397</b>

<b>C. Benefit to City</b> (Estimated NYC direct and indirect taxes to be generated by Company) (estimated NPV 23 years @ 6.25%):	
Impact of Construction Activity and Operations	\$407,606,799
Real Property Taxes	121,334,564
Payment in Lieu of Sales Tax (PILOST)	4,112,284
Payment in Lieu of Mortgage Recording Tax (PILOMRT)	2,057,070
<b>Total Tax Revenue Gross of IDA Benefits</b>	<b>\$535,110,717</b>

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<sup>1</sup> The only cost to the city is the difference between the property tax liability in the absence of PILOT benefits and the estimated PILOT, which represents the foregone property tax revenues. PILOT are estimated based on the PILOT Calculation Tables (Zone 3 – Category A) as described for the Hudson Yards UTEP Area.

The General Application captures specific and general information about Applicant and the Project. This section begins with a survey of general information, followed by a section that describes Applicant's Interest or relationship to the project site. This helps establish eligibility and which Financial Assistance will be applied to the project.

Name: ERY Tenant LLC  
 Address: 60 Columbus Circle, New York, NY 10023  
 Phone Number(s): [REDACTED]  
 Fax Number(s): [REDACTED]  
 E-mail Address: [REDACTED]  
 Website Address: www.related.com/destinations/hudsonyards/  
 Applicant EIN Number: [REDACTED]  
 NAICS Code: 531390

Date of Application: March 26, 2012

1. Officer of Applicant serving as contact person:

Name: L. Jay Cross Firm: The Related Companies, L.P.  
 Phone #: [REDACTED] Fax#: [REDACTED]  
 E-mail: [REDACTED] Address: 60 Columbus Circle, 19th Floor  
 Address: [REDACTED] Address: New York, NY 10023

2. Attorney of Applicant:

Name: Stephen Lefkowitz, Esq. Firm: Fried Frank  
 Phone #: [REDACTED] Fax#: [REDACTED]  
 E-mail: [REDACTED] Address: 1 New York Plaza  
 Address: [REDACTED] Address: New York, 10004

3. Accountant of Applicant:

Name: Ivy Yao Firm: KPMG  
 Phone #: [REDACTED] Fax#: [REDACTED]  
 E-mail: [REDACTED] Address: 345 Park Avenue  
 Address: [REDACTED] Address: New York, NY 10154

4. Other Advisor/Consultant to Applicant (if applicable):

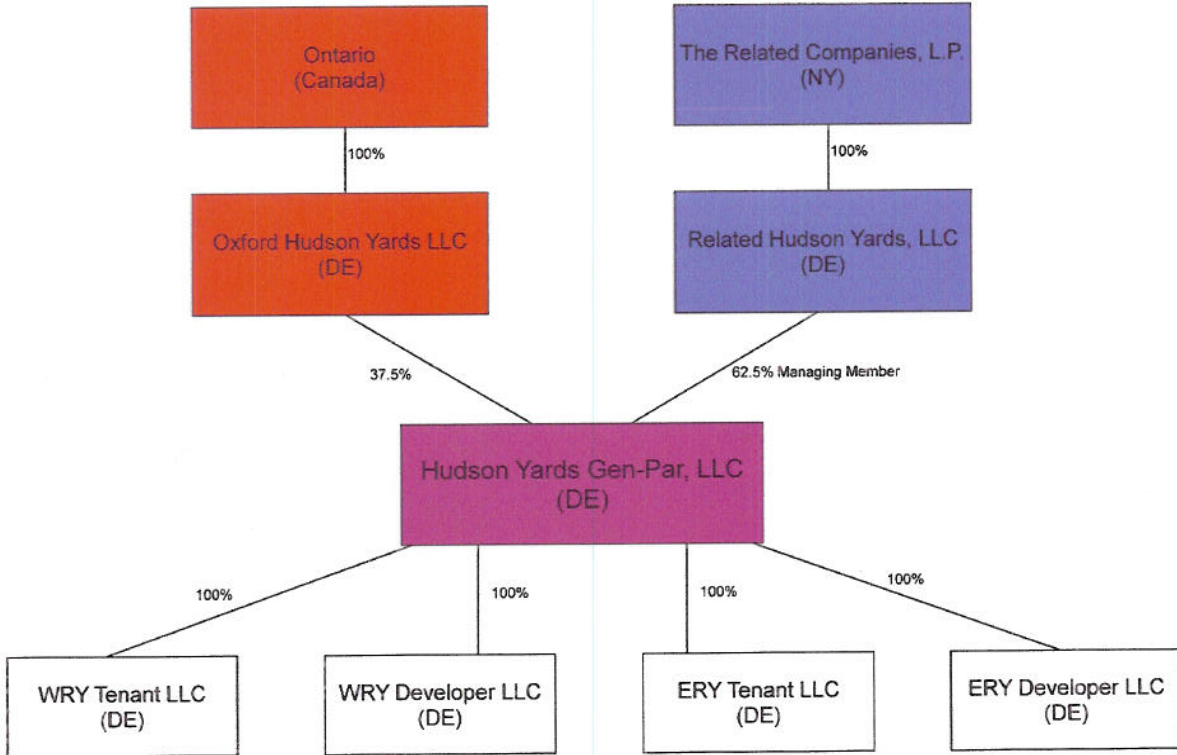
ERY TENANT LLC

Attachment to General Application

ERY Tenant LLC, ("Applicant") is wholly-owned by Hudson Yards Gen-Par, LLC, its 100% member. Related Hudson Yards, LLC is the Administrative Member of Hudson Yards Gen-Par, LLC. Related Hudson Yards, LLC is wholly-owned by The Related Companies, L.P. ("Related"), its 100% member.

Please see attached structure chart for further detail.

**West Side Yard Entities**



Name: N/A Firm: \_\_\_\_\_

Phone #: \_\_\_\_\_ Fax#: \_\_\_\_\_

E-mail Address: \_\_\_\_\_ Address: \_\_\_\_\_

5. Applicant is (check one of the following, as applicable):

- General Partnership       Limited Partnership       Corporation  
 Limited Liability Company       Other (specify):

6. Are any securities of Applicant publicly traded?

Yes    No

7. Applicant's state of incorporation or formation: Delaware

8. Applicant's date of incorporation or formation: 05/19/2008

9. State(s) in which Applicant is qualified to do business: Delaware, New York

10. Please provide a brief description of Applicant and nature of its business:

See Schedule GA-1

11. Please check all that apply: (**Please note:** An "Affiliate" means any individual, corporation, partnership, joint venture, sole proprietorship, limited liability company, trust or other entity that controls, is controlled by or is under common control with the Applicant or the "SPE" (defined herein below)).

Applicant or an Affiliate is the fee simple owner of the Premises.

Applicant or an Affiliate is the ground lessee of the Premises. Describe basic lease terms:

Applicant or an Affiliate is not currently, but expects to be, the fee simple owner or lessee of the Premises. Describe status of sale or lease negotiations:

See Schedule GA-2

None of the above categories fully describe Applicant and its relation to the Premises, which may be more accurately described as follows (please provide copies of supporting documentation, as applicable):

12. If a special-purpose entity ("SPE") that is owned and controlled by Applicant will own or otherwise control the Premises, the SPE will be a (check one of the following as applicable): N/A

General Partnership       Limited Partnership       Corporation

Limited Liability Company       Other (specify):

Name of SPE: Unknown at time of application. Will update as applicable.

State of Formation: \_\_\_\_\_

## SCHEDULE GA-1

### Question 10

On May 19, 2008, the Applicant was designated by the Metropolitan Transportation Authority (the "MTA") as the developer for the Eastern Rail Yard, located between West 30th and 33rd Streets and between 10th and 11th Avenues (the "ERY"). Simultaneously with such designation, WRY Tenant LLC, an affiliate of the Applicant, was designated as the developer for the Western Rail Yard, located between West 30th and 33rd Streets and between 11th and 12th Avenues (the "WRY"). The ERY and the WRY together compromise the entire 26-acre West Side Yard development project. On May 26, 2010, the Applicant entered into an Agreement to Enter into Lease for the ERY (the "Contract"). Pursuant to the Contract, the Applicant is the contract vendee for the ERY, and anticipates closing in September 2012 and commencing construction in October 2012 on the Project site.

The Project site is located at the southeast corner of the ERY, on the northwest corner of West 30th Street and Tenth Avenue. While portions of the West Side Yard development project will be developed upon a platform to be constructed over the MTA's active rail yards located on the site, other portions (including the Project which is the subject of this application), will be constructed upon terra firma, or firm ground (the terra firma is located in the area within the boundaries of West 30th Street and the southern line of the former West 31st Street), and will require no platform construction.

The Applicant is comprised of a joint venture between The Related Companies, L.P. ("Related"), and Oxford Properties Group Inc. ("Oxford"). Related is the most prominent privately-owned real estate firm in the United States. Formed over 39 years ago, Related is a fully-integrated, highly diversified industry leader with experience in virtually every aspect of development, acquisitions, management, finance, marketing and sales. The Company's existing portfolio of real estate assets, valued at over \$15 billion, is made up of best-in-class mixed-use, residential, retail, office, trade show and affordable properties in premier high-barrier-to-entry markets.

Oxford Properties Group is a global platform for real estate investment, development and management, with over 1,300 employees and approximately \$16 billion of real assets that it manages for itself and on behalf of its co-owners and investment partners. Established in 1960, Oxford was acquired by OMERS, one of Canada's largest pension funds, in 2001.

## SCHEDULE GA-2

### **Question 11**

Applicant is currently the contract vendee for the Premises. Closing is anticipated in September 2012. At closing, Applicant will become ground lessee (with the MTA as the ground lessor) of the Premises. From and after the substantial completion of the Building at the Premises, Applicant has the option to convert the Project parcel into a fee ownership.



