



CITY PLANNING COMMISSION

February 6, 2013 / Calendar No. 10

CORRECTED C 130055 ZSM

IN THE MATTER OF an application submitted by South Street Seaport Limited Partnership pursuant to Sections 197-c and 201 of the New York City Charter for the grant of a special permit pursuant to Section 62-834 of the Zoning Resolution to modify the use regulations of Section 62-241 (Uses on existing piers and platforms) and the height and setback requirements of Section 62-342 (Developments on piers), in connection with a proposed commercial development on property located at Pier 17, on the southerly side of South Street between Beekman Street and John Street (Block 73, p/o Lot 10, p/o Lot 8, and p/o Marginal Street, Wharf or Place), within a Large-Scale General Development, in a C4-6 District, within the Special Lower Manhattan District (South Street Seaport Subdistrict), Borough of Manhattan, Community District 1.

This application for a special permit pursuant to Section 62-834 to modify the use regulations and height and setback requirements was filed by South Street Seaport Limited Partnership and the New York City Department of Small Business Services (DSBS) on August 22, 2012. The special permit, along with its related actions, would facilitate the redevelopment of the existing Pier 17 building, a three-story retail structure on an 181,200 square-foot zoning lot on Pier 17. The project is generally located at 95 South Street (Block 73, parts of Lot 8 and Lot 10, and part of Marginal Street, Wharf or Place) in the Borough of Manhattan, Community District 1.

RELATED ACTIONS

In addition to the special permit (C 130052 ZMM), which is the subject of this report, implementation of the proposed project also requires action by the City Planning Commission on the following applications, which are being considered concurrently with this application:

C 130052 ZMM: An amendment to the Zoning Map changing from a C2-8 District to a C4-6 District.

- C 130053 ZSM:** Special Permit pursuant to Section 74-743(a)(2) to modify the yard requirements of Section 62-322 (Rear yards and waterfront yards) within a Large-Scale General Development.
- C 130054 ZSM:** Special Permit pursuant to Section 74-744(c) to modify the surface area and the height of signs requirements of Sections 32-64 and 32-65 within Large-Scale General Development.
- N 130056 ZAM:** Authorization by the City Planning Commission, pursuant to Section 62-822 (a), to modify the minimum dimension requirements of 62-50 (GENEAL REQUIREMENTS FOR VISUAL CORRIDORS AND WATERFRONT PUBLIC ACCESS AREAS).
- N 130057 ZAM:** Authorization by the City Planning Commission, pursuant to Section 62-822 (b), to modify the requirements of Section 62-513 (Permitted obstructions in visual corridors) and Section 62-60 (DESIGN REQUIREMENTS FOR WATERFRONT PUBLIC ACCESS AREAS).
- N 130058 ZAM:** Certification by the Chairperson of the City Planning Commission, pursuant to Section 62-811 for compliance with waterfront public access and visual corridor requirements.
- C 130059 PPM:** Disposition of one City-owned property (Block 73, p/o Lot 10, p/o Lot 8, and p/o Marginal Street, Wharf of Place).
- N 130080 ZRM:** Zoning Text Amendment relating to Section 91-60 (REGULATIONS FOR THE SOUTH STREET SEAPORT) to add a new section, 96-664, to change the allowable hours of operation for the proposed waterfront public access areas.

BACKGROUND

The proposed project will replace the existing Pier 17 Building with a new building that will provide a new retail experience on the pier, with improved waterfront public access amenities, including a publicly accessible open space and a flexible event space on the roof of the building. The project will also include a redesign of the “Link Building” – a two-story structure located between the Pier 17 Building and South Street. The proposed redevelopment will foster the revitalization of the South Street Seaport as a premier New York City destination for local residents, workers, and tourists alike, while enhancing access to and enjoyment of the waterfront. Beginning in the mid-1960s, as development pressures were intensifying throughout Lower

Manhattan, the Seaport was the target of numerous City-sponsored redevelopment efforts aimed at preserving the historic character of the Seaport. An urban renewal plan (CP-20254) for the Seaport was approved by the City Planning Commission on May 15, 1968 and by the Board of Estimate on July 24, 1969. The Urban Renewal Plan's goal was for the "restoration and rehabilitation" of the area southeast of the Brooklyn Bridge, including the South Street Seaport, through a mix of preservation, pedestrian amenities, and new commercial and residential development. A 1970 amendment to the Urban Renewal Plan (CP-21222) set forth plans for a restoration project to be undertaken by the South Street Seaport Museum in the blocks bounded by Peck Slip, John Street, and Water and Front Streets. The rest of the Urban Renewal area was to be developed with high-rise apartment and commercial buildings.

In 1968, the New York City Landmarks Preservation Commission (LPC) designated the buildings on Schermerhorn Row as New York City landmarks. In 1972, the Manhattan Landing Plan was announced, which included the South Street Seaport as a cornerstone development. This plan envisioned the creation of high density residential clusters along the waterfront, and resulted in the mapping of the C2-8 zoning district currently in place on Piers 15, 16, and 17. That same year, the Special South Street Seaport District was created by an amendment to the Zoning Resolution as a means of preserving and encouraging the restoration of the Schermerhorn Row landmark buildings by creating a mechanism for the transfer of development rights within the area.

In 1972 the entire South Street Seaport was listed on the National Register of Historic Places, and on May 10, 1977 the LPC designated as the South Street Seaport Historic District the area bounded generally by the Brooklyn Bridge on the north, Fletcher Street on the south, Pearl and Water Streets on the west, and the East River on the east, as well as Piers 15 and 16, and a portion of Pier 17. The Historic District was expanded on July 11, 1989 to include the block bounded by Dover, Pearl, and Water Streets and Peck Slip.

The Seaport in its current configuration and design dates from a 1977 master plan commissioned

by the City, in collaboration with the Seaport Museum and the Rouse Company, the developer of Faneuil Hall marketplace in Boston and Baltimore's Inner Harbor development. The master plan, prepared by Benjamin Thompson & Associates, the architect for the Faneuil Hall project, emphasized commercial development. This plan was ultimately adopted through a series of public approvals in 1981 that included street demappings, an amendment of the Urban Renewal Plan, and lease dispositions to the Seaport Museum and to Rouse.

The plan involved the development of three new buildings: the Pier 17 Building and the "Link Building" on Pier 17, and the Fulton Market Building in the upland area, in the block bounded by Fulton, Front, Beekman, and South Street. In the upland area, the historic buildings of Schermerhorn Row and in the block bounded by Fulton, Little Water, Beekman, and Front Streets were preserved. The project included retail and restaurant uses, including retail kiosks in the demapped streets, following a "festival marketplace" theme popularized with the Faneuil Hall and Inner Harbor projects. The project also included the Seaport Museum galleries and historic ships berthed at Pier 16.

The entire Seaport area was leased to the Seaport Museum and to Rouse pursuant to a master lease from the City. SSSLP (hereforth referred to as HHC, Howard Hughes Corporation) has since acquired Rouse's interest under this lease, which is administered by the New York City Economic Development Corporation (EDC) on behalf of DSBS.

Since the development of the Seaport project in the 1980s, there have been two rezonings affecting the Seaport. In 1998, the Zoning Resolution was amended to create the Special Lower Manhattan District (C 980315 ZMM), and the former Special South Street Seaport District was incorporated as a new Subdistrict of the Special LM District (N 980314 ZRM). One goal of the Special LM District was to encourage development of a 24-hour community through the conversion of older commercial buildings to residential use.

Subsequently, in 2003, ten blocks of the upland area were rezoned from a C6-4 zoning district,

which has no height restrictions, to a C6-2A zoning district, which has a height restriction of 120 feet (C 020213 ZMM). The maximum allowable commercial FAR within these areas was decreased from 10.0 for all uses, to 6.0 for commercial uses, 6.02 for residential uses, and 6.5 for community facility uses.

The South Street Seaport is located in the Special South Street Seaport Subdistrict of the Special Lower Manhattan District. It is also located in the South Street Seaport Historic District. The Seaport is generally bounded by John Street, Water and Pearl Street, Peck Slip, and East River. The proposed project will take place on Pier 17, within one zoning lot. Pier 17 is located in a C2-8 district. It is separated from the upland areas of the Seaport by South Street and by the elevated FDR Drive. The upland areas belong to a C6-2A district, which consists predominantly of four- and five-story historic buildings housing retail, residential, and cultural uses. South of Fulton Street, several blocks are zoned C5-3, containing high density office buildings such as One Seaport Plaza. The waterfront area south of Pier 17, south of Pier 15 to the Battery Maritime Building is zoned C4-6, which allows for a broad range of commercial uses.

The proposed project is located on Pier 17. Pier 17 was combined with Pier 18 into a single pier in the 1980's as part of a master plan commissioned by the City, the Seaport Museum, and the Rouse Company. Four buildings were constructed then on Pier 17: the Pier 17 building, the Link Building, the Tin Building, and New Market Building. The Tin Building and the New Market Building were formerly part of the Fulton Fish Market, but are now vacant. These two buildings are not part of the development site or the zoning lot. Only the Pier 17 Building, the Link Building, and their adjacent waterfront public access areas would be subject to the proposed actions. Currently, visitors reach Pier 17 from the upland by crossing South Street at Fulton Street and walking underneath the FDR Drive; or they walk up from the newly improved East River Waterfront Esplanade in the south. Visitors with cars can park in the NYC EDC-owned public parking lot in front of the Tin Building. The open spaces surrounding the Pier 17 Building and the Link Building are publicly accessible. Pier 17 also supports waterborne

transportation; the New York Water Taxi docks at the pier. Pier 16, directly south of Pier 17, incorporates berths for the Seaport Museum's historic ships and small facilities.

The proposed project would require the demolition of a major portion of the existing Pier 17 building to rebuild it as a new retail destination that will serve tourists and the growing number local residents and office workers in Lower Manhattan. Designed by SHoP Architects, the new building will retain the existing footprint, which is 204 feet by 352 feet. It will have a simplified geometry, and a more uniform façade that is reminiscent of waterfront industrial structures of the past. The height of the building will be the same as the height of top of the gable of the existing building, which is about 77 feet high. The building will have a total of five levels – the ground floor and the mezzanine will house smaller retailers, with the top two floors housing bigger stores including anchor tenants. The roof will include a penthouse restaurant, an event space for concerts, and passive open space for the public. To preserve flexibility, the applicants are proposing two design options for the roof; more detail on this will follow in later paragraphs. The building will have hangar-style doors made of glass; these will be operable and will be open during the summer months. In the winter months, they will also be slightly lowered to provide wind break. The massing in the lower portion of the building will be broken up into a street-like network of shops and restaurants in the ground floor and the mezzanine. An interior view corridor to the Brooklyn Bridge pillars will be preserved. These interior corridors will provide more direct access to the open space in the north. The upper floors have floor plates of 60,000 square feet, allowing anchor tenants to be accommodated there and leaving the lower levels open for a more varied retail experience. Existing back-of-house portions of the Pier 17 Building will be retained. The existing Link Building will also be preserved. It will be remodeled and given a new façade clad with a corrugated zinc material. The Link Building is intended to be reused as a specialty food market or for food-related retail.

The redevelopment project also proposes to increase the waterfront public access area from approx. 53,861square feet to about 83,861 square feet at the pier level. 40,000 square feet of new open space will be added to the roof of the new building. The design of the new open space by Field Operations seeks to establish an open and continuously accessible connection to the

water. Seating will be provided at the water's edge and across the plazas. Similar to the design in the newly opened East River Waterfront Esplanade directly to the south, the seating types will be varied. There are bar seating at the water's edge, linear benches with backs on north and south sides of the new building, benches facing each other to promote social interaction, picnic tables, and gliders. The entrance to the pier - named "Fulton Plaza"- will be kept fairly open so that events like summer concerts can be held. The applicant proposes to provide movable tables and chairs when there are no events. An additional feature on the seaward edge of the plaza will be a 32 feet x 24 feet stage, which will accommodate performances and events and draw people to the waterfront and activate the plaza. At the eastern end of the pier, a "cut-out" is proposed which will remove a 38 feet x 60 feet section of the pier deck. The public will be able to circulate around the cut-out, under the canopy of the building.

The roof will be open to public and will be accessed by escalators inside the building. The rooftop will provide approximately 40,000 square feet of open space for passive recreation by the public. There will be a penthouse restaurant on the western side of the roof, surrounded by private dining area. This private portion will be separated from the public areas to the east. An auditorium or a flexible event space that can accommodate concerts and performances is being proposed in this area. In order to preserve flexibility, two design options are being proposed for this space - one with an enclosure around the event space and one without an enclosure. The enclosure for the flexible event space would be 60'x128' totaling 7,680 square feet. The remainder of the rooftop public open space would include plantings, an artificial turf for passive public recreation, seating in the periphery of the artificial turf, and an open walkway at the edge of the roof. In the option without the event space enclosure, the rooftop public space would be divided into two zones by a light well running down the middle of the building. This would still allow a temporary stage to be set up on the roof, spanning the light well.

Entry to the waterfront public open spaces surrounding the new building will be through the Fulton Plaza, as well as a pedestrian walkway on Beekman Street Extension which will link from upland directly to the North Porch, the open space on north side of the building. The loading

facilities will remain at its existing current location but will be reconfigured to maximize efficiency. Delivery trucks will enter via the driveway between the Link Building and the Tin Building, and will exit via the shared-use walkway on Beekman Street Extension. No parking is required on the Pier 17 zoning lot and none is being proposed.

Signage accessory to the proposed retail use will include a number of different types. Vertical, 32'-tall blades projecting from building facades on the north and south sides are proposed for tenant signage. There would be a maximum of 18 signs on each facade identifying the building tenants inside the Pier 17 building. A rooftop sign is also being proposed for the top of the building, along the eastern edge and facing East River. This 9'-tall sign will be illuminated, and will have the lettering "The Seaport" across it. Illuminated signs are being proposed for tenants on the ground floor and mezzanine; they will be recessed from the building facade, but will be visible from outside. The Link Building will also have signage on its exterior wall.

The Pier 17 redevelopment plan proposes to create a diverse and high quality shopping destination that will re-orient towards local residents and workers in the area and from other parts of the city, beyond the tourist population that currently dominates the Seaport. The applicants intend to populate the newly constructed and renovated buildings with variety of quality fashion stores, boutiques, and dining options with a range of price points. The improved public waterfront open space amenities will support the continued residential growth in Lower Manhattan and transform it into a 24/7 environment.

Implementation of the proposed project requires a number of actions by the City Planning Commission as described below:

1. Rezoning from C2-8 to C4-6 (C 130052 ZMM)

SSSLP proposes an amendment to the Zoning Map, to change from a C2-8 zone to a C4-6 zone, to allow larger retail stores on the upper levels of the proposed Pier 17 building. The proposed boundaries for the rezoning would be the current southern boundary of the existing C2-8, which

borders a C4-6 district to the south; extending north to the center line of Brooklyn Bridge; west to South Street, and east to the U.S. Pierhead line. The rezoning would apply to Lots 8, 10, 11, 14, 17, part of Lots 2, 28, 29 of Manhattan Tax Block 73, and adjacent marginal street areas, wharf, or place areas. The existing C2-8 district has a residential and community FAR of 10.0, and a 2.0 FAR for commercial uses. Non-residential uses are limited to the first two stories of a building, pursuant to Section 32-42, and the maximum height allowed for such non-residential use is 30 feet. There is also a restriction on the size of certain retail use groups.

The current zoning is intended for a neighborhood of tall residential buildings with local-oriented retail in the lower levels. Because the Seaport and this part of Lower Manhattan have not developed in this way, the applicant proposes that a C4-6 zone would be more appropriate for the area. The C4-6 district already exists directly south of Pier 15 and its permitted use and bulk restrictions are more consistent with the surrounding area. The C4-6 zoning would reduce the maximum residential FAR from 10.0 to 3.4, and would increase the permitted commercial and manufacturing FAR from 2.0 to 3.4. The maximum FAR for community facility would remain at 3.4. Rezoning from C2-8 to C4-6 would also permit a wider range of retail use groups such as UG 10 and 12, and it would also enable the retail uses to be located above 30 feet. This rezoning proposal would include all remaining waterfront properties within the Special LM District that are still zoned for C2-8. The only other potential development sites within the proposed rezoning area are city-owned Tin Building and New Market Building, whose redevelopment requires ULURP. The other sites in the rezoning area - Piers 15 and 16 are dedicated public open space not available for development.

2. Special Permit for use and bulk modification pursuant to Section 62-834 (C 130055 ZSM)

The proposed new building on Pier 17 does not comply with the use restrictions applicable to existing piers as described in Section 62-241: i) Water-Dependent Uses, ii) uses in buildings existing on 10/25/1993, and iii) uses in buildings that comply with underlying bulk regulations of ZR 62-342. The applicants seek the flexibility to have a wide range of both large and small

retailers, restaurant, and entertainment uses in the new building as allowed by the proposed C4-6 zoning in order to attract additional visitors to the pier and take advantage of the site's waterfront location. The applicants also request a waiver of Section 62-241(d) which limits the size of retail establishments in UG 6A, 6C, 9A and 10 on existing piers and platforms to 20,000sf. The applicant seeks this waiver because they would like to create larger, flexible floor plates in the upper floors of the new building to accommodate larger-format retailers.

A modification to the height and setback regulations of Section 62-342 is also requested to accommodate the proposed massing of the building. The proposed new building will have a maximum roof height of 77'-1", same as the top of the gabled roof of the existing Pier 17 building. The maximum height for bulkheads of the new building will be 82'-4" high. The majority of the roof surface will be at 65'-4" high, where the rooftop recreational space will be open to public use. A penthouse pavilion, intended as a restaurant, will be located on the roof (reaching 77'-1", 82'-4" with mechanicals). An alternative roof design including one additional enclosed pavilion is being proposed as well; it is intended as an event space for performances, concerts and other cultural events. This additional pavilion will also have a height of 77'-1".

Because Section 62-432(a) imposes a height limit for buildings on existing piers of 30 feet (or 40 feet with a setback), a modification of this restriction is necessary to facilitate the two building massing alternatives - one with only one restaurant pavilion, and one with two pavilions, a restaurant and an event space.

This special permit is also requested to modify the requirements of Section 62-432(b) which limits the maximum building length to 200'. The proposed building would be approximately 204'x340', having the same footprint as the existing Pier 17 building.

3. Large-Scale General Development Special Permit for required waterfront yard modification (C 130053 ZSM)

Pursuant to Section 62-332, a 40'-wide waterfront yard is required on the shoreline of the platform portion of the zoning lot, co-extensive with the 40-foot shore public walkway. The

design for the plaza south of the proposed building will include a performance stage located adjacent to the shoreline, encroaching on the 40' required waterfront yard. The applicants request this modifications pursuant to 74-743(a)(2) to facilitate the activation of the plaza with a performance venue, encouraging people to visit the site and take advantage of its unique waterfront location.

4. Large-Scale General Development Special Permit for signage modification (C 130054 ZSM)

Section 74-744(c) permits the modification of signage regulations for a general large-scale development, as required by Section 32-64 (Surface Area and Illumination Provisions) and Section 32-65 (Permitted Projection of Height of Signs). The proposed signage will include a maximum of 36 vertical, non-illuminated blade signs mounted on the north and south facades of the building to identify building tenants, and will also include a single illuminated 9'-tall sign mounted on the roof with the letters "Seaport," identifying the building. The vertical blade signs are intended to have no background color so that only the lettering of the tenant names will be visible. There will also be illuminated signage on the ground floor and mezzanine of the building, as well as the Link Building. C4-6 zoning limits the surface area of signs to five times the zoning lot frontage, up to a maximum of 500sf. The proposed blade signs will be 32' tall and 3' wide, mounted to the northern and southern facades; they will project perpendicularly from the building. The total surface area of these 36 blade signs will be up to 3,456sf. With consideration of the lower-floor illuminated signage, the blade signs, the rooftop sign (9'x90'), and the Link Building signs, the total signage surface area is approximately 9,526 square feet on the zoning lot, in excess of the 500sf limit. The applicants seek a waiver for the surface area restriction with this special permit.

There is a height limit of 40 feet above curb level (Section 32-655), and signs on the roof of a building are not allowed (Section 32-657). The location of the blade signs are proposed to be up to 65'-4" in height, higher than the maximum 40' permitted by Section 32-655. The single illuminated rooftop sign will be east facing, oriented towards East River, and will have a

maximum height of 82'-4", as tall as the proposed bulkhead height. The word "The Seaport" will appear across the sign, with no background color. Even though the proposed signage heights will violate C4-6's 40' limit, the applicants believe their location is appropriate to the scale and design of the building, appropriate to the overall site plan, and will be necessary for the viability of their potential tenants. The proposed signage will also be subject to Landmark Preservation Commission's approval as well.

5. Authorization for modifications of waterfront public access area requirements (N 130056 ZAM)

The proposed project will not be able to meet some dimensional requirements of Section 62-50 because of the design of the proposed building and presence of other existing buildings on Pier 17. A modification of these dimensional and yard requirements are requested Pursuant to Section 62-822(a). The area of waterfront public access area being provided will be 83,831sf, or 46% of the zoning lot area, which exceeds the required 15%. Waivers as follows are being requested:

- Section 62-53(a)(2): a 40'-wide shore public walkway requirement will not be met along the shoreline of the platform because a proposed performance stage will be located in this area.
- Section 62-54(a)(1): the proposed building will encroach into the required 25% waterfront public access area on the seaward end of the pier. The requirement is 92'. The proposed design will provide 22'-wide open area, ten feet more than the 12' currently provided by the existing building.
- Section 62-54(a)(2): a required public access area of 40' on the landward end of the pier (no less than 15') will not be provided due to the existing Link Building which will remain, the back-of-house portions of the Pier 17 building to remain, and portions of the new Pier 17 building.

6. Authorization for modifications of waterfront public access area design requirements (N 130057 ZAM)

Section 62-60 requires that the proposed project complies with design guidelines such as width of circulation path, accessibility, grading, amount and type of seating, planting, lighting and other improvements. The applicants are requesting the authorization pursuant to Section 62-822(b) to modify seating, planting, circulation path, and lighting requirements that the proposed design is not able to meet. Less than the required planting amount is being provided due to several considerations: the lack of planting on the pier historically, the applicants' desire to keep the pier open and flexible, and the preservation of expansive views toward the water. Seating requirements are also not being met because the Fulton Plaza is intended to remain open to accommodate large gatherings of people. Varied seating types are being provided along the pier's edge and the North Porch that will compensate for the lack of seating on Fulton Plaza. Because of the presence of the cut-out, the required circulation path will be interrupted. The applicants propose a 12 feet wide, publicly accessible walkway around the cut-out so that public can circulate from one side of the cut-out to the other. Proposed lighting will not meet the required levels because light poles would not be consistent with the intended use of the North Porch and Fulton Plaza – space for flexible programming and open views without obstructions.

7. Chairperson certification for compliance with waterfront zoning requirements (C 130058 ZCM)

Section 62-811 requires the certification of compliance with Section 62-50 and Section 62-60, as modified by the 62-822(a) and 62-822(b) authorizations described in Actions #5 and #6. Section 62-811 also requires a restrictive declaration be executed and filed pursuant to Section 62-74 with regards to a maintenance agreement with NYC Department of Parks and Recreation. The applicant will not provide this restrictive declaration because the maintenance of the waterfront public access areas on the zoning lot will be regulated by the SSSLP's lease with the City.

8. Disposition of Real Property (C 130059 PPM)

A property disposition action is proposed to allow a modification of SSSLP's existing lease with DSBS to allow additional retail uses. The existing lease approved pursuant to an earlier property disposition action restricts the use only to a "specialty retail marketplace" (C 800372 HLM,

September 15, 1980 / Cal. No. 5). The disposition action, as proposed, would allow a broader range of commercial uses permitted by the proposed C4-6 zoning, including Use Group 6, 8-10, and 12 uses, which include both small and large retail establishments, restaurants, theaters, and entertainment uses.

9. Zoning Text Amendment of the Special Lower Manhattan District (N 130080 ZRM)

A new section, Section 91-644, is proposed to be added to the Special Lower Manhattan District to enable the proposed waterfront public access areas to be open up to 24 hours. Currently, no signage exists on Pier 17 that restricts public access to its waterfront open space. It is open for public use on a 24-hour basis. Because the South Street Seaport was developed in the 1980s, it does not have to comply with the hours and signage requirements that were established in the 1993 adoption of waterfront zoning regulations. According to Section 62-71(a), waterfront public access areas on a zoning lot containing predominantly commercial uses is required to be open from dawn to dusk, or until business closing, whichever is later. The public is not allowed to enter the waterfront public access area outside of the hours of operation. With the proposed redevelopment of Pier 17, existing waterfront rules would take effect, restricting the hours that the pier's public access areas can be open to the public. The proposed text amendment would allow the Pier 17 waterfront public access area, consisting of approximately 83,861 square feet, to remain open to the public for 24 hours, and would permit the installation of signage that indicates these extended hours.

ENVIRONMENTAL REVIEW

This application (C 130055 ZSM), in conjunction with the application for the related actions, was reviewed pursuant to the New York State Environmental Quality Review Act (SEQRA), and the SEQRA regulations set forth in Volume 6 of the New York Code of Rules and Regulations, Section 617.00 *et seq.* and the City Environmental Quality Review (CEQR) Rules of Procedure of 1991 and Executive Order No. 91 of 1977. The designated CEQR number is 12DME007M. The lead agency is the Office of the Deputy Mayor for Economic Development.

After a study of the potential environmental impact of the proposed action, a Negative Declaration was issued on August 28, 2012.

WATERFRONT REVITALIZATION PROGRAM CONSISTENCY

This application (C 130055 ZSM), in conjunction with those for the related actions, was reviewed by the Department of City Planning for consistency with the policies of the New York City Waterfront Revitalization Program (WRP), as amended, approved by the New York City Council on October 13, 1999 and by the New York State Department of State on May 22, 2002, pursuant to the New York State Waterfront Revitalization and Coastal Resources Act of 1981 (New York State Executive Law, Section 910 *et seq.*). The designated WRP number is 12-076.

This action was determined to be consistent with the policies of the New York City Waterfront Revitalization Program.

UNIFORM LAND USE REVIEW

This application (C 130055ZSM), in conjunction with the applications for the related actions (C 130052 ZMM, C 130053 ZSM, C 130054 ZSM, C 130059 PPM), was certified as complete by the Department of City Planning on September 4, 2012, and was duly referred to Community Board 1 and the Manhattan Borough President, in accordance with Title 62 of the Rules of the City of New York, Section 2-02(b) along with the related non-ULURP applications (N 130056 ZAM, N 130057 ZAM, N 130058 ZCM and N 130080 ZRM), which were referred for review and comment.

Community Board Review

Community Board 1 held a public hearing on this application (C 130055 ZSM), on October 4, 2012 and on November 27, by a vote of 35 in favor to 0 opposed, adopted a resolution recommending approval of the application with the following conditions:

1. that HHC restore the Seaport to its vibrancy as quickly and safely as possible since there are currently many stores shuttered on Fulton Street;
2. that HHC extend the deadline for the Clipper City, New York Waterways and other business establishments' eviction from June 30, 2013 to September 30, 2013, to permit operation through the summer season;
3. that HHC be required to submit a master plan for the Seaport area prior to the City Planning Commission review of this application, so that CPC may properly evaluate the application in the context of the anticipated development by HHC of the full Seaport area;
4. that at least the equivalent quantity and quality of public space that was specified by the City when Pier 17 was originally built in 1985 is maintained, and that the Borough President's office confirm to its satisfaction that this is the case, making appropriate reference to the CPC Resolution, dated March 11, 1985, related to Pier 17, in performing its analysis;
5. that the public spaces of Pier 17 should not become de facto private space. Public space should not be used for regular boat queuing, rendering it unusable by others; the public should have access to the roof at a variety of times of the year, week, and day (e.g. the roof should not be rented out to the private sector every Thursday through Sunday from Spring through Fall).
6. that the requirements of the filing of a restrictive declaration be enforced as a condition to the certification sought under Section 62-811;
7. that the application for a special permit pursuant to ZR Section 74-763(a)(2) and an authorization pursuant to ZR Section 62-822(b) to allow a modification of the visual corridor permitted obstructions requirements and a modification of the design requirements for waterfront public access areas, to the extent that such special permit and authorization relate to the stage in Fulton Plaza, be denied;
8. that the special permit pursuant to ZR Section 74-744(c), related to the proposed rooftop and blade signage, be denied;
9. that the rooftop space incorporate a fully equipped theater that could be utilized year-round, and, in order to accommodate such a theater, that HHC agree to implement the rooftop option that does not include a "slotted" roof;

10. that the Pier 17 design be modified to incorporate a flexible, multi-use pier designed for maritime use, including the installation of cleats and bollards, gates in pier fences to permit safe access to maritime programs, and the inclusion of life rings and ladders;
11. that the engineering design of Pier 17 and the redevelopment area incorporate best practices in engineering so that they would not be damaged if there were to be another Superstorm Sandy;
12. that maritime usage of Pier 17 be limited to the type of use that would not adversely affect the pedestrian experience on the Pier (e.g., no party boat usage);
13. that HHC enforce urban renewal plan specifications for siting of street vendors and kiosks and ensure that they – and buses – do not interfere with the view corridor and pedestrian flow;
14. that HHC agree that any development of the New Market Building and Tin Building include the siting there of a public market (such as the New Amsterdam Market) and a community center;
15. that the Seaport Historic District be expanded to include the New Market Building, consistent with the New York State historic designations; and
16. that the water space adjacent to Pier 16 be clarified as within the control of the South Street Seaport Museum.

Borough President Recommendation

This application (C 130055 ZSM), in conjunction with the related actions, was considered by the President of the Borough of Manhattan. On December 13, 2012, the Borough President issued a recommendation for approval for this and the related applications, subject to the following conditions:

1. the Rooftop open space will include at least 10,112 SF reserved for public access at all times subject to closure during hours when the building is not open;
2. a 2,025 SF area will be added to the open space at pier level, located within the building footprint in the northeast corner of the building, but will be improved as continuous open space consistent with the outdoor public pier and will be open 24 hours a day;

3. the pier will be designed to accommodate maritime uses, include the appropriate infrastructure such as cleats, bollards, gates in pier fence to permit safe access to maritime programs, and the inclusion of life rings and ladders;
4. the new Pier 17 Building will be built on top of the existing raised platform, which has an average elevation of 11 feet above Manhattan Borough Datum (approximately three feet above the 100-year flood elevation;
5. HHC will continue to allow the Seaport Museum to use the water north of Pier 16 for docking of historic vessels; and
6. HHC does not anticipate the inclusion of any big box retail.

City Planning Commission Public Hearing

On November 28, 2012 (Calendar No. 5), the City Planning Commission scheduled December 19, 2012, for a public hearing on this application (C 130055 ZSM) application. The hearing was duly held on December 19, 2012 (Calendar No. 13) in conjunction with the public hearing on the applications for related actions. There were nineteen speakers in favor of the application and three speakers in opposition.

Three speakers from Community Board 1 spoke in favor of the project. They thanked the applicants for making formal presentations to numerous CB1 committees and expressed general support for the project. The speakers noted that comments heard from CB1's public hearing mostly see the project as beneficial to the community and the city, but some expressed concerns about how the maritime use activities would be and how the proposed redevelopment would affect surrounding residential community. The speakers urged HHC to quickly restore the Seaport to its vibrancy following the devastations caused by Superstorm Sandy and to continue to engage CB1 in HHC's future redevelopment plans for the Tin Building and the New Market Building. CB1 appealed to HHC to include a community facility space in its future plans.

The Chair of CB1's Planning Committee reiterated the board's support for the Pier 17 redevelopment if its recommended conditions are met. He confirmed HHC's responsiveness during CB1's public review process and said that he believes that HHC understands CB1's

concerns. He clarified that CB1 is concerned that there is no control over the content of the proposed rooftop sign, and that its scale is oversized; some members believe that the rooftop sign is unnecessary. With regards to the blade signs, he stated that some members felt they are too commercialized and mall-like, and would be out-of-character with the historic Seaport. He also clarified that CB1's concern about the proposed stage is related to the current operations of the temporary stage, and would prefer not to institutionalize something that has been an ongoing issue for the Seaport Museum. The Planning Committee Chair emphasized that the proposed open space should remain open to the public and should not be privatized for uses such as a beer garden.

Four of the speakers in favor of the application were representative from the applicant team who described the proposed project. The first speaker was a representative from the NYC EDC, who spoke in support of the application on behalf of DSBS. He mentioned that the existing Pier 17 has been a disappointment and in light of Lower Manhattan's ongoing transformation into a more residential neighborhood and that HHC's proposed changes to Pier 17 in program and in public amenities are welcomed. He confirmed that the redevelopment plans does not include the Tin Building and the New Market Building, which will need to go through ULURP when the time for their development comes. He noted that approval has been received by the Landmarks Preservation Commission and the Public Design Commission and that the well-designed project will advance the reinvestment the City has made in the East River waterfront in Lower Manhattan.

The second speaker from the applicant team spoke on behalf of HHC. He briefly introduced the company and outlined HHC's vision for the South Street Seaport by transforming it into a compelling destination for residents, workers, and tourists. He went on to describe the proposed project and addressed several points raised by CB1 and the Borough President in their conditional approvals. HHC's upgraded open space will provide 40% more than the original 1985 development and that an additional 10,112 square feet on the rooftop will be provided, adding up to a total of 84,868 square feet of combined open space for the public. He further

elaborated on the additional open spaces HHC would commit to provide on the rooftop and on the pier level. He noted that the pier will be design to accommodate maritime uses, and that HHC would continue to allow the Seaport Museum to dock historic vessels in the water north of Pier 16. HHC does not envision including any big box retail in the proposed project. Upon questioning from the Commission regarding tenant mix, the speaker indicated that HHC expects to attract iconic global brands, New York-centric restaurant operators and unique retailers, local and international. He explained that food service establishments will be included in the project, throughout the Pier 17 Building as well as in the Link building. The speaker acknowledged CBI's preference for the roof theater space and expressed willingness to meet that request. At the time of the public hearing, HHC was not able to confirm the number of retail tenants to be included in the redevelopment. Addressing concern about impacts from Hurricane Sandy, the speaker reassured the Commission that despite the setback, the storm has not deterred HHC's redevelopment plans. He further confirmed the sound condition of the pier structure. He also explained that HHC will not be able to accommodate a community facility space in its current project.

The third speaker from the applicant team, the project architect, described in detail the proposed architectural, open space, and signage designs for the project. He elaborated on the experience a visitor can expect when visiting the newly redeveloped pier. The last speaker from the applicant team, a representative from the HHC's land use counsel, gave a summary overview of the nine requested land use actions that are being sought in this application. Responding to the Commission's question on limiting the rezoning to just Pier 17, the speaker cited sensible planning rationale which would bring consistency to the zoning treatment of the area south of the Brooklyn Bridge. He also reiterated that any future redevelopment of the Tin Building or the New Market Building would require ULURP.

The director of Land Use, Planning and Development from the Borough President's office summarized the Borough President's conditional approval of the application. He conveyed the Borough President's support for the proposed rezoning which brings Pier 17's zoning to be

consistent with its surrounding areas. He also confirmed that the amount of proposed open space comports with the previously approved amount. The speaker noted that the Borough President worked out an agreement with the applicants in which 10,112 square feet of rooftop open space and 2,025 square feet of pier-level space in the northeast corner of the Pier 17 building would be preserved for public use, bringing the total of public open space to 84,868 square feet. Additional conditions from the Borough President, which are agreed to by the applicants, include the addition of maritime infrastructure, exclusion of big box retail, and the permission for in-water use by the Seaport Museum north of Pier 16. Additionally the speaker urged the City to begin community dialogue on the Tin Building and the New Market Building and to work with *Clipper City* and the New York Water Taxi in identifying alternative docking space during construction and in the long term.

Additional speakers voicing support for the proposed project include representatives from the Alliance for Downtown New York, Association for a Better New York, Local 46 Metal Lathers and Reinforcing Ironworkers, Local 14 International Union of Operating Engineers, the Building Trades, and Metropolitan Waterfront Alliance. These speakers expressed strong support for the project citing job creation, increased economic activity in Lower Manhattan, enhanced open space and strengthened connection to the waterfront. The representative from the Metropolitan Waterfront Alliance urged the HHC to provide specificity in developing a long term maritime plan for the pier, and to address issues associated with climate change and sea level rise with smart planning and design.

Several speakers, while generally supporting the project, spoke about the need to delay construction until the end of summer so that businesses affected by Hurricane Sandy can be given the opportunity to recover. Specifically, the owner of *Clipper City* and a representative from the Floating Theater, urged NYC EDC to allow the extension of *Clipper City's* ability to operate through the summer season.

Three speakers spoke in opposition of the HHC proposal. A representative from the Historic

District Council, raised concerns about various aspects of the proposal: the proposed rezoning boundaries, signage, waterfront public access, visual corridor, building envelope, and stage. A representative from the South Street Seaport Museum also spoke against the proposed performance stage in Fulton Plaza, citing its noisy use as incompatible with the Seaport Museum's educational activities and historic character. The speaker requested that the stage be relocated away from the Pier 16 border and from the Fulton visual corridor because its current proposed location significantly obstructs views towards the historic waterfront. One final speaker requested that the application not be approved until the pier design is changed to incorporate industry standard mooring structures.

Additionally, three persons submitted additional testimony in writing. The New Amsterdam Market submitted a letter dated December 28, 2012, that made three requests as follows: that the use for public markets not be precluded in the rezoning of the Fulton Fish Market development site, that the proposed changes in front of the Tin Building not be permanent, and that the access to the Working Pier for market functions be preserved. The two other letters, from organizations Save Our Seaport dated December 27, 2012, and Wall Street Walks dated December 27, 2012, urged for the delay of the Seaport closure until the end of the peak summer tourist season.

There were no other speakers and the hearing was closed.

WATERFRONT REVITALIZATION PROGRAM CONSISTENCY

This application (C 130055 ZSM), in conjunction with the related actions, was reviewed by the Department of City Planning for consistency with the policies of the New York City Waterfront Revitalization Program (WRP), as amended, approved by the City Council on October 13, 1999 and by the New York State Department of State on May 28, 2002, pursuant to the New York State Waterfront Revitalization and Coastal Act of 1981 (New York State Executive Law, Section 910 *et seq.*). The designated WRP number is 12-076.

This action was determined to be consistent with the policies of the New York City Waterfront

Revitalization Program.

CONSIDERATION

The Commission believes that this application for a special permit (C 130055 ZSM), as modified herein, in conjunction with the related applications for special permits (C 130053 ZSM, C 130054 ZSM) as modified herein; authorization (C 130056 ZAM), as modified herein; zoning map amendment (C 130052 ZMM); disposition of city-owned property (C 130059 PPM); and zoning text amendment (N 130080 ZRM), is appropriate.

The Commission recognizes that the original 1985 development of the South Street Seaport has not adequately served the local population and that, with the ongoing demographic shift of Lower Manhattan into an around-the-clock community with a rising number of residents, the proposed redevelopment of Pier 17 would inject renewed energy to the waterfront and transform it to a destination for Lower Manhattan's workers, residents and visitors. The redevelopment of Pier 17 would provide improved waterfront open space, a contemporary urban retail environment including modern architecture, and a varied and revitalized shopping experience, including quality dining services. The Commission believes HHC's redevelopment will successfully balance preservation goals within the historic Seaport neighborhood with the need for upgraded retail and public open space amenities. The proposed project presents a major opportunity for economic investment and job creation in an area of Lower Manhattan where it is much needed, particularly after the damage caused by Superstorm Sandy.

The Commission believes that the proposed actions will facilitate a development that will revitalize Pier 17 and its surrounding area, strengthening the connection between the upland neighborhood and the waterfront. New open space north of the Pier 17 building – the North Porch - will be introduced, providing a variety of seating types in a prime viewing location for the Brooklyn Bridge. The public plaza south of the building – Fulton Plaza -will also be upgraded with benches and movable tables and chairs. With dimensions of 352 feet by 204 feet and a general building height of 77'-1", the proposed new building would be substantially

consistent in its bulk and form with the previous 1895 development and would respect the historic context of the neighborhood. The original building footprint would be maintained in the new building, with the massing in the ground floor opened up to provide views of Brooklyn Bridge. The Commission understands that the building bulk will be increased by the “boxing out” of the original gabled roof; however, this will also allow the roof to become usable as new open space, which the Commission supports. Recognizing the need to balance the community board’s preference for a roofed theater structure and the applicants’ request for flexibility, the Commission believes it is appropriate to approve two alternatives for the roof configuration because either option will be able to accommodate public activities such as concerts, film screenings, and other cultural events.

The Commission understands that with the requested waiver the floor area of the Pier 17 Building and the Link Building will be increased from the existing approximately 206,000 square feet to approximately 282,679 square feet, resulting in an increase in FAR from 1.14 to 1.56, which complies with the new C4-6 zoning. The Commission believes that granting the applicants the ability to exceed the 30-foot height limit and the maximum building length of 200 feet will facilitate a superior design of a building better suited for a re-positioned program for the pier.

The Commission believes that, even though the project does not meet some of the dimensional and locational requirements of waterfront regulations, adequate public access areas of equivalent size and quality will be provided. The Commission notes that 46% of the zoning lot area is proposed for public access area, significantly exceeding the public access area requirement of 15% of the zoning lot area. The Commission acknowledges that Fulton Plaza and the North Porch will provide a combined 71,127 square feet of waterfront publicly accessibly open space and has determined that the design of these spaces provides superior landscaping. The new open space would provide amenities such as a variety of interesting seating types - gliders, picnic tables for social interaction, and a water feature. The Commission notes that a unique cut-out at the eastern end of the pier, which exposes the water beneath, will provide greater connection to

the water, and that the public will be able to circulate around the cut-out via a 12 foot-wide path through the ground floor space.

The Commission believes that the proposed redevelopment of Pier 17 will provide enhanced public access areas along the perimeter of the site and be better integrated into the recent open space improvements along the East River waterfront. The Commission notes that the applicants will be utilizing the same materials for seating and other furniture as is currently provided along the East River. With the addition of the North Porch, the new open space will completely wrap around the pier, linking to the at-grade open spaces to the north and to the south of the pier. This will be a significant improvement from the existing covered spaces in the building, as the open spaces will be consolidated and made more accessible, at the same time providing better views of the Brooklyn Bridge. The Commission notes that overall quantity of public space proposed at certification is less than what was previously required under the CPC's 1985 approvals and that during the public review process, requests were made to increase the amount of dedicated public open space to match 1985 levels. The Commission notes that the applicant, in discussions with the Manhattan Borough President, conceptually agreed to increase the amount of public open space in two locations. Accordingly, the Commission modifies the application to require additional public open space as follows:

- 3,629 square feet in the northeast corner of the building on the ground floor, which would be covered by the building overhang, and also open 24 hours; and
- 10,112 square feet of rooftop open space on the western side of the rooftop, which would be accessible to the public by escalators and elevators and subject to building hours.

Additionally, the Commission understands that when no private events are taking place, there will be open to the public an additional 35,921 square feet of rooftop open space and 7,700 square feet of space set aside for a roofed performance area. The Commission believes that the existing 86,868 square feet of open space pursuant to the original 1985 approvals will be satisfactorily replaced by the same amount, as agreed to by HHC in its letter to the Commission dated January 4, 2013.

The Commission believes that tenants of the new Pier 17 building should be allowed accessory “blade” signs that exceed the 40-foot height limit in order to achieve maximum visibility for pedestrians from upland. In addition, illuminated accessory signs located behind the building windows on the two lower floors are also considered appropriate by the Commission. The total surface area of the accessory signs should not exceed 4,760 square feet. To preserve the ability to accommodate the yet-unknown number of retail tenants, the Commission supports a maximum of 36 blade signs installed in equal intervals on the north and south facades of the Pier 17 Building. Given that 500 square feet is the maximum allowed by underlying zoning regulations, the Commission believes it is appropriate to allow more surface area due of the number of tenants the project will likely accommodate. The Commission also finds it appropriate to permit the blade signs to exceed the 40-foot limit because they will be raised above the level of the adjacent Waterfront Public Access Area, out of view from the immediate pedestrian environment. The elevated location is also appropriate because it will be more visible for people in the upland of the Seaport, who are the intended audience of the signs. The Commission also believes that modifications are warranted. To achieve more certainty that the signs will be constructed according to the quality as proposed, and that they will contribute to a better site plan, the Commission modifies the application to eliminate the ability to illuminate the blade signs. The Commission further modifies the application to obligate HHC to construct the blade signs as designed, a design that the Commission believes is well integrated with the architectural expression of the building: using the clear glass material, maintaining uniform size and font alignment and adhering to the proposed assembly of components.

With regards to the proposed illuminated rooftop sign bearing the lettering, “The Seaport,” the Commission believes that it is not a necessary component of the project, and its inclusion will detract from the Lower Manhattan waterfront, in particular when seen at night from the Brooklyn Bridge Park across the East River. The rooftop sign is 90 feet wide by 9 feet tall, and is proposed to reach a height of 82’-4”. The Commission is concerned that the sign is oversized, its design focuses too much on the lettering, and that it will compete with views of the Brooklyn Bridge, which the Commission believes should be the focus of views towards this section of the

waterfront. The Commission feels that the building's attractive design stands on its own and does not need a large rooftop sign to identify itself. The Commission concedes that there are existing signs on the waterfront, but those are in fact iconic and historical relics of the City's manufacturing past. The Commission does not believe the proposed sign is iconic nor does it respect the integrity of the waterfront there. The Commission is also concerned that the proposed rooftop sign will obstruct visual access across the East River and would detract from the rooftop experience. Accordingly, the Commission does not believe the proposed rooftop sign will advance a better site plan, and hereby modifies the proposal to eliminate the rooftop sign.

The Commission believes that the proposed performance stage in Fulton Plaza contributes to the animation of the waterfront and is an important component of the site plan in that it will help draw visitors from South Street and upland areas to Pier 17 and its waterfront open space. However, the Commission notes that concerns were raised during the public review process regarding the stage's impact to the waterfront visual corridor and its functional compatibility with the Seaport Museum. The Commission is pleased that HHC, in a letter to the Commission dated January 4, 2013, agreed to limit its operation to a seasonal basis, from April to November. Additionally, to further minimize the presence of the stage in the required waterfront yard and the visual corridor, the Commission modifies the proposal to allow the installation of a canopy structure above the stage only on days with scheduled performances.

In response to the community board and the Borough President's recommendation regarding maritime uses, the Commission believes that appropriate infrastructure should be included to ensure the ability for boats to dock at Pier 17. Balancing the passive public open space uses with the potential maritime uses, accordingly the Commission modifies the application herein to require inclusion of mooring infrastructure such as bollards, cleats, gates, ladders and life rings to the south and east sides of the pier.

The Commission acknowledges that the existing zoning of C2-8 and the existing lease terms do not permit the retail redevelopment as HHC proposes. The existing C2-8 zoning limits the commercial FAR to 2.0 and restricts its location to 30 feet and below; the zoning also does not allow larger anchor tenants, which the Commission believes would be critical to the retail success of the Pier 17 redevelopment. Given that the residential cluster envisioned by the original 1985 plan did not materialize and that the C4-6 zoning is more consistent with the surrounding areas, the Commission finds the proposed rezoning from a C2-8 to C4-6 district appropriate. The rezoning would allow larger anchor tenants to be located on the upper floors.

The disposition action as proposed, allows for a modification of the lease between HHC and DSBS to permit larger retail establishments, restaurants, theaters and other entertainment uses only. These uses as envisioned would be critical in bringing people to the water's edge and turning Pier 17 into a successful and active social space. The Commission believes that maintaining the existing terms of the lease which restricts Pier 17 to a "specialty retail marketplace," which is not a zoning-based use classification, would impede the introduction of new uses to the Pier which are necessary for its success. However, the Commission further believes that, in addition to the uses proposed by the disposition action, a broader range of commercial and community facility uses permitted by the new C4-6 zoning map amendment may also be appropriate to encourage and foster the revitalization of the Seaport; and, therefore modifies the Resolution of the disposition action (C 130059 PPM) so that no future disposition action would be necessary to facilitate as-of-right non-residential uses.

The proposed text amendment will enable the Waterfront Public Access Area on the pier level to maintain its current hours of operation, which is 24 hours. The Commission believes that the 24-hour operation of the open space will enable the public to enjoy the improved amenities on the waterfront and will contribute to the revitalization of Pier 17 as a more vibrant and active destination.

FINDINGS

Based upon the above consideration, the Commission hereby makes the following findings pursuant to Section 62-834 of the Zoning Resolution:

- (1) the facility is so designed as to significantly enhance public use and enjoyment of the waterfront;
- (2) accessory parking or loading facilities provided in conjunction with such uses are arranged and designed so as to not adversely impact public access areas anywhere on the zoning lot;
- (3) the proposed development does not violate the bulk provisions of Section 62-341 (Developments on land and platforms);
- (4) within the seaward lot, the ratio of floor area on the pier to water coverage of the pier does not exceed the maximum floor area ratio for the use as set forth in the district regulations;
- (5) such bulk modifications would not unduly obstruct the light and air or waterfront views of neighboring properties; and
- (6) such modifications will not adversely affect the essential character, use of future growth of the waterfront and the surrounding area.

RESOLUTION

RESOLVED, that the City Planning Commission finds that the action described herein will have no significant impact on the environment; and be it further

RESOLVED, the City Planning Commission, in its capacity as the City Coastal Commission, has reviewed the waterfront aspects of this application and finds that the proposed action is consistent with WRP policies; and be it further

RESOLVED, by the City Planning Commission, pursuant to Sections 197-c and 200 of the New York City Charter that based on the environmental determination, and the consideration and findings described in this report, the application submitted by South Street Seaport Limited Partnership pursuant to Sections 197-c and 201 of the New York City Charter for the grant of a

special permit pursuant to Section 62-834 of the Zoning Resolution to modify the use regulations of Section 62-241 (Uses on existing piers and platforms) and the height and setback requirements of Section 62-342 (Developments on piers), in connection with a proposed commercial development on property located at Pier 17, on the southerly side of South Street between Beekman Street and John Street (Block 73, p/o Lot 10, p/o Lot 8, and p/o Marginal Street, Wharf or Place), within a Large-Scale General Development, in a C4-6 District, within the Special Lower Manhattan District (South Street Seaport Subdistrict), Borough of Manhattan, Community District 1, is approved, subject to the following terms and conditions:

1. The property that is the subject of this application (C 130055 ZSM) shall be developed in size and arrangement substantially in accordance with the dimensions, specifications and zoning computations indicated on the following approved plans prepared by SHoP Architects, filed with this application and incorporated in this resolution:

Dwg Nos.	Title	Last Revised Date
Z-101	Zoning Calculations	02/05/2013
Z-102	Seaward and Upland Area Diagram	08/29/2012
Z-103	Platform and Pier Diagram	09/04/2012
Z-104A	Site Plan – Option A	02/05/2013
Z-104B	Site Plan – Option B	02/05/2013
Z-105A	Height and Setback Compliance Sections – Option A	02/05/2013
Z-105B	Height and Setback Compliance Sections – Option B	02/05/2013
Z-106A	Height and Setback Compliance Sections – Option A	02/05/2013
Z-106B	Height and Setback Compliance Sections – Option B	02/05/2013

Dwg Nos.	Title	Last Revised Date
Z-107	Width of Building – North/South – Option A&B	09/04/2012
Z-108	Length of Building – East/West – Option A&B	02/05/2012

2. Such development shall conform to all applicable provisions of the Zoning Resolution, except for the modifications specifically granted in this resolution and shown on the plans listed above which have been filed with this application. All zoning computations are subject to verification and approval by the New York City Department of Buildings.
3. Such development shall conform to all applicable laws and regulations relating to its construction, operation and maintenance.
4. Development pursuant to this resolution shall be allowed only after the attached Restrictive Declaration marked as Exhibit A hereto, as modified with any necessary administrative and technical changes acceptable to counsel to the Department, is executed by South Street Seaport Limited Partnership or its successor, and such declaration shall have been recorded and filed in the Office of the Register of the City of New York, County of New York.
5. All leases, subleases, or other agreements for use or occupancy of space at the subject property shall give actual notice of this special permit to the lessee, sub-lessee or occupant.
6. Upon the failure of any party having any right, title or interest in the property that is the subject of this application, or the failure of any heir, successor, assign, or legal representative of such party, to observe any of the covenants, restrictions, agreements, terms or conditions of this resolution whose provisions shall constitute conditions of the special permit hereby granted, the City Planning Commission may, without the consent

of any other party, revoke any portion of or all of said special permit. Such power of revocation shall be in addition to and not limited to any other powers of the City Planning Commission, or of any other agency of government, or any private person or entity. Any such failure as stated above, or any alteration in the development that is the subject of this application that departs from any of the conditions listed above, is grounds for the City Planning Commission or the City Council, as applicable, to disapprove any application for modification, cancellation or amendment of the special permit hereby granted.

7. Neither the City of New York nor its employees or agents shall have any liability for money damages by reason of the city's or such employee's or agent's failure to act in accordance with the provisions of this special permit.
8. The above resolution (C 130055 ZSM), duly adopted by the City Planning Commission February 6, 2013 (Calendar No. 10), is filed with the Office of the Speaker, City Council, and the Borough President together with a copy of the plans of the development, in accordance with the requirements of Section 197-d of the New York City Charter.

AMANDA M. BURDEN, *FAICP*, Chair

KENNETH J. KNUCKLES, *Esq.*, Vice Chairman

ANGELA M. BATTAGLIA, IRWIN G. CANTOR, *P.E.*,

ALFRED C. CERULLO, *III*, BETTY Y. CHEN, MICHELLE DE LA UZ,

JOSEPH DOUEK, ANNA HAYES LEVIN, ORLANDO MARIN, Commissioner

EXHIBIT A

DECLARATION

THIS DECLARATION (“**Declaration**”) is made as of the ____ day of _____, 20____, by the **CITY OF NEW YORK** (the “**City**”), a municipal corporation of the State of New York, having an address at City Hall, New York, New York 1007 (the “**Landlord Declarant**”) and **SOUTH STREET SEAPORT LIMITED PARTNERSHIP** (“**SSSLP**”), a Maryland limited partnership, with an address at 19 Fulton Street, New York, New York 10038 (the “**Tenant Declarant**” and together with the Landlord Declarant the “**Declarants**”).

WITNESSETH:

WHEREAS, the City is the fee owner of certain real property located in the South Street Seaport Area of the Borough of Manhattan, County of New York, City and State of New York, known as Block 73, parts of Lots 8 and 10 on the Tax Map for said borough, which real property is more particularly described in Exhibit A annexed hereto and made a part hereof (together, the “**Subject Property**”); and

WHEREAS, Landlord Declarant and Tenant Declarant entered into that certain amended and restated lease, dated as of _____, _____ (the “**Lease**”) with respect to the leasing of certain land and improvements in the South Street Seaport area of Manhattan, including the Subject Property; and

WHEREAS, pursuant to the Lease, Tenant Declarant will renovate and rehabilitate the Subject Property (such renovation and rehabilitation shall be referred to herein as the “**Special Permit Project**” as further defined below); and

WHEREAS, Declarants acknowledge and agree that the Subject Property shall be improved as a “large-scale general development” as defined in Section 12-10 of the Zoning Resolution of the City of New York (the “**Zoning Resolution**” or “**ZR**”); and

WHEREAS, Declarant filed applications (each, a “**Land Use Application**,” and together, the “**Land Use Applications**”) with the New York City Department of City Planning (hereinafter “**DCP**”) (Application Numbers 130052 ZMM, 130053 ZSM, 130054 ZSM, 130055 ZSM, 130056 ZAM, 130057 ZAM, 130058 ZCM, 130059 PPM, 130080 ZRM) for, among other things: (1) a rezoning of the area located seaward of South Street, between Maiden Lane and the centerline of the Brooklyn Bridge (which area includes the Subject Property) from a C2-8 to a C4-6 zoning district; (2) a special permit pursuant to Section 62-834 of the ZR to allow the modification of the use, height, and building length restrictions applicable to the “pier” portion of the zoning lot (as described in the Land Use Application) pursuant to ZR Sections 62-241 (Uses on existing piers and platforms) and 62-342 (Development on Piers) (the “**Waterfront Special Permit**”); (3) two special permits applicable to large scale developments (collectively, the “**Large Scale Special Permits**,” and, together with the Waterfront Special Permits, the “**Special Permits**”) (i) pursuant to ZR Section 74-743(a)(2) for modifications of the waterfront yard regulations applicable to the zoning lot pursuant to ZR Section 62-332 (Rear yards and waterfront yards) and (ii) pursuant to ZR Section 74-744(c) for modifications in the surface area and height of signage on the Pier 17 Building, located within the Subject Property; (4) an authorization pursuant to ZR 62-822(a) to allow a modification of the visual corridor and waterfront public access requirements of ZR Section 62-50 (General Requirements for Visual Corridors and Waterfront Public Access Areas); (5) an authorization pursuant to ZR

Section 62-822(b) to allow a modification of the design requirements for waterfront public access areas pursuant to ZR Section 62-60 (Design Requirements For Waterfront Public Access Areas); (6) a certification pursuant to ZR Section 62-811 of compliance with the waterfront public access and visual corridor requirements applicable to the zoning lot, as modified; (7) a property disposition approval to allow a modification of the use restrictions in the existing lease for the applicable portions of Pier 17; and (8) a zoning text amendment to allow the waterfront public access area of Pier 17 to remain open 24 hours a day; and

WHEREAS, ZR Section 74-743(b)(9) requires that a declaration with regard to ownership requirements in paragraph (b) of the large-scale general development definition in ZR Section 12-10 be filed with CPC; and

WHEREAS, Declarants are required to provide waterfront public access areas (the “**PAA**”) and visual corridors (hereinafter referred to as the “**Visual Corridors**”) pursuant to Section 62-50 of the Zoning Resolution, as set forth in the Land Use Applications; and

WHEREAS, the New York City Planning Commission (“**CPC**”) adopted resolutions approving the Land Use Applications on _____, 20____, under Calendar Numbers _____, and the New York City Council adopted resolutions approving the decision of CPC on _____, 20____, under Resolution Numbers _____ (such resolutions the “**Land Use Approvals**”); and

WHEREAS, ZR Section 62-74 requires that a declaration with regard to the provision and maintenance of waterfront public access areas be recorded against the Subject Property; and

WHEREAS, the New York City Law Department has certified in the certification (the “**Certification**”) attached hereto as Exhibit B and made a part hereof, that as of _____, 20____, the parties listed on such Exhibit are the only parties-in-interest to the Subject Property (each, a “**Party-in Interest**”, collectively, the “**Parties-in-Interest**”), as such term is defined in the definition of “zoning lot” in ZR Section 12-10; and

WHEREAS, the City desires to restrict the manner in which the Subject Property may be developed, redeveloped, maintained and operated in the future by any of the Declarants or any of their respective successors-in-interest, and intends these restrictions to benefit all the Subject Property;

NOW, THEREFORE, Landlord Declarant or Tenant Declarant, as the case may be as hereinafter set forth, hereby declares covenants and agrees as follows:

1. Designation of Large-Scale General Development.

Landlord Declarant and Tenant Declarant hereby declare and agree that, following the Effective Date (as defined in Section 9 hereof), the Subject Property shall be treated as a large-scale general development site and shall be developed or enlarged as a single unit.

2. Development of Subject Property.

Tenant Declarant covenants that the Subject Property shall be developed in accordance with the Special Permits (the “**Special Permit Project**,” which project is defined in the Lease as the “**Renovation Project**”), in substantial conformity with the following plans, annexed hereto as Exhibit C, approved as part of the Special Permits and incorporated herein by reference (the “**Drawings**”):

(a) The following plans prepared by SHoP Architects in connection with C 130053 ZSM (74-743(a)(2)):

Dwg Nos.	Title	Last Revised Date
Z-101	Zoning Calculations	02/05/2013
Z-102	Seaward and Upland Area Diagram	08/29/2012
Z-103	Platform and Pier Diagram	09/04/2012
Z-104A	Site Plan – Option A	02/05/2013
Z-104B	Site Plan – Option B	02/05/2013
Z-109	Waterfront Yards Diagram	02/05/2013
L-301A	Pier 17 Roof Public Access Area Option A	02/05/2013
L-301B	Pier 17 Roof Public Access Option B	02/05/2013
L-302A	Pier 17 Roof Plan A	02/05/2013
L-302B	Pier 17 Roof Plan B	02/05/2013

(b) The following plans prepared by SHoP Architects in connection with C 130054 ZSM (74-744(c)):

Dwg Nos.	Title	Last Revised Date
Z-101	Zoning Calculations	02/05/2013
Z-110	Signage	02/05/2013
Z-110A	Signage Controls	02/05/2013

(c) The following plans prepared by SHoP Architects in connection with C 130055 ZSM (62-834):

Dwg Nos.	Title	Last Revised Date
Z-101	Zoning Calculations	02/05/2013
Z-102	Seaward and Upland Area Diagram	08/29/2012
Z-103	Platform and Pier Diagram	09/04/2012
Z-104A	Site Plan – Option A	02/05/2013
Z-104B	Site Plan – Option B	02/05/2013
Z-105A	Height and Setback Compliance Sections – Option A	02/05/2013
Z-105B	Height and Setback Compliance Sections – Option B	02/05/2013
Z-106A	Height and Setback Compliance Sections – Option A	02/05/2013
Z-106B	Height and Setback Compliance Sections – Option B	02/05/2013
Z-107	Width of Building – North/South – Option A&B	09/04/2012
Z-108	Length of Building – East/West – Option A&B	02/05/2013

(d) The following plans prepared by SHoP and James Corner Field Operations in connection with N 130056 ZAM, N 130057 ZAM, and N 130058 ZCM (waterfront authorizations and certifications):

Dwg Nos.	Title	Last Revised Date
G-002.00	Survey	09/04/2012

Dwg Nos.	Title	Last Revised Date
Z-102	Seaward and Upland Area Diagram	08/29/2012
Z-103	Platform and Pier Diagram	09/04/2012
Z-104A	Site Plan – Option A	02/05/2013
Z-104B	Site Plan – Option B	02/05/2013
L-100	Shore Public Walkway + Visual Corridor Diagrams	02/05/2013
L-101	Upland Connection Diagram	08/29/2012
L-102	WPAA on Pier – Seaward Edge Diagram	09/04/2012
L-103	WPAA on Pier – Landward Portion Diagram	09/04/2012
L-104	WPAA on Pier – Other Edges Diagram	09/04/2012
L-300	Waterfront Public Access Area	02/05/2013
L-303	Zoning Chart	09/04/2012
L-304	Zoning Chart	09/04/2012
L-400	Seating Plan	02/05/2013
L-401	Furnishing Plan	02/05/2013
L-402	Hardscape Material Plan	02/05/2013
L-403	Landscape Lighting Layout	02/05/2013
L-404	Planting Plan	02/05/2013
L-500	Site Sections	02/04/2013
L-600	Seating Details	09/04/2012
L-601	Seating Details	09/04/2012
L-602	Seating Details – Gliders	09/04/2012

Dwg Nos.	Title	Last Revised Date
L-603	Guardrail Details	09/04/2012
L603A	Marine Details	02/05/2013
L-604	Railing + Furnishing Details	09/04/2012
L-605	Paving Details	09/04/2012
L-606	Planting Details	09/04/2012
L-607	Signage Details	02/05/2013

(e) Declarants shall not apply for or accept building permits for any development of the Subject Property other than the Special Permit Project until a City Environmental Quality Review (CEQR) Technical Memorandum has been submitted to the lead agency, the Office of the Deputy Mayor for Economic Development, demonstrating that such development will not result in any new or different impacts than previously identified, as determined by the lead agency.

3. Visual Corridors.

(a) The Visual Corridors shall remain open and unobstructed at all times during the existence of the Renovation Project except for permitted obstructions as provided in Section 62-513 of the Zoning Resolution, and except as may be permitted by the Land Use Approvals.

(b) Declarants shall neither request nor accept from the New York City Department of Buildings (“DOB”) any temporary certificate of occupancy (“TCO”) or

permanent certificate of occupancy (“PCO”) for any development within the Visual Corridors, except as may be permitted by the Land Use Approvals.

4. Maintenance and Operation of Public Access Area.

- (a) Tenant Declarant and Landlord Declarant covenant as follows:
 - (i) Neither Tenant Declarant nor Landlord Declarant shall request nor accept from DOB any TCO for any portion of the Special Permit Project until Tenant Declarant has substantially completed the PAA.
 - (ii) Neither Tenant Declarant nor Landlord Declarant shall apply for or accept any PCO for any portion of the Special Permit Project until the Declarant has finally completed the PAA, and the Chairperson of CPC has so certified such completion.
- (b) Tenant Declarant covenants as follows:
 - (i) Without limiting the maintenance requirements of the Lease, Tenant Declarant covenants to maintain the PAA in a first-class manner and in a good and safe condition in accordance with this Declaration.
 - (ii) The PAA shall be open and accessible to the public at all times without charge or fee, in accordance with the provisions of Section 62-71 of the ZR and the Land Use Approvals.

Notwithstanding the preceding sentence, the PAA may be closed to the public to the extent reasonably necessary in the event of an emergency or hazardous condition or in order to accomplish the repair and/or renovation of the PAA or any alteration permitted hereunder or under the Lease. Tenant Declarant may close the PAA or portions thereof as may be necessary in order to: (i) accomplish maintenance, repairs or replacements; (ii) make emergency repairs to mitigate hazardous site conditions; and (iii) address other emergency conditions. Emergency conditions for which the PAA may be closed pursuant to (iii) above shall be limited to actual or imminent emergency situations, including but not limited to, security alerts, riots, casualties, disasters, or other events endangering public health, safety or property, provided that no such emergency closure shall continue for more than twelve (12) consecutive hours without Tenant Declarant having consulted with the New York City Police Department (the “NYPD”) or DOB, as appropriate, and having followed the NYPD’s or DOB’s direction, if any, with regard to the emergency situation. Tenant Declarant shall promptly notify the Chair, and DOB, as appropriate, in writing of any such emergency closure under (ii) above which extends more than twelve (12) hours. Tenant Declarant will close or permit to be closed only those portions of the PAA which must or should reasonably be closed

to effect the repairs, replacements or mitigation of hazardous site conditions to be undertaken pursuant to (i) and (ii) above, and will exercise due diligence in the performance of such repairs, replacements or mitigation such that they are completed expeditiously and the temporarily closed areas (or any portions thereof) are re-opened to the public promptly.

- (iii) Tenant Declarant shall not restrict or limit the use of the PAA by all members of the public for activities appropriate to public access areas of similar design and size in the City of New York. With respect to any activities carried on in all or any part of the PAA, Tenant Declarant shall adopt reasonable rules and regulations in accordance with paragraph (iv) below to ensure that no member of the public shall use the PAA for an activity or in a manner which injures, endangers or unreasonably disturbs the comfort, peace, health or safety of any person, or disturbs or causes injury to plant or animal life, or causes damage to property or any person.

- (iv) Tenant Declarant, with the reasonable approval and consent of Landlord Declarant, shall establish rules and regulations for use of the PAA. Those rules shall allow the PAA to be used by all members of the public for activities appropriate to a public access area of similar design and size in the City of

New York, including, but not limited to, the following activities:

- (1) walking or standing;
 - (2) walking domestic animals (provided such animals are leashed and properly curbed);
 - (3) jogging;
 - (4) sitting on benches and seating areas provided in the PAA;
and
 - (5) use of public facilities provided in the PAA.
- (v) All pedestrian walkways and paths in the PAA shall be illuminated from one half hour before sunset to one half hour after sunrise in accordance with the requirements set forth in Section 62-673 of the Zoning Resolution.
- (vi) Dirt, litter and obstructions shall be removed as needed and trash and leaves collected and removed as needed so as to maintain the PAA in a clean, neat and good condition. All walkways, sidewalks and lighting and all other improvements and facilities installed in the PAA shall be routinely cleaned and maintained so as to keep such improvements and facilities in a clean, neat and good condition. Snow and ice shall be removed from all walkways so as not to interfere with safe passage, and from all other paved surfaces within a reasonable period of time after each snowfall or accumulation of ice.

- (vii) Signage, as shown on the Drawings, indicating, inter alia, hours open to the public, accessibility to individuals with disability and the identity of Tenant Declarant as the responsible party for maintenance shall be provided at the PAA in accordance with Section 62-654 of the Zoning Resolution. All signage shall be maintained and replaced as needed in accordance with the provisions of this Declaration.
- (viii) Repair and replacement of all facilities within the PAA, including, without limitation, furnishings, equipment and light bulbs, shall occur as needed and as further provided in subparagraphs (1) through (9) below. Tenant Declarant shall exercise due diligence in commencing the repair or replacement of same as promptly as reasonably possible and completing the same within a reasonably expeditious time after commencement. Repairs shall include all necessary replacements, renewals, alterations and additions and shall include, but not be limited to, the following, as applicable to the facilities in the PAA:
 - (1) Benches or Other Seating: Tenant Declarant shall undertake all maintenance, including replacement of any broken or missing slats and painting, as necessary.

- (2) Walls, Barriers and/or Fencing: Any broken or materially cracked walls, barriers and/or fencing shall be repaired or removed and replaced. To the extent commercially reasonable, replacement materials and designs shall match the materials and designs of existing walls, barriers and/or fencing, or otherwise be of similar character and quality to the existing walls, barriers and/or fencing.
- (3) Pavements: All paved surfaces shall be maintained so as to be safe, clean and in good repair. To the extent commercially reasonable, replacement materials shall match existing materials, or otherwise be of similar character and quality to the existing walls, barriers and/or fencing.
- (4) Signage: All graphics shall be maintained in a first class condition and all vandalized or damaged signage shall be promptly cleaned or replaced with new signage to match or complement other installed signs, in accordance with the Land Use Approvals, as applicable.
- (5) Facilities: All recreation facilities, equipment and lighting fixtures shall be maintained in the manner required under Section 4(b)(i) hereof at all times.

- (6) Painting: All items with painted surfaces shall be painted on an “as needed” basis. Surfaces shall be scraped free of rust or other extraneous matter and painted to match the installed color.
- (7) Plant Materials and Trees: Maintenance of plant materials and trees shall include, without limitation, all required watering, spraying, cleaning and pruning, etc. of all plants, shrubs and trees and all regular fertilizing and other care thereof. Plant materials and trees that are dead, diseased and/or otherwise unhealthy shall be replaced with healthy specimens of substantially equal type and reasonable size.
- (8) Marine Structures: Tenant Declarant shall undertake to maintain in good condition all marine structures affixed to the PAA including, not limited to the bulkhead, riprap, cribbing, pier decks and substructure in each instance in accordance with the Lease.
- (9) Construction Defects & Hazardous Conditions: Tenant Declarant shall periodically inspect the PAA for construction defects and hazardous conditions and shall promptly repair or replace any portion or feature of the

PAA that exhibits such defects or hazardous conditions and shall promptly institute any reasonably appropriate measures to protect the public from harm, including but not limited to, the erection of warning signs and temporary barriers.

- (10) Water, Electric, Telephone and Other Utilities: Tenant Declarant shall maintain any electrical or water facilities servicing the PAA (but excluding trunk water, steam, gas, cable, telephone and electrical lines, the responsibility for which lies with appropriate public utilities) and be responsible for the proper supervision of all maintenance and repair of all utilities by the appropriate public utilities providing such services. Spot checks of utilities (Including above ground water and electrical systems) shall be made on no less than a weekly basis.

5. Maintenance and Operation of the Roof Access Area.

Tenant Declarant covenants as follows:

- (a) The areas on the roof of the building designated as “additional open area” and “public access area” on the drawings numbered L-301A, L-301B, L-302A, and L-302B in paragraph 2 above (collectively, the “**Roof Access Area**” or “**RAA**”) shall be open and fully accessible to the public without charge or fee, from dawn to dusk, or to such later

time as the building remains open, in accordance with ZR Section 62-71; provided, however, that access to the “additional open area” portion of the RAA may be limited from time to time when the roof is used for private parties, corporate events, and other special events.

Notwithstanding the preceding sentence, the area of 10,112 square feet on the roof designated on the drawings numbered L-301A, L-301B, L-302A, and L-302B in paragraph 2 above as the “public access area” will be open to the public without charge or fee at all times when the building is open, as specified in the preceding sentence, and will not be subject to closure for private events. Notwithstanding the foregoing, the RAA may be closed to the public to the extent reasonably necessary in the event of an emergency or hazardous condition in accordance with Section 4(b)(ii) hereof, or to the extent reasonably necessary to accomplish the repair and/or renovation of the RAA. In addition, the RAA may be closed to the public to the extent reasonably necessary to accomplish an alteration permitted pursuant to an amendment or modification approved in accordance with Section 14 hereof. Tenant Declarant may adopt reasonable rules and regulations for the RAA, in accordance with the provisions of Section 4(b)(iii) and (iv) hereof, provided that Tenant Declarant shall not be obligated to permit the walking of domestic animals or jogging in the RAA.

(b) Tenant Declarant shall perform the RAA Maintenance (as hereinafter defined) in a first-class manner and keep the RAA and the roof in a good and safe condition, so as to avoid any material adverse effect on the public’s right to use the RAA for its intended purposes as stated in the Lease and this Declaration, in accordance with the maintenance and repair provisions applicable to the PAA set forth in Section 4(b)(i), (v), (vi), and (viii) hereof. As used herein, the term “RAA Maintenance” shall mean the maintenance, repair,

reconditioning, replacement, reconstruction, resurfacing, waterproofing, inspection, testing, cleaning and painting, if necessary, of all elements or components of the roof and of all RAA improvements shown on the Drawing, including the structural and subsurface components of the roof, the roof drainage system, and all seating and plantings.

6. Binding Effect.

(a) The restrictions, covenants and agreements set forth in this Declaration shall be binding upon Landlord Declarant only for the period during which it holds a fee interest in the Subject Property. At such time as Landlord Declarant ceases to hold fee title to the Subject Property, Landlord Declarant's obligations and liability with respect to this Declaration shall wholly cease and terminate, and Landlord Declarant's successors in interest in the Subject Property shall be deemed to have assumed such party's obligations and liabilities thereafter arising hereunder.

(b) Any party who succeeds to the interest of Landlord Declarant under this Declaration shall be bound by this Declaration only for as long as the Special Permit Project exists on the Subject Property, and shall be deemed to have ratified all actions of Landlord Declarant taken in accordance with this Declaration.

(c) The restrictions, covenants and agreements set forth in this Declaration shall be binding upon Tenant Declarant only for the period during which it holds a leasehold interest in the Subject Property. At such time as Tenant Declarant ceases to hold a leasehold interest in the Subject Property, Tenant Declarant's obligations and liability with respect to this Declaration shall wholly cease and terminate, and Tenant Declarant's successors in interest in the Subject Property shall be deemed to have

assumed such party's obligations and liabilities thereafter arising hereunder.

(d) Any party who succeeds to the interest of Tenant Declarant under this Declaration shall be bound by this Declaration only for as long as the Special Permit Project exists on the Subject Property, and shall be deemed to have ratified all actions of Tenant Declarant taken in accordance with this Declaration.

(e) Notwithstanding anything to the contrary contained in this Declaration, the City and any other party or person relying on this Declaration shall look solely to the leasehold estate and interest of Tenant Declarant on an in rem basis only, for the enforcement of any remedy based upon any breach by Tenant Declarant under this Declaration, and no other property of Tenant Declarant or its principals, disclosed or undisclosed, direct or indirect partners, shareholders, directors, officers, members, managers or employees shall be subject to levy, execution or other enforcement procedure for the satisfaction of the remedies of the City under or with respect to this Declaration, and no such party shall have any personal liability under this Declaration. Notwithstanding the foregoing, nothing herein shall be deemed to preclude, qualify, limit or prevent any of the City's governmental rights, powers or remedies, including, without limitation, with respect to the satisfaction of the remedies of the City, under any laws, statutes, codes or ordinances.

7. No Consent Required.

Nothing contained herein shall be construed as requiring the consent of the CPC, the City, any agency thereof or any other person or entity to any sale, transfer, conveyance, mortgage, pledge, lease or assignment of any interest in or any encumbrance on or affecting all or any portion of the Proposed Zoning Lot.

8. Recordation.

Tenant Declarant shall file and record this Declaration in the Office of the City Register of the City of New York (the “**Register’s Office**”), indexing it against the Subject Property within 30 days after the date of the execution of the Lease (such date, the “**Recording Date**”). Tenant Declarant shall promptly provide to the Chairperson of the CPC (the “**Chair**”) a copy of the Declaration as recorded, so certified by the City Register. If Tenant Declarant fails to so record this Declaration by the Recording Date, Landlord Declarant or CPC may record a duplicate original of this Declaration, but all costs of recording, whether undertaken by Landlord Declarant or by CPC, shall be borne by Tenant Declarant.

9. Effective Date.

This Declaration and the provisions and covenants hereof shall become effective as of the date of recordation of this Declaration in accordance with Section 8 above (the “**Effective Date**”).

10. Invalidity.

Notwithstanding anything to the contrary in this Declaration, If any of the Special Permits are at any time declared invalid or are otherwise voided by final judgment of any court of competent jurisdiction from which no appeal can be taken or for which no appeal has been taken within the applicable statutory period provided for such appeal, then, upon entry of said judgment or the expiration of the applicable statutory period for such entry, as the case may be, this Declaration shall be automatically canceled without further action by Declarants and shall be of no further force or effect and the CPC shall, if requested by any Declarant, provide such Declarant with a letter in recordable form stating that the Declaration has been so canceled and is of no further force and effect.

11. Notice.

All notices, demands, requests, consents, approvals, and other communications (each, a “**Notice**”) which may be or are permitted, desirable, or required to be given under this Declaration shall be in writing and shall be sent or delivered as follows:

(a) If to Tenant Declarant:

South Street Seaport Limited Partnership,
c/o The Howard Hughes Corporation
One Galleria Tower
13355 Noel Road, 22nd Floor
Dallas, Texas 75240
Attention: Grant Herlitz, President

with copies thereof to:

- (i) Skadden, Arps, Slate, Meagher & Flom LLP
4 Times Square
New York, New York 10036
Attention: Benjamin F. Needell, Esq.

and

- (ii) Landlord Declarant, at the address listed below

- (b) If to Landlord Declarant:

City of New York,
Department of Small Business Services
110 William Street
New York, New York 10038
Attention: First Deputy Commissioner

with copies thereof to

- (i) New York City Law Department,
100 Church Street,
New York, New York 10007,
Attention: Chief, Economic Development Division

and

- (ii) New York City Economic Development Corporation,
110 William Street,
New York, New York 10038,
Attention: General Counsel

- (c) if to CPC:

New York City Planning Commission
22 Reade Street
New York, New York 10007
Attention: Chairperson

with a copy to:

The general counsel of CPC at the same address

- (d) if to a Party in Interest other than Declarants:

at the address provided in writing to CPC in accordance with this Section 11

The Declarants, CPC or any Party in Interest may, by notice as provided herein, change any name or address for purposes of this Declaration. In order to be deemed effective any Notice shall be sent or delivered in at least one of the following manners: (A) sent by registered or certified mail, postage pre-paid, return receipt requested, in which case the Notice shall be deemed delivered for all purposes hereunder five days after being actually mailed; (B) sent by overnight courier service, in which case the Notice shall be deemed delivered for all purposes hereunder on the date the Notice was actually received or was refused; or (C) delivered by hand, in which case the Notice will be deemed delivered for all purposes hereunder on the date the Notice was actually received. All Notices from CPC to any of the Declarants shall also be sent to every other Party-in-Interest of whom CPC has notice, and no Notice shall be deemed properly given to Declarant without such notice to such Party-in-Interest. In the event that there is more than one Declarant at any time, any Notice from the City or the CPC shall be provided to all Declarants of whom CPC has notice.

12. Defaults and Remedies.

(a) Tenant Declarant acknowledges that the restrictions, covenants, and obligations of this Declaration will protect the value and desirability of the Subject Property, as well as benefit the City. If Tenant Declarant fails to perform any of Tenant Declarant's obligations under this Declaration, the City shall have the right to enforce this Declaration solely against Tenant Declarant and exercise any administrative, legal, or equitable remedy available to the City, and Tenant Declarant hereby consents to same; provided that this Declaration shall not be deemed to diminish Tenant Declarant's or any other Party in

Interest's right to exercise any and all administrative, legal, or equitable remedies otherwise available to it, and provided further, that the City's rights of enforcement under this Declaration shall be subject to the cure provisions as provided herein. Tenant Declarant also acknowledges that the remedies set forth in this Declaration are not exclusive and that the City and any agency thereof may pursue other remedies not specifically set forth herein including, but not limited to, a mandatory injunction compelling Tenant Declarant to comply with the terms of this Declaration and a revocation by the City of any certificate of occupancy, temporary or permanent, for any portion of the Special Permit Project on the Subject Property subject to the Special Permits.

(b) Notwithstanding any provision of this Declaration, only Landlord Declarant, and Landlord Declarant's successors and assigns and the City, shall be entitled to enforce or assert any claim arising out of or in connection with this Declaration. Nothing contained herein should be construed or deemed to allow any other person or entity to have any interest in or right of enforcement of any provision of this Declaration or any document or instrument executed or delivered in connection with the the Land Use Applications.

(c) Prior to the City instituting any proceeding to enforce the terms or conditions of this Declaration due to any alleged violation hereof, the City shall give Declarants and any mortgagees of whom the City has received notice in accordance with Section 11 ("**Mortgagee**") hereof forty five (45) days written notice of such alleged violation, during which period Tenant Declarant and any Mortgagee shall have the opportunity to effect a cure of such alleged violation or to demonstrate to City why the alleged violation has not occurred. If a Mortgagee performs any obligation or effects any cure Tenant Declarant is required to perform or cure pursuant to this Declaration, such performance or cure shall be deemed

performance on behalf of Tenant Declarant and shall be accepted by any person or entity benefited hereunder, including CPC, City and Landlord Declarant as if performed by Declarant. If Tenant Declarant or any Mortgagee commences to effect such cure within such forty five (45) day period (or if cure is not capable of being commenced within such forty five (45) day period, Tenant Declarant or any Mortgagee commences to effect such cure when such commencement is reasonably possible), and thereafter proceeds diligently toward the effectuation of such cure, the aforesaid forty five (45) day period (as such may be extended in accordance with the preceding clause) shall be extended for so long as Tenant Declarant or any Mortgagee continues to proceed diligently with the effectuation of such cure. The time period for curing any violation by Tenant Declarant and/or any Mortgagee shall be subject to extension for Uncontrollable Circumstances (as hereinafter defined) pursuant to Section 12(e) of this Declaration.

(d) If, after due notice and opportunity to cure as set forth in this Declaration, Tenant Declarant or a Mortgagee shall fail to cure the alleged violation, the City may exercise any and all of its rights, including without limitation those delineated in this Section and may disapprove any amendment, modification or cancellation of this Declaration on the sole ground that Declarant is in default of a material obligation under this Declaration.

(e) Uncontrollable Circumstances.

(i) In the event that, as the result of Uncontrollable Circumstances, Tenant Declarant is unable to perform or complete any obligation under this Declaration (x) at the time or times required by this Declaration; (y) at the date set forth in this Declaration for such action, if a specific date for such requirement is set forth herein; or (z) prior to submitting an application for a building permit for the Special Permit Project or other permit or certificate of

occupancy (TCO or PCO) which is tied to the completion of such requirement, where applicable, Tenant Declarant shall promptly, but in no event later than twenty (20) days, after the occurrence of Uncontrollable Circumstances becomes apparent, so notify the Chair in writing. Such notice (the “**Delay Notice**”) shall include a description of the Uncontrollable Circumstances, their cause and probable duration, and the steps proposed to be taken by Tenant Declarant to mitigate the effects of the Uncontrollable Circumstances. In the exercise of his or her reasonable judgment the Chair shall, within thirty (30) days of its receipt of the Delay Notice (x) certify in writing that the Uncontrollable Circumstances have occurred; or (y) notify Tenant Declarant that it does not reasonably believe that the Uncontrollable Circumstances have occurred. Upon a certification that Uncontrollable Circumstances have occurred, the Chair may grant Tenant Declarant appropriate relief and, as a condition thereto, may require that Tenant Declarant post a bond, letter of credit or other reasonable security in a form reasonably acceptable to the City in order to ensure that the obligation will be completed in accordance with the provisions of this Declaration.

(ii) Any delay caused as the result of Uncontrollable Circumstances shall be deemed to continue only as long as the Uncontrollable Circumstances continue. Upon cessation of the Uncontrollable Circumstance causing such delay, Tenant Declarant shall promptly recommence the work or implement the measure needed to complete the obligation, in accordance with any applicable directive of the Chair previously issued in connection with a grant of relief, unless an alternative has been specified and agreed to in accordance with this Section 12(e).

(iii) “**Uncontrollable Circumstances**” shall mean occurrences beyond Tenant Declarant’s reasonable control, and for which Tenant Declarant has taken all steps within

Declarant's control reasonably necessary to control or minimize, which cause delay in the performance of obligations under this Declaration, including, without limitation, delays resulting from (i) governmental restrictions, limitations, regulations or controls (provided that such are other than ordinary restrictions, limitations, regulations or controls); (ii) orders of any court of competent jurisdiction (including, without limitation, any litigation which results in an injunction or a restraining order prohibiting or otherwise delaying the construction of any portion of the Subject Property); (iii) labor disputes (including strikes, lockouts not caused by Tenant Declarant, slowdowns and similar labor problems); (iv) acts of God (including severe weather conditions); (v) war, sabotage, hostilities, invasion, insurrection, riot, acts of terrorism, mob violence, malicious mischief, embargo, quarantines, national, regional or local disasters, calamities or catastrophes, national emergencies, enemy or hostile governmental action, civil disturbance or commotion, earthquake, flood, fire or other casualty; (vi) a taking of the whole or any relevant portion of the Subject Property by condemnation or eminent domain; (vii) soil conditions that could not have been reasonably foreseen that substantially delay construction of any relevant portion of the Subject Project or substantially impair the ability to develop the Subject Property in the manner contemplated by this Declaration; (viii) denial to Tenant Declarant by any party of a right of access to any adjoining real property or to the Subject Property which right is vested in Tenant Declarant, by contract or pursuant to applicable law, if such access is required to accomplish the obligations of Declarant pursuant to this Declaration; (ix) inability of a public utility to provide power, heat or light or any other utility service, despite reasonable efforts by Tenant Declarant to procure same from the utility and (x) any extraordinary material delay by any department or agency of the City, State of New York or United States government in the issuance of approvals required in order to permit Tenant

Declarant to carry out its obligations under this Declaration that is not caused by any act or omission of the Tenant Declarant, as determined by the Chair in accordance with this Section 12(e). In no event shall any of the following constitute Unavoidable Circumstances: (A) failure to obtain or timely obtain financing, (B) removal of hazardous substances or (C) the inability to (1) pay a sum of money or (2) obtain or timely obtain any approval or cooperation of a mortgagee.

13. Applications

(a) Tenant Declarant shall include a copy of this Declaration with any application made to DOB for a foundation, new building, alteration, or other permit (a “**Permit**”) for any portion of the Special Permit Project subject to the Special Permits.

(b) Nothing in this Declaration shall be construed to prevent Declarants or any of their respective successors or assigns from making any application of any sort to any governmental agency or department (each an “**Agency**”) in connection with the development of the Subject Property; provided, that Declarants shall include a copy of this Declaration in connection with any application for any such discretionary approval, and provided that nothing in this Section 13(b) shall be construed as superseding the requirements, restrictions, or approvals that may be required under agreements with any other Agency or the City.

14. Amendment, Modification and Cancellation.

(a) This Declaration may be amended, cancelled, or modified only upon application by Tenant Declarant with the consent of Landlord Declarant (which consent shall not be unreasonably withheld) with the express written consent of CPC or an agency succeeding to CPC's jurisdiction and no other approval shall be required from any other public body, private person, or legal entity of any kind.

(b) Notwithstanding anything to the contrary contained in Section 14(a) hereof, the Chair of CPC may by its express written consent administratively approve a modification or amendment to this Declaration that, in the sole judgment of the Chair, are determined to be a minor amendment or modification of this Declaration, and such minor modification or amendment shall not require the approval of CPC.

15. Surrender.

In the event that Tenant Declarant does not undertake the Special Permit Project pursuant to the Special Permits, Tenant Declarant may surrender the Special Permits to the CPC, and Tenant Declarant may, subject to the Lease, proceed with any use or development of the Subject Property permitted by the Zoning Resolution as if such Special Permits had not been granted. In the event of such a surrender of the Special Permit, this Declaration shall be automatically canceled without further action by Declarants and shall be of no further force or effect, and Tenant Declarant shall record an instrument discharging it of record, with copies to CPC, which instrument shall confirm the Tenant Declarant's waiver of the right to use the Subject Property pursuant to the Special Permit.

16. Waiver.

For so long as (i) Tenant Declarant or (ii) any successor entity to the balance and entirety of Tenant Declarant's leasehold interest in the Subject Property (the "**Successor Declarant**") shall hold a leasehold interest in the Subject Property or any portion thereof, all other Parties-in-Interest (other than Landlord Declarant), their heirs, successors, assigns and legal representatives hereby irrevocably (i) consent to any modification, amendment, cancellation, revision or other change in this Declaration, (ii) waive any rights they may have to enter into an amended Declaration or other instrument modifying, cancelling, revising or otherwise changing this Declaration, and (iii) nominate, constitute and appoint Tenant Declarant, or any Successor Declarant, their true and lawful attorney-in-fact, coupled with an interest, to execute any documents or instruments of any kind that may hereafter be required to modify, amend, cancel, revise or otherwise change this Declaration or to evidence such Party-In-Interest's consent or waiver of rights as set forth in this Section 16.

17. Severability.

In the event that any of the provisions of this Declaration shall be deemed, decreed, adjudged, or determined to be invalid or unlawful by a court of competent jurisdiction, such provision shall be severable and the remainder of this Declaration shall continue to be in full force and effect, except that to the extent such invalidity or unlawfulness is due to the invalidity of the Special Permits, as described in Section 10 hereof, this Declaration shall be cancelled and have no further force and effect, as provided in Section 10.

18. Applicable Law.

This Declaration shall be governed and construed by the laws of the State of New York, without regard to principles of conflicts of law.

19. Indemnification.

Provided that Tenant Declarant is found by a court of competent jurisdiction to have been in default in the performance of its obligations under this Declaration after having received written notice of such default and opportunity to cure as provided above, and such finding is upheld on final appeal, or the time for further review of such finding on appeal or by other proceeding has lapsed, subject to the terms hereof, Tenant Declarant, without limiting the generality of the indemnity by Tenant Declarant provided in the Lease, shall indemnify and hold harmless the City, Landlord Declarant, New York City Economic Development Corporation, Apple Industrial Development Corp., and CPC (each, an “Indemnified Party,” collectively, the “Indemnified Parties”) from and against all of its reasonable legal and administrative expenses arising out of or in connection with the City’s enforcement of such obligations under this Declaration.

20. Failure to Comply.

Tenant Declarant acknowledges that failure to comply with the terms of this Declaration and/or the Lease, may constitute the basis for a denial of a certificate of occupancy (permanent or temporary), or revocation thereof, or constitute grounds for the City Planning Commission to disapprove any application for a modification or amendment of this Declaration.

21. Conflict in Terms.

In the event of a conflict between any provisions of the Lease and any provisions of this Declaration, the term that imposes the more stringent requirement on Tenant Declarant shall govern.

22. Capacity of Landlord Declarant.

Landlord Declarant's rights, duties and liabilities under this Declaration are limited to its status as the owner of the Subject Property. No provision in this Declaration that sets forth the rights, duties and liabilities of Landlord Declarant shall restrict or limit any City agency or other governmental body in the lawful exercise of its executive, judicial, legislative or administrative powers, including, without limitation the City's right to enforce municipal statutes, rules and regulations, local laws, etc., including, without limitation, the ZR and the Administrative Code of the City of New York.

23. Counterparts.

This Declaration may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original, but all of which taken together shall be construed as and shall constitute but one and the same instrument.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Declaration this ____
day of _____, 2013.

THE CITY OF NEW YORK

By: _____
Name:
Title:

Approved as to Form:

Acting Corporation Counsel

**SOUTH STREET SEAPORT LIMITED
PARTNERSHIP**

By: SEAPORT MARKETPLACE, LLC,
Its Sole General Partner

By: _____
Name:
Title:

ACKNOWLEDGEMENT

STATE OF)
) SS.:
COUNTY OF)

On the ____ day of _____, 20____, before me, the undersigned, personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

STATE OF)
) SS.:
COUNTY OF)

On the ____ day of _____, 20____, before me, the undersigned, personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

EXHIBIT A

DESCRIPTION OF SUBJECT PROPERTY

(See separate attachment)

EXHIBIT B

CERTIFICATION OF PARTIES IN INTEREST

(See separate attachment)

EXHIBIT C

DRAWINGS

(See separate attachment)

COMMUNITY BOARD #1 – MANHATTAN
RESOLUTION

DATE: NOVEMBER 27, 2012

COMMITTEES OF ORIGIN: EXECUTIVE, PLANNING/SEAPORT CIVIC CENTER
WATERFRONT/LANDMARKS AND ARTS &
ENTERTAINMENT TASK FORCE

COMMITTEE VOTE:	23 In Favor	0 Opposed	0 Abstained	0 Recused
PUBLIC MEMBERS:	1 In Favor	0 Opposed	0 Abstained	0 Recused
BOARD VOTE:	35 In Favor	0 Opposed	0 Abstained	0 Recused

RE: South Street Seaport Renovation Project
C 130052 ZMM, C 130053 ZSM, C 130054 ZSM, C 130055 ZSM
C 130059 PPM; N 130080 ZRM

WHEREAS: The South Street Seaport Limited Partnership, an affiliate of Howard Hughes Corporation (collectively, “HHC”) and the New York City Department of Small Business Services have applied for approval of a rezoning and waterfront special permits, authorizations, and a certification, as well as a property disposition and a zoning text amendment in order to facilitate the reconstruction of the existing three-story Pier 17 building retail structure at the South Street Seaport in Lower Manhattan, and

WHEREAS: In order to facilitate the proposed project, the applicants are proposing the following nine actions:

- 1) a rezoning of the project area from C2-8 to C4-6;
- 2) a special permit pursuant to Section 62-834 of the Zoning Resolution to permit a modification of the use and bulk regulations applicable to the pier portion of the zoning lot;
- 3) a special permit pursuant to Section 74-743(a)(2) of the Zoning Resolution, applicable to general large-scale developments, for modifications to the waterfront yard regulations applicable to the zoning lot;
- 4) a special permit pursuant to Section 74-744(c) of the Zoning Resolution, applicable to general large-scale developments, for modifications in the surface area and height of signage and roof signage on the Pier 17 Building;
- 5) an authorization pursuant to Section 62-822(a) of the Zoning Resolution to allow a modification of the waterfront public access

requirements;

- 6) an authorization pursuant to Section 62-822(b) of the Zoning Resolution to allow a modification of the visual corridor permitted obstructions requirements and a modification of the design requirements for waterfront public access areas;
- 7) a certification pursuant to Section 62-811 of the Zoning Resolution regarding compliance with the waterfront public access and visual corridor requirements, as modified;
- 8) a property disposition approval to allow a modification of the use restrictions of the existing lease for the applicable portion of Pier 17;
- 9) A zoning text amendment is required because under the current Waterfront Zoning Regulations, which would govern the renovated Pier 17, waterfront public access areas must be open to the public during designated hours – not more or less – and the required waterfront signage must reflect those hours; the proposed text amendment would allow the waterfront public access area on Pier 17 to remain open for 24 hours, as is the current practice, and for the signage to reflect these extended hours; and

WHEREAS: The proposed project will replace the existing Pier 17 building with a proposed new building that will provide new retail space on the pier, and will provide improved waterfront public access amenities including a publicly accessible open area and a flexible event space on the roof of the building, and

WHEREAS: The new building design is intended to evoke the industrial heritage of the City's working waterfront, provide visual corridors from within the building to the Brooklyn Bridge, improve pedestrian access to the waterfront, including a redesign of the two-story Link Building located between the Pier 17 building and South Street to complement the aesthetic of the proposed new Pier 17 building, and

WHEREAS: The proposed redevelopment is intended to foster the revitalization of the South Street Seaport as a premier New York City destination for local residents, workers, and tourists alike, while enhancing access to and enjoyment of the waterfront, and

WHEREAS: The existing C2-8 zoning district permits a maximum of 10.0 FAR for residential or community facility use and 2.0 FAR for commercial use, and restricts commercial uses to the first two floors of a building and below 30 feet, and

WHEREAS: The Waterfront Zoning Regulations impose a maximum height limit of 40 feet on the existing pier, as well as requirements regarding the provision of waterfront access, visual corridors, and the spacing of buildings, and

WHEREAS: Pier 17 encompasses both a platform and a pier and the existing Pier 17 building and the two-story Link building, along with their adjacent waterfront public access areas, would be subject to the proposed special permits, whereas the platform portion of Pier 17 contains the vacant Tin Building and New Market and are not part of the proposed project, and

WHEREAS: The floor area of the Pier 17 Building and the Link Building will be increased from approximately 206,700 square feet to approximately 282,679 square feet and the FAR on the zoning lot will increase from 1.14 to 1.56; there will be no increase in the roof height of the building of 77'-1 "but mechanical equipment on the roof of the proposed new building will increase the overall height to 82'-4," and

WHEREAS: The proposed project would contain large-floor plates suitable for retail anchors and is intended to extend the Lower Manhattan street grid onto the pier and to provide new view corridors, a major entertainment venue or an event space on the second and third floors, as well as 83,861 square feet of waterfront public access area including 40,000 square feet on the roof and approximately 32,000 square feet on the north side, which will be recast as the "front porch" of the project, and

WHEREAS: A rezoning from a C2-8 zoning district to a C6-4 zoning district, would reduce the maximum residential FAR from 10.0 to 3.4 and would increase the permitted commercial and manufacturing FAR from 2.0 to 3.4 but the maximum amount of community facility use of 3.4 would not change, and

WHEREAS: A rezoning from C2-8 to C4-6, which is subject to Uniform Land Use Review Procedure (ULURP), is proposed in order to allow the larger retail stores on the upper levels of the proposed new Pier 17 building, by eliminating the current limitation in the C2-8 district on retail stores above the level of the second story and will create a consistent zoning framework for the East River waterfront within the Special LM District, from Whitehall Street to the Brooklyn Bridge, and

WHEREAS: The only other potential development site within the proposed rezoning area is the site currently occupied by the Tin Building and the New Market Building, which is owned by the City of New York, and no disposition or no development could proceed on it without a further ULURP action, and

WHEREAS: Three special permits, which are subject to ULURP, are required to allow for modification of the use, height and setback regulations for the pier to allow for the creation of large floor plates for retail use and open space on the roof; and to allow for modifications of the applicable yard regulations to allow for public open space; and to allow for modification of the signage regulations to allow for additional signage to identify tenants, and

WHEREAS: Two authorizations, which are subject to approval by the City Planning Commission only, are required to allow for modification of dimensional requirements for waterfront public access because of the proposed new building's size and to waive requirements for waterfront view corridors to match the building's configuration; and to waive certain design requirements for seating, planting, and lighting and other improvements because these elements would interfere with pedestrian circulation around the pier, or with water views, and

WHEREAS: A certification, which is subject to approval by the Chair of the City Planning Commission only, is required to show that appropriate site plans have been submitted for visual corridors and public access and minimal design requirements, and

WHEREAS: A property disposition action, which is subject to Uniform Land Use Review Procedure, is required to allow a modification of the existing lease between the South Street Seaport Limited Partnership and the New York City Department of Small Business Services so that any uses allowed by the special permit and the proposed C4-6 zoning, which will allow a broader range of uses, will also be allowed under the lease, and

WHEREAS: A zoning text amendment is required to allow the waterfront public access area on Pier 17 to remain open for 24 hours, as is the current practice, and for the signage to reflect these extended hours; and

WHEREAS: The public hearing held on this application on October 4, 2012, attracted a large public audience and numerous speakers making and submitting comments on the application, which were generally, but not unanimously, supportive of the proposed redevelopment of Pier 17, and which also raised a number of concerns and constructive comments, including:

- 1) that the redevelopment incorporate a flexible, multi-use pier design for maritime use, including the installation of cleats and bollards, gates in pier fences to permit safe access to maritime programs, and the inclusion of life rings and ladders;
- 2) extension of the deadline for the Clipper City, New York Waterways and other business establishments' eviction from June 30, 2013 to September 30, 2013, to permit operation through the summer season;
- 3) restoration of sailing to the pier;
- 4) assurance that the design comports with a comprehensive waterfront plan;
- 5) that the rooftop space incorporate a fully equipped theater that could be utilized year-round;
- 6) that the proposed performance stage adjacent to Pier 16 would

adversely affect the operations of the South Street Seaport Museum, obstruct view corridors and impede pedestrian access and circulation;

- 7) that HHC be required to enter into a restrictive declaration to ensure compliance with the agreement on waterfront public access and the visual corridor;
- 8) that the de-mapped Fulton Street view corridor be preserved;
- 9) that the boundary between the South Street Seaport Museum leased property at Pier 16 and the HHC leased property be clarified;
- 10) that the rezoning that occurs as part of this application be limited to that made necessary by the proposed project itself and that such rezoning not extend to areas, such as the New Market Building and Tin Building, that are not part of the proposed project; and

WHEREAS: CB1 is concerned that there may be a loss of public space and that this matter is reviewed and clarified, including the definition of public space; and

WHEREAS: Since 2008 CB1 has passed separate resolutions calling for the extension of the Seaport Historic District to include the New Market building; and

WHEREAS: CB1 is disturbed by HHC's insistence that it has no master plan for the Seaport area, combined with its refusal to discuss even in a conceptual sense its thinking regarding New Market Building and Tin Building, as to which it has an option to propose a Mixed Use Project, and HHC's related insistence that CB1 evaluate HHC's Pier 17 plans in a vacuum without benefit of HHC's thinking regarding the context in which Pier 17 would be redeveloped; now

THEREFORE

BE IT

RESOLVED

THAT: CB1 approves this ULURP application, with the following modifications:

- 1) that HHC restore the Seaport to its vibrancy as quickly and safely as possible since there are currently many stores shuttered on Fulton Street;
- 2) that HHC extend the deadline for the Clipper City, New York Waterways and other business establishments' eviction from June 30, 2013 to September 30, 2013, to permit operation through the summer season;
- 3) that HHC be required to submit a master plan for the Seaport area prior to the City Planning Commission review of this application, so that CPC may properly evaluate the application in the context of the anticipated development by HHC of the full Seaport area;
- 4) that at least the equivalent quantity and quality of public space that

was specified by the City when Pier 17 was originally built in 1985 is maintained, and that the Borough President's office confirm to its satisfaction that this is the case, making appropriate reference to the CPC Resolution, dated March 11, 1985, related to Pier 17, in performing its analysis;

- 5) that the public spaces of Pier 17 should not become de facto private space. Public space should not be used for regular boat queuing, rendering it unusable by others; the public should have access to the roof at a variety of times of the year, week, and day (e.g. the roof should not be rented out to the private sector every Thursday through Sunday from Spring through Fall).
- 6) that the requirement of the filing of a restrictive declaration be enforced as a condition to the certification sought under Section 62-811;
- 7) that the application for a special permit pursuant to ZR Section 74-743(a)(2) and an authorization pursuant to ZR Section 62-822(b) to allow a modification of the visual corridor permitted obstructions requirements and a modification of the design requirements for waterfront public access areas, to the extent that such special permit and authorization relate to the stage in Fulton Plaza, be denied;
- 8) that the special permit pursuant to ZR Section 74-744(c), related to the proposed rooftop and blade signage, be denied;
- 9) that the rooftop space incorporate a fully equipped theater that could be utilized year-round, and, in order to accommodate such a theater, that HHC agree to implement the rooftop option that does not include a "slotted" roof;
- 10) that the Pier 17 design be modified to incorporate a flexible, multi-use pier designed for maritime use, including the installation of cleats and bollards, gates in pier fences to permit safe access to maritime programs, and the inclusion of life rings and ladders;
- 11) that the engineering design of Pier 17 and the redevelopment area incorporate best practices in engineering so that they would not be damaged if there were to be another Superstorm Sandy;
- 12) that maritime usage of Pier 17 be limited to the type of use that would not adversely affect the pedestrian experience on the Pier (e.g., no party boat usage);
- 13) that HHC enforce urban renewal plan specifications for siting of street vendors and kiosks and ensure that they -- and buses -- do not interfere with the view corridor and pedestrian flow;
- 14) that HHC agree that any development of the New Market Building and Tin Building include the siting there of a public market (such as the New Amsterdam Market) and a community center;

- 15) that the Seaport Historic District be expanded to include the New Market Building, consistent with the New York State historic designations; and
- 16) that the water space adjacent to Pier 16 be clarified as within the control of the South Street Seaport Museum.

Borough President Recommendation

City Planning Commission
22 Reade Street, New York, NY 10007
Fax # (212) 720-3356

INSTRUCTIONS

1. Return this completed form with any attachments to the Calendar Information Office, City Planning Commission, Room 2E at the above address.
2. Send one copy with any attachments to the applicant's representative as indicated on the Notice of Certification.

Application #: C 130052 ZMM, C 130053 ZSM, C 130054 ZSM, C 130055 ZSM, N 130056 ZAM, N 130057 ZAM, N 130058 ZCM, C 130059 PPM, C 130080 ZRM

Docket Description:

C 130052 ZMM – IN THE MATTER OF an application submitted by the Department of City Planning pursuant to Sections 197-c and 201 of the New York City Charter for an amendment of the Zoning Map, Sections Nos. 12b and 12d, changing from a C2-8 District to a C4-6 District property bounded by South Street, Brooklyn Bridge, the U.S. Pierhead Line, and a line 1,250 feet easterly of the southerly prolongation of the westerly street line of Old Slip (westerly portion), Borough of Manhattan, Community District 1, as shown on a diagram (for illustrative purposes only) dated September 4, 2012.

C 130053 ZSM – IN THE MATTER OF an application submitted by South Street Seaport Limited Partnership pursuant to Sections 197-c and 201 of the New York City Charter for the grant of a special permit pursuant to Section 74-743(a)(2) of the Zoning Resolution to modify the yard requirements of Section 62-332 (Rear yards and waterfront yards), in connection with a proposed commercial development on property located at Pier 17, on the southerly side of South Street between Beekman Street and John Street (Block 73, p/o Lot 10, p/o Lot 8, and p/o Marginal Street, Wharf or Place), within a Large-Scale General Development, in a C4-6 District*

(CONTINUED ON attached PAGE 2)

COMMUNITY BOARD NO: 01

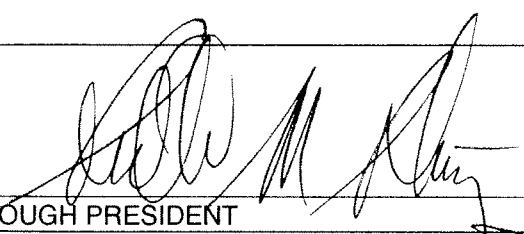
BOROUGH: Manhattan

RECOMMENDATION

- ☐ APPROVE
- ☒ APPROVE WITH MODIFICATIONS/CONDITIONS (List below)
- ☐ DISAPPROVE
- ☐ DISAPPROVE WITH MODIFICATIONS/CONDITONS (Listed below)

EXPLANATION OF RECOMMENDATION – MODIFICATION/CONDITIONS (Attach additional sheets if necessary)

See Attached


BOROUGH PRESIDENT


DATE

C 130053 ZSM – IN THE MATTER OF an application submitted by South Street Seaport Limited Partnership pursuant to Sections 197-c and 201 of the New York City Charter for the grant of a special permit pursuant to Section 74-743(a)(2) of the Zoning Resolution to modify the yard requirements of Section 62-332 (Rear yards and waterfront yards), in connection with a proposed commercial development on property located at Pier 17, on the southerly side of South Street between Beekman Street and John Street (Block 73, p/o Lot 10, p/o Lot 8, and p/o Marginal Street, Wharf or Place), within a Large-Scale General Development, in a C4-6 District*

C 130054 ZSM – IN THE MATTER OF an application submitted by South Street Seaport Limited Partnership pursuant to Sections 197-c and 201 of the New York City Charter for the grant of a special permit pursuant to Section 74-744(c) of the Zoning Resolution to modify the surface area of sign requirements of Section 32-64 (Surface Area and Illumination Provisions), and the height of signs and roof sign requirements of Section 32-65 (Permitted Projections or Height of Signs), in connection with a proposed commercial development on property located at Pier 17, on the southerly side of South Street between Beekman Street and John Street (Block 73, p/o Lot 10, p/o Lot 8, and p/o Marginal Street, Wharf or Place), within a Large-Scale General Development, in a C4-6 District*

C 130055 ZSM – IN THE MATTER OF an application submitted by South Street Seaport Limited Partnership pursuant to Sections 197-c and 201 of the New York City Charter for the grant of a special permit pursuant to Section 62-834 of the Zoning Resolution to modify the use regulations of Section 62-241 (Uses on existing piers and platforms) and the height and setback requirements of Section 62-342 (Development on piers), in connection with a proposed commercial development property located at Pier 17, on the southerly side of South Street between Beekman Street and John Street (Block 73, p/o Lot 10, p/o Lot 8, and p/o Marginal Street, Wharf or Place), within a Large-Scale General Development, in a C4-6 District*

C 130059 PPM – IN THE MATTER OF an application submitted by the New York City Department of Small Business Services (SBS), pursuant to Sections 197-c of the New York City Charter, for the disposition of one city-owned property to the South Street Seaport Limited Partnership, located at Pier 17, on the southerly side of South Street between Beekman Street and John Street (Block 73, p/o Lot 10, p/o Lot 8, and p/o Marginal Street, Wharf or Place), Borough of Manhattan, Community District 1, restricted to the modification of the use restrictions in the lease.

*Note: The site is proposed to be rezoned by changing a C2-8 District to a C4-6 District under a concurrent related application C 130052 ZMM.

Plans for this proposal are on file with the City Planning Commission and may be seen at 22 Reade Street, Room 3N, New York, NY 10007.



THE CITY OF NEW YORK
OFFICE OF THE PRESIDENT
BOROUGH OF MANHATTAN

SCOTT M. STRINGER
BOROUGH PRESIDENT

December 13, 2012

Recommendation on
ULURP Application Nos. C 130052 ZMM, C 130053 ZSM, C 130054 ZSM, C 130055
ZSM, N 130056 ZAM, N 130057 ZAM, N 130058 ZCM, C 130059 PPM, C 130080 ZRM
South Street Seaport – Pier 17
By South Street Seaport LLP

PROPOSED ACTION

The South Street Seaport Limited Partnership (“SSSLP”)¹ and the New York City Department of Small Business Services (“SBS”) seeks nine actions to permit the renovation of the renovation and reconstruction of Pier 17 Building, and the renovation of the Link Building at the South Street Seaport in Manhattan Community District 1.

Specifically the applicant seeks:

- A **Zoning Map amendment** to change the area seaward of South Street, between Maiden Lane and the centerline of the Brooklyn Bridge, which area includes Piers 15, 16, and 17, adjacent marginal street areas, and a portion of the East River Esplanade from a C2-8 to a C4-6 District;
- A **special permit** pursuant to ZR § 62-834 to modify the **use and bulk regulations** of ZR § 62-241 applicable to the pier portion of the zoning lot;
- A **special permit** pursuant to ZR § 74-743(a)(2) to **modify the yard requirements** of ZR § 62-332 in connection with a proposed commercial development on the property located at Pier 17 within a Large-Scale General Development;
- A **special permit** pursuant to ZR § 74-744(c), to modify **the surface area and height** of signage and roof signage on the Pier 17 Building located within a Large-Scale General Development;

¹ SSLP is an affiliate of the Howard Hughes Corporation (“HHC”)



- An **authorization** pursuant to ZR § 62-822(a) to allow a modification of the **waterfront public access** requirements;
- An **authorization** pursuant to ZR § 62-822(b) to allow a modification of the **visual corridor permitted obstructions** and a modification of the **design requirements** for waterfront public access areas;
- A **certification** pursuant to ZR § 62-811 regarding compliance with the waterfront public access and visual corridor requirements, as modified;
- A **zoning text amendment** to allow the **waterfront public access area** on Pier 17 to remain open for 24 hours, and;
- A **property disposition** approval to allow a modification of the use restrictions of the existing lease for the applicable portion of Pier 17.

PROJECT DESCRIPTION

Generally, the applicant seeks a rezoning, disposition and other actions to modify waterfront zoning regulations in order to facilitate the reconstruction of the existing three-story Pier 17 commercial building and a redesign of the two-story Link Building at the South Street Seaport. The applicants seeks a rezoning that includes Piers 15, 16, and 17 and marginal street (Block 73 – Lots 2, 8, 10, 11, 14, 17, a portion of 28 and 29). The project development site includes the platform, pier, the existing south street seaport commercial building, the Link Building and their waterfront access areas.

The new development will have the same footprint as the existing building, but with a different floor configuration. The building is proposed to have three floors of retail, with the ground and mezzanine floors. The ground floor retail spaces will be divided by open walk ways. The walkways are designed to allow view corridors to the Brooklyn Bridge towers. The second and third floors would include larger 60,000 SF floor plates. The roof is proposed to include over 40,000 SF of green space as well as a flexible event space. The applicant has proposed two development scenarios. The first scenario includes an open segment bisecting the second and third floors to allow light and air into the ground floor walkway. The second scenario has a second and third floor with a full floor plate.

The proposed open space will be improved with new seating and lighting. It will be programed with a stage south of the commercial building and amphitheater seating on the north side of the commercial building facing the Brooklyn Bridge. Additionally, the project will introduce a 38 by 63 foot cut out that would restore the original configuration of Pier 17 as two separate piers. Finally, the existing Link Building will be remodeled and reused as a specialty food market.

Although the new building will be constructed within the existing foot print, the floor area of the Pier 17 Building and the Link Building will be increased from 206,900 SF to 282,679 SF.

The FAR of the new development will increase from 1.14 to 1.56, which is still well below the allowed FAR. The roof height of the building remains the same at 77'-1"; however the roof will be leveled at the maximum height rather than sloping.

The project area is currently zoned C2-8 zoning district. The maximum FAR permitted is 10.0 for residential and community facility uses and 2.0 FAR for commercial use, and restricts commercial use to the first two floors of a building below 30 feet. The Waterfront Zoning Regulations impose a maximum height limit of 40 feet on the existing pier, as well as requirements regarding the provision of waterfront access, visual corridors, and the spacing of buildings.

The proposed rezoning, authorizations, special permits, certification and disposition are sought to assist in the development of the new Pier 17 Building and remodeled Link Building. The applicants specifically seek the following actions.

1. The applicant seeks a rezoning from a C2-8 district to a C4-6 zoning district. This new zoning permits larger retail above the second floor for the new Pier 17 building. A C4-6 district reduces the maximum residential FAR from 10.0 to 3.4, and increases the permitted commercial and manufacturing uses from 2.0 to 3.4.
2. The applicant seeks a special permit pursuant to ZR§ 62-834 to modify use and bulk regulations, as the proposed uses and the massing of the new Pier 17 Building does not comply with the use limitations (ZR§ 62-241) or the height and setback regulations (ZR§ 62-342). The applicant seeks retail, restaurant and entertainment uses of varied sized. In a related action, a waiver is sought for ZR§ 62-241(d) which limits the size of retail establishments in Use Group 6A, 6c, 9A, and 10 on existing piers and platforms to 20,000 SF. Additionally, the proposed building is 77 feet, which is higher the height limit of 40 feet established by ZR§ 62-432(a). Further, a special permit is required to waive the building width and length limitations (200 ft by 200 ft). The building will exceed the width by four feet, and the length by 152 feet. The proposed building will be the same height as the existing building (77 ft, and 82'4" with mechanicals), and built within the footprint of the existing building.
3. The applicant also requests a modification to the required waterfront public access area. Pier 17 constitutes a Large Scale General Development (LSGD), and requires a 40-foot waterfront yard on the shoreline as well as the 40-foot shore public walkway. In order to keep the building within the existing footprint, the building cannot maintain the full 40-foot shore public walkway. The applicant also requests an authorization to permit a performance stage as a visual obstruction, which extends 19 feet into the 50 foot width of the visual corridor. The stage is currently constructed seasonally and used for concerts during the summer. It will be located in southern open space known as Fulton Plaza.
4. A special permit is sought to allow for specific building signage for the new building. The single illuminated "Seaport" sign will be 9 ft by 90 ft and located on the roof. The waiver is requested to permit a roof sign in a C4 district and to have the sign go above the

permitted height. In addition, the building will have 18 blade signs almost 3 feet in height, which are higher than the permitted 40 feet in the C4 zoning district.

5. An authorization is sought to waive the required dimensions for waterfront public access areas. Pursuant to ZR § 62-54(a)(1), a waterfront public access area is required on the seaward end of the pier, cannot be less than 15 feet wide, and should equal to 25% of the length of the pier. The new building would encroach into the 25% of the waterfront public access area.
6. The applicant also seeks an authorization to allow for the proposed seating, lighting and plantings to be located within the required pedestrian circulation area around the pier. There will also be an interruption in the circulation path with the pier “cut out” at the eastern end of the pier.
7. The applicant requires a certification that verifies that the proposed waterfront public access areas and visual corridor meet the requirements of ZR § 62-50 and to ZR § 62-60.
8. A disposition is required to allow a modification of SSSLP’s existing lease with DSBS to allow the broader range of uses permitted by the proposed C4-6 zoning. The lease currently requires that buildings on the zoning lot be used as a “specialty retail marketplace” which does not have an equivalent zoning use.
9. Finally, a text amendment is proposed to permit 24-hour access to Pier 17 (with the appropriate signage). According to ZR § 62-00, waterfront public access areas on a zoning lot containing predominantly commercial uses may only be open to the public from dawn to dusk, or the closing time of the commercial business on the lot (but not beyond the hours of operation of the businesses on the lot).

COMMUNITY BOARD RECOMMENDATION

During a joint Executive, Planning, Seaport/Civic Center, Waterfront, and Landmarks Committee meeting on November 8, 2012 Community Board 1 voted unanimously to approve the application with conditions. The Board submitted their joint committee recommendation to City Planning, and ratified the resolution in their full board meeting on Tuesday, November 27, 2012. The board expressed general support of the project, but there were concerns around the lack of a master plan for the Seaport area, and the potential loss of public space with this new building. The Board presented the following ULURP modifications:

- That the Howard Hughes Corporation (HHC) restore the Seaport to its vibrancy as quickly and safely as possible since there are currently many stores shuttered on Fulton Street;
- HHC be required to submit a master plan for the Seaport area prior to the City Planning Commission (CPC) review of this application, so that CPC may properly evaluate the application in the context of the anticipated development by HHC of the full Seaport area;

- That the quantity and quality of public space specified by the City when Pier 17 was built in 1985 is maintained, and that the Borough President's office confirm to its satisfaction that this is the case, making appropriate reference to the CPC Resolution, dated March 11, 1985, related to Pier 17, in performing its analysis;
- At grade public space should be accessible to all and not be used for regular boat queuing;
- Public access to the roof open space should be available a majority of the year, and should not be rented out for private use routinely or seasonally;
- That HHC enter into a restrictive declaration to ensure compliance with the agreement on waterfront public access and the visual corridor;
- That the special permit and authorization to allow for a modification of the visual corridor and modification of the design requirements for the stage in Fulton Plaza be denied;
- That the special permit requested to allow for the proposed rooftop and blade signage, be denied;
- That the rooftop space incorporate a fully equipped theater that could be utilized year-round, and, in order to accommodate such a theater, that HHC agree to implement the rooftop option that does not include a "slotted" roof;
- Pier 17 design should be modified to incorporate a flexible, multi-use pier designed for maritime use, including the installation of cleats and bollards, gates in pier fences to permit safe access to maritime programs, and the inclusion of life rings and ladders;
- That the design of Pier 17 and the redevelopment area be able to withstand extreme weather;
- The maritime usage of Pier 17 should not adversely impact the pedestrian experience on the Pier;
- HHC should enforce specifications documented in the urban renewal plan for citing of street vendors and kiosks to ensure they do not interfere with the view corridor and pedestrian flow;
- HHC agrees that any development of the New Market Building and Tin Building include uses that support a public market and community center.
- The Seaport Historic District be expanded to include the New Market building; and
- That the water space north of Pier 16 be clarified as with the control of the South Street Seaport Museum.
- The Community Board also requested that the deadline of the Clipper City's eviction be moved from June 30, 2013 to September 30, 2013, to permit operation through the summer season.

BOROUGH PRESIDENT'S COMMENTS

The South Street Seaport has a rich history as a working pier, a commercial development, and a successful tourist destination. In general, the proposed improvements to the pier will create a more porous building, enhance the retail environment and create an improved open space environment. Further, the proposed Pier 17 building complements the City's planning efforts intending to activate the East River waterfront and the new design will be well integrated with larger design efforts such as the East River Esplanade.

The proposed actions sought by the applicant are consistent with the Waterfront Zoning Regulations, which are intended to ensure that waterfront development is publicly accessible. The new development will not create any new obstructions, but will instead allow the development to be constructed in the footprint of the existing building.

Moreover, the proposed rezoning is consistent with the surrounding waterfront districts. The permitted bulk and use restrictions in a C4-6 district are aligned with the commercial uses in the area and consistent with the surrounding zoning districts. Finally, the proposed rezoning will reduce the total allowable residential density and ensure any future development is consistent with surrounding bulk and uses.

While the proposed changes are generally positive, a number of legitimate concerns were raised during the public review related to the amount of open space, the permanence of the proposed obstructions, the potential impacts of additional development on the pier, the desire to maintain historic maritime uses, and the potential impact of high intensity uses on the pier.

Open Space

The City Planning Commission (“CPC”) may permit modifications to rear yard and waterfront yard requirements for existing piers given that the facility is designed to significantly enhance the public use and enjoyment of the waterfront. The proposed project is thoughtfully designed to improve the pedestrian experience and access to the waterfront. In addition, the pier level open space will be open 24 hours, which is normally not permitted under waterfront zoning. While the pier level open space will be open 24 hours, the open space on the roof will be open only when the building is operating, which is necessary to ensure public safety in the space.

The existing Pier 17 has 84,868 SF of open space pursuant to the original 1985 approvals (48,527 SF open to the sky at the pier level and 36,341 SF on the upper terraces and below overhangs). The applicant has proposed 71,127 SF of open space, which is open to the sky. Additionally the applicant has proposed 1,604 SF of open space at pier level, which is covered, and 45,675 SF of open space on the roof. This represents a net increase of open space of 33,538 SF.

While the proposed open space for this project is impressive, criteria for access to the roof is currently undefined. The roof space is anticipated to be programed for private events, and currently the applicant has proposed no details on the number of times a year the space will be closed. Without better definition, the space may not operate as publicly accessible open space and may be closed significant times of the year. If the rooftop is not included in the open space calculations, then the total new open space provided would be reduced by 12,137 SF.

Any proposed development should ensure that the open space provided meets or exceeds the standards of the existing development, approved in 1985. As such, the applicant should commit to increasing the total amount of open space by at least 12,137 SF, which cannot be closed for private events. If the open space is provided at pier level it should be accessible for 24 hours a day. However, if the new open space is provided on the roof, then it should remain only open as long as the building is in operation.

Visual Corridor and Stage

The applicant seeks a waiver for the visual corridor obstruction for the proposed stage. The stage will replace the existing stage, which is currently constructed seasonally. Generally, the existing stage is used during summer and fall months to hold concerts. These concerts bring thousands of tourists to the seaport, which is beneficial to commercial and cultural venues in lower Manhattan.

The proposed stage will extend into the required corridor by 19 feet. However, Pier 17 is proposed to be constructed with significant views of the water from multiple points, and therefore the obstruction will not be significant. However, the existing stage only exists in the plaza seasonally and the application seeks to construct a permanent stage structure. A permanent stage, unlike a seasonal one, obstructs views of the waterfront during months when it is not in use (such as the winter months) and thereby increases the degree of obstruction unnecessarily. In order to prevent unnecessary obstruction, the proposed stage should continue to only operate seasonally.

Working Pier and Historic Ships

Pier 17 has had a long history as a working pier. It was the historic home of the fish market and currently operates with significant maritime uses including as a place for historic ships to dock and as a stop for the Water Taxi. These uses have contributed to the success of the South Street Seaport and should be maintained.

Unfortunately, the renderings of the proposed pier do not indicate that maritime infrastructure will continue to be constructed on the pier. Additionally, the portion of the water on the south side of Pier 17 and north of Pier 16 is currently being used by the South Street Seaport Museum. However, the current plans do not indicate whether this use will be allowed to continue.

In order to maintain the piers' current and historic success, maritime uses should continue to be a part of the future development. As such the pier should be designed with the appropriate infrastructure in order to allow ships to continue to dock at the pier, including the historic South Street Seaport Museum ship.

Uses

The proposed rezoning has many positive benefits, including reducing the residential density. These changes will ensure a more contextual development. However, the zoning change will also allow a greater range of uses on the pier than are currently permitted, including Use Group 12 uses. Use Group 12 includes a number of higher intensity uses, including destination retail like big box retail. Additionally, the applicant seeks waivers that would allow larger store footprints than would otherwise be permitted under zoning.

These changes would alter the character in and around the seaport, which is characterized by small format retail. Further, big box retail typically serves a wider population and causes greater traffic impacts. The increase of intensity of uses would be inappropriate and inconsistent with both the surrounding area and the proposed redevelopment. Therefore, the applicant should commit to not including big box retail in any development plans on the south street seaport.

Other Development on the Pier

During the course of public review concern was raised that there is no comprehensive plan for the development of the Seaport area, specifically regarding future uses for the New Amsterdam Market and the Tin Building. These concerns are legitimate planning concerns; however, they are beyond the scope of these specific actions.

HHC has not revealed any plans for the other sites. Any new development will require public review for disposition and would allow for the community board to comment. Therefore, while these concerns are legitimate, the community will be provided the opportunity to comment in the future.

Existing Maritime Uses

Finally, there are a number of existing tenants which will be specifically impacted by the proposed redevelopment. While retail uses may find alternative space in other areas downtown, some uses such as the maritime uses will have difficulty relocating. Specifically uses like the Water Taxi and the Clipper City Ship will have difficulty finding alternative space as they require docks.

These users have publically requested an extension of their lease from June to September to allow them to operate over the summer. While such an extension may solve problems in the short-term, it may not be achievable due to the existing lease terms. Further, such an extension does not solve the problem of where the ships will locate in the long term during the full construction period.

Therefore, the city should work to find alternative docking spaces for these ships to prevent unnecessary hardship or potential closures.

General Design for Significant Weather Events

In the wake of Hurricane Sandy, it is critical that any development on or near the waterfront be prepared for significant weather events. After the Hurricane, Pier 17 was required to be closed; however, this closure was primarily due to a need to examine subsurface structures to ensure the pier was still structurally sound. The commercial building, unlike the upland areas, did not experience significant flooding as it is currently constructed above the flood plane. Any new development on the pier should continue this design element and be constructed to minimize or prevent flooding in the event of a significant weather event.

Meeting Community Concerns

In a letter dated December 12th, 2012 the applicant committed to the following:

1. The Rooftop open space will include at least 10,112 SF reserved for public access at all times subject to closure during hours when the building is not open.
2. A 2,025 SF area will be added to the open space at pier level, located within the building footprint in the northeast corner of the building, but will be improved as continuous open space consistent with the outdoor public pier and will be open 24 hours a day.
3. The pier will be design to accommodate maritime uses, include the appropriate infrastructure such as cleats, bollards, gates in pier fence to permit safe access to maritime programs, and the inclusion of life rings and ladders.
4. The new Pier 17 Building will be built on top of the existing raised platform, which has an average elevation of 11 feet above Manhattan Borough Datum (approximately three feet above the 100-year flood elevation).
5. HHC will continue to allow the seaport Museum to use the water north of Pier 16 for docking of historic vessels
6. HHC does not anticipate the inclusion of any big box retail.

BOROUGH PRESIDENT RECOMMENDATION

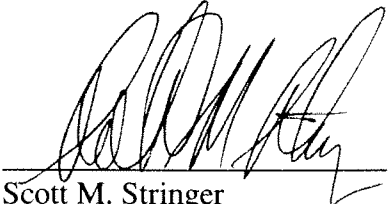
The rezoning will allow for appropriate commercial uses in the area, and be consistent with the surrounding waterfront zoning. This project meets the findings for waterfront zoning and proposes and enhanced waterfront public access area that will be of great benefit to the public.

The Manhattan Borough President therefore recommends conditional approval of ULURP Application Nos. C 130052 ZMM, C 130053 ZSM, C 130054 ZSM, C 130055 ZSM, C 130056 ZAM, C 130057 ZAM, C 130058 ZCM, C 130059 PPM, C 130080 ZRM provided that the applicant follow through on commitments to:

1. the Rooftop open space will include at least 10,112 SF reserved for public access at all times subject to closure during hours when the building is not open;
2. a 2,025 SF area will be added to the open space at pier level, located within the building footprint in the northeast corner of the building, but will be improved as continuous open space consistent with the outdoor public pier and will be open 24 hours a day;
3. the pier will be design to accommodate maritime uses, include the appropriate infrastructure such as cleats, bollards, gates in pier fence to permit safe access to maritime programs, and the inclusion of life rings and ladders;
4. the new Pier 17 Building will be built on top of the existing raised platform, which has an average elevation of 11 feet above Manhattan Borough Datum (approximately three feet above the 100-year flood elevation);
5. HHC will continue to allow the seaport Museum to use the water north of Pier 16 for docking of historic vessels; and
6. HHC does not anticipate the inclusion of any big box retail.

In addition, the Manhattan Borough President encourages the city to continue to:

- 1. work with the community on any future development on the pier that will require public review; and**
- 2. assist any tenants, such as Clipper City and the Water Taxi, who will require new docking space in the near future.**



Scott M. Stringer
Manhattan Borough President

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Christopher J. Curry
Senior Executive Vice President

December 12, 2012

Honorable Scott M. Stringer
Manhattan Borough President
1 Centre Street, 19th Floor
New York, NY 10007

Re: Pier 17 Redevelopment
ULURP Nos. 130052ZMM, 130053ZSM, 130054ZSM, 130055ZSM,
130056ZAM, 130057ZAM, 130058ZCM, 130059PPM

Dear Borough President Stringer:

On behalf of the Howard Hughes Corporation ("HHC"), I want to thank you for the opportunity to present our proposal to revitalize Pier 17 at the South Street Seaport, and for your recommendation to the City Planning Commission to approve our pending ULURP applications. We have had productive discussions with your staff, through which we have refined our proposal to reflect the following modifications and commitments:

1. Our proposal to the City Planning Commission includes the addition of a new public open space of approximately 45,000 square feet in size on the roof of the building. This open space will be used on occasion for parties and commercial events; however, an area of at least 10,112 square feet will be reserved for dedicated public access, and will not be subject to closure, during all hours when the building is open.
2. A 2,025 square foot area will be added to the open space at the pier level. This area will be located within the building footprint, in the northeast corner of the building, but will be improved as a continuous open space consistent with the outdoor public areas on the pier. Barrier-free access to this area will be provided 24 hours a day.
3. The pier will be designed to accommodate maritime uses, including the installation of appropriate infrastructure such as cleats and bollards, gates in pier fences to permit safe access to maritime programs, and the inclusion of life rings and ladders.
4. The new Pier 17 Building will be built on top of an existing raised platform, which has an average elevation approximately +11 feet above Manhattan Borough Datum, or approximately +3 feet above the 100-year flood elevation.

Hon. Scott Stringer
December 12, 2012
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5. HHC will continue to allow the Seaport Museum to use the water north of Pier 16 for the docking of historic vessels.
6. HHC does not anticipate the inclusion of any big box retail in the project.

We thank you for your consideration of this proposal, and we look forward to working with you to create an exciting and transformational project for Lower Manhattan.

Sincerely,

A handwritten signature in black ink, appearing to be 'CJ Curry', written over the word 'Sincerely,'.

Christopher J. Curry