

EXHIBIT 17

Memorandum




Metropolitan Transportation Authority

State of New York

Date

To December 7, 2006

From Chairman Peter S. Kalikow and MTA Board Members

Re Katherine N. Lapp 
Atlantic Yards environmental findings

As I advised you a few weeks ago, the Board will be asked to approve the environmental findings for the Atlantic Yards project at the Board meeting next Wednesday. A full copy of the FEIS and the executive summary were previously sent to you. The actual environmental findings (which will be attached to the staff summary) are not yet complete because ESDC, the lead agency, has been required to make some last minute changes before its board meeting tomorrow.

We expect to be able to send you the findings tomorrow. In the meantime, however, we are sending you a summary of the findings, as well as the staff summary and proposed Board resolution.

If you have any questions, please do not hesitate to contact me, Cathy Rinaldi (878-7172), Bill Wheeler (878-7258), or Roco Krsulic (878-7368).

cc.: William Wheeler
Roco Krsulic
Catherine Rinaldi

Summary of MTA Environmental Findings for Atlantic Yards Arena and Redevelopment Project

The New York State Environmental Quality Review Act ("SEQRA") requires that every state agency proposing to carry out or approve an action for which an environmental impact statement ("EIS") has been prepared must, before taking that action, adopt a written findings statement that "considers the relevant environmental impacts presented in an EIS, weighs and balances them with social, economic and other essential considerations, provides a rationale for the agency's decision and certifies that the SEQRA requirements have been met." 6 N.Y.C.R.R. § 617.2(p). The enclosed MTA Findings Statement, to be considered by the MTA, LIRR and NYCT trustees on December 13, 2006, is intended to satisfy these agencies' respective SEQRA obligations with respect to the proposed Atlantic Yards Project. The following is a summary of the MTA Findings Statement.

A. The Atlantic Yards Project

As proposed, the Atlantic Yards Project (the "Project"), which would be carried out by affiliates of Forest City Ratner Companies, will occupy an approximately 22-acre area in Brooklyn, roughly bounded by Flatbush and 4th Avenues to the west, Vanderbilt Avenue to the east, Atlantic Avenue to the north, and Dean and Pacific Streets to the south, an area including the Vanderbilt Yard. The Project will include the development of an arena, 16 buildings for residential, office, retail, community facilities, parking, and possibly hotel uses, and 8 acres of publicly accessible open space. The Project will also include a reconfigured and improved Vanderbilt Yard and a new direct entrance to the Atlantic Avenue/Pacific Street subway station complex. A portion of the Project will be built on a deck above the reconfigured Vanderbilt Yard.

1. LIRR Rail Yard Improvements

LIRR's Vanderbilt Yard will be relocated, covered and improved as part of the Project. The reconfigured and upgraded rail yard will be built below street grade on the eastern end of the existing rail yard footprint. In addition to modernizing switching and signal equipment, the Project will increase the yard's capacity. The new rail yard will consist of longer 8- and 10-car tracks. The yard will streamline train movement between the yard and Atlantic Terminal, as well as within the yard. The "West Portal" that will be constructed as part of the Project will provide direct access between the terminal and the rail yard, which does not currently exist. It will also provide an emergency detour route for passenger train egress from Atlantic Terminal, adding flexibility in the event of an emergency on the main line. A new drill track will allow the switching of 10-car trains within the yard. Existing yard tracks are too close to one another to allow toilet servicing of any but the trains on the outer tracks. The Project will provide wider spaces between tracks and new toilet manifolds. Additionally, the Project will provide parking for 30 cars and five trucks and usable storage space in Blocks 1120 and 1121 consistent with the needs of LIRR.

2. Subway Station Improvements

Forest City Ratner will construct a new entrance to the Atlantic Avenue/Pacific Street subway station complex on Block 1118 at the southeast corner of Atlantic and Flatbush Avenues pursuant to a final design approved by NYCT. The new entrance will be substantially complete prior to the opening of the arena.

B. SEQRA Review

The Empire State Development Corporation ("ESDC") is the lead SEQRA agency for the Atlantic Yards Project. MTA, LIRR, and NYCT are involved agencies due to transactions involving LIRR's Vanderbilt Yard and NYCT's Atlantic Avenue and Pacific Street subway stations. ESDC approved a Final Environmental Impact Statement ("FEIS") for the Project on November 27, 2006. Staff from the MTA, LIRR, and NYCT, as well as MTA outside environmental counsel, participated extensively in the preparation of the environmental impact statement. ESDC adopted its own statement of findings on December 8, 2006 based on the FEIS. The MTA Findings Statement closely follows the ESDC findings statement.

The Findings Statement, like the FEIS, describes the Project and the methodologies used for assessing environmental impacts, and summarizes the Project's environmental impacts and benefits in the following subject areas during construction and operation of the Project: Land Use, Zoning, Public Policy, Socioeconomic Conditions, Community Facilities (e.g., police, fire, schools, day care, etc.), Open Space, Cultural Resources (archaeological and historical resources), Urban Design, Shadows, Hazardous Materials, Infrastructure (e.g., water, sewer, garbage, energy, etc.), Traffic, Parking, Transit, Pedestrians, Air Quality, Noise, Neighborhood Character, and Public Health. The findings statement also summarizes the FEIS' analysis of alternatives (No Action Alternative, As-of-Right Alternative, No Unmitigated Impact Alternative, Reduced Density – No Arena Alternative,¹ and Reduced Density – Arena Alternative) and sets forth required mitigation measures for environmental impacts.

Since the Project will involve the development of several elements over an extended period of time, two analysis years, 2010 and 2016, were considered in the FEIS. The 2010 analysis year ("Phase I") was selected because the arena is expected to be completed by fall 2009, with the remaining development on Blocks 1118, 1119, and 1127 (the "arena block") and Block 927 ("Site 5") completed by the next year. The new rail yard and subway entrance will be completed in Phase I. The remainder of the development program ("Phase II") is anticipated to be complete by 2016. A platform will be built over the upgraded rail yard (Blocks 1120 and 1121) to support six of the 11 buildings constructed during Phase II.

Many of the Project's significant environmental impacts can be mitigated through measures that Forest City Ratner has committed to undertake. The following adverse environmental impacts cannot be mitigated:

1. Community Facilities

A deficit of approximately 986 seats in elementary schools within one-half mile of the Project site would remain after construction of an on-site school. There would, however, continue to be sufficient school seats in the community school districts in which the Project site is located.

¹ The Reduced Density – No Arena Alternative was derived from the proposal submitted to the MTA by the Extell Development Company.

2. *Open Space*

The Project will result in a temporary unmitigated significant adverse open space impact in the non-residential study area upon completion of Phase I. The temporary significant adverse impact will be fully mitigated when the Project's open space is phased in during Phase II.

3. *Cultural Resources, Visual Resources, and Shadows*

The Project will result in unmitigated significant adverse cultural resources impacts due to the demolition of the privately owned former LIRR stables and the former Ward Bread Bakery complex. These impacts will be partially mitigated as a result of HABS documentation and other measures.

The Project will also result in three other unmitigated significant adverse impacts due to (i) the loss of certain views of the historic Williamsburgh Savings Bank Building, (ii) shadows cast on the historic Church of the Redeemer's stained glass windows and (iii) shadows cast by the Project on the Atlantic Terminal Houses' open space. The shadow impacts will be partially mitigated.

4. *Traffic*

In 2010, the Project will result in unmitigated significant adverse impacts at 25 intersections after implementation of all traffic mitigation measures. In 2016, the Project will result in unmitigated significant adverse impacts at 35 intersections after the implementation of all traffic mitigation measures.

5. *Noise*

The Project will result in unmitigated noise impacts at the Dean Playground and at the Project's on-site open space areas. The project sponsors will make double-glazed or storm-windows and alternative ventilation (*i.e.*, air conditioning) available, at no cost for purchase and installation, to owners of residences to the extent such measures are not already in place at all of the locations where Project noise impacts are predicted to occur. The project sponsors will also make available and install, free of charge, storm windows for windows that are on the second level of the building (above the Temple of Restoration sign) facing Dean Street and that do not currently have double-glazed or storm windows. At locations where owners elect not to take advantage of noise mitigation measures, the Project will have unmitigated noise impacts.

6. *Construction Period Impacts*

The Project will result in unmitigated construction impacts with respect to noise, traffic, and the demolition of two historic resources on the Project site. The Project will also result in unmitigated significant adverse localized neighborhood character impacts during construction. With respect to noise, the Project cannot mitigate its construction noise impacts at the Dean Playground, Brooklyn Bear's Pacific Street Community Garden or South Oxford Park. Mitigation measures have been proposed to offset construction noise impacts to the Temple of Restoration, the Pacific Branch Library and residences in the vicinity. If the owners or tenants who will experience noise impacts elect not to take advantage of noise mitigation measures, the Project will have unmitigated construction noise impacts at these locations.

For a fuller summary of the Project impacts, benefits, mitigation measures, and alternatives, please see the Executive Summary to the FEIS. The following highlights areas of the findings that are

of particular interest to the MTA, and also presents a summary of the weighing and balancing of environmental impacts and benefits.

C. Areas of Analysis of Particular Interest to MTA

1. *Transit and Pedestrians - Summary of Impact Analysis*

a. Subway Service

Overall, the new on-site entrance and internal circulation improvements at the Atlantic Avenue/Pacific Street subway station complex will be adequate in accommodating new Project-generated demand at acceptable levels of service, as will existing analyzed stairways and fare arrays at the station. However, crowding on the platforms at the Atlantic Avenue/Pacific Street subway station complex could occur after major arena events. If such crowding were to occur, it would be a significant adverse impact, which will be addressed by providing additional subway trains during such post-event periods.

The Project will not result in significant adverse impacts on subway line haul conditions.

b. Bus Service

In 2016, Project-generated demand in the 8-9 AM peak hour will cause a significant adverse impact on westbound B38 buses at their current service frequency. As standard practice, NYCT routinely conducts ridership counts and adjusts bus service frequency to meet its service criteria, within fiscal and operating constraints. Therefore, no mitigation is required for the potential impact on westbound B38 service. Although the proposed traffic mitigation plan would address many traffic impacts along bus routes, delays to bus travel may occur, especially in the vicinity of the arena during the pre- and post-game peak periods. Additional buses therefore may be needed during these periods to maintain the current headways and service schedules.

2. *Traffic Mitigation and its Effect on Transit*

A comprehensive package of traffic mitigation measures will be implemented to reduce the number of significant adverse traffic impacts. The traffic mitigation package will include physical roadway improvements, demand management strategies, transit service recommendations and traffic operational improvements. Because the most severe traffic impacts are for the most part attributable to demand generated by major events at the arena, mitigation measures are targeted to address this use, as well as to address the traffic impacts attributable to the Project's residential and commercial uses and its reconfigured street grid.

a. Demand Management Strategies

The project sponsors (Forest City Ratner Companies) will implement incentives to reduce the overall number of vehicles coming within one-half mile of the arena for Nets games by 30 percent of the Project demand as initially identified in connection with the traffic analysis prepared for the FEIS. The six demand management strategies will consist of: (i) remote parking (with free shuttle bus service) containing at least 500 parking spaces, offered at a 50 percent discount from rates for parking at or near the arena controlled by the project sponsors; (ii) free shuttle bus service from park-and-ride lots on Staten Island, providing an aggregate capacity accommodating approximately 264 persons; (iii) high-occupancy-vehicle ("HOV") requirements for at least 500 on-site arena parking spaces, requiring

vehicles using such HOV spaces to be occupied by three or more persons after 5 PM on game days; (iv) free round-trip subway fare to Nets basketball game ticketholders who would otherwise drive (the final design of this fare-incentive program is to be developed with and subject to the review and approval of NYCT); (v) free bicycle parking for any ticketholder traveling to the arena by bicycle in a secure, manned facility designed to accommodate at least 400 bicycles on the arena block; and (vi) cross-marketing of area businesses to encourage ticketholders to patronize local restaurants and stores before and after games to reduce peak surges.

The project sponsors will provide expected attendance data to, and otherwise cooperate with, NYCT as necessary to assist NYCT in determining the appropriate increase in subway service to the Atlantic Avenue/Pacific Street subway station on selected subway lines immediately following basketball games and other major arena events as necessary to alleviate potential platform crowding at that subway station.

The analyses for the FEIS estimate that the transit fare incentive program will result in a roughly 14 percent reduction in arena auto trips, and that additional measures (park and ride bus services, on-site HOV parking requirements, secure indoor on-site bicycle parking and cross-marketing of area businesses) will, in the aggregate, achieve a further 6 percent reduction in peak hour arena auto trips. The remote parking program is expected to further reduce auto trips in the vicinity of the arena by intercepting approximately 250 autos at remote parking facilities on the periphery of the Project's study area.

The Project sponsors will collect data midway through the first basketball season from Nets patrons documenting the travel mode of patrons to evaluate the effectiveness of the demand management program, and will provide the data to NYCT and ESDC.

b. Effect of Traffic Mitigation Measures on Transit

Although the transit fare incentive will result in additional subway ridership, the additional ridership will be accommodated at all analyzed stations serving the Project site without resulting in any significant adverse impacts. As disclosed in the FEIS, the potential may exist for crowding on subway platforms under certain post-game or major event situations. Such crowding, if it were to occur, would constitute a significant adverse impact, which will be addressed by providing additional subway service (*i.e.*, more trains) during post-game periods or after major events. The implementation of the complete array of traffic mitigation measures discussed above will not be expected to result in significant adverse impacts in any other area of analysis.

D. Summary Evaluation of the Project and its Alternatives

Overall, ESDC has determined, in the FEIS, that the Project will have many significant social, environmental, civic and economic benefits. It will create 8 acres of open space. It will create visual and physical links among neighborhoods that are currently divided by an open rail yard. It will add a new subway entrance and provide a new and improved LIRR rail yard. It will create 17 new "green" buildings, a new arena that will be surrounded by other buildings and retail uses to create street-level activity even when there is no event at the arena. The Project will create thousands of new housing units, including a large number of affordable units. It will allow for efficient regional growth by locating a significant new development at a major transit hub. It will stimulate the New York City and New York State economies by providing thousands of jobs, significant annual tax revenues, and

billions of dollars in economic activity. At the same time, as summarized above, the Project will result in a number of significant environmental impacts that cannot be mitigated.

As outlined in the MTA Findings Statement, the FEIS weighs the benefits of the Project against its significant adverse environmental impacts, taking into account not only the effectiveness of the measures proposed to mitigate those impacts, but the reasonable alternatives available to avoid or reduce them. On balance, the benefits of the Project appear even more compelling when they are considered in light of the impacts and benefits of the alternatives. The No Action Alternative would achieve none of the Project's goals and objectives. The other alternatives fall into two categories: (i) a development without an arena; or (ii) a development with an arena, but with less residential development.

The FEIS states that the alternative of not building an arena would not provide Brooklyn with a facility and team to renew the sports legacy of the Borough. While the arena will result in significant traffic impacts, these impacts have been mitigated to the maximum extent practicable. An arena is an important civic amenity and an arena event will bring not only additional traffic congestion, but also additional vitality. The FEIS On balance, therefore, the arena's significant traffic impacts (as well as the other adverse impacts) are outweighed by the social, economic and civic benefits that an arena would offer.

The FEIS also considers whether the Project should retain the arena but reduce the housing it will provide. Smaller buildings would cast smaller shadows and could reduce the visual impact on the Williamsburgh Savings Bank Building. A reduction in housing would also result in less of an impact on schools. Less housing (and a reduction in commercial development at the Project site) would also result in some amelioration of traffic impacts in the study area at specific intersections and traffic movements. However, when the traffic network is viewed in its entirety, considering the very large number of intersections analyzed in the study area, the differences between the Project and the Reduced Density – Arena Alternative would not result in markedly different traffic conditions in the area.

While the FEIS states that Reduced Density – Arena Alternative would result in a reduction in traffic and other environmental impacts as compared to the Project, it would also have fewer benefits. It would provide much less market rate and affordable housing than the Project, much less office space than the Project and much less (and inferior) open space. At full build out, the Project will result in a net reduction in the volume of CSOs to City water bodies. Eight acres of publicly accessible open space will be created by platforming over the rail yard and concentrating the Project's density in tall buildings rather than spreading it across the site. Moreover, the Project has incorporated a number of measures to minimize the environmental impacts of the construction activities required to provide the needed housing and office space, and the arena.

On balance, after considering the benefits and impacts of the Project, the FEIS concludes that the density of the Project at the Project site is appropriate and that the social, economic and environmental benefits of its density outweigh the reduction in traffic and other environmental impacts that could be achieved through a further reduction in density.

E. Findings

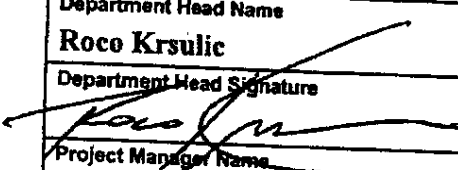
Having considered the DEIS and the FEIS, the comments on the DEIS, the responses to those comments, comments received on the FEIS, and the findings statement, MTA staff have recommended

that the Board make the following findings required by SEQRA with respect to those Project-related actions that must be approved by, or are within the purview of, MTA, LIRR and NYCT:

(1) the requirements of Article 8 of the New York Environmental Conservation Law and its implementing regulations, 6 N.Y.C.R.R. Part 617, have been met; and

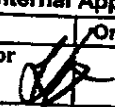

(2) consistent with social, economic, and other essential considerations from among the reasonable alternatives available, the Project is one that avoids or minimizes adverse environmental impacts to the maximum extent practicable, that adverse environmental impacts will be avoided or minimized to the maximum extent practicable by incorporating as conditions to the Project those mitigative measures that the FEIS have identified as practicable.

Staff Summary

Subject	Atlantic Yards Project Environmental Findings
Department	Real Estate
Department Head Name	Roco Krsulic
Department Head Signature	
Project Manager Name	

Date	December 7, 2006
Vendor Name	N/A
Contract Number	N/A
Contract Manager Name	N/A
Table of Contents Ref #	N/A

Board Action					
Order	To	Date	Approval	Info	Other
1	CC/P/RE Committee	12/11	x		
2	Board	12/13	x		

Internal Approvals			
Order	Approval	Order	Approval
2	Executive Director 		
1	Legal 		

PURPOSE

To request that the Board: (a) adopt the attached MTA Findings Statement summarizing the proposed project's environmental impacts and mitigation measures, as required by the State Environmental Quality Review Act ("SEQRA"); and (b) authorize the Chairman and Executive Director and their respective designees to proceed with the transactions described below.

BACKGROUND

Pursuant to a Request for Proposals dated May 24, 2005, the MTA solicited interest for the possible sale or lease of the air space above and real property interests in Vanderbilt Yard ("VD Yard") located over portions of three city blocks between 5th Avenue to the west, Atlantic Avenue to the north, Pacific Street to the south, and Vanderbilt Avenue to the east, in Brooklyn.

On July 6, 2005, the MTA received two proposals, one from Extell Development Company ("Extell") and one from Forest City Ratner Companies ("FCR").

The MTA Board considered the two proposals at its meetings on July 27, 2005 and September 14, 2005. At the July 27 meeting, the Board authorized the Chairman, Executive Director and their designees to conduct further discussions with FCR. During the course of those discussions, the purchase price for the property increased from FCR's initial cash offer of Fifty Million Dollars (\$50,000,000) to a cash offer of One Hundred Million Dollars (\$100,000,000). FCR also proposed to construct a temporary and permanent replacement yard for the LIRR, subject to the review and approval of the MTA and LIRR. It agreed to be responsible for the planning, design, construction, and incremental costs of operating in the temporary and new yards. It also agreed to be responsible for any environmental remediation and clean-up of the site. FCR agreed to construct or cause to be constructed mass transit improvements to provide direct pedestrian access between a proposed FCR development located in part over the VD Yard and the Atlantic Avenue/Pacific Street subway station complex.

FCR also agreed to be responsible for the planning, design, construction and maintenance of such improvements, as well as all costs relating thereto. The property dispositions, acquisitions, and other actions needed to carry out LIRR rail yard and NYCT transit improvements constitute the MTA transactions.

At the September 14, 2005 meeting, the Board decided to take no further action with respect to the Extell proposal and to authorize the Chairman to continue negotiations with FCR concerning the terms and conditions of FCR's proposal to acquire an interest in the VD Yard as part of its proposed "Atlantic Yards Arena and Redevelopment Project."

At the time of the September 14, 2005 MTA Board meeting, the proposed project contemplated the sale to FCR or its affiliates of a fee interest in property not in active rail use and the sale of a fee interest in the air space above a limiting plane over property in active rail use. As design developed for the new LIRR VD Yard following the September 14, 2005 MTA Board meeting, it became clear that construction of the new rail yard would also require the MTA to acquire a subsurface envelope of space from the Empire State Development Corporation ("ESDC"). In addition, LIRR would transfer the VD Yard to the MTA, and MTA would dispose of a property interest in the VD Yard to ESDC or to FCR or its affiliates.

ESDC, as lead agency, completed an extensive environmental review of the proposed project under SEQRA. MTA (with involvement from MTA, LIRR and NYCT staff and outside environmental counsel) participated in the environmental review process as an involved agency.

In total, the proposed project would occupy an approximately 22-acre site (including the VD Yard) bounded by Flatbush and Fourth Avenues to the west, Vanderbilt Avenue to the east, Atlantic Avenue to the north, and Dean and Pacific Streets to the south. In addition to the rail yard and mass transit improvements, the proposed project would include a new arena for the Nets National Basketball Association team; commercial, retail, residential, community facility, and possibly hotel uses; and eight acres of publicly accessible open space.

On November 27, 2006, the Board of ESDC accepted the corrected and amended Final Environmental Impact Statement ("FEIS") for the Project. It is anticipated that on December 8, 2006, ESDC will adopt detailed SEQRA findings with respect to the project.

RECOMMENDATION

That the Board approve the attached resolution: (a) adopting the attached MTA Findings Statement summarizing the proposed project's environmental impacts and mitigation measures, as required by SEQRA; and (b) authorizing the Chairman and Executive Director and their respective designees to proceed with the MTA/LIRR/NYCT transactions described above and to take any and all such further actions, collectively or individually, on behalf of MTA, LIRR, and NYCT, including entering into and executing any and all agreements, leases, contracts and other documents, and to perform such further acts as are necessary, desirable or convenient to effectuate such transactions.

RESOLUTION

BOARDS OF THE
METROPOLITAN TRANSPORTATION AUTHORITY,
LONG ISLAND RAIL ROAD,
AND NEW YORK CITY TRANSIT AUTHORITY

WHEREAS, pursuant to a Request for Proposals dated May 24, 2005, the Metropolitan Transportation Authority ("MTA") solicited interest for the sale or lease of the air space and related real property interests in the Long Island Rail Road ("LIRR") Vanderbilt Yard ("VD Yard") in Brooklyn, New York, located over portions of three city blocks between 5th Avenue to the west, Atlantic Avenue to the north, Pacific Street to the south, and Vanderbilt Avenue to the east; and

WHEREAS, on July 6, 2005, the MTA received two proposals, one from Extell Development Company ("Extell") and one from Forest City Ratner Companies ("FCR"), to purchase a property interest in the VD Yard; and

WHEREAS, on September 14, 2005, the MTA Board decided to take no further action with respect to the Extell proposal and to authorize the Chairman to continue negotiations with FCR concerning the terms and conditions of FCR's proposed purchase of a property interest in the VD Yard as part of the Atlantic Yards Arena and Redevelopment Project (the "Project") proposed by FCR and its affiliates Atlantic Yards Development Company, LLC and Brooklyn Arena, LLC (collectively, the "Project Sponsors"); and

WHEREAS, the Empire State Development Corporation ("ESDC"), as lead agency, has completed an extensive environmental review of the Project under the New York State

Environmental Quality Review Act ("SEQRA"), and MTA has participated in that environmental review as an involved agency; and

WHEREAS, on November 27, 2006, ESDC accepted the corrected and amended Final Environmental Impact Statement ("FEIS") for the Project, and on December 8, 2006 adopted detailed findings (the "Lead Agency SEQRA Findings") with respect to the Project's environmental impacts in accordance with the requirements of SEQRA and its implementing regulations; and

WHEREAS, the Project would require the Project Sponsors to relocate and improve, and possibly cover the VD Yard, including constructing a temporary yard and related facilities (the "Rail Yard Improvements") and to construct a new entrance to the Atlantic Avenue/Pacific Street subway station complex and related circulation improvements (the "Transit Improvements"); and

WHEREAS, to carry out the Project, the MTA, LIRR, and/or New York City Transit ("NYCT") must take the following actions: (1) transfer by the LIRR to the MTA of the VD Yard, (2) disposition by the MTA of a property interest in portions of the VD Yard to ESDC or the Project Sponsors; (2) approval by MTA, LIRR, and/or NYCT of the Rail Yard Improvements and the Transit Improvements; and (3) any related real property acquisitions or dispositions by MTA, LIRR, and/or NYCT (collectively, the "MTA Transactions"); and

WHEREAS, the Board, in its capacity as the Board of MTA, LIRR, and NYCT, has received and reviewed the FEIS, the Lead Agency SEQRA Findings, the Staff Summary that staff members have prepared for the Board's consideration and the MTA's proposed SEQRA findings regarding the Project and the MTA Transactions, attached as Exhibit A hereto (the "MTA Findings Statement").

NOW THEREFORE, upon the recommendation of MTA's Executive Director, the Board in its capacity as Board of MTA, LIRR, and NYCT, resolves as follows:

1. Having considered the FEIS and the proposed MTA Findings Statement, the facts and conclusions set forth in these documents and the Staff Summary presented to this meeting, the Board hereby approves and adopt the MTA Findings Statement;
2. The Board hereby finds and certifies that, consistent with social, economic and other essential considerations from among the reasonable alternatives, the Project is one that avoids or minimizes adverse environmental impacts to the maximum extent practicable, and that adverse environmental impacts will be avoided or minimized to the maximum extent practicable by incorporating as conditions to the MTA Transactions those mitigation measures that were identified as practicable; and
3. The Chairman and Executive Director and their respective designees are hereby authorized to proceed with the MTA Transactions and to take any and all such further actions on behalf of MTA, LIRR, and NYCT, including

entering into and executing any and all agreements, leases, contracts and other documents, and to perform such further acts as are necessary, desirable or convenient to effectuate the MTA Transactions.

EXHIBIT 18

**This exhibit can be found as an exhibit to the
Certified Administrative Record of
the Empire State Development Corporation**


EXHIBIT 19

Memorandum



Metropolitan Transportation Authority

State of New York

Date December 8, 2006
To Chairman Peter S. Kalikow and MTA Board Members
From Katherine N. Lapp 
Re Atlantic Yards Environmental Findings

As I advised you yesterday, the ESDC Board is expected to take action today to adopt environmental findings in connection with the Atlantic Yards project. ESDC finally completed drafting and updating its findings late last night, and, consequently, we can finally provide you with the findings that will be before you at next Wednesday's meeting.

If you have any questions, please do not hesitate to contact me, Cathy Rinaldi (878-7172), Bill Wheeler (878-7258), or Roco Krsulic (878-7368).

c: William Wheeler
Roco Krsulic
Catherine Rinaldi

**FINDINGS UNDER THE STATE ENVIRONMENTAL QUALITY REVIEW ACT
BY THE METROPOLITAN TRANSPORTATION AUTHORITY, LONG ISLAND RAIL
ROAD, AND NEW YORK CITY TRANSIT**

**IN CONNECTION WITH THE ATLANTIC YARDS ARENA AND
REDEVELOPMENT PROJECT**

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I. Summary and Introduction

A. Introduction

This Statement of Findings is issued pursuant to the State Environmental Quality Review Act ("SEQRA"), N.Y. Env't. Conserv. Law Article 8, and its implementing regulations adopted by the New York State Department of Environmental Conservation ("NYSDEC") and codified at Title 6 of the New York Code of Rules and Regulations ("N.Y.C.R.R.") Part 617 (the "SEQRA Regulations"). This statement sets forth the findings of the Metropolitan Transportation Authority ("MTA"), Long Island Rail Road ("LIRR"), and New York City Transit ("NYCT"), as involved agencies with respect to the environmental impacts of the Atlantic Yards Arena and Redevelopment Project (the "Project") as summarized in the modified General Project Plan ("GPP") of the New York State Urban Development Corporation, doing business as Empire State Development

Corporation ("ESDC"), dated December 8, 2006, and as analyzed in the Atlantic Yards Arena and Redevelopment Project Final Environmental Impact Statement ("FEIS") approved by ESDC on November 27, 2006 as lead agency under SEQRA.

The actions required by MTA, LIRR, and NYCT to carry out the Project include disposition by the MTA of a property interest in the LIRR Vanderbilt Yard (the "rail yard" or "LIRR rail yard") to ESDC or the project sponsors; approval by MTA, the LIRR and/or NYCT of the relocated and upgraded rail yard and other transit improvements, and any related real property acquisitions by MTA, LIRR, and/or NYCT.

Other required actions to be taken by other agencies include: the adoption of the GPP by ESDC; condemnation by ESDC of New York City's interest in City-owned properties within the site of the Project (the "project site"), including portions of City streets to be closed; acquisition by ESDC of MTA/LIRR property interests located within the project site; acquisition by ESDC of private property located within the project site through negotiation or condemnation; disposition by ESDC of project site properties to the Atlantic Yards Development Company, LLC, and Brooklyn Arena, LLC (the "project sponsors"), affiliates of the Forest City Ratner Companies; funding of certain infrastructure improvements; approval by the Public Authorities Control Board of the proposed project; New York City ("City") funding of certain infrastructure improvements and land acquisition costs; and provision of State and City funding for affordable housing bond financing

Part II of this Findings Statement summarizes the procedural history of the Project. Part III describes the analytical structure of the FEIS. Part IV provides an overview of the Project, including a description of the components of the Project, a more detailed description of actions subject to SEQRA, and an enumeration of the purposes and needs the Project is intended to serve. Part V discusses the Project's benefits. Part VI summarizes the environmental analysis set forth in the FEIS, with particular emphasis on identification of significant adverse environmental impacts. Parts VII and VIII discuss the mitigation measures and alternatives, respectively, identified in connection with the Project. Part IX summarizes the Project's unmitigated significant adverse impacts. Part X provides a summary of SEQRA findings specific to growth-inducing aspects of the Project, and Part XI addresses the commitment of resources in connection with the Project. Part XII presents a summary evaluation of the Project and the alternatives. Part XIII presents the certification and findings required by SEQRA and the SEQRA Regulations.

B. Location of Action and Brief Description

The Project will be located in the Atlantic Terminal area of Brooklyn, which is situated immediately to the south of Downtown Brooklyn in an area that lies at the junction of several Brooklyn neighborhoods. Portions of the project site are within the Special Downtown Brooklyn District created by the *New York City Zoning Resolution* (the "Zoning Resolution"). The Project will occupy an approximately 22-acre area, roughly bounded by Flatbush and 4th Avenues to the west, Vanderbilt Avenue to the east, Atlantic Avenue to the north, and Dean and Pacific Streets to the south. The Project will include the development of an arena, 16 buildings for residential, office, retail, community facilities, parking, and possibly hotel uses, and 8 acres of publicly accessible open space. The Project will also include a reconfigured and improved rail yard and a new direct entrance to the Atlantic Avenue/Pacific Street subway station complex.

C. Lead Agency

Empire State Development Corporation
633 Third Avenue
New York, New York 10017
(212) 803-3233
Contact Person: Rachel Shatz, Director
Planning and Environmental Review

D. SEQRA Status

The Project is a Type I action pursuant to 6 N.Y.C.R.R. § 617.4.

II. Procedural History

The review of the Project under SEQRA has been conducted in coordination with ESDC's review of the GPP under the Urban Development Corporation Act (Chapter 174, Section 1, Laws of 1968; codified at N.Y. Unconsol. Laws § 6251 *et seq.*), and its review of proposed condemnation actions under Article 2 of the Eminent Domain Procedure Law. The MTA, LIRR, NYCT and the City (through the Mayor's Office of Economic Development and Rebuilding) participated extensively in the coordinated SEQRA review of the Project, including the preparation of both the Draft Environmental Impact Statement ("DEIS") and the FEIS.

ESDC issued its Notice of Intent to serve as lead agency on September 16, 2005, and, in its role as lead agency, prepared an Environmental Assessment Form ("EAF"). Based on the information contained in the EAF, ESDC determined that the Project could have the potential to result in significant adverse environmental impacts and issued a Positive Declaration on September 16, 2005. In addition to the Positive Declaration, ESDC also issued a draft Scope of Work for the EIS on September 16, 2005. The draft Scope of Work was posted on ESDC's web site and widely distributed to public officials and agencies and other interested parties. A Combined Notice of Lead Agency, Public Scoping and Intent to Prepare Draft Environmental Impact Statement was published in the *Environmental Notice Bulletin* on September 21, 2005, and in the *City Record* from September 16 to September 19, 2005. The notice was also published in the *New York Daily News*, the *Brooklyn Daily Eagle* and the *Brooklyn Daily Challenge* on September 16, 2005.

A public scoping meeting was held for the Project on October 18, 2005, at the New York City College of Technology at 285 Jay Street, Brooklyn, New York. Written comments were accepted through October 28, 2005, and a final Scope of Work, reflecting consideration of comments made during scoping, was issued on March 31, 2006.

The DEIS was then prepared in accordance with the final Scope of Work. On July 18, 2006, ESDC accepted the DEIS, and a Notice of Completion was issued. At the same meeting, ESDC adopted the GPP, which included Design Guidelines that were developed as a result of consultation with ESDC and New York City Department of City Planning ("DCP") staff and discussions with the project sponsors. The Design Guidelines set forth urban design goals and principles that establish an overall framework for the design and development of the project site. Copies of the DEIS (either on CD-ROM or in hard copy), along with the Notice of Completion, were sent to public agencies, the Mayor of the City of New York, the Brooklyn Borough President's Office, and

the community boards in the vicinity of the project site, as well as local members of the New York City Council, New York State Senate, New York State Assembly, and United States House of Representatives. Copies of the Executive Summary were sent to New York's Senators. The DEIS was made available to the public on the ESDC web site, and hard copies were provided to the Central Library, Bedford Branch, Clinton Hill Branch, Pacific Branch, and Walt Whitman Branch of the Brooklyn Public Library. Hard copies of the DEIS were also made available to the public at the Brooklyn Borough President's Office and the offices of Brooklyn Community Boards 2, 6, and 8. The DEIS was also on file at the office of ESDC and available for inspection by the general public between 9:30 AM and 5:00 PM, Monday through Friday, public holidays excluded. The executive summary of the DEIS and a CD-ROM including the entire DEIS were made available at no charge from ESDC upon request, and hard copies of the entire DEIS were available for purchase (at a price set to cover the costs of copying the document).

On August 23, 2006, ESDC held a public hearing on the DEIS and the GPP at the New York City College of Technology at 285 Jay Street, Brooklyn, New York. The notice for the August 23 hearing (the "Initial Notice") was published each day from July 24 to July 28, 2006 in the *New York Post* and *City Record*. In addition, the Initial Notice was published in the *Environmental Notice Bulletin* on July 26, 2006, and was duly distributed in accordance with the SEQRA Regulations. Ninety-nine people spoke at the August 23 public hearing.

The Initial Notice also invited written comments with respect to the DEIS, and established a comment period extending from July 18 to September 22, 2006. That comment period was subsequently extended to September 29, 2006. Notice of the comment period extension (the "Extension Notice") was published in the *New York Post* on September 1, 2006, in the *City Record* on September 1, 2006, and from September 5 to September 8, 2006. The Extension Notice was also published on the ESDC web site. The public was also afforded the opportunity to make oral comments at two community forums held on September 12, 2006, and September 18, 2006, at the New York City College of Technology at 285 Jay Street, Brooklyn, New York. The September 12 community forum was announced in the Initial Notice, and the September 18 community forum was announced in the Extension Notice. Announcements regarding the extension of the comment period and the community forums were also published in the *Brooklyn Daily Eagle* on September 13, 2006, and in the *Brooklyn Papers* on September 9, 2006, and September 16, 2006. A total of 104 people spoke at the two community forums, 41 at the September 12 forum and 63 at the September 18 forum. Comments received at the community forums were treated as comments on the DEIS. ESDC received written comments from over 1,800 people and organizations.

On November 15, 2006, ESDC accepted a "Final Environmental Impact Statement" dated November 15, 2006. However, subsequent to the November 15 acceptance, it came to ESDC's attention that a number of comments on the DEIS had been inadvertently omitted from that document. Accordingly, the corrected and amended FEIS was prepared and accepted by ESDC on November 27, 2006. The FEIS, as corrected and amended, includes a summary of and responses to all substantive comments on the DEIS. It also incorporates revisions to the DEIS that were made subsequent to the issuance of the DEIS. The revisions reflect certain modifications to the Project's program, the refinement of mitigation measures, and responses to public and agency comments. Immediately after acceptance of the FEIS on November 27, 2006, a Notice of Completion was published, and the FEIS was duly circulated and made available at the same locations as the DEIS

had been made available, including the ESDC web site. All persons who had requested a copy of the November 15 FEIS were sent a copy of the corrected and amended November 27 FEIS.

In addition to those mentioned above, a number of other State and City agencies were consulted in the environmental review, including the New York State Office of Parks, Recreation and Historic Preservation ("OPRHP"), the New York City Landmarks Preservation Commission ("LPC"), DCP, the New York City Fire Department ("FDNY"), the New York City Department of Environmental Protection ("DEP"), the New York City Department of Transportation ("DOT"), the New York City Police Department ("NYPD"), the School Construction Authority ("SCA") and the Department of Education ("DOE"). Certain of these agencies provided particular assistance to ESDC in the review of those matters within the agency's area of expertise. DOT has endorsed the analysis methodologies and planning assumptions for the traffic analysis, carefully reviewed the traffic and parking analyses and proposed traffic mitigation measures appearing in the DEIS and FEIS, and advised ESDC that it concurs with the findings included in the FEIS with respect to these subject areas. DOT has also advised ESDC that it finds the traffic mitigation measures identified in the document to be feasible. OPRHP was consulted in the analysis of impacts on cultural resources, and has assisted ESDC in identifying properties on and in the vicinity of the Project site that are eligible for listing on the State and National Register of Historic Places. OPRHP has also concurred with the determination that reuse of the two eligible properties currently standing on the Project site is not prudent or feasible, and has entered into a Letter of Resolution with ESDC and the project sponsors regarding mitigation measures to be taken with respect to the Project. As noted above, DCP has worked with ESDC in the development of the Design Guidelines, while the City Planning Commission ("CPC") of New York City has adopted a letter of recommendation in which it expresses its support for the Project and recommends certain modifications that have been incorporated into the Project's design. The relevant correspondence between ESDC and the involved and interested agencies is included in Appendix I of the FEIS.

Having reviewed the DEIS, FEIS and supporting and related documents, including comments on the FEIS received by ESDC and the Findings Statement adopted by ESDC as lead agency on December 8, 2006, MTA, LIRR, and NYCT make the following findings and conclusions based on those documents and the administrative record:

III. Framework for the Environmental Impact Analysis

A. Methodology

The DEIS and FEIS were prepared in accordance with the guidelines set forth in the *New York City Environmental Quality Review (CEQR) Technical Manual* (the "*CEQR Technical Manual*"), where appropriate. The *CEQR Technical Manual* is generally considered to provide the most appropriate methodologies and criteria for environmental impact assessment in New York City, and is consistent with SEQRA.

B. Analysis Years

Since the Project will involve the development of several elements over an extended period of time, two analysis years, 2010 and 2016, were considered in the FEIS. The 2010 analysis year ("Phase I") was selected because a key component of the Project, the arena, is expected to be completed by fall 2009, with the remaining development on Blocks 1118, 1119 and 1127 (the "arena

block") and on part of Block 927 ("Site 5") completed by the next year. (Block 927 is "Site 5" of the Atlantic Terminal Urban Renewal Area ("ATURA"). In addition to the arena, Phase I development will include office space, retail space, residential units, parking, possible hotel space, a publicly accessible Urban Room, the new subway entrance and related circulation improvements on the southeast corner of Atlantic and Flatbush Avenues, the reconstruction of the LIRR rail yard and interim parking on Blocks 1120 and 1129. Phase I development will also include upgrades to infrastructure, as well as the reconstruction of the 6th Avenue and Carlton Avenue bridges over the rail yard between Atlantic Avenue and Pacific Street. All Phase I development, other than the rail yard, infrastructure and roadway improvements, and any interim parking, will take place on the western end of the project site on Blocks 1118, 1119, and 1127 and part of Block 927. (An existing community garden located on Block 927, Lot 26 is excluded from the Project.) All existing structures on the project site will be demolished in Phase I.

The remainder of the development program ("Phase II") is anticipated to be complete by 2016 and will be built on the eastern portion of the project site (Blocks 1120, 1121, and 1129 and part of Block 1128). A platform will be built over the upgraded rail yard (Blocks 1120 and 1121) to support six of the 11 buildings constructed during Phase II. Phase II development will include residential units, retail space, community facilities, publicly accessible open space, and permanent parking.

2010 and 2016 were selected as analysis years after careful consideration of a construction schedule tracking each of the major construction elements for the Project, broken down into quarter-year segments. That construction schedule, which was prepared in the first instance by Turner Construction Company at the request of the project sponsors, was reviewed in detail by ESDC's staff and its consultants and found by ESDC to be a reasonable projection of how Project construction would proceed for purposes of the SEQRA analysis.

The 2010 and 2016 analysis years are used as analytical tools for the prediction of the short and long term impacts of the Project in accordance with the methodology set forth in the *CEQR Technical Manual*. By following this methodology, the FEIS discloses the impacts that will occur approximately mid-way through the construction process and upon completion of the Project. Where relevant, the FEIS discusses not only the effects that will be apparent as of the analysis year, but trends (such as the indirect displacement of businesses in certain areas) that will be set into motion as of those dates. Unrelated changes occurring in Brooklyn in areas other than the Project site that may occur after 2016 are not considered to be Project impacts.

The FEIS provides a description of existing conditions, as well as an assessment of conditions in the "Future Without the Proposed Action" and the "Future With the Proposed Action." The Future Without the Proposed Action condition provided a baseline condition that was evaluated and compared with incremental changes due to the Project. The Future Without the Proposed Action condition assumed that none of the discretionary approvals proposed as part of the Project would be adopted and, using existing conditions as a baseline, added to the baseline changes that are known or expected to be in place at various times in the future. For many analysis areas, the Future Without the Proposed Action condition incorporated known development projects that are reasonably likely to be built in the absence of the Project by the analysis years. This includes development currently under construction or that can be reasonably anticipated due to the current level of planning and public approvals. The FEIS assumed that the conditions currently present on the Project site would remain the same in the Future Without the Proposed Action, except for

certain assessment areas such as land use and urban design, where a modest amount of change was assumed as a conservative measure. The analyses of the Future Without the Proposed Action for some technical areas, such as traffic and combined sewer overflows, also added a background growth factor, as a further conservative measure, to account for a general increase in activity unrelated to known projects in addition to anticipated future projects. (Section VI.J.1 below discusses in greater detail the methodology for determining the Future Without the Proposed Action condition for the transportation analyses.) In addition, the analyses of the Future Without the Proposed Action considered other future changes that will affect the environmental setting, including technology changes, such as advances in vehicle pollution control, roadway improvements, water conservation measures and changes to City policies, such as zoning regulations.

The FEIS also assessed potential impacts expected during the construction of Phase I and Phase II of the Project. In the course of this assessment, the FEIS discussed the measures to be implemented for the Project's construction activities to avoid or reduce the potential for significant adverse impacts and identified additional mitigation measures to further reduce potential significant adverse impacts. Where applicable, the FEIS addressed the potential impacts from construction of the Project's Phase II elements on the operational Phase I components.

C. Reasonable Worst-Case Scenario

To provide flexibility for the Project to meet the potential demand for residential and office space in the vicinity of Downtown Brooklyn, Project planning allows for a range of residential and commercial uses in Buildings 1 and 2 on the arena block and on Site 5. To account for this flexibility, the FEIS presented and assessed two variations of the Project: the commercial mixed-use variation and the residential mixed-use variation. The commercial mixed-use variation allows for additional commercial use to substitute for the hotel use and the residential space in Buildings 1 and 2 on the arena block and on Site 5. The other buildings and uses on the Project site (the arena, Buildings 3 and 4, and all buildings east of 6th Avenue) will remain the same under either program variation. The following table compares the uses and allocations of square footage anticipated as a result of the residential mixed-use and the commercial mixed-use program variations:

**Comparison of Residential and Commercial
Mixed-Use Variation Programs for 2010 and 2016**

Proposed Uses	Residential Mixed-Use Variation	Commercial Mixed-Use Variation
Analysis Year: 2010 (Phase I: Development of Arena Block and Site 5)		
Residential ¹	2,085,000 gsf (2,110 units)	994,000 gsf (1,005 units)
Hotel (180 rooms)	165,000 gsf	0 gsf
Retail ¹	91,000 gsf	91,000 gsf
Commercial	336,000 gsf	1,606,000 gsf
Arena	850,000 gsf	850,000 gsf
Parking (spaces)	2,346 spaces	2,346 spaces
Private Open Space	±1 acres	±1 acres
Publicly Accessible Open Space	0 acres	0 acres
Analysis Year: 2016 (Phase I and Phase II: Full Build-Out)		
Residential ¹	6,363,000 gsf (6,430 units)	5,272,000 gsf (5,325 units)
Hotel (180 rooms)	165,000 gsf	0 gsf
Retail ¹	247,000 gsf	247,000 gsf
Commercial	336,000 gsf	1,606,000 gsf
Arena	850,000 gsf	850,000 gsf
Parking (spaces)	3,670 spaces	3,670 spaces
Private Open Space	±1 acres	±1 acres
Publicly Accessible Open Space	8 acres	8 acres
Note: ¹ A portion of the retail and residential space is expected to house community facilities. An additional 100,000 gsf, not included in this table, may be built for a public school at the project site.		

For some technical areas, the Project has different potential environmental impacts under the two program variations. Accordingly, each section of the FEIS presented a full analysis of the Reasonable Worst Case Scenario ("RWCS") – the program variation with the greater potential to cause significant adverse environmental impacts for that particular technical area – and, where relevant, a less-detailed analysis for the other development variation. Each FEIS section also described, either in the section analysis or in a separate "mitigation" section, any mitigation required for both variations, highlighted relevant differences between the development variations, and discussed ways in which the effects of the two differ from each other. This methodology fully discloses any impacts, and describes any required mitigation that could be associated with either the residential mixed-use variation or the commercial mixed-use variation.

IV. Project Overview

A. Project Description

The Project will be a major mixed-use, transit-oriented development near the LIRR Atlantic Terminal in Brooklyn. As noted above, a portion of the Project will be constructed on a platform to be built over the below-grade rail yard, which, together with a NYCT yard for retired buses, currently occupies approximately nine acres of the project site. Construction of the Project will require the demolition of all existing site structures, as well as the closure of 5th Avenue between Atlantic and Flatbush Avenues, Pacific Street from Flatbush to 6th Avenues, and Pacific Street from Carlton to Vanderbilt Avenues.

The Project will introduce a variety of uses, including a new arena for the New Jersey Nets National Basketball Association team, along with commercial office and retail, possible hotel, residential, and community facility uses. At full build-out, the Project will comprise, in addition to a 150-foot-tall arena, 16 buildings with maximum heights ranging from approximately 184 feet to approximately 620 feet. As discussed above in Section III.C, the two variations of the Project's program – a residential mixed-use variation and a commercial mixed-use variation – allow for flexibility in the program of three of the Project's 17 buildings. Both variations will provide 8 acres of publicly accessible open space, with 1 additional acre of private open space on the roof of the arena, and both variations will also provide community facility uses occupying portions of the retail and residential space. Both the residential mixed-use and commercial mixed-use variations will include approximately 3,670 parking spaces. In addition, under both variations a new subway entrance will be constructed at the southeast corner of Atlantic and Flatbush Avenues, which will provide access to the Atlantic Avenue/Pacific Street subway station complex through a publicly accessible covered pedestrian space at the western end of the project site.

The project sponsors have consulted with the FDNY concerning the provision of access for emergency vehicles and other safety considerations, such as evacuation plans for places of public gathering, fire protection and security measures. The project sponsors have also consulted with the NYPD to review the Project and to discuss issues of public safety and security. The Project will have a site security plan, which will, among other elements, address security staffing needs, as well as monitoring and screening procedures. Under this plan, additional security personnel will be provided at arena events, screening procedures will be established for office tenants and visitors, and private security will be provided for the residential and open space components of the Project.

1. Residential Uses

Residential use is planned for each building in the residential mixed-use variation, totaling an estimated 4,500 rental units and 1,930 condominium units. The commercial mixed-use variation would have the same number of rental and affordable units, but the total number of condominiums in this variation would be 825 units. Under the commercial mixed-use variation, there would be no residential uses in Buildings 1 or 2 or on Site 5.

Fifty percent of the rental units will be administered under an affordable housing program. It is estimated that there will be a total of approximately 4,500 rental units, of which 2,250 will be affordable units. Thirty percent of the units built on the arena block during Phase I will be affordable. It is currently anticipated that affordable units will be reserved for households earning

between 30 percent and 160 percent of the Area Median Income ("AMI") for the New York City metropolitan area, and 50 percent of these units (on a square foot basis) will be two- and three-bedroom units. Rent for the units administered under this affordable housing program will be targeted at 30 percent of household income. The affordable program will be subject to adjustment to accommodate the requirements of any City, state, or federal affordable housing program utilized for this housing. Notwithstanding such adjustments, income bands and distribution of units across income bands will be subject to approval by the City, the number of affordable units will not be less than 2,250, and the affordable units will be constructed in accordance with the phasing described above.

2. Hotel Use

The residential mixed-use variation will include a full-service 180-room hotel (approximately 165,000 gsf) in Building 1. The commercial mixed-use variation would not include a hotel.

3. Commercial (Office and Retail) Uses

The residential mixed-use variation would include approximately 336,000 gsf of Class A commercial office space in Building 1. The commercial mixed-use variation would include approximately 1.6 million gsf of commercial office space in Buildings 1 and 2 and on Site 5. Both variations will include an approximately 247,000-gsf retail component consisting of retail and eating establishments primarily serving the local population. A component of this retail space will also be for use as a community facility. These retail uses, which are expected to be the same for both variations, will be located on the ground floor, possibly extending to the second floor, in a number of the buildings. The retail spaces will not house "big box" retail.

4. Nets Arena

One of the primary civic components of the Project is the arena for the Nets. The arena is expected to host approximately 225 events per year, including approximately 41 regular-season Nets basketball games. The 850,000-square-foot arena will be 150 feet tall and seat 18,000 fans at a Nets basketball game. While there is the potential for additional seating capacity for non-game events (to 19,925 seats if wheelchair seating is replaced by regular seating), Americans with Disabilities Act ("ADA") accessibility, production equipment, and line of sight, operational and staging requirements will in almost all instances limit attendance at non-basketball events to well under 18,000. Non-game events are expected to attract fewer spectators than basketball events, with attendance generally ranging from 5,000 persons to 15,000 persons. The arena will include approximately one acre of private open space on its roof. The roof will also contain approximately three acres of landscaped green space, a sustainable design feature that reduces storm water runoff but that will not be accessible. The arena will be located on the block bounded by Dean Street and Atlantic, Flatbush, and 6th Avenues.

5. Urban Room

The Urban Room, a publicly accessible atrium with at least 10,000 square feet of space at the southeast corner of Flatbush Avenue and Atlantic Avenue, will be constructed within the base of Building 1. This glass-enclosed space will be a pedestrian pass-through, as well as a new access point

to the underground subway connection. It will have a sitting area with café kiosks and include arena ticket booths and will host concerts and other community events throughout the year.

6. Open Space

Eight acres of publicly accessible open space will be provided on the project site. On Block 1120, the open space between Pacific Street and the Project's buildings will have active uses, walking paths, seating areas, and extensive landscaping. The open space will continue along Pacific Street eastward on Blocks 1121 and 1129 with a walking path, preserving this corridor as a pedestrian thoroughfare. The open space on Blocks 1121 and 1129 will also have active uses, walking paths, seating areas, and extensive landscaping, as well as a water feature and a sloped lawn area. In the north-south direction, the open space will link the site to neighborhood streets to the north by creating landscaped pedestrian corridors at least 60 feet wide aligned with the Fort Greene street grid to the north of Atlantic Avenue. A bicycle path will enter the project site along Atlantic Avenue on Block 1120 and continue between two Project buildings. The route will turn east running along Pacific Street where it will reenter the project site at Carlton Avenue and then exit onto Dean Street where it will connect with the larger City bicycle network. The open space will be designed to promote public access and use and will be, at a minimum, accessible to the public as specified in the Design Guidelines, which require that the open space be open and available to the public seven days a week, 365 days a year between the hours of 7:00 AM and the later of 8:00 PM and sunset from October 1 through April 30 and 7:00 AM to 10:30 PM from May 1 through September 30.

The Project's open space will be owned by a conservancy or other not-for-profit entity established by the project sponsors, which will be responsible for the maintenance, operation, and security of this public amenity. The conservancy or other not-for-profit entity will be funded in the first instance by the project sponsors, and when the surrounding parcels are developed, by the owners of the surrounding buildings pursuant to restrictive declarations recorded against the surrounding Project properties. The conservancy or other not-for-profit entity will be governed by a board, which will include representatives of the project sponsors, civic group(s) active in park matters, representatives of surrounding properties on the project site, and, on an *ex officio* basis, Brooklyn Community Boards 2, 6 and 8, and the New York City Department of Parks and Recreation (the "Parks Department"). The initial program and plans for the open space and any material modifications prior to construction of the open space will be subject to review by ESDC. Any subsequent changes will be subject to the reasonable approval of the Parks Department.

7. Community Facilities

An intergenerational community center will be created in the base of one of the buildings in Phase II. The facility will include a child care center offering space for at least 100 children, and youth and senior centers. The Project will also include an up to 20,000-square-foot health care facility that will provide a broad range of health care services to the community. The health care facility will occupy a portion of the residential space and will be built during Phase I.

The Project will include a bicycle station in a ground-floor retail space on the arena block. The 4,000 square foot station will include storage for approximately 400 bicycles, space for a repair shop, an accessory retail shop, and amenities such as lockers, restrooms, and a security desk to service the needs of its users.

8. Parking

By the end of Phase I, about 2,346 parking spaces will be provided, including 750 permanent and 1,596 interim spaces. By completion of Phase II, the interim spaces will no longer exist, and the Project will provide up to 3,670 permanent below-grade attended parking spaces on the project site.

9. LIRR Rail Yard Improvements

The LIRR rail yard will be relocated, covered and improved. The reconfigured and upgraded rail yard will be built below street grade on the eastern end of the existing rail yard footprint. In addition to modernizing switching and signal equipment, the Project's improvements will increase the rail yard's capacity. Because of ADA requirements, new rail cars accommodate fewer passengers than older cars, and longer trains are needed to provide service to the same number of passengers. The new rail yard will consist of longer 8- and 10-car tracks, facilitating the use of such longer trains. The new rail yard will streamline train movement between the rail yard and the Atlantic Terminal, as well as within the yard. Currently there is no direct rail connection between the rail yard and Atlantic Terminal. Trains leaving the terminal and heading for the rail yard must move eastward under Atlantic Avenue, then stop and reverse direction to move onto a track leading to the rail yard. The "West Portal" that will be constructed as part of the Project will provide direct access between the terminal and the rail yard. The West Portal will also provide an emergency detour route for passenger train egress from the Atlantic Terminal, adding flexibility in the event of an emergency on the main line. With respect to movement within the yard, a new drill track will allow the switching of 10-car trains to different tracks within the yard.

The Project's improvements will also make the servicing of trains at the rail yard more efficient. Once in the yard, trains are currently stored on parallel tracks that are too close to one another to allow toilet servicing of any but the trains on the outer tracks. To clean the cars and empty waste, the trains must be moved in and out of position until each train has had its turn on an outer track. The Project will provide wider spaces between tracks and new toilet manifolds for unrestricted servicing. Additionally, the Project will provide parking for 30 cars and five trucks and usable storage space in Blocks 1120 and 1121 consistent with the needs of LIRR.

10. Access and Circulation Reconfigurations

The Project will include several roadway and pedestrian circulation changes near the project site: (i) Pacific Street between Flatbush Avenue and 6th Avenue and 5th Avenue between Flatbush and Atlantic Avenues will be closed to vehicular traffic to accommodate the arena, the Urban Room, and a direct below-grade connection from the arena block to the Atlantic Avenue/Pacific Street subway station complex; (ii) Pacific Street between Vanderbilt and Carlton Avenues will be closed to vehicular traffic to create the Project's publicly accessible open space and water features that are major sustainable design elements; (iii) sidewalks along Flatbush Avenue between Atlantic Avenue and Dean Street will be reconfigured to provide a lay-by lane; (iv) the sidewalk along the south side of Atlantic Avenue between Flatbush Avenue and Fort Greene Place will be reconfigured to provide an additional eastbound travel lane and a lay-by lane; (v) Atlantic Avenue will be reconfigured from Flatbush Avenue to Vanderbilt Avenue to operate with a minimum of three travel lanes plus a parking lane in each direction; (vi) 6th Avenue between Atlantic Avenue and Flatbush Avenue will be converted to two-way operation, the segment between Pacific Street and Flatbush Avenue will be widened, and a lay-by lane between Atlantic Avenue and Dean Street will be provided; (vii) Pacific

Street between 6th Avenue and Carlton Avenue will be widened; and (viii) wide sidewalks will be provided along the south side of Atlantic Avenue from Flatbush Avenue to Vanderbilt Avenue and the east side of Flatbush Avenue between Atlantic Avenue and Dean Street by setting the buildings back from the street line. Additional physical reconfigurations of the street network and changes to traffic circulation will be implemented as mitigation measures and are discussed below in Section VII.

The Project will also improve subway station access and circulation. The project sponsors will construct a new entrance to the Atlantic Avenue/Pacific Street subway station complex on Block 1118 at the southeast corner of Atlantic and Flatbush Avenues consistent with the conceptual drawings included in the FEIS, and pursuant to a final design approved by NYCT. The project sponsors' construction contract schedules will require that the new subway entrance be substantially complete prior to or simultaneously with the opening of the arena. Additionally, the Project will include the renovation and re-opening of an existing, but currently closed, emergency transit egress stairs located on the sidewalk in front of Site 5.

B. Summary of Actions Subject to SEQRA

The Project requires several discretionary actions by MTA, LIRR, and/or NYCT that require review under SEQRA:

1. Disposition by the MTA or LIRR of a property interest in the rail yard to ESDC or the project sponsors.
2. Approval by MTA, LIRR and/or NYCT of the relocated and upgraded rail yard and other transit improvements.
3. Any related real property acquisitions by MTA, LIRR and/or NYCT.

The Project also requires the following discretionary actions by ESDC that require review under SEQRA:

1. Affirmation of the GPP. As part of the GPP, ESDC will override certain aspects of the Zoning Resolution, including, but not limited to, use and bulk (including height, setback and floor area), signage, and parking requirements and allowances; the land use regulations of the ATURA Plan, as they relate to Site 5 and Site 6A to the extent the ATURA Plan requires compliance with zoning; and the City Map as it relates to the closure of and building on portions of City streets, which will be effectuated with the consent of the City.
2. Condemnation by ESDC of the City's interest in City-owned properties within the project site, including portions of the City streets to be closed.
3. Acquisition by ESDC of MTA/LIRR property interest located within the project site.
4. Acquisition by ESDC of private property located within the project site through negotiation or condemnation.
5. Disposition by ESDC of the project site properties to the project sponsors.
6. State funding of certain infrastructure improvements.

In addition, the Project requires discretionary actions on the part of other State and City entities, including approval by the Public Authorities Control Board of the Project; City funding of

certain infrastructure improvements and land acquisition costs; and provision of State and City funding for affordable housing bond financing. The Project will also require approvals from DOT, DEP, the New York City Department of Buildings ("DOB"), the Art Commission of the City of New York, and perhaps other agencies. Air permits from NYSDEC are also likely to be required.

C. Project Purpose and Need

The overarching goal of the Project is to transform a blighted area into a vibrant mixed-use community. The Project aims to provide a state-of-the-art arena, affordable and market-rate housing, first-class office space, publicly accessible open space, local retail and community services, a hotel (under one variation of the Project's program), a new entrance to the Atlantic Avenue/Pacific Street subway station, and an improved rail yard. The Project's buildings will contribute to the Brooklyn skyline, and its open space will connect the surrounding neighborhoods, which are currently separated by the open rail yard. More specifically, the Project is intended to:

1. Enhance the vitality of the Atlantic Terminal area by providing new residential, retail, office, and hotel space that will capitalize on the Project's proximity to one of the major transit hubs in New York City; removing the physical and visual barrier created by the existing below-grade rail yard that separates the neighborhoods of Boerum Hill, Downtown Brooklyn, Fort Greene, Clinton Hill, Prospect Heights, and Park Slope; eliminating blighted conditions on the project site, including dilapidated and structurally unsound buildings, debris-filled vacant lots, and underutilized properties; remediating environmental conditions; contributing to the Brooklyn skyline and streetscape with distinctive buildings and a cohesively designed open space; and fostering and supporting growth through job creation and economic activity during construction and operation of this mixed-use development.
2. Provide for new development to support the current and future residents of the Atlantic Terminal area and the borough as a whole by contributing to the City's effort to meet the demand for affordable and market-rate housing by providing up to 6,430 housing units, including 4,500 rental units, 50 percent of such rental units being affordable to low-, moderate- and middle-income families; creating a first-class arena for a professional sports team and an entertainment venue; creating publicly accessible active and passive open space with amenities encouraging year-round use; and providing community facility spaces, including a health care center and an intergenerational facility offering child care, youth, and senior center services.
3. Improve railroad and subway facilities by expanding rail yard capacity, providing direct rail access to the rail yard from Atlantic Terminal through a new West Portal, building a new drill track to allow for the switching of 10-car trains, installing new toilet manifolds for unrestricted servicing, and adding signal, interlocking, and switching systems; platforming over the new rail yard to increase pedestrian connections between neighborhoods; and improving subway access and pedestrian safety by opening a subway station entrance on the south side of Atlantic Avenue at Flatbush Avenue.

V. Benefits of the Project

Implementation of the Project will achieve the purposes and fulfill the needs set forth above. The Project will remove blight from the project site and replace it with an architecturally distinctive, world-class development.

Each of the Project's components will benefit the Borough of Brooklyn, the City, and the region as a whole. The arena will facilitate the return of a major league professional sports team to Brooklyn after a 50 year hiatus. The arena will not only serve as a new home for the Nets, but will also provide a venue for other entertainment and cultural events including community gatherings, collegiate competitions, and graduations. The project sponsors have made a commitment to make available a minimum of ten events at the arena for use by community groups at a reasonable cost (generally the cost of operation).

The residential component will provide a substantial supply of homes to meet the demand anticipated for new housing in the coming decades. The New York Metropolitan Transportation Council ("NYMTC") predicts that more than 40,000 new households will be added in Brooklyn between 2005 and 2015 and more than 120,000 new households will be added between 2002 and 2030. The Project will accommodate some of this demand by including up to 6,430 residential units and not less than 2,250 units of much-needed affordable housing for low-, moderate-, and middle-income families. The Project's commercial component, which will consist of Class A office space, will likewise meet the demand expected in Brooklyn over the coming years. According to NYMTC, the Borough will add approximately 60,000 jobs between 2005 and 2015, and 162,000 jobs from 2002 to 2030. New York City is expected to add 500,000 and 1.1 million jobs, respectively, during these periods. The net employment growth in Brooklyn, which NYMTC's forecasts represent, is likely to be predominantly in the office and retail sectors.

The Project's arena, residential units and commercial office space will be constructed in a location that is well suited to high-density development, situated in proximity to Brooklyn's existing commercial center, at the intersection of ten subway lines (with two additional lines nearby), eleven bus routes, and the LIRR Atlantic Terminal. Concentrating such an integrated mix of uses in this manner is "smart growth," which will facilitate the return of major league sports to Brooklyn and accommodate projected regional growth in a manner that will promote mass transit and provide a single location for people to live, work, shop and relax. As far back as 1983, the Regional Plan Association advocated dense development at this location, stating that the area immediately adjacent to the transit hub should be built to high density, appropriate to the excellent transportation in Downtown Brooklyn.

The transit-related components of the Project will improve subway and railroad facilities. The new entrance to the Atlantic Avenue/Pacific Street subway station complex will enhance subway access and pedestrian safety by making it unnecessary for pedestrians approaching the subway station from the south to cross Atlantic Avenue. Instead, they will be able to use the new subway entrance at the Urban Room, which will have new escalators, stairways and passageways leading to the subway, as well as an elevator affording access to disabled mass transit users. New stairways and ramps to the subway platforms will be constructed, and existing but unused passages and shafts will be rehabilitated. As described above in Section IV, the improvements to the rail yard will help to modernize LIRR operations.

The Project will create 8 acres of open space, which will serve as an active and passive recreational resource for the Project's residents and workers, as well as residents, workers, and visitors in the area. The open space will connect the neighborhoods surrounding the project site with landscaped corridors and pedestrian paths, and a bicycle path connecting two sections of the City's bicycle network will run through the open space. The Project will therefore not only rid the project site of the physical and visual barrier of the exposed rail yard but will also create connections among surrounding neighborhoods. The Project has been designed to achieve other urban design benefits. Retail components will create active streetfronts, and other Project components, in particular the Urban Room, will provide places for people to congregate.

The Project's community facility uses will also provide benefits to the area. The intergenerational facility and a health care center will help to meet the recreational and health needs of new and existing residents of the area. The Project will include, as a commercial amenity, a bicycle station for 400 bicycles in a ground-floor retail space on the arena block.

In addition to the benefits of locating dense development in an area well served by public transit, the Project will entail a number of other environmental benefits. The Project will remediate environmental contamination on the project site. In addition, each of the Project's buildings will achieve Leadership in Energy and Environmental Design (LEED) certification, with a goal of a higher LEED Silver certification where feasible and practicable. LEED certification provides third-party verification that a project meets advanced performance standards relating to environmental stewardship, including the conservation of energy and water, the reduction of waste sent to landfills, and protection of the health of building occupants and other sustainability practices in building design and operation. Among the features that will contribute to the Project's LEED certification are a green roof on the arena and a comprehensive stormwater management system that will result in a net reduction in the volume of discharges from the combined sewer system to the Gowanus Canal and East River, compared to the Future Without the Proposed Action. The Project will incorporate a number of features designed to reduce energy consumption and control peak electric demand loads, and the Project will also minimize its emissions of pollutants through the use of natural gas for its heating systems and the installation of low-nitrogen oxides (NO_x) burners.

The construction and operation of the Project will generate substantial employment and economic benefits for New York City and State. As set forth in the FEIS, Phase I construction will create between 13,300 and 13,800 direct and indirect person-years of employment in New York City and between 16,400 and 17,100 direct and indirect person-years of employment overall in New York State, with the residential mixed-use variation generating the higher number of jobs. Construction of Phase II will generate approximately 11,900 direct and indirect person-years of employment in New York City and a total of approximately 14,800 person-years of employment in New York State.

The FEIS projects that once constructed, the annual operation of the completed project will support approximately 6,200 to 16,300 direct and indirect full-time equivalent ("FTE") jobs in New York City, and approximately 7,500 to 19,800 direct and indirect FTE jobs overall in New York State – with the first number in each case being that of the residential mixed-use variation and the second the commercial mixed-use variation.

Construction of the Project will generate tax revenues for New York City, the MTA, and New York State. Including the estimated mortgage recording fees from the condominium owners, total public sector revenues for New York City, MTA, and New York State from construction of the

Project will equal \$247 million for the commercial mixed-use variation and \$261 million for the residential mixed-use variation in 2006 dollars. Operation of the Project will also have tax revenues associated with it. In addition to annual property taxes, public sector revenues for New York City, MTA, and New York State from the operations of the Project are projected at approximately \$70 million annually from the residential mixed-use variation and \$140 million annually from the commercial mixed-use variation. None of the foregoing revenue numbers include either real property taxes or personal income taxes paid to the City or the State by future Project residents.

The cumulative economic effect from constructing the entire development program of either the residential mixed-use or the commercial mixed-use variation will be substantial. The total effect on the local economy, measured as economy output or demand, is projected at approximately \$4.9 billion in New York City and between \$6.3 and \$6.4 billion overall in New York State in 2006 dollars. The overall effect on the local economy from operating the completed development is projected at \$0.9 to \$2.6 billion annually in New York City and \$1.1 to \$3.0 billion annually in New York State – with the first number being that of the residential mixed-use variation and the second the commercial mixed-use variation.

The employment, tax revenue and induced economic activity estimates summarized above are those presented in the FEIS. A separate economic impact analyses was performed by ESDC as part of its GPP analysis. According to ESDC, the two analyses shared general input data and other assumptions about the Project but had different purposes, technical orientation, and units of output. The ESDC Findings Statement concludes that the results from the two separate analyses reinforce the conclusion that the Project will result in significant economic benefits for New York City and New York State.

VI. Consideration of Relevant Environmental Impacts, Facts, and Conclusions Disclosed in the FEIS

A. Land Use, Zoning, and Public Policy

1. Land Use

The Project will result in land uses currently not present on the project site at an overall density much greater than that of most of the study area but comparable to the Special Downtown Brooklyn District. Part of the project site is located within the Special Downtown Brooklyn District, although most of that district lies to the west and north of the project site. These land use changes occasioned by the Project will be significant, but they will not result in significant adverse land use impacts.

The project site sits at a major crossroads and transit center, close to Downtown Brooklyn and at the junction of several thriving neighborhoods. However, it currently contains virtually none of the land use patterns or vitality of its neighbors. By replacing the existing structures with a mix of new entertainment, residential, office, community facility and retail uses, plus substantial open space, the Project will upgrade the land uses on the site. Moreover, the rehabilitation of the rail yard will improve LIRR operations, and the new subway entrance will enhance access to and pedestrian flow within the station.

The location of the project site at a major transportation hub makes it suitable for high-density mixed-use development. Placing dense development on the project site will assist the City and the Borough in meeting the demands of economic and population growth expected over the next two decades, while achieving the objective of making Brooklyn the home of a major league sports team, in an efficient, transit-oriented manner.

Except for the arena, which is a singular use, the predominantly residential, commercial, and open space land uses associated with the Project will be similar to, and compatible with, the uses in the surrounding primary and secondary study areas. The arena will be a new use, but arenas are typically compatible with commercial, retail, entertainment, and cultural event-oriented uses, and, therefore, this use will be compatible with the presence of these uses in its surroundings, particularly with Downtown Brooklyn and the Brooklyn Academy of Music Cultural District to the north.

With respect to the arena's proximity to residential uses, the Zoning Resolution prohibits arenas within 200 feet of residential districts, since some arena operations could be incompatible with districts limited primarily to residential use. The Zoning Resolution permits arenas in most commercial districts that allow for both commercial and residential uses. The arena block is adjacent to (and within 200 feet of) a residential district to the south. Accordingly, the facility has been designed to minimize its presence and effect on the residential uses on these blocks. Primary entrances and signage will be oriented toward the crossroads of Atlantic and Flatbush Avenues and away from the residential areas. Two primarily residential buildings that will be compatible with the residential district will be constructed on the arena block (Buildings 2 and 3) along most of the Dean Street frontage, serving as a buffer between the arena use and the residential district. However, the preferred seating entry and entry to the arena loading area will be located on Dean Street, and while security screening and loading functions will take place entirely within the building, the residences along this street will experience some localized adverse impacts. In addition, three residential buildings on Pacific Street west of Flatbush Avenue and three residential buildings on Dean Street west of Flatbush Avenue will have a view of arena signage along Flatbush Avenue. These localized impacts will not constitute a significant adverse impact on land use. It should be noted, in this regard, that the Dean Street corridor between Flatbush and Vanderbilt Avenues is lined with and zoned for both residential and industrial uses and has historically functioned as a transition area between the more commercial and industrial uses to the north and the residential uses to the south.

The below-grade rail yard and dilapidated, vacant, and underutilized properties form a visual and physical barrier between the redeveloped areas to the north of Atlantic Avenue and the neighborhoods to the south. The Project will remove that barrier. Components of the proposed development will be built on a platform above the rail yard, allowing the creation of grade-level open space across much of the project site, which will connect the surrounding neighborhoods. Comments submitted with respect to the DEIS expressed the view that the Project itself would create a barrier between neighborhoods by closing streets and constructing high-density buildings on a currently underdeveloped site. However, the Project design – by connecting multiple pedestrian pathways to much of the existing street grid, creating 60 foot wide entrances to those pathways, establishing visual corridors into the open space and providing a bike path through the site – has been designed to facilitate and encourage pedestrian and bicycle traffic from one neighborhood to another. The Project buildings will not impair this connection simply by virtue of their height or bulk.

2. Zoning and Public Policy

The Project will not result in significant adverse impacts with respect to zoning and public policy. The development on the project site will be subject to the provisions of the GPP, which will serve in lieu of zoning. The GPP will be implemented in accordance with Design Guidelines developed in consultation with the City and the project sponsors. The Design Guidelines, which include requirements for bulk, density and use, will lead to the construction of a cohesive development with a variety of scales, programmatic uses and architectural elements.

Pursuant to the GPP, ESDC will override certain aspects of: (i) the Zoning Resolution, including, but not limited to, use and bulk (including height and setback and floor area), signage, and parking requirements and allowances; (ii) ATURA to the extent that ATURA requires development of Site 5 and Site 6A to comply with zoning; and (iii) use of streets located on the City Map as it relates to Pacific Street between Flatbush and 6th Avenues, 5th Avenue between Flatbush and Atlantic Avenues, and Pacific Street between Carlton and Vanderbilt Avenues. The Project will also entail condemnation by ESDC of such streets and all or parts of the remainder of the project site.

The non-conformance with zoning is not considered a significant adverse impact, because the new uses will relate rationally to uses and densities allowed under the existing zoning in the area. Much of the current zoning on the project site is linked to one use now existing in the area – the open rail yard. Once a platform is constructed over this facility, the project site will offer the opportunity to further some of the City's more general policies for housing and commercial development in Brooklyn by supplying substantial new commercial space and both affordable and market-rate housing. The Project will not conflict with the City's industrial retention policy.

The GPP will apply only to the project site, so there will be no precedents set by a rezoning. Land use patterns in the surrounding areas are expected to remain relatively stable due to existing land use patterns (including the presence of established neighborhoods), existing zoning regulations (including recent rezoning actions), and historic district designations in many locations throughout the study area. For the same reasons, the presence of greater density on the project site is not expected to induce changes in density elsewhere in the study area.

In Prospect Heights, the existing R6B zoning imposes height and bulk limits that would constrain redevelopment. In areas along Pacific Street and Vanderbilt and Flatbush Avenues where existing zoning would allow development of slightly greater height and bulk, properties are generally occupied by existing buildings containing active uses, and there is only limited potential for additional development. In addition, the LPC is exploring the designation of portions of the Prospect Heights Historic District as a New York City Historic District. New York City Historic District designation of the rowhouse blocks of Prospect Heights would provide another level of stability since alterations or new development within historic districts must be reviewed and approved by LPC or its staff. The FEIS indicates that the Project could result in redevelopment pressures in existing manufacturing districts in the vicinity of the project site. However, zoning restrictions in M1 districts would preclude intensive development of properties within those districts, absent a discretionary amendment to zoning.

The density of the Project's commercial office and residential buildings will be substantially greater than that of the residential areas in the vicinity of the Project site. However, Project density will generally be compatible with the buildings to the north in Downtown Brooklyn, while the scale

of the street-level retail throughout the project site will be consistent with that of the ground-floor retail throughout the study area. The Project's overall density will be more concentrated on the western end of the project site (the arena block and Site 5) near the intersection of Flatbush and Atlantic Avenues, and in proximity to the high-density commercial areas of Downtown Brooklyn.

Though it will require an override of ATURA as it relates to zoning conformance, the Project will promote a number of ATURA objectives, including, but not limited to, the removal of structurally substandard buildings and the elimination of negative environmental conditions. The Project will complement the goals of the Special Downtown Brooklyn District, first approved in 2001, to encourage medium- to high-density commercial development and strengthen the business core of Downtown Brooklyn, including portions of the project site. Portions of the project site – Site 5 on the southwest corner of the intersection of Atlantic and Flatbush Avenues and Block 1118 on the southeast corner of this intersection – are located within the Special Downtown Brooklyn District.

The Project will also support City policy to promote transit-oriented development by locating high-density commercial, residential, entertainment, and cultural uses adjacent to a major transportation hub. As noted in the FEIS, this policy is evidenced by the high-density zoning districts that have been created around transportation centers at several locations around the City. Finally, the rental component of the Project will advance the objectives of the City's well established affordable housing policies and programs.

B. Socioeconomic Conditions

The FEIS analyzes the Project's potential for direct residential displacement, direct business or institutional displacement, indirect residential displacement, indirect business or institutional displacement, and effects on specific industries, and concludes that the Project will not result in any significant socioeconomic impacts.

1. Direct Residential Displacement

The FEIS analysis of direct residential displacement conservatively assumes that the Project will directly displace 171 residential units of housing (which includes all residential units on the project site, whether occupied or unoccupied) with an estimated 410 residents, all during Phase I. The direct displacement of these residents will not result in a significant adverse impact because they do not represent a significant proportion of the study area population and they are not likely to have socioeconomic characteristics that differ markedly from the study area population as a whole.

2. Direct Business or Institutional Displacement

During Phase I, the Project will directly displace 27 businesses involved in a variety of activities and two institutions, a privately operated facility that provides temporary housing for homeless families and an FDNY Special Operations Facility used for equipment cleaning and storage. Eleven of these businesses are not currently operating on the project site. The Project will not cause significant adverse direct business and institutional displacement impacts because the displaced businesses and institutions do not have substantial economic value to the City or region; are not subject to publicly adopted plans to preserve, enhance, or protect them; do not individually

or collectively contribute substantially to neighborhood character; and can be relocated elsewhere in the City, since their operation is not tied to their current location.

3. Indirect Residential Displacement

The Project will not result in a significant adverse impact with respect to indirect residential displacement. The number of at-risk households in the study area has been decreasing and will probably continue to do so with or without the Project. The FEIS concludes that in the Future Without the Proposed Action in 2010 and 2016 the at-risk population in the study area will likely be much smaller than in 2000. In addition, the Project will not substantially affect residential property values in areas with at-risk population for several reasons. First, similarities between the Project housing mix and the housing mix currently present in the ¼-mile study area indicate that the Project will not substantially change the socioeconomic profile of the study area. Second, the substantial number of housing units that the Project will add could alleviate upward pressure on rental rates. Third, most at-risk households identified in the FEIS analysis are more than one-half mile from the project site, and there are intervening established residential communities with upward trends in property values and incomes (not related to the Project) and active commercial corridors separating the project site from the areas with at-risk population.

4. Indirect Business and Institutional Displacement

The Project will not result in a significant adverse impact with respect to indirect business and institutional displacement. Existing businesses will generally benefit from the larger customer base that will be created by the Project's residents, workers, and visitors because increases in sales from the new population will allow them to afford any potential increases in rental rates. In addition, rents in some of the study area's commercial corridors have already substantially increased in recent years, and so businesses or institutions vulnerable to indirect displacement pressures are expected to relocate by 2010 and 2016 in the Future Without the Proposed Action. Most of the institutional uses in the study area are owner occupied or government owned and therefore will not be vulnerable to indirect displacement pressures.

The potential for indirect displacement will therefore be limited to a small number of businesses and institutions mainly along Vanderbilt Avenue, Flatbush Avenue, and 4th Avenue, within ¼ mile of the project site. These businesses are primarily neighborhood services stores, 99-cent stores, and light industrial or auto-related uses. They are not unique to the study area, do not have substantial economic value to the City, and do not have locational needs that preclude them from relocating elsewhere in the study area or City. The magnitude of any displacement will not be enough to produce changes in neighborhood character and will not represent a significant adverse impact.

5. Adverse Effects on a Specific Industry

The Project will not directly affect business conditions in any industry or category of business within or outside of the study area; nor will it indirectly substantially reduce employment or impair the economic viability of any industry or category of business.

C. Community Facilities

1. Police Protection

There will be no significant adverse impacts on police protection within the study area or on emergency service as a result of the Project. NYPD has indicated that it will continue to evaluate its staffing needs and assign personnel based on population growth, area coverage, crime levels, and other local factors. The Project, including potential effects to police response times, will be taken into consideration during such routine evaluations of service adjustments to continue to provide adequate police coverage. NYPD has protocols to successfully police large venues, such as Madison Square Garden and Yankee Stadium, which have similar events to those that would take place at the arena. Additionally, the Project will implement its own site security plan, which includes measures such as the deployment of security personnel and monitoring and screening procedures.

Police response times are not expected to be significantly affected by the closing of local streets or increased traffic on the surrounding street network as the project site is accessible by three of the Borough's major thoroughfares and service to surrounding areas is from precincts that have a broad geographic distribution and are not clustered around the project site. NYPD vehicles responding to emergencies are not bound to standard traffic controls and are therefore less affected by traffic congestion. NYPD response times (to crime-in-progress calls) have improved citywide and borough-wide from 2005 to 2006.

While there will be no direct displacement of existing NYPD facilities, the reconfiguration of 6th Avenue between Atlantic and Flatbush Avenue will result in the loss of angled police parking in front of the 78th Precinct House. Prior to the elimination of this parking, the project sponsors will provide parking spaces for police vehicles assigned to the 78th Precinct House in a number equal to the spaces lost as a result of the elimination of angled parking on 6th Avenue, which will not exceed 24 spaces. These spaces will be provided without charge at a location that is proximate and convenient to the 78th Precinct House.

2. Fire Protection and Emergency Services

The increase in demand for fire protection and emergency services that could result from the Project will not result in significant adverse impacts on these services. Neither will there be significant adverse impacts from the direct displacement and relocation of the FDNY Special Operations Facility currently located on the project site because the loss of this facility will not have an impact on essential fire protection services to the surrounding community. FDNY has indicated that it will continue to monitor and evaluate its ability to provide fire and medical protection and will continue to provide these services pursuant to standard FDNY operating procedures.

Similar to NYPD operations, FDNY response times are not expected to be significantly affected by the closing of local streets or increased traffic, since the project site is accessible via three of the Borough's major thoroughfares and service to surrounding areas is from FDNY facilities that have a broad geographic distribution, including seven firehouses, a special operations facility (one squad company) and one emergency response unit. FDNY and emergency service vehicles will be able to access the project site and will maneuver around and through congested areas and are not bound by standard traffic controls. Similar to other emergency responders, ambulances will adjust to any congestion encountered en route to their destination, and all ambulances in the 911 system

are dispatched by FDNY under the same 911 system, regardless of hospital affiliation. Average FDNY response times to all emergencies decreased citywide and borough-wide from 2005 to 2006. EMS response times to medical emergencies have also decreased citywide and borough-wide during this same period. In addition, the City is implementing an automatic vehicle location system in all ambulances and FDNY apparatus, which is expected to further reduce emergency response times. In light of all these considerations, the Project is not expected to significantly affect the provision of services by fire and emergency vehicles.

3. Public Schools

No significant adverse impacts on school capacity are expected in 2010. In Phase II, the Project will result in a significant adverse impact to both elementary and intermediate schools within the ½-mile study area when enrollment at these schools exceeds their program capacities, which could be as early as 2013. The FEIS indicates that in 2016 there will be projected shortfalls of 1,256 seats in elementary schools and 31 seats in intermediate schools located within ½ mile of the project site. These shortfalls would constitute a significant adverse impact. However, there will remain available capacity in both the larger CSD 13 and CSD 15 (and thus CSDs 13/15 combined).

As discussed in Section VII below, the project sponsors will provide space for construction of a new school within the Project, in order to partially mitigate the impact on school capacity. Other measures that could be taken by DOE to address this impact are also discussed in that Section.

4. Libraries

No significant adverse impacts to libraries in the study area will occur as a result of the Project. Impacts on library services will not be significant due to the proximity of the project site to the Central Library of the Brooklyn Public Library and the fact that residents of the study area will have available to them in their local vicinity four times the number of volumes than the Borough average. The Project-related increase in population relative to the broader area served by the Central Library will be negligible.

5. Hospitals and Health Care Facilities

The Project will not result in significant adverse impacts to hospitals or health care facilities. The new residential population introduced by the Project will not overburden the existing hospital or health care resources in the surrounding area. Service providers are located at a number of different locations throughout the study area and provisions for emergency vehicle access have been incorporated into the site design. The Project will also include a 20,000-square-foot health care facility that will provide a broad range of health care services to the community. This health care facility will be constructed during Phase I.

6. Day Care Centers

No significant adverse impacts to publicly funded day care center services are anticipated in the study area in either the 2010 or 2016 analysis year as a result of the Project. Publicly funded child care facilities in the area surrounding the project site will be able to accommodate the increased population of children 12 years old or younger from income-eligible households introduced by the

Project in 2010. Although the number of eligible children that the Project will introduce to the study area by the 2016 analysis year will cause anticipated enrollment to exceed the existing capacity of the area's publicly funded child care facilities, the Project will construct on the project site and arrange for the long-term operation of a licensed day care center in the Project's intergenerational facility with capacity for at least 100 children with publicly funded vouchers available to income-eligible households (or with some alternate form of publicly funded day care for income-eligible households). The day care center will be placed in operation prior to the expected completion of occupancy for 1,800 affordable housing units at the Project. The future demand for publicly funded day care services will therefore not exceed future capacity within the study area.

D. Open Space and Recreational Facilities

Upon completion of Phase II, the Project will not result in significant adverse impacts on open space and recreational resources.

The FEIS assesses the adequacy of open spaces in a ¼-mile non-residential study area and in a ½-mile residential study area in both 2010 and 2016. For the non-residential study area, the FEIS analysis examines passive open space ratios for the worker population and for the combined worker-resident population. For the residential study area, the FEIS analysis looks at active open space ratios for the residential population and passive open space ratios for the combined worker-resident population.

The Project will introduce large new residential and non-residential (worker) populations to these study area. The Project will also develop 8 acres of publicly accessible open space during Phase II. The new open space will provide passive and active recreational opportunities and new pedestrian and bicycle path connections between the adjacent neighborhoods. Plazas, fountains, boardwalks, water features, lawns, active uses, and other features will be included in the open space. In addition, private open space on the arena's roof and publicly accessible amenities, such as the Urban Room and plazas around the outside of the arena, will be provided during Phase I.

1. Non-Residential Study Area

The Project will result in a temporary significant adverse impact within the non-residential (¼-mile) study area at the end of Phase I until the Phase II open space is phased in. By 2016, the development of the Project's open space will result in an improvement in the passive open space ratios, and the temporary significant adverse impact will be eliminated. The passive open space ratios for the combined worker-residential population in the nonresidential study area will increase in 2016 compared with existing conditions and the Future Without the Proposed Action, although the ratios will continue to be substantially less than DCP's recommended weighted average.

2. Residential Study Area

In 2010, the active and combined passive open space ratios for the residential (½-mile) study area will decrease as a result of the Project and remain below the levels recommended by DCP. Despite the decline in the residential study area's open space ratios upon completion of Phase I, there will be no temporary significant adverse impact in the residential study area. The decline in the open space ratios will be offset by qualitative factors such as the Project's Phase I open spaces and public amenities (including the private open space on the roof of the arena, plaza areas, and the

Urban Room) and the presence of Prospect Park and Fort Greene Park just outside the residential study area. In 2016, passive open space ratios will increase above the existing conditions.

The active open space ratio in the residential study area will decrease in both 2010 and 2016. The reduction of the active open space ratio will not be a significant adverse impact because it will be offset by qualitative factors, including the bicycle path through the project site and the presence of Fort Greene and Prospect Parks just outside the Project's residential study area boundaries.

Certain comments submitted with respect to the DEIS expressed the view that demand generated by the Project would overburden existing open space resources such as Prospect Park and Fort Greene Park. Prospect Park, due to its size (585 acres), proximity and accessibility via Flatbush Avenue, is more likely to be used by the future residents of the Project than Fort Greene Park. After full build out of the Project in 2016, the population living within $\frac{1}{4}$ of a mile of Prospect Park and Fort Greene Park would increase by no more than 5% and 15%, respectively. Such an increase in the potential user population would not be expected to overtax these resources, especially considering the high quality public and private open space that is to be constructed in connection with the Project.

E. Cultural Resources

1. Project Site

With respect to archaeological resources, development of the Project could impact the potentially sensitive areas identified on one lot on Block 1119 and on four lots on Block 1127. To avoid significant adverse impacts on these potential archaeological resources, consultation has been and will continue to be undertaken with LPC and OPRHP. The project sponsors will implement the procedures of the Stage 1B testing protocol accepted by OPRHP and LPC with respect to further study of potential archaeological resources on the project site. The consultation process respecting archaeological resources will occur in accordance with a Letter of Resolution ("LOR") between ESDC, OPRHP, and the project sponsors. The LOR is included in Appendix B of the FEIS.

With respect to historic resources, the demolition of the privately owned former LIRR Stables at 700 Atlantic Avenue and the former Ward Bread Bakery complex at 800 Pacific Street will result in significant adverse impacts.

The subway improvements that will be part of the Project will affect portions of the Atlantic Avenue Subway Station, listed on the State and National Registers of Historic Places. However, such distinguishing elements as the station's decorative tiles, marble, platform plaques, the old LIRR spur, and the subway entrance in the Williamsburgh Savings Bank Building will not be altered. The project sponsors will consult with NYCT and OPRHP regarding the proposed finishes to be used at the station where (i) new construction would connect to the historic tiled platform walls and (ii) in the locations where non-public areas of the station, e.g., the subpassage, would be reopened to the public. In addition, a report will be completed by a qualified historic preservation consultant to evaluate the condition of the existing tiles, mosaics, and marble wainscoting in the non-public areas that have been painted over in the past and that will be removed as part of the Project modifications for their salvage potential. A complete photographic inventory of the evaluation will be submitted

to OPRHP for review and comment. If feasible, materials that could be salvaged will be reused in the sub-passageway to be reopened to the public. Plans for such reuse will be developed in consultation with OPRHP. Unusable materials will be made available to the New York City Transit Museum. Provided the above measures are taken, the Project will not adversely impact the Atlantic Avenue Subway Station.

To avoid adverse impacts to the Atlantic Avenue Subway Station during construction of the modifications of the subway station, the project sponsors will prepare a Construction Protection Plan ("CPP") in coordination with a licensed professional engineer that meets the requirements specified in the DOB Technical Policy and Procedure Notice #10/88 and that complies with other New York City Building Code regulations. The CPP will be submitted to OPRHP for review and approval prior to implementation.

2. Study Area

The Project will obscure views of the Williamsburgh Savings Bank Building from south of the project site along the Flatbush Avenue corridor and from certain other public vantage points south and southeast of the Building. This will constitute a significant adverse historic resources impact. Views of this resource will be preserved from other principal view corridors, including 4th Avenue, Atlantic Avenue (from the east and the west), and Flatbush Avenue from the north.

In addition, a Project building will adversely affect the Church of the Redeemer by casting new morning shadows on its stained glass windows. The Project will not cause significant adverse contextual impacts with respect to study area historic resources, including nearby historic districts. While Project buildings will be taller and have larger footprints than those located in the historic districts, the Project will not isolate any historic district from its setting or streetscape. Its buildings and open spaces will not constitute incompatible visual, audible or atmospheric elements that diminish the significant characteristics of the buildings in the historic districts in the study area.

To avoid adverse impacts to nearby historic resources during the Project's construction, the project sponsors will prepare a CPP in coordination with a licensed professional engineer that meets the requirements specified in the DOB Technical Policy and Procedure Notice #10/88 and that complies with other New York City Building Code regulations. The CPP will be submitted to OPRHP for review and approval prior to implementation.

F. Urban Design and Visual Resources

With respect to visual resources, the Project will result in one significant adverse impact due to the obstruction of views of the Williamsburgh Savings Bank Building from certain public vantage points, as discussed above. The Project will not result in significant adverse impacts with respect to other visual resources; nor will it have significant adverse impacts on urban design.

1. Urban Design

The Project will not result in significant adverse urban design impacts. As part of the development of the Project, the project sponsors worked closely with DCP and ESDC staff to develop Design Guidelines that establish a framework for the design of the Project. The purpose of the Design Guidelines is to identify the important elements of the Project's master plan developed

by Gehry Partners and Olin Partnership and require that these elements be incorporated into the Project, while at the same time providing enough flexibility to allow for the final design of the individual buildings to evolve as the Project is built out. The Design Guidelines are appended to the GPP and will govern the ongoing development of the project site. The Project is designed as a comprehensive plan that establishes a hierarchy of buildings with a mix of architecturally distinctive and more subdued buildings. The buildings will have varying heights, unique shapes, and an architectural style that will differ substantially from the buildings in the surrounding neighborhoods. The Project will consist of structures that are both more traditionally massed and are clad in masonry, mixed with more asymmetrical forms clad in metal and glass.

The Project will change the project site into a high-density mixed use development that will provide physical and visual connections between several vibrant Brooklyn neighborhoods. Development of the project site's western end will be of a scale similar to the buildings in nearby Downtown Brooklyn. The project site east of 6th Avenue will include 8 acres of publicly accessible, landscaped open space. The Project's distinctive modern buildings will attract people to an area that is currently in a blighted and underdeveloped condition.

In general, the Project is expected to alter the built form of the project site and study area through the addition of an arena and 16 additional buildings, most of which will be considerably taller and of a larger scale than the buildings in the surrounding area. Streets will be closed, and blocks will be joined to create the arena block (the three blocks bounded by Dean Street and Flatbush, Atlantic, 5th, and 6th Avenues) and the large residential block (the two blocks bounded by Dean Street and Atlantic, Carlton, and Vanderbilt Avenues), but these changes will not result in significant adverse urban design impacts. The creation of the large residential block will allow the development of the 8 acres of publicly accessible open space as well as the implementation of a advanced stormwater management system. Broad openings into the open space and the provision of north-south pathways and a pedestrian pathway along the right-of-way of Pacific Street will enhance pedestrian activity and create visual links to the residential neighborhoods to the north, south, east, and west. The arena block bounded by Dean Street and Flatbush, Atlantic and 6th Avenues, which will be necessary to accommodate the arena's footprint, will facilitate access to the arena from the subway. The four buildings surrounding the arena will incorporate a variety of uses, including ground-floor retail and landscaping amenities, which will promote street activity.

2. Visual Resources

The Project will redevelop a largely abandoned-looking area of Brooklyn, three blocks of which are primarily occupied by the below-grade rail yard, with five additional blocks occupied by a miscellaneous collection of warehouses and residential and commercial structures. The Project is designed according to a comprehensive plan with buildings of varying heights, unique shapes, and a style of architecture that will differ substantially from the buildings in the surrounding neighborhoods.

The Project will result in a significant adverse visual resources impact because views of the Williamsburgh Savings Bank Building, a visual resource in the Brooklyn skyline, will be obstructed along the Flatbush Avenue view corridor from south of the project site except from vantage points on Flatbush Avenue immediately adjacent to the project site. Other views south and southeast of the Bank Building that will be obstructed by the Project are those along Pacific Street between 4th and Flatbush Avenues and points along 5th Avenue, and those from Bergen Street between 6th and

Carlton Avenues, the Dean Playground, and Vanderbilt Avenue east of the project site. The loss of these views of the Bank Building will constitute a significant adverse impact.

Views of the Williamsburgh Savings Bank Building will be unobstructed from the areas to the north, east, west, and from the south along the 4th Avenue view corridor. Views of the Bank Building from some elevated transportation corridors will remain from some vantage points but will be obstructed from other locations. Building 1 of the Project, designed in consultation with DCP to relate to the Williamsburgh Savings Bank Building in form, will alter views of the Bank Building on the Brooklyn skyline. The relationship between the Williamsburgh Savings Bank Building and Building 1 will change with one or the other building being more prominent depending on the particular vantage point.

Other changes to visual resources and view corridors in the study area are not considered to be adverse. The Atlantic Avenue Control House will remain visible from the east and west along Atlantic Avenue and from the south along 4th and Flatbush Avenues. Similarly, visual resources north of the project site, including the bell towers of the Church of St. Luke and St. Matthew and the Verizon building, will remain visible from areas within the northern and eastern sections of the study area. Views of the bell tower of St. Joseph's Roman Catholic Church at 856 Pacific Street will remain visible from the study area east and south of the project site.

Completion of the Project will create new visual resources. Views east and west along the Atlantic Avenue corridor will be transformed by the arena and nine tall buildings fronting on this portion of the Atlantic Avenue view corridor between 4th and Vanderbilt Avenues. This transformation is not considered to be adverse, in light of the absence of significant visual resources at the project site or in this view corridor. Views southeast along the Flatbush Avenue view corridor, from northwest of the project site will include views of Building 1, the arena and Site 5. These changes will be significant but not adverse. Views northwest along the Flatbush Avenue view corridor will include views of Site 5 and Buildings 1 and 2. From some vantage points along the west side of Flatbush Avenue south of the project site, other buildings on the project site will be visible along this view corridor. The Project's buildings will serve as new wayfinders in the skyline, becoming new visual resources.

Most views along the east-west tree-lined residential streets identified as view corridors will not be affected by the Project, since most views along these view corridors will not include views of the project site. Due to the height of the Project's buildings, views along some of these low-rise, residential street view corridors will include views of these buildings from some vantage points. Typically, the density of the row houses along these streets, which create solid streetwalls on narrow streets, will obscure street-level views to the project site. The tops of the Project's buildings will be visible along residential street view corridors from some vantage points as viewers move east or west away from the project site. However, the blocks and buildings that intervene between the Project's buildings and the low-rise buildings along these view corridors will create a buffer that will limit the visual presence of the Project's buildings on these view corridors.

3. Nighttime Lighting and Signage

The lighting and signage on the project site will not cause significant adverse impacts. Signage on most of the project site will be typical for local retail and commercial areas throughout New York City with the exception of certain portions of the Atlantic and Flatbush Avenue frontages

of the arena block. Signage controls for the retail establishments occupying street-level space in the Phase II developments, the Pacific Street frontage of Site 5, and portions of the arena block will be consistent with the strictest signage controls used in New York City for local retail. Signage along the Atlantic, Flatbush, and 4th Avenue frontages of the Site 5 building will be allowed to a height of 40 (rather than 25) feet due to Site 5's prominent location at the intersection of these avenues. Site 5's lighting and signage is allowed in most commercial districts (including the C6-2 zone covering Site 5) other than commercial overlay zones.

Special signage controls will apply to the Urban Room, Building 1 and the arena façades along Atlantic and Flatbush Avenues. With the exception of limited signage for ground-floor uses, illuminated and non-illuminated opaque signs will be limited to the westernmost 75 feet of the arena block and to the Building 1 façades along Atlantic and Flatbush Avenues and will be limited in terms of overall surface area and height. Additional signage and lighting will also be allowed on the Urban Room (from 80 to 150 feet in height), on Building 1 (to a height of 60 feet) and on the arena façade (to a height of 40 feet); however, this additional permitted signage must be sufficiently transparent to make activity within the building and the interior architecture visible to passersby, and to allow people within the building to see outside. This signage will concentrate lighting and signage at the intersection of Flatbush and Atlantic Avenues and away from residential neighborhoods to the south.

Since most of the Project lighting will be in keeping with commercial areas throughout Brooklyn, the Project lighting will not represent a significant adverse impact. Arena signage will be visible to the east and west on Atlantic Avenue, to the north and south on Flatbush Avenue, and on a small portion of Pacific and Dean Streets west of Flatbush Avenue where there are residential buildings. Other residential areas will not have direct views of the signage. Since the signage will be visible principally along the commercial corridors of Atlantic and Flatbush Avenues, it will not have a significant adverse impact. The effect of the signage on the relatively small residential area on Pacific and Dean Streets south of Flatbush Avenue, from which it will be visible, is localized and not considered significant.

G. Shadows

The Project will result in incremental shadows over a number of privately and publicly owned properties generally west, north, and east of the Project as the sun moves across the sky. In determining whether such shadows constitute significant adverse impacts, the FEIS focused on sun-sensitive resources such as public open spaces and historic resources with significant sunlight-dependent features. The analysis examined incremental shadow coverage and duration and considered factors such as the times of the day and year when the Project will affect the sunlight reaching the resource and how shadow will affect the uses of the resource. This analysis determined that the Project will have significant adverse shadow impacts on two public sun-sensitive resources: the open space resource of the Atlantic Terminal Houses, a New York City Housing Authority development located at the northeast corner of Atlantic and Carlton Avenues, and the stained glass windows of Church of the Redeemer, located on the west side of 4th Avenue between Atlantic Avenue and Pacific Street.

The open space at the Atlantic Terminal Houses, divided into two separate areas (the Atlantic Avenue side and the Carlton Avenue side) by a one-story building, contains both passive and active use areas. With full development of the Project in 2016, incremental shadows from the

Project will have a significant adverse impact on this open space when the weather is cooler and shadows are longer, in the spring, fall and winter, as they will diminish the attractiveness of this open space. Both the Carlton Avenue side and Atlantic Avenue side of the open space will receive shadow all day in the winter. In the spring and fall, the Carlton Avenue side will receive shadow for most of the afternoon, and the Atlantic Avenue side will receive shadow for most of the analysis day.

The building on Site 5 will cast shadow in the morning and during all seasons on the Church of the Redeemer, a historic resource eligible for listing on the State or National Register of Historic Places. In the late spring, summer, and late summer, the durations will be the longest, lasting through most of the morning. These shadows will have a significant adverse impact because they will reduce light to the stained glass windows on the church's east façade in the morning when church services are typically held. As a result of the post-DEIS program modification, the building on Site 5 has been reduced in height, and, as a result, its incremental shadows will move off the church earlier in the late spring and summer, but the shadow, although reduced in duration, is still considered a significant adverse impact with respect to the church's stained glass windows.

H. Hazardous Materials

With the implementation of site investigation and remediation measures and inclusion of design controls to prevent vapor intrusion, no significant adverse hazardous materials impacts are expected to occur as a result of the Project's construction or operation.

The project site has a long history of railroad, industrial, storage, manufacturing and commercial uses. Contaminants on the site are known to include asbestos-containing material, lead-based paint and PCB-containing electrical components in buildings and subsurface contamination (fill, soil, soil gas, and/or groundwater). Migration of contaminants from outside the project site is also possible. Development of the Project will involve the demolition of the existing structures on the project site and excavation and removal of much of the existing fill and soil. Hazardous materials only pose a threat to human health or the environment if exposure to them can occur, such as by breathing volatile and semi-volatile compounds or particulate-laden air released during demolition, excavation, and construction. The soils within the Project's open space will be clean fill, rather than the current soil at the Project site. Following construction of the Project's buildings, the principal potential pathway of concern will be the intrusion of vapors into the buildings from subsurface contamination.

Phase 1 and Phase 2 Environmental Site Assessments ("ESAs") identified the potential for contamination and then confirmed and characterized the contamination through sampling. The ESAs revealed that contamination on the project site is in both the subsurface (mainly from current or former gas stations and historic fill) and inside current buildings (mainly from asbestos and lead-based paint).

To make certain that there will be no potential threats to residents, construction workers, and the surrounding environment from hazardous materials, the Project will closely follow site remediation protocols and procedures in accordance with all applicable City, State, and federal regulations. The Project's remediation measures will comprise:

- The development and implementation of procedures for pre-demolition removal of asbestos in accordance with applicable federal, State and City regulations, which will be monitored by an independent contractor as required by such regulations.
- The development and implementation of procedures for pre-demolition removal of PCB-containing equipment in accordance with applicable federal, State and City laws and regulations.
- The implementation of dust suppression techniques reflecting best construction practices during the demolition of Project buildings and any excavation, grading or earth-moving activities at the project site in connection with the construction of the Project or any related excavation or remediation.
- Additional subsurface investigations as needed to refine and supplement data presented in the Phase 1 and Phase 2 environmental site assessments and provision of the results of such investigations to ESDC. ESDC may require additional sampling as necessary to determine whether remediation is appropriate.
- Preparation of remediation plans, which will include protocols for any remedial activities (and associated additional sampling and investigation) and Health and Safety Plans with respect to any remedial activities to be undertaken by the project sponsors, and which will be submitted to ESDC for review and approval prior to commencement of such remedial activities. In the event that DEP exercises jurisdiction over any portion of the environmental remediation at the Project site, the project sponsors will (in lieu of the remedial plan called for above) submit to DEP a remedial action plan with respect to such portion of the environmental remediation, for review and approval in accordance with DEP requirements, prior to or in connection with excavation activities at the Project site. The project sponsors will simultaneously submit such remedial action plan to ESDC for its review and consultation with DEP.
- Prior to remediation and excavation at the site, the development of a Construction Health and Safety Plan ("CHASP") which will be approved by ESDC (or, for any portion of the environmental remediation under the supervision of DEP, approved by DEP) and implemented by the project sponsors in connection with the remediation or excavation work at the Project site. The CHASP will include a Community Air Monitoring Plan for PM₁₀ and VOCs conforming to guidance published by the New York State Department of Health to be implemented during the excavation of site soils (or other activities that involve moving existing site soils around or off the site) in connection with the construction of the Project or any related excavation or remediation. If the CHASP is modified, modifications will be submitted for approval to ESDC or, for any portion of the site subject to supervision of DEP or NYSDEC, approval by such agency. The project sponsors will implement the CHASP during all remediation or excavation work at the site.
- Remediation of the spills to the extent required by NYSDEC and closing of the spill numbers at the gasoline station on Block 1127, Lot 1, and the U-Haul facility on Block 1119, Lots 1 and 64, both of which have active petroleum spill numbers on file with the

NYSDEC. Remediation of these spills will be completed under the direction of NYSDEC.

The project sponsors will design and construct the Project so as to prevent VOCs from infiltrating the interior of the Project buildings. Residential and community facility uses will be located either above ventilated underground parking or other facilities or above the platform over the ventilated rail yard.

I. Infrastructure

Although the Project will generate new demands on infrastructure, the municipal systems serving the project site have adequate capacity to meet the needs of the Project, and therefore no significant adverse impacts will result. The conclusion that there will be adequate capacity to meet the Project's demand is based in part on the project sponsors' construction of local improvements in City infrastructure, including local sewers and water mains, as well as on the project sponsors' implementation of a comprehensive on-site stormwater management plan. These measures are described below.

1. Water Supply

The increase in demand on the City's water supply system from the Project will not be significant. As part of the Project, the project sponsors will construct new water mains in and around the project site in accordance with a water main plan to be approved by DEP, and no impacts on local water pressure are expected. The Project will include voluntary water conservation measures, which are described below, as well as those required by the City. Project demand upon full build is conservatively estimated at approximately 0.25% of demand City-wide. Since this incremental demand is minimal, no significant adverse impacts on water supply will result.

2. Sanitary Wastewater Treatment

The Red Hook Water Pollution Control Plant will have sufficient capacity to handle the sanitary sewage volumes that the Project will generate. The project sponsors will also construct new sewer improvements in and around the Project site as specified in an amended drainage plan approved by DEP. In 2016, after completion of the Project, the Red Hook Water Pollution Control Plant is expected to operate at only 56% of its permitted capacity and much less than its treatment capacity. Therefore, no significant adverse impacts on sanitary wastewater treatment will result.

3. Stormwater Runoff and Combined Sewer Overflows

The Project has the potential to create new runoff to the City's sewer system (which is a combined system in the Project area and, therefore, conveys both sanitary sewage and stormwater runoff). However, the Project also includes a number of site-specific stormwater management measures that will result in a reduction of stormwater discharge volumes to the Gowanus Canal and a only a small increase in stormwater discharge volumes to the East River (as compared to the No Build condition), thus minimizing the potential for any adverse water quality impacts on either water body. With implementation of these measures, no significant adverse impacts on the City's combined sewer system or Combined Sewer Overflows ("CSOs") will result from the Project.

The stormwater management measures will include installation or implementation of the following facilities or alternative detention/retention facilities providing the same or greater combined retention and detention capacity:

- Two 100,000 gallon tanks (one for the runoff from Buildings 5, 6 and 7 and one for the runoff from Buildings 8, 9, and 14);
- Two storage tanks in the area of the LIRR yard, with an aggregate capacity of 124,000 gallons;
- Four storage tanks within the arena, with an aggregate capacity of 291,000 gallons; and
- Two 12,000 gallon storage tanks at Site 5.

These stormwater storage tanks (and any tanks installed in lieu