Address: \_\_\_\_\_

Phone Number(s): \_\_\_\_\_

Contact Person: \_\_\_\_\_

Title of Contract Person: \_\_\_\_\_

Affiliation of SPE to Applicant: \_\_\_\_\_

Owners of SPE and each respective ownership share: \_\_\_\_\_

SPE EIN Number: \_\_\_\_\_

**Please note:** If information required above for the SPE is unknown at time of the Application submission, then please submit any missing information to NYCIDA as soon as it becomes available.

13. Please complete the following items with respect to the HYCCP:  
Street address and zip code: 501-551 West 30th Street, NY, NY 10001 (Future address subject to change)

Block(s): 702 (subject to change)

Lot(s): 1 (subject to change)

Zoning: Special Hudson Yards District - Eastern Rail Yard Sub-Area A1

Square footage of land: \_\_\_\_\_

Gross Square footage of the proposed HYCCP building: 1,843,069 (including 91,000 of parking)

Number of floors of the proposed HYCCP building: 46

Intended use(s) (e.g., office, retail, etc.): Office and retail

Proposed Leadership in Energy and Environmental Design (LEED) Green Building Rating of HYCCP (Describe): Applicant has committed to achieving LEED Silver, but is actively pursuing LEED Gold status.

Please provide documentation evidencing Applicant's ownership of or leasehold interest in the Premises. If Applicant does not own or lease the Premises at the time of Application, please provide copies of all agreements evidencing Applicant's right to purchase or lease the Premises.

14. Please provide the following Project information:

a. Please provide a brief description of the proposed Project:

See Schedule GA-3

b. When does Applicant expect Closing to occur?

September 2012

c. Indicate the estimated date for commencement of the Project: October 2012

d. Indicate the estimated date for completion of the Project: July 2015

e. Will the Project require Uniform Land Use Review Procedure ("ULURP") approval?

Yes No  X

## SCHEDULE GA-3

### **Question 14 (a)**

The proposed Project will consists of an approximately 1.84 million square foot, LEED certified, class-A office tower, which will also include approximately 41,000 square feet of ground-level retail. The Project will be the first development within the MTA's 26 acre West Side Yard development project.

f. Will the Project require any other special permit or approval?

Yes  No

If Yes, please explain: Certification by the Chair of the City Commission on Public Access requirements pursuant to zoning resolution Section 93-70.

g. Is any governmental entity intended or proposed to be an occupant at the Project site?

Yes No

If Yes, please provide details:

h. Will the Project require a tax lot apportionment or subdivision? (Tax lot apportionment will be required for real estate tax Financial Assistance to commence.)

Yes  No

If Yes, please provide details and timing: Prepare RP602 Form for filing with Department of Finance

15. Please provide the following information with respect to all present and proposed tenants and sub-tenants at the proposed project site. Please provide tenant commitment letters, if available. Provide information on an additional sheet if more space is needed.

Company Name	Phone	Affiliation with Applicant	SF & Floors (Percent Occupancy)	Lease Expiration	Tenant Business
Coach, Inc.	[REDACTED]	N/A	700,000-800,000 rsf 18-20 floors 40-45% occupancy	Coach will own its premises as a condo office	Luxury goods retailer

16. Please complete the following summary of Project sources and uses:

Use of Funds	Source of Funds
Land acquisition:	Loan (1):
Building acquisition:	Loan (2):
New construction:	Affiliate loans:
Soft costs (define):	Company funds:
Debt Services Reserve Funds:	Other equity (explain):
Capitalized interest:	Other(explain):
Other (explain):	
	See Schedule GA-4.
<b>Total Project Uses</b>	<b>0 Total Project Sources 0</b>

Please provide a detailed explanation of the costs and financing for the HYCCP. Provide, to the extent available, copies of financing commitment letters and other documentation evidencing funding or financing for the Project.

See Schedule GA-4.

## SCHEDULE GA-4

### Question 16

Hudson Yards  
Building C  
UTEP Application Sources & Uses  
5/18/2012

<u>Uses</u>	\$ mil	<u>Sources</u>	
Land Acquisition	290	Loan 1	288
Building Acquisition	0	Loan 2	
New Construction	712	Affiliate Loans	
Soft Costs (define)	223	Company Funds	43
Debt Service Reserve Funds	0	Other Equity	389
Capitalized Interest	44	Other (Tenant Equity Funding)	471
Other		Other (MTA Lease)	77
	<u>1269</u>		<u>1269</u>

17. Please answer the following questions and, if necessary, include additional information as an attachment. **(Please note: "Principal" means the following with respect to Applicant and/or the SPE: all persons (entities or individuals) that control Applicant and/or the SPE, and/or own more than 10 percent of either; all executive officers; all directors; and all members and general partners for, respectively, limited liability companies and partnerships).**

- a. Has Applicant, or any Affiliate or Principal, ever received or is any such person or entity currently receiving, financial assistance or any other kind of discretionary benefit from any local, state or federal governmental entity or agency, or any public authority or public benefit corporation, or any local development corporation? (Please note: local, state and federal governmental entities or agencies, public authorities or public benefit corporation, and local development corporation, shall be referred to as "Public Entit(y)(les)").

Yes  No  If Yes, please provide details on an attached sheet.  
See Schedule GA-5

- b. Has Applicant, or any Affiliate or Principal, or any existing or proposed occupant at the Project site, obtained, or is any such person or entity in the process of obtaining, or contemplating obtaining, other assistance from NYCIDA?

Yes  No  If Yes, please provide details on an attached sheet.  
See Schedule GA-5

- c. Has Applicant, or any Affiliate or Principal, ever defaulted on a loan or other obligation to a Public Entity?

Yes  No  If Yes, please provide details on an attached sheet.

- d. Has real property in which Applicant, or Affiliate or Principal, holds or has ever held an ownership interest and/or controlling interest of 25 percent or more, now or ever been (i) the subject of foreclosure (including a deed in lieu of foreclosure), or (ii) in arrears with respect to any type of tax, assessment or other imposition?

Yes  No  If Yes, please provide details on an attached sheet.  
See Schedule GA-5

- e. Does Applicant, or any Affiliate or Principal, have any contingent liabilities not already covered above (e.g., judgment liens, lis pendens, other liens, etc.)? Please include mortgage loans and other loans taken in the ordinary course of business only if in default.

Yes  No  If Yes, please provide details on an attached sheet.  
Only guarantees in the ordinary course of business.

- f. Has Applicant, or any Affiliate or Principal, failed to file any required tax returns as and when required with appropriate governmental authorities?

Yes  No  If Yes, please provide details on an attached sheet.

18. Please answer the following questions relating to Applicant (if the space below is insufficient, please provide complete information on an attached sheet):

## SCHEDULE GA-5

### Question 17 (a)

Affiliates of Applicant and/or Principals of such Affiliates have ownership positions in more than 6,500 units of affordable housing in New York. These assets have been and currently are the recipient of financial assistance from local, state, and/or federal governmental entities and agencies. The financial assistance programs include: Section 8, Section 236, Section 515, Low Income Housing Tax Credits, Historic Preservation Tax Credits, and other programs, including tax abatements through various PILOT programs.

### Question 17 (b)

All other qualifying projects located on the Eastern Rail Yard.

### Question 17 (d)

#### 1. Snowmass

(a) In connection with the development of a mixed-use project in Snowmass, Colorado, an affiliate of Related, Base Village Owner LLC ("BVO"), entered into a construction loan with Hypo Real Estate Capital Corporation ("Hypo") and Dekabank Deutsche Girozentrale ("DDG"). In the third quarter of 2008, Related's equity partners in BVO ceased funding their share of project costs. Related carried the entire cost of the project until March, 2009, at which time Related turned to Hypo and DDG to restructure the existing loan. The loan balance at December 31, 2009 was approximately \$367,745,000. Related has a limited payment guaranty of \$32,500,000. Hypo and DDG completed a non-judicial foreclosure procedure on November 16, 2011 and a receiver has been appointed. The lenders have also commenced litigation claiming that Related and Pat Smith owe \$200,000,000 under a payment guaranty and \$100,000,000 under a completion guaranty. As a part of the first action, the lenders have made a summary judgment motion against Related for \$32,500,000, which motion was heard on February 28, 2012 and is sub judice. In an additional action, the lender is seeking possession of \$32,550,000 in municipal bonds currently held by Related WestPac LLC.

(b) BVO also entered into non-recourse mezzanine debt secured by a second mortgage with ARCap and American Mortgage Acceptance Company aggregating \$75,905,000. Although the debt has not matured, a default occurred when BVO stopped making interest payments to Hypo and DDG. These lenders pursued a UCC foreclosure. This loan is not recourse to Related.

(c) Alpine Bank made three loans on the Snowmass project which defaulted as a result of Related's equity partners' failure to fund their share of interest payments. The first was a loan with a balance of \$2,298,000 in connection with the construction of the Roundabout Office Building at the project, which loan was foreclosed in February, 2011. The second was a loan in the amount of \$2,857,000 to Offices at Snowmass, LLC, which loan was foreclosed in February,

2011. The third was a loan in the amount of \$2,612,000 to Sonnenblick, LLC, which loan was foreclosed in March, 2011. These loans were not recourse to Related.

(d) Plains Capital Bank made a loan, with a balance of \$13,023,000, in connection with the River Bend Colorado section of the project. Plains Capital foreclosed its loan on December 23, 2009. This loan was not recourse to Related.

(e) Another affiliate of Related, Snowmass Holding Company LLC, entered into a loan with GMAC Commercial Mortgage Bank. The loan balance at December 31, 2009 was approximately \$21,748,000. The loan matured on June 1, 2010 and the parties entered into a forbearance agreement and restructured the loan. On January 20, 2010, the maturity date was extended to June 1, 2012, with a further extension being sought. This loan is not recourse to Related.

(f) Related WestPac is recourse on a \$15,200,000 letter of credit issued by US Bank. The letter of credit is now the direct obligation of the Snowmass Base Village Metropolitan District and controlled by the Base Village receiver. This obligation is not recourse to Related.

## 2. **CityPlace Retail**

On February 22, 2011, CityPlace Retail, LLC initiated the process of placing its \$150,000,000 loan with the special servicer, LNR Partners, LLC. Although the lenders commenced foreclosure proceedings in September 2011, the borrower restructured the loan and stopped the foreclosure action in December 2011 by obligating itself to pay an additional \$12,000,000 to service the loan. This loan is not recourse to Related.

## 3. **CityNorth**

In connection with the development of a mixed-use project in Phoenix, Arizona, Phoenix High Holdings LLC, a joint venture in which Related indirectly holds an interest, entered into a construction loan and a mezzanine loan. The construction loan was with Capmark Finance Inc. ("Capmark") with a balance of \$212,808,000. A mezzanine loan was held by Centerline Capital Group and has a balance of \$42,331,000. Capmark, which has filed for bankruptcy, filed for foreclosure and acquired the property on July 1, 2010. The project is 100% complete. The loans were not recourse to Related.

## 4. **LR Development**

(a) Arcade L.L.C., a 50/50 joint venture between an affiliate of Related, LR Arcade L.L.C., and Global Hyatt Corporation ("Arcade") is in default under a Construction Loan Agreement dated February 29, 2000 entered into between the prior developer of the property and LaSalle Bank National Association ("LaSalle"). Related acquired numerous assets of the prior developer, including the interest in Arcade, when it formed LR Development Company LLC ("LR") as its Midwest office. Bank of America ("B of A") subsequently acquired LaSalle and with it, the Arcade construction loan. The original principal balance of the loan was \$33,300,000 and the property was performing poorly when Related acquired the interest. Arcade has paid the recourse obligations under the loan in the amount of \$19,050,000, leaving an outstanding non-

recourse balance of \$14,250,000. The loan matured on October 31, 2007. B of A and Related have been in amicable discussions regarding the loan. B of A has asked Related to assist with the marketing and sale of the subject property. Related has made its best effort to locate a buyer and found one bidder, but a sale has not taken place, nor has the loan been renegotiated, in part because Global Hyatt Corporation is unwilling to modify its management agreement for the hotel, which agreement survives any sale or foreclosure. B of A has commenced foreclosure proceedings, the foreclosure sale took place on September 12, 2011. There were no bidders at \$7.7 million and a further sale will take place in the future. This loan was not recourse to Related.

(b) LR's affiliate, Shannon Partners, entered into a loan with Cole Taylor Bank in the amount of \$55,000,000 (the "Cole Taylor Loan"). The balance of the loan at December 31, 2009 was \$27,781,000. The loan matured on March 31, 2010. The Cole Taylor Loan was restructured whereby (i) the loan was paid down by \$5,000,000, (ii) the borrower executed a \$10,000,000 note with a three year maturity date and (iii) Related provided an interest-only guaranty. The loan restructuring closed at the end of August, 2010.

(c) LR entered into a loan with New Century Bank in the amount of \$2,000,000. The loan had a balance of \$1,097,000 at December 31, 2009 and matured on February 1, 2010. The parties extended the maturity date to February 1, 2012. This loan is not recourse to Related.

## 5. **Waltham**

In connection with the development of a retail project in Waltham, Massachusetts, PB and Landesbank Hessen-Thuringen Girozentrale ("Helaba") each made loans in the principal amount of \$35,000,000 to an affiliate of Related, WCD Property LLC, which loans in the aggregate amount of \$70,000,000 matured on June 23, 2009. In addition, affiliates of JER Real Estate Partners made mezzanine loans in the aggregate amount of \$50,000,000, which loans matured when the PB and Helaba loans matured. In December of 2008, Related's partner in WCD Property LLC, Polaroid Corporation, filed for bankruptcy and defaulted on substantial financial obligations to the venture. WCD Property LLC filed a claim against Polaroid Corporation in the bankruptcy court which remains outstanding. Separately, in late 2008 and early 2009, Related made various proposals to JER to restructure their participation in the venture in order to extend the PB and Helaba loans and continue the development. JER declined Related's proposals and in June of 2009 assumed control of the venture. PB and Helaba foreclosed on the property on October 9, 2009 with Related paying its full \$10,000,000 guaranty amount.

### **Question 19**

See Schedule GA-6(a) to 6(c)



a. List major customers:

Company Name	Address	Contact	Phone	Percent of Revenues
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N/A

b. List major suppliers:

Company Name	Address	Contact	Phone
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N/A

c. List unions (if applicable)

Company Name	Address	Contact	Phone	Contact Expiration
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N/A

d. List banks:

Company Name	Address	Contact	Phone	Type of Account
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HSBC	452 Fifth Avenue New York, NY 10018	Denise Donald	[REDACTED]	Checking
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19. List all buildings in New York City currently owned or leased by Applicant or its Affiliates. Please include the street address, Borough, tax block and lot and approximate gross square footage of land and building of each such building.

Address	Borough	Tax Block and Lot	Gross Square Footage Land/Building
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See Attachment, Schedules GA-6(a) through GA-6(d)

SCHEDULE GA-6(a)

Properties Leased by Affiliates of Applicant:

Bronx Terminal Market

Assignment of Ground Lease from NYC Economic Development Agency to BTM Development Partners, LLC

Dated: 9/14/2006

Borough of The Bronx, NY

Block 2356

Lot(s) p/o 2, 20

Block 2357

Lot(s) p/o 1, 86

Block 2359

Lot(s) p/o 2, 32, 60

Tribeca Park

Lease between Battery Park City Authority, as Landlord, and BPC Associates, L.P., as Tenant

Dated: as of December 18, 1997

Borough of Manhattan, New York County, NY

Block 16

Lot(s) 200 Sites 20a and 20c, Battery Park City

Tribeca Green

Lease between Battery Park City Authority d/b/a Hugh L. Carey Battery Park City Authority, as Landlord, and BPC Green, L.L.C., as Tenant

Dated: as of December 18, 2003

Borough of Manhattan, New York County, NY

Parcel 19B, Battery Park City

Block 16

Lot(s) 195 (p/o 3)

Roosevelt Island – Buildings 3-6 (Mixed use development)

Lease between Roosevelt Island Operating Corporation and various affiliates of The Related Companies, L.P., as Tenants

Riverwalk Place, LLC	Lease Dated: July 22, 2004	(Building 3)
Riverwalk Landing LLC	Lease Dated: January 25, 2006	(Building 4)
Riverwalk Court, LLC	Lease Dated: August 6, 2007	(Building 5)
Riverwalk 6, LLC	Lease Dated: August 6, 2007	(Building 6)

Borough of Manhattan, New York County, NY

Block	1373
Lot(s)	4-7

SCHEDULE GA-6(b)

Properties Purchased from NYC by Affiliates of Applicant:

The Sagamore

Sale from the City of New York acting through its Department of Housing Preservation and Development, as seller, to KBF Amsterdam Partners, L.P., as purchaser

Date of Transfer: December 24, 1996

Project Sold: April 28, 2011

Borough of Manhattan, County of New York, State of New York

Block 1220

Lots 1, 2, 3, 4, 64, p/o 61

Gateway Center, Brooklyn

Sale from the City of New York, as seller, to Gateway Center Properties, LLC, as purchaser

Date of Transfer: May 8, 2001

Borough of Brooklyn, Kings County, NY

Block 4452

Lot(s) p/o 460, p/o 500, 510, 540, 550, 560, p/o 570

Time Warner Center on Columbus Circle

Sale from Triborough Bridge and Tunnel Authority, as seller, to Columbus Centre, LLC, as purchaser

Date of Transfer: July 31, 2000

Borough of Manhattan, County of New York, State of New York

Block 1049

Lot 29

42<sup>nd</sup> and 10<sup>th</sup>

Sale from the City of New York, as seller, to TRM 42 Associates, L.L.C., as purchaser

Date of Transfer: November 17, 2004

Borough of Manhattan, County of New York, State of New York

Block 1051  
Lots 1, 49, 50, 51, 53, 57

The Hub

Sale from NYC Economic Development Corporation to Related Retail Hub, LLC

Dated: February, 2006

Borough of The Bronx, Bronx County, NY

Block 2363  
Lots 4, 16 and 24

Parc Place

RDO 225 Rector Place, LLC purchased the foreclosure bid from the first mortgagor, and upon foreclosure, acquired title to the property, subject to the Battery Park City Authority ground lease.

Date of Transfer: January 20, 2011

Borough of Manhattan, County of New York, State of New York

Block 16  
Lot 3201-3506

SCHEDULE GA-6(c)

Other than personal residences owned by principals, Related and its affiliates own/owned the following projects in NYC:

New York City Real Property

Project Name: Tribeca Tower, 105 Duane Street, New York, NY  
Project Description: 440 unit, 52 story luxury rental building located in Tribeca  
Block & Lot(s): 151 & 1  
Purchase Date: October 1997

Project Name: The Monterey, 175 East 96<sup>th</sup> Street, New York, NY  
Project Description: 522 unit, 29 story rental building located on the Upper East Side  
Block & Lot(s): 1624 & 33  
Purchase Date: October 1997

Project Name: Battery Point, 300 Rector Place, New York, NY  
Project Description: 154 unit, 9 story condominium project located in Battery Park City  
Block & Lot(s): NA  
Purchase Date: Project Sold

Project Name: The Soundings, 280 Rector Place, New York, NY  
Project Description: 122 unit, 9 story condominium project located in Battery Park City  
Block & Lot(s): NA  
Purchase Date: Project Sold

Project Name: Columbus Green, 101 West 87<sup>th</sup> Street, New York, NY  
Project Description: 95 unit, 10 story luxury rental building located on the Upper West Side  
Block & Lot(s): 1218 & 29  
Purchase Date: Project Sold in 2005

Project Name: The Sagamore, 189 West 89<sup>th</sup> Street, New York, NY  
Project Description: 265 unit, 18 story luxury rental building located on the Upper West Side  
Block & Lot(s): 1220 & 1  
Purchase Date: Project Sold in 2011. Related Management Company, L.P. remains as management agent.

Project Name: Carnegie Park, 200 East 94<sup>th</sup> Street, New York, NY  
Project Description: 460 unit, 30 story luxury rental building located on the Upper East Side  
Block & Lot(s): 1539 & 1; 1538 & 12, 10  
Purchase Date: October 31, 1997

Project Name: French Apartments, 330 West 30<sup>th</sup> Street, New York, NY  
Project Description: 175 unit rental building located on the West Side  
Block & Lot(s): 753 & 56  
Purchase Date: 1979

Project Name: The Gateways, 1450 Gateway Blvd., Far Rockaway, NY  
Project Description: 364 unit rental building located in Queens  
Block & Lot(s): 15543 & 46; 15562 & 1; 15563 & 40, 51, 56; 15574 & 28;  
15514 & 36  
Purchase Date: 1985

Project Name: Plaza Apartments, 212 Crown Street, Brooklyn, NY  
Project Description: 76 unit rental building located in Brooklyn  
Block & Lot(s): 1172 & 27, 28, 29, 34; 1296 & 8  
Purchase Date: 1981, Sold January 1, 2006

Project Name: Terrific Tenements, 425 West 48<sup>th</sup> Street, NY (Clinton)  
Project Description: 88 unit rental building located on the West Side  
Block & Lot(s): 1058 & 16  
Purchase Date: 2002

Project Name: Montauk Apartments, 186 120<sup>th</sup> Road, St. Albans, Queens, NY  
Project Description: 129 unit rental building located in Queens  
Block & Lot(s): 12457 & 2  
Purchase Date: Sold 2003

Project Name: Lewis Morris Apartments, 1749 Grand Concourse, Bronx, NY  
Project Description: 271 unit rental building located in the Bronx  
Block & Lot(s): 12458 & 5, 421  
Purchase Date: Sold 2001

Project Name: Tiffany Mews, 63 Tiffany Place, Brooklyn, NY  
Project Description: 70 unit rental building located in Brooklyn  
Block & Lot(s): 320 & 1101-1185  
Purchase Date: 2000

Project Name: North Park Apartments, 20 West 102<sup>nd</sup> Street, New York, NY  
Project Description: 123 unit rental building located on the Upper West Side  
Block & Lot(s): 1837 & 21  
Purchase Date: July 2003

Project Name: 33 East 17<sup>th</sup> Street, New York, NY  
Project Description: Seven-story mixed-use retail/office building near Park Avenue South  
Block & Lot(s): 846 & 30  
Purchase Date: June 7, 2001

Project Name: The Strathmore, 400 East 84<sup>th</sup> Street, New York, NY  
Project Description: 180 unit, 43 story luxury rental building located on the Upper East Side  
Block & Lot(s): 1563 & 4  
Purchase Date: November 3, 2003

Project Name: One Union Square South, New York, NY  
Project Description: 21 story mixed-use building with 240,000 square feet retail and 240 residential units located on Union Square  
Block & Lot(s): 565 & 21 29, 30, 32, 34, 35  
Purchase Date: December 1996

Project Name: The Ventura, 240 East 86<sup>th</sup> Street, New York, NY  
Project Description: 22 story mixed-use building with 40,000 square feet retail and 246 residential units located on the Upper East Side  
Block & Lot(s): 1531 & 28, 29, 30, 31, 32, 33, 34  
Purchase Date: Sold 3/2/2000. Related Management Company, L.P. remains as management agent.

Project Name: Tribeca Park, Battery Park City Site 20A/C, 400 Chambers Street, New York, NY  
Project Description: 396 unit, 28 story luxury rental building located in Battery Park City North  
Block & Lot(s): 16 & 200  
Purchase Date: December 18, 1997

Project Name: River Court, 1065 Gerard Avenue, Bronx, NY  
Project Description: 126 unit affordable housing development located in the Bronx  
Block & Lot(s): 2487 & 10  
Purchase Date: December 30, 1997

Project Name: Gerard Court, 1075 Gerard Avenue, Bronx, NY  
Project Description: 126 unit affordable housing development located in the Bronx  
Block & Lot(s): 2487 & 20  
Purchase Date: December 31, 2007

Project Name: 238 East 95<sup>th</sup> Street aka 1831 Second Avenue, New York, NY  
Project Description: 19 unit affordable housing development located on the Upper East Side  
Block & Lot(s): 1540 & 29  
Purchase Date: September 1998



Project Name: The Chatham, 181 East 65<sup>th</sup> Street, New York, NY  
Project Description: Mixed use building with 94 individually-owned luxury residential condominiums and approximately 25,000 square feet of retail space  
Block & Lot(s): 1400 & 33, 35, 36, 37, 139  
Purchase Date: November 1998

Project Name: The Lyric, 251 West 94<sup>th</sup> Street, New York, NY  
Project Description: 285 unit, 22 story luxury rental building located in the Upper West Side  
Block & Lot(s): 1242 & 10; 55, 9055  
Purchase Date: December 1998

Project Name: College Point Retail Center, 135-05 20<sup>th</sup> Avenue, College Point, NY  
Project Description: 330,000 square foot retail center which tenants include Target, BJ's, Circuit City and T.J. Maxx located in Queens.  
Block & Lot(s): 4143 & 1; 20, 25, 30, 40, 60  
Purchase Date: October 1997

Project Name: The Westminster, 180 West 20<sup>th</sup> Street, New York, NY  
Project Description: 254 unit, 15-story luxury rental building located in the Chelsea neighborhood  
Block & Lot(s): 795 & 1  
Purchase Date: October 31, 2000

Project Name: The Tate, 530 West 23<sup>rd</sup> Street, New York, NY  
Project Description: 313 unit, 2 tower (11 & 14 stories) luxury rental building located in the Chelsea neighborhood  
Block & Lot(s): 695 & 15  
Purchase Date: May 2001

Project Name: The Sierra, 130 West 15<sup>th</sup> Street, New York, NY  
Project Description: 213 unit, 2 tower (7 & 13 stories) luxury rental building located in the Chelsea neighborhood  
Block & Lot(s): 790 & 19  
Purchase Date: September 30, 1999

Project Name: The Westport, 500 West 56<sup>th</sup> Street, New York, NY  
Project Description: 371 unit, 24 story luxury rental building located in the Clinton neighborhood  
Block & Lot(s): 1084 & 25, 29, 36, 38, 39  
Purchase Date: June 20, 2001

Project Name: Gateway Center, 501 Gateway Drive, Brooklyn, NY  
Project Description: 640,000 square foot retail center located off the Belt Parkway  
Block & Lot(s): 4452 & 460, 470, 480, 490, 500, 510, 520, 530, 540, 550, 560, 570  
Purchase Date: May 2001

Project Name: Park Imperial, 230 West 56<sup>th</sup> Street/1745 Broadway, New York, NY  
Project Description: 70 story mixed use building containing 108 individually-owned luxury condominiums, 65,000 square feet class A office space occupied by Random House, Inc., 32,000 square feet commercial space occupied by 2 banks and a 100 car parking garage located in Midtown, Manhattan.  
Block & Lot(s): 1027, 1501-1610 & 12, 48 and 51  
Purchase Date: 1997

Project Name: Manhattan Plaza, 400 West 43<sup>rd</sup> Street, New York, NY  
Project Description: Mitchell Lama/Section 8 mixed use apartment facility containing 1,689 units located in the Clinton neighborhood  
Block & Lot(s): 1052 & 1  
Purchase Date: 2004

Project Name: Bradhurst Court, 300 West 145<sup>th</sup> Street, New York, NY  
Project Description: 8 story residential and commercial facility (including a parking garage) located in Harlem  
Block & Lot(s): 2044 & 23-40 and 137  
Purchase Date: June 2002

Project Name: Caledonia, 17<sup>th</sup> and 10<sup>th</sup>, 450 West 17<sup>th</sup> Street, NY, NY  
Project Description: Luxury Condominium located in the Chelsea section  
Block & Lot(s): 714 & 1  
Purchase Date: May 2004

Project Name: 1511 Third Avenue, New York, NY  
Project Description: Retail building on the Upper East Side  
Block & Lot(s): 1531 & 1  
Purchase Date: October 2002

Project Name: Time Warner Center (portions of), New York, NY  
Project Description: Mixed use (retail, residential, office, jazz complex, restaurants) condominium facility located on Columbus Circle, Manhattan  
Block & Lot(s): 1049 & 29  
Purchase Date: July 31, 2000

Project Name: 30<sup>th</sup> Street & 10<sup>th</sup> Avenue (Highline), New York, NY  
Project Description: Project in early pre-development phase (luxury rental building located in upper Chelsea)  
Block & Lot(s): 701 & 16, 30, 33, 36, 42, 45, 52, 55, 56, 58  
Purchase Date: April 2005

Project Name: 42<sup>nd</sup> Street & 10<sup>th</sup> Avenue, New York, NY  
Project Description: Project in development phase (mixed use facility located in Clinton)  
Block & Lot(s): 1051 & 1, 49, 50, 51, 53, 57  
Purchase Date: November 2004

Project Name: Hub Retail and Office Center (The Hub)  
Project Description: Office and retail facility located in The Bronx  
Block & Lot(s): 2363 & 4, 16, 24  
Purchase Date: February 16, 2006

Project Name: Ocean Park Apartments, 125 Beach 17 Street, Far Rockaway, NY  
Project Description: 602 unit, Section 236, affordable housing development  
Block & Lot(s): 15638 & 1  
Purchase Date: February 17, 2005

Project Name: Veneto Condominium, 53<sup>rd</sup> Street & 2<sup>nd</sup> Avenue, New York, NY  
Project Description: 137 Unit luxury condominium with retail space  
Block & Lot(s): 1326 & 28, 29 and 128  
Purchase Date: November 17, 2005

Project Name: Brompton, 86<sup>th</sup> Street & 3<sup>rd</sup> Avenue, New York, NY  
Project Description: 22 Story Luxury Condominium located on the Upper East Side  
Block & Lot(s): 714 & 1  
Purchase Date: October 10, 2005

Project Name: Harrison, 76<sup>th</sup> Street & Amsterdam Avenue, New York, NY  
Project Description: Luxury residential project under construction.  
Block & Lot(s): 1168 & 26, 30 and 33  
Purchase Date: January 3, 2007

Project Name: One Columbus Place, New York, NY  
Project Description: Located in Manhattan (49% Interest)  
Block & Lot(s): 1068 & 3 and 10  
Purchase Date: May 31, 2007

Project Name: 85 Tenth Avenue, New York, NY  
Project Description: Office and retail space located in Chelsea section  
Block & Lot(s): 687 & 29  
Purchase Date: May 11, 2007

Project Name: Superior Ink, 469 West St./400 West 12<sup>th</sup> St., New York, NY  
Project Description: Luxury residential project located in the West Village  
Block & Lot(s): 640 & 1  
Purchase Date: September 19, 2006

Project Name: Shubert, 46<sup>th</sup> and 8<sup>th</sup>, New York, NY  
Project Description: Pre-development  
Block & Lot(s): 1017 & 4  
Purchase Date: March 3, 2008

Project Name: The Caroline Apartments, 210 Sherman Avenue, New York, NY  
Project Description: 126 unit, Section 8, affordable rental  
Block & Lot(s): 2226 & 24 and 29  
Purchase Date: July 3, 2008

Project Name: 635 Zerega Avenue, Bronx, NY  
Project Description: Retail space leased to FedEx Ground Package System, Inc.  
Block & Lot(s): 3576 & 50  
Purchase Date: July 15, 2008

Project Name: New Horizons Apartments, 200-202 West 111<sup>th</sup> Street, a/k/a 1810-1822 Adam Clayton Powell, Jr. Boulevard, New York, NY  
Project Description: 48 unit affordable rental  
Block & Lot(s): 1826 & 36  
Purchase Date: June 29, 2010

Project Name: Parc Place, 225 Rector Place, New York, NY  
Project Description: Mixed use building with 233 condominium units including retail space located in Battery Park City.  
Block & Lot(s): 16 & 3201-3506  
Purchase Date: January 20, 2011

Project Name: 511-541 West 25<sup>th</sup> Street, New York, NY  
Project Description: Commercial building with office space and gallery space.  
Block & Lot(s): 1697 & 13, 23  
Purchase Date: February 8, 2012

Project Name: Hudson Yards, 501-551 West 30<sup>th</sup> Street, New York, NY  
Project Description: Project in development stage - 26-Acre, 13 Million Square Foot Mixed-Use Development  
Block & Lot(s): 702 & 1  
Purchase Date: N/A – There is currently an agreement to enter into a lease.

Project Name: Gateway Center Phase II, Gateway Drive, Brooklyn, NY  
Project Description: Proposed 620,000 square foot retail center to be constructed off the Belt Parkway  
Block(s) & Lot(s): 4444 & Part of 1; 4445 & 1; 4446 & 1; 4447 & 1; 4448 & 1; 4449 & Part of 1; 4452 & Part of 170; 4586 and Part of 1  
Purchase Date: LDA June 5, 2011.

SCHEDULE GA-6(d)

- (1) **Project Name:** 1429 Second Avenue Associates, LLC, 74th & 2nd Avenue, Manhattan  
**Share:** 50.761%  
**Project Description:** Three condo units with retails tenants Ricky's, Equinox and Liberty Travel.  
**Block & Lot(s):** 1429 & 1101, 1102, 1103  
**Purchase Date:** Feb-10
- (2) **Project Name:** 1122 Third Avenue Associates, LLC  
**Share:** 25.000%  
**Project Description:** Rental building, Retail with True Religion jeans store as tenant, residential above  
**Block & Lot(s):** 1400-38  
**Purchase Date:** Aug-98
- (3) **Project Name:** 123 Third Avenue (and 111 Third Avenue)  
**Share:** 50.000%  
**Project Description:** Retail condo unit (one Unit in each of two buildings that are combined into one retail space) - Capital One Bank is tenant  
**Block & Lot(s):** 469-1401, 1103  
**Purchase Date:** Jun-11
- (4) **Project Name:** 300 E. 79th Street  
**Share:** 50.000%  
**Project Description:** Retail condo unit - Capital One Bank is tenant  
**Block & Lot(s):** 1453-1001  
**Purchase Date:** Oct-11

## Certification

I, the undersigned officer/member/partner of Applicant, on behalf of Applicant, hereby request, represent, certify, understand, acknowledge and agree as follows:

I request that this Application, together with all materials and data submitted in support of this Application (collectively, these "Application Materials"), be submitted for review to the Issuers' Boards, in order to obtain from the Boards an expression of intent to provide the benefits requested herein for the Project. I understand that this expression of intent will take the form of an inducement resolution to be adopted by the appropriate Boards.

I represent that I have the authority to sign these Application Materials on behalf of, and to bind, Applicant.

I certify to the best of my knowledge and belief, after due investigation, the information contained in these Application Materials is accurate, true and correct and does not contain a misstatement of a material fact or omit to state a material fact necessary to make the statements contained herein not misleading. I understand that an intentional misstatement of fact, or, whether intentional or not, a material misstatement of fact, or the providing of materially misleading information, or the omission of a material fact, may cause the Issuers' Boards to reject the request made in the Application Materials. I understand that the Issuer will rely on the information contained within these Application Materials in producing and publishing a public notice and convening a public hearing. If any information in these Application Materials is found to be incorrect, the Applicant may have to provide new information and a new public notice and public hearing may be required. If a new public notice and public hearing is required, they will be at the Applicant's expense.

I understand the following: that Applicant and Principals will be subject to a background check and actual or proposed subtenants may be subject to a background check; that the Issuers may be required under SEQR to make a determination as to the Project's environmental impact and that in the event the Issuers determine that the Project will have an environmental impact, Applicant will be required to prepare, at its own expense, an environmental impact statement; that the decision of the Board to approve or to reject the request made in the Application Materials is a discretionary decision; that no Bonds may be issued (if Bonds are being requested) unless such Bonds are approved by the Mayor; that under the New York State Freedom of Information Law ("FOIL"), the NYCIDA/ NYCCRC/Build NYC may be required to disclose the Application Materials and the information contained therein (see Disclosure Policy and Procedure); and that Applicant shall be entirely responsible and liable for the fees referred to in these Application Materials, including (in the case of Bonds) but not limited to payment of the New York State bond issuance fees (if applicable to the Bonds in question) based upon the aggregate principal amount of the Bonds.

I further understand and agree as follows:

That in the event the Application Materials are not submitted to the Issuers' Boards for any reason including negative results obtained through the background check, that submission of this application provides consent to NYCIDA, NYCCRC, Build NYC, and NYCEDC to verify and investigate information provided, particularly business relationships with customers, suppliers, unions, banks and licensing authorities; and/or, with respect to Application Materials that are submitted to the Issuers' Boards, in the event the NYCIDA, NYCCRC or Build NYC Board rejects same, then, under either of said circumstances, Applicant shall have no recourse against the NYCIDA, NYCCRC, Build NYC or any other public or governmental entity or public benefit corporation (including NYCEDC), or any directors, officers, employees or agents of the foregoing (collectively, the "Public Participants"), for the Application Fee, or for other expenses incurred by Applicant or other parties on behalf thereof, or for damages or specific performance; and that the Application Fee is under all circumstances (including but not limited to the ones just described and the ones described in the next succeeding paragraph) non-refundable; and

That if the Issuers' Boards adopt an inducement resolution with respect to the request made in the Application Materials, such adoption shall not be deemed a guaranty that the Boards will adopt an authorizing resolution; or that the Issuers will then provide the induced benefits; and

That, with respect to the request made in the Application Materials, if the Board adopts an inducement resolution, such action shall not be a guaranty that the Board will adopt an authorizing resolution; or if the Board adopts an authorizing resolution or a combined inducement-authorizing resolution, such action shall not be a guaranty that a Closing will occur or that the NYCIDA/NYCCRC/Build NYC will provide to the Applicant the benefits that the Applicant has requested in its Application Materials or any benefits induced or authorized by the Board; and

That in the event the Issuers disclose the Application Materials in response to a request made pursuant to FOIL, Applicant hereby authorizes the Issuers to make such disclosure and hereby releases the Issuers from any claim or action that Applicant may have or might bring against the Issuers, their directors, officers, agents, employees and attorneys, by reason of such disclosure; and that Applicant agrees to defend, indemnify and hold the NYCIDA, NYCCRC, Build NYC and, if applicable, the NYCEDC and their respective directors, officers, agents, employees and attorneys harmless (including without limitation for the cost of reasonable attorneys fees) against claims arising out of such disclosure as such claims may be made by any party including the Applicant, Affiliate, Owner or Principal, or by the officers, directors, employees and agents thereof.

I acknowledge and agree that the Issuers reserve the right in their sole and absolute discretion to request additional information, waive any requirements set forth herein, and/or amend the form of this Application, to the full extent permitted by applicable law.

Requested, Represented, Certified, Acknowledged, Understood and Agreed by Applicant,

This 22<sup>nd</sup> day of May, 2012 .

Name of

Applicant: ERY Tenant LLC

Printed Name of

By: Signer: L. Jay Cross

Title of Signer: President

Signature: 

1. Will any portion of the Project consist of facilities or property that are or will be primarily used in making retail sales of goods to customers who personally visit the Project? Yes
2. If the answer to question 1 is "Yes," will Applicant or any other project occupant be registered vendor under Article 28 of the Tax Law of the State of New York (the "Tax Law") primarily engaged in the "retail sale of tangible personal property" (as defined in Section 1101(b)(4)(i) of the Tax Law)? Yes
3. Will any portion of the Project consist of facilities or property that are or will be primarily used in making retail sales of services to customers who personally visit the Project?  
Yes  No
4. If the answer to question 1 or 3 is "Yes," what percentage of the cost of the Project will be expended on such facilities or property primarily used in making retail sales of goods or services to customers who personally visit the Project?  
2 percent
5. If the answer to question 1 or 3 is "Yes," and the answer to question 4 is more than 33.33 percent, indicate whether any of the following apply to the Project:
  - a. Will a not-for-profit corporation operate the Project?  
Yes  No
  - b. Is the Project likely to attract a significant number of visitors from outside New York City?  
Yes  No
  - c. Would Applicant, but for the contemplated financial assistance from NYCIDA, locate the related jobs outside the State of New York?  
Yes  No
  - d. Is the predominant purpose of the Project to make available goods or services that would not, but for the Project, be reasonably accessible to New York City residents because of a lack of reasonably accessible retail trade facilities offering such goods or services?  
Yes  No
  - e. Will the Project be located in one of the following: (a) an area designated as an economic development zone pursuant to Article 18-B of the General Municipal Law; or (b) a census tract or block numbering area (or census tract or block numbering are contiguous thereto) that, according to the most recent census data, has (i) a poverty rate of at least 20 percent for the year to which the date relates, or at least 20 percent of its households receiving public assistance, and (ii) an unemployment rate of at least 1.25 times the statewide unemployment rate for the year to which the data relates?  
Yes  No
6. If the answers to any of subdivisions (c) through (e) of question 5 are "Yes," will the Project preserve permanent, private sector jobs or increase the overall number of permanent, private sector jobs in the State of New York?

If "Yes", please furnish details in a separate attachment.

7. If the answers to any of subdivisions (a) through (e) of question 5 are "Yes," please furnish details in a separate attachment.

THE UNDERSIGNED HEREBY CERTIFIES that the answers and information provided above, and in any statement attached hereto, are true and correct.

Name of Applicant: ERY Tenant LLC

By (Signature): 

Printed Name of Signer: L. Jay Cross

Title of Signer: President

Date: March 26, 2012



## Anti-Raiding Questionnaire

1. Will the completion of the Project result in the removal of a plant or facility of Applicant, or of a proposed occupant of the Project, from an area in New York State (but outside of New York City) to an area within New York City?

Yes No

If "Yes," please provide the following information:

Address of the to-be-removed plant or facility:

Names of all current occupants of the to-be-removed plant or facility:

2. Will the completion of the Project result in the abandonment of one or more plants or facilities of Applicant, or of any proposed occupant of the Project, located in an area of New York State other than New York City?

Yes No

If "Yes," please provide the following information:

Addresses of the to-be-abandoned plant(s) or facility(ies):

Names of all current occupants of the to-be-abandoned plants or facilities:

3. Will the completion of the Project in any way cause the removal and/or abandonment of plants and facilities anywhere in New York State (but outside of New York City)?

Yes No

If "Yes," please provide all information relevant to such future removal and/or abandonment:

If the answer to either question 1, 2 or 3, is "Yes," please continue and answer questions 4 and 5.

4. Is the Project reasonably necessary to preserve the competitive position of Applicant, or of any proposed occupants of the Project, in its industry?

Yes No

5. Is the Project reasonably necessary to discourage Applicant, or any proposed occupant of the Project, from removing such plant or facility to a location outside New York State?

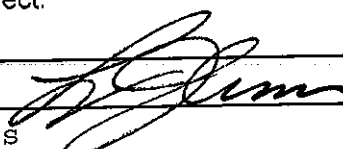
Yes No

If the answer to question 4 and/or question 5 is "Yes," please provide on a separate sheet of paper a detailed statement explaining the same.

THE UNDERSIGNED HEREBY CERTIFIES that the answers and information provided above, and in any statement attached hereto, are true and correct.

Name of Applicant: ERY Tenant LLC

By (Signature):



Printed Name of Signer: L. Jay Cross

Title of Signer: President

Date: March 26, 2012

## Employment Questionnaire

The New York City Industrial Development Agency requires all Applicants to fill out this Employment Questionnaire (the "Questionnaire"). As used in this Questionnaire, "Company" means Applicant; "Project Location" means the project location which Applicant has identified in its Application; and "Tenant" means any person or entity to whom or to which Applicant intends to lease part or all of the Project Location. If Applicant is a real estate holding company that is an affiliate of an operating company and Applicant intends to lease the Project Location to such operating company, then Applicant and the operating company must fill out separate copies of this Questionnaire.

Applicant Name: ERY Tenant LLC

Address: 60 Columbus Circle, New York, NY 10023

Phone Number(s): [REDACTED]

Contract Person: L. Jay Cross

Title of Contact Person: President

Affiliation of SPE to Applicant: N/A

Owners of SPE and each respective ownership share:

SPE EIN Number:

1. Do you expect to conduct business at other location in New York State?

Yes No X

2. Expected construction completion date (where applicable): July 2015

3. Department of Labor Registration Number of Tenant(s):

**Do not include any subcontractors or subconsultants; include only employees and owners/principals on your payroll and on the payroll of Tenant(s).**

4. How many employees does Applicant employ in New York City at the time of Applicant submission?

Full-time: 0 Part-time: 0 (on average, Part-time workers work \_\_\_ hours per week)

5. How many employees referred to in question 4 reside in New York City at the time of Applicant submission?

Full-time: 0 Part-time: 0

6. How many employees does Applicant employ outside of New York City but in New York State at the time of Application submission?

Full-time: 0 Part-time: 0 (on average, Part-time workers work \_\_\_ hours per week)

7. How many employees does Applicant currently employ at the Project location (annual average)?

Full-time: 0 Part-time: 0

8. Project employment at Project Location for the Company on June 30:

1 <sup>st</sup> Year	2 <sup>nd</sup> Year	3 <sup>rd</sup> Year	4 <sup>th</sup> Year	5 <sup>th</sup> Year	6 <sup>th</sup> Year	7 <sup>th</sup> Year
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Full-time: N/A

Part-time: N/A

9. Projected average quarterly wage/salary of employees at Project Location for the Company during first year of operation: \$\_\_\_/employee. N/A

10. Describe the occupational composition of the workforce of the Company at the Project Location. Note differences between this composition and what is typical at other NYC locations. N/A

11. Does Applicant intend to employ new employees at the Project Location, and/or will Applicant transfer current employees from premises currently being used? Please provide details. N/A

12. Projected employment at Project Location for your Tenant(s) on an annual basis:

1 <sup>st</sup> Year	2 <sup>nd</sup> Year	3 <sup>rd</sup> Year	4 <sup>th</sup> Year	5 <sup>th</sup> Year	6 <sup>th</sup> Year	7 <sup>th</sup> Year
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Full-time: N/A

Part-time: N/A

13. Projected average quarterly wage/salary of employees at Project Location for the Tenant(s) during first year of operation: \$\_\_\_/employee. N/A

I authorize any private or governmental entity, including but not limited to the New York State Department of Labor ("DOL"), to release to NYCIDA and/or to NYCEDC and/or to the successors and assigns of either (collectively, the "Information Recipients"), any and all employment information under DOL's control that is pertinent to the Company and the Company's employees. In addition, upon the Agency's request, the Company shall provide to the Agency any employment information in the Company's possession that is pertinent to the Company and the Company's employees. Information released or provided to Information Recipients by DOL, or by any other governmental entity, or by any private entity, or by the Company itself, or any information previously released as provided by all or any of the foregoing parties (collectively, "Employment Information") may be disclosed by the Information Recipients in connection with the administration of the programs of the Agency, and/or NYCEDC, and/or the successors and assigns of either, and/or the City of New York, and/or as may be necessary to comply with law; and without limiting the foregoing, the Employment Information may be included in (1) reports prepared by the Information Recipients pursuant to New York City Local Law 48 of 2005, (2) other reports required of the Agency, and (3) any other reports required by law. This authorization shall remain in effect throughout the term of this Lease.

Name of Applicant: ERY Tenant LLC

By (Signature): \_\_\_\_\_

Printed Name of Signer: L. Jay Cross

Title of Signer: President

Date: March 26, 2012

### Employment Questionnaire Addendum

The building is projected to generate approximately 3,750 direct construction jobs on a full-time-equivalent basis. At full occupancy, it is estimated that approximately 8,000 people will be employed at the building in office, retail and building services.

## Employment Questionnaire Addendum

Attach to this Questionnaire your most recent four quarters of the NYS-45 "Quarterly Combined Withholding, Wage Reporting and Unemployment Insurance Return." Attach additional pages if necessary.

The Applicant and its Affiliates hereinafter will be referred to as the "Companies" or individually as a "Company." If any of the following questions applies to none of these Companies, answer "NONE"; but, for any question that does apply, be sure to specify to which of the Companies the answer on a separate sheet of paper and attach that paper to this Questionnaire.

1. List all of the labor union contracts and collective bargaining arrangements to which any of the Companies is currently a party:

See Schedule EQA-1.

2. Have any of the Companies during the current calendar year and the five calendar years preceding the current calendar year experienced labor unrest situations, including pending or threatened labor strikes, hand billing, consumer boycotts, mass demonstrations or other similar incidents?

Yes    No     If Yes, please explain:

3. Have any of the Companies received any federal and/or state unfair labor practices complaints asserted during the current calendar year and the three calendar years preceding the current calendar year?

Yes    No     If Yes, please describe and explain current status of complaints:

4. Do any of the Companies have pending or threatened requests for arbitration, grievance proceedings, labor disputes, strikes or disturbances during the current calendar year and the three calendar years preceding the current calendar year?

Yes  No    If Yes, please explain:

See Schedule EQA-2.

5. Are all employees of the Companies permitted to work in the United States?

SCHEDULE EQA-1

Please see listing below of all the union affiliations currently in place with RMC.

**New York Based**

Local 32BJ – Service Employees – Apartment Building Agreement

Local 32BJ – Resident Managers and Superintendents Agreement

Local 32BJ- Service Employees- Building and Realty Institute of Westchester & The Mid-Hudson Region

Local 32BJ- Commercial Office Building Agreement

Local 3 – International Brotherhood of Electrical Workers

Local 808 – International Brotherhood of Teamsters

Local 94 – International Union of Operating Engineers

**Chicago area, Illinois**

Local 1 – Service Employees International Union

**San Jose, CA**

Local 1877 – Service Employees International

Yes  No

If No, please provide details on an attached sheet.

What steps do the Companies take as a matter or course to ascertain their employees' employment status?

See Schedule EQA-3.

Do the Companies complete and retain all required documentation related to this inquiry, such as Employment Eligibility Verification (I-9) forms?

See Schedule EQA-3.

6. Has the United States Department of Labor, the New York State Department of Labor, the New York City Office of the Comptroller or any other local, state or federal department, agency or commission having regulatory or oversight responsibility with respect to workers and/or their wages, inspected the premises of any Company or audited the payroll records of any Company during the current calendar year or during the three calendar years preceding the current one?

Yes  No

If the answer to this question is "Yes," briefly described the nature of the inspection, the inspecting governmental entity and when the inspection occurred. Briefly describe the outcome of the inspection, including any reports that may have been issued and any fines or remedial or other requirements imposed upon the Company or Companies as a consequence:

See Schedule EQA-4.

7. Has any Company incurred, or potentially incurred, any liability (including withdrawal liability) with respect to an employee benefit plan, including a pension plan?

Yes  No

If the answer to this question is "Yes," quantify the liability and briefly describe its nature and refer to any governmental entities that have had regulatory contact with the Company in connection with the liability:

See Schedule EQA-5.

8. Are the practices of any Company now, or have they been at any time during the three calendar years preceding the current calendar year, the subject of any complaints, claims, proceedings or litigation arising from alleged discrimination in the hiring, firing, promoting, compensating or general treatment of employees?



SCHEDULE EQA-3

Related Management Company, L.P. ("RMC")  
Related Partners, Inc. ("Related Partners")

All employees of RMC and Related Partners are authorized/permitted to work in the U.S. I-9 forms are completed with appropriate documentation to assure only those authorized to work in the U.S. are hired and/or retained. Documentation is appropriately stored and follow-up is tracked to assure updated documentation is obtained for those who have time-sensitive authorization.

SCHEDULE EQA-4

RMC:

The IRS audited RMC's payroll records in 2010 and required a modest change in the designation of eligible employees for the company's 401k program. Long-term temporary employees are now permitted to participate. Note that on previous audits, this was not a finding and may be a new interpretation of the IRS.

Related Partners:

The Department of Labor ("DOL") audited the AP records and GL of an affiliate, Related Sales, and found that we classified contract labor as such and DOL disagreed. We paid the back UI premium and the audit was closed. This was for the years 2008, 2009 and 2010.

## SCHEDULE EQA-5

An IRS audit of our 401k Plan (Related Partners, Inc. Retirement Savings Plan) showed that we did not offer the opportunity to participate to RMC temporary employees. While we felt we were following correct policy as to who was eligible to participate, the IRS did not agree. We are almost concluded with the correction process and providing missed contributions and missed match and earnings to these employees for years 2004-2010.

Yes  No

If the answer to this is "Yes," provide details. When answering this question, please consider "discrimination" to include sexual harassment.

See Schedule EQA-6.

THE UNDERSIGNED HEREBY CERTIFIES that the answers and information provided above, and in any statement attached hereto, are true and correct.

Name of Applicant: ERY Tenant LLC

By (Signature): 

Printed Name of Signer: L. Jay Cross

Title of Signer: President

Date: March 26, 2012

## SCHEDULE EQA-6

Yes, the Company and its affiliates have had a variety of employment discrimination complaints filed over the past three calendar years. Discrimination was alleged based on race, color, national origin, and/or disability. One case claimed sexual harassment, which was dismissed by the EEOC, but has been pursued by the Complainant in litigation. Another case that alleges disparate treatment and sexual harassment was not decided by the EEOC, but the Complainant has proceeded to litigation in federal court. There were no findings of probable cause, and most of the complaints were dismissed by the state/federal agencies with whom they were filed for no probable cause. Some proceeded to litigation despite the administrative dismissals. Several were settled for minimal amounts, after mediation or independently. No cases have proceeded to trial, and we are confident that the remaining open cases are baseless and will be resolved without major financial impact.

# OSC-ABO Employment Requirements

For purposes of the following questions, "Applicant" shall mean Applicant and/or affiliates of applicant.

The following form will be used as part of the Agency's compliance with the Public Authorities Accountability Act. The requested information is a one time collection and is meant to capture projected wage information for existing and new growth employees at the NYCIDA project location.

**Please complete one of these forms for each Project Location.** If more than one Project Location exists, please make the requisite number of copies of this section and fill it out one for each site. For all Programs, except Commercial Growth, a Project Site is defined as a facility (perhaps encompassing more than one address and/or block and lot) with either a distinct employment base (as evidenced in the Applicant's reporting to the Department of Labor) or with a separate and distinguishable source of funding for the acquisition, renovation or construction of the facility. For the Commercial Growth Program, a Project Site is the location(s) where benefits are being requested.

IDA Project Location (note: This section should match information provided on p.4 of the core application.)	
How many sites comprise the Project?	1
This is a description of Site#	1 of 1
Borough:	Manhattan
Block(s):	702 (subject to change)
Lot(s):	1 (subject to change)
Street address and zip code:	501-551 West 30th Street, New York, NY 10001 (Future address subject to change)
Intended use(s) of site (e.g., office, retail, etc.):	Office and Retail

**A. Commencement of Operations at Project Location**

What is the projected date in which the facility at the above project location will become operational? (If the applicant currently owns the project facility and renovation/construction will not effect current operations enter anticipated closing date.) 07-2015

**B. Employment at the Project Location Answer either 1 or 2, not both**

1. If the Applicant currently owns the project facility answer the following:

Number of employees the Applicant currently employs at the project location.	
Average wage of these current Employees	
Number of additional, new growth, employees the Applicant projects will be employed at the project location by the date given in section A.	
Projected annual average wage of these new growth employees	

2. If the Applicant intends to acquire the project facility answer the following:

Number of employees the applicant plans to move to the project location from other locations.	0
Annual average wage of these current employees	N/A
Number of additional, new growth, employees the Applicant projects will be employed at the project location by the date given in section A.	0
Projected annual average wage of these new growth employees	N/A

I certify to the best of my knowledge and belief based upon my investigation, that all of the information provided in this form is accurate, true and correct. I understand that an intentional misstatement of fact, a material misstatement of fact (whether intentional or not), the providing of materially misleading information, or the omission of a material fact, may cause the Agency to reject the request made.

This 26 day of Mar, 2012

Name of Applicant: ERY Tenant LLC

By: Printed Name of Signer: L. Jay Cross

Title of Signer: President

Signature: 

# PART 1--PROJECT INFORMATION

## Prepared by Project Sponsor

NOTICE: This document is designed to assist in determining whether the action proposed may have a significant effect on the environment. Please complete the entire form, Parts A through E. Answers to these questions will be considered as part of the application for approval and may be subject to further verification and public review. Provide any additional information you believe will be needed to complete Parts 2 and 3.

It is expected that completion of the full EAF will be dependent on information currently available and will not involve new studies, research or investigation. If information requiring such additional work is unavailable, so indicate and specify each instance.

Name of Action

Location of Action (include Street Address, Municipality and County)

Name of Applicant/Sponsor

Address

City / PO  State  Zip Code

Business Telephone

Name of Owner (if different)

Address

City / PO  State  Zip Code

Business Telephone

Description of Action:

**Please Complete Each Question--Indicate N.A. if not applicable**

**A. SITE DESCRIPTION**

Physical setting of overall project, both developed and undeveloped areas.

1. Present Land Use:  Urban     Industrial     Commercial     Residential (suburban)     Rural (non-farm)  
 Forest     Agriculture     Other 


2. Total acreage of project area:  acres.

APPROXIMATE ACREAGE	PRESENTLY	AFTER COMPLETION
Meadow or Brushland (Non-agricultural)	<input type="text"/> acres	<input type="text"/> acres
Forested	<input type="text"/> acres	<input type="text"/> acres
Agricultural (Includes orchards, cropland, pasture, etc.)	<input type="text"/> acres	<input type="text"/> acres
Wetland (Freshwater or tidal as per Articles 24,25 of ECL)	<input type="text"/> acres	<input type="text"/> acres
Water Surface Area	<input type="text"/> acres	<input type="text"/> acres
Unvegetated (Rock, earth or fill)	<input type="text"/> acres	<input type="text"/> acres
Roads, buildings and other paved surfaces	<input type="text"/> acres	<input type="text"/> acres
Other (Indicate type) <input style="width: 300px;" type="text"/>	<input type="text"/> acres	<input type="text"/> acres

3. What is predominant soil type(s) on project site?

a. Soil drainage:  Well drained  % of site     Moderately well drained  % of site.  
 Poorly drained  % of site

b. If any agricultural land is involved, how many acres of soil are classified within soil group 1 through 4 of the NYS Land Classification System?  acres (see 1 NYCRR 370).

4. Are there bedrock outcroppings on project site?  Yes     No

a. What is depth to bedrock  (in feet)

5. Approximate percentage of proposed project site with slopes:  
 0-10%  %     10- 15%  %     15% or greater  %

6. Is project substantially contiguous to, or contain a building, site, or district, listed on the State or National Registers of Historic Places?  Yes     No

7. Is project substantially contiguous to a site listed on the Register of National Natural Landmarks?  Yes     No

8. What is the depth of the water table?  (in feet)

9. Is site located over a primary, principal, or sole source aquifer?  Yes     No

10. Do hunting, fishing or shell fishing opportunities presently exist in the project area?  Yes     No



11. Does project site contain any species of plant or animal life that is identified as threatened or endangered?  Yes  No

According to:

Identify each species:

12. Are there any unique or unusual land forms on the project site? (i.e., cliffs, dunes, other geological formations?)

Yes  No

Describe:

13. Is the project site presently used by the community or neighborhood as an open space or recreation area?

Yes  No

If yes, explain:

14. Does the present site include scenic views known to be important to the community?  Yes  No

15. Streams within or contiguous to project area:

a. Name of Stream and name of River to which it is tributary

16. Lakes, ponds, wetland areas within or contiguous to project area:

b. Size (in acres):

17. Is the site served by existing public utilities?  Yes  No
- a. If **YES**, does sufficient capacity exist to allow connection?  Yes  No
- b. If **YES**, will improvements be necessary to allow connection?  Yes  No
18. Is the site located in an agricultural district certified pursuant to Agriculture and Markets Law, Article 25-AA, Section 303 and 304?  Yes  No
19. Is the site located in or substantially contiguous to a Critical Environmental Area designated pursuant to Article 8 of the ECL, and 6 NYCRR 617?  Yes  No
20. Has the site ever been used for the disposal of solid or hazardous wastes?  Yes  No

**B. Project Description**

1. Physical dimensions and scale of project (fill in dimensions as appropriate).
- a. Total contiguous acreage owned or controlled by project sponsor:  acres.
- b. Project acreage to be developed:  acres initially;  acres ultimately.
- c. Project acreage to remain undeveloped:  acres.
- d. Length of project, in miles:  (if appropriate)
- e. If the project is an expansion, indicate percent of expansion proposed.  %
- f. Number of off-street parking spaces existing ; proposed
- g. Maximum vehicular trips generated per hour:  (upon completion of project)?
- h. If residential: Number and type of housing units:
- |            | One Family           | Two Family           | Multiple Family      | Condominium          |
|------------|----------------------|----------------------|----------------------|----------------------|
| Initially  | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |
| Ultimately | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> |
- i. Dimensions (in feet) of largest proposed structure:  height;  width;  length.
- j. Linear feet of frontage along a public thoroughfare project will occupy is?  ft.
2. How much natural material (i.e. rock, earth, etc.) will be removed from the site?  tons/cubic yards.
3. Will disturbed areas be reclaimed  Yes  No  N/A
- a. If yes, for what intended purpose is the site being reclaimed?
- 
- b. Will topsoil be stockpiled for reclamation?  Yes  No
- c. Will upper subsoil be stockpiled for reclamation?  Yes  No
4. How many acres of vegetation (trees, shrubs, ground covers) will be removed from site?  acres.

5. Will any mature forest (over 100 years old) or other locally-important vegetation be removed by this project?

Yes  No

6. If single phase project: Anticipated period of construction:  months, (including demolition)

7. If multi-phased:

a. Total number of phases anticipated  (number)

b. Anticipated date of commencement phase 1:  month  year, (including demolition)

c. Approximate completion date of final phase:  month  year.

d. Is phase 1 functionally dependent on subsequent phases?  Yes  No

8. Will blasting occur during construction?  Yes  No

9. Number of jobs generated: during construction ; after project is complete

10. Number of jobs eliminated by this project .

11. Will project require relocation of any projects or facilities?  Yes  No

If yes, explain:

12. Is surface liquid waste disposal involved?  Yes  No

a. If yes, indicate type of waste (sewage, industrial, etc) and amount

b. Name of water body into which effluent will be discharged

13. Is subsurface liquid waste disposal involved?  Yes  No Type

14. Will surface area of an existing water body increase or decrease by proposal?  Yes  No

If yes, explain:

15. Is project or any portion of project located in a 100 year flood plain?  Yes  No

16. Will the project generate solid waste?  Yes  No

a. If yes, what is the amount per month?  tons

b. If yes, will an existing solid waste facility be used?  Yes  No

c. If yes, give name ; location

d. Will any wastes not go into a sewage disposal system or into a sanitary landfill?  Yes  No

e. If yes, explain:

17. Will the project involve the disposal of solid waste?  Yes  No

a. If yes, what is the anticipated rate of disposal?  tons/month.

b. If yes, what is the anticipated site life?  years.

18. Will project use herbicides or pesticides?  Yes  No

19. Will project routinely produce odors (more than one hour per day)?  Yes  No

20. Will project produce operating noise exceeding the local ambient noise levels?  Yes  No

21. Will project result in an increase in energy use?  Yes  No

If yes, indicate type(s)

22. If water supply is from wells, indicate pumping capacity  gallons/minute.

23. Total anticipated water usage per day  gallons/day.

24. Does project involve Local, State or Federal funding?  Yes  No

If yes, explain:

**25. Approvals Required:**

			Type	Submittal Date
City, Town, Village Board	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="text"/>	<input type="text"/>
			<input type="text"/>	<input type="text"/>
			<input type="text"/>	<input type="text"/>
City, Town, Village Planning Board	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="text"/>	<input type="text"/>
			<input type="text"/>	<input type="text"/>
			<input type="text"/>	<input type="text"/>
City, Town Zoning Board	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="text"/>	<input type="text"/>
			<input type="text"/>	<input type="text"/>
			<input type="text"/>	<input type="text"/>
City, County Health Department	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="text"/>	<input type="text"/>
			<input type="text"/>	<input type="text"/>
			<input type="text"/>	<input type="text"/>
Other Local Agencies	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="text"/>	<input type="text"/>
			<input type="text"/>	<input type="text"/>
			<input type="text"/>	<input type="text"/>
Other Regional Agencies	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="text"/>	<input type="text"/>
			<input type="text"/>	<input type="text"/>
			<input type="text"/>	<input type="text"/>
State Agencies	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="text"/>	<input type="text"/>
			<input type="text"/>	<input type="text"/>
			<input type="text"/>	<input type="text"/>
Federal Agencies	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="text"/>	<input type="text"/>
			<input type="text"/>	<input type="text"/>
			<input type="text"/>	<input type="text"/>

**C. Zoning and Planning Information**

1. Does proposed action involve a planning or zoning decision?  Yes  No

If Yes, indicate decision required:

- |   |   |  |                                      |
|---|---|--|--------------------------------------|
| <input type="checkbox"/> Zoning amendment | <input type="checkbox"/> Zoning variance    | <input type="checkbox"/> New/revision of master plan | <input type="checkbox"/> Subdivision |
| <input type="checkbox"/> Site plan        | <input type="checkbox"/> Special use permit | <input type="checkbox"/> Resource management plan    | <input type="checkbox"/> Other       |

2. What is the zoning classification(s) of the site?

3. What is the maximum potential development of the site if developed as permitted by the present zoning?

4. What is the proposed zoning of the site?

5. What is the maximum potential development of the site if developed as permitted by the proposed zoning?

6. Is the proposed action consistent with the recommended uses in adopted local land use plans?  Yes  No

7. What are the predominant land use(s) and zoning classifications within a ¼ mile radius of proposed action?

8. Is the proposed action compatible with adjoining/surrounding land uses with a ¼ mile?  Yes  No

9. If the proposed action is the subdivision of land, how many lots are proposed?

a. What is the minimum lot size proposed?

10. Will proposed action require any authorization(s) for the formation of sewer or water districts?  Yes  No

11. Will the proposed action create a demand for any community provided services (recreation, education, police, fire protection)?

Yes  No This application would not affect density related areas, nor change current height, bulk, and setback regulations. The planned uses and associated square footages that were previously analyzed in the Hudson Yards Rezoning FGEIS would not change as a result of this application.

a. If yes, is existing capacity sufficient to handle projected demand?  Yes  No

12. Will the proposed action result in the generation of traffic significantly above present levels?  Yes  No

a. If yes, is the existing road network adequate to handle the additional traffic.  Yes  No

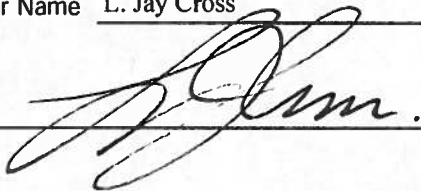
**D. Informational Details**

Attach any additional information as may be needed to clarify your project. If there are or may be any adverse impacts associated with your proposal, please discuss such impacts and the measures which you propose to mitigate or avoid them.

**E. Verification**

I certify that the information provided above is true to the best of my knowledge.

Applicant/Sponsor Name L. Jay Cross Date July 2/12

Signature 

Title President

If the action is in the Coastal Area, and you are a state agency, complete the Coastal Assessment Form before proceeding with this assessment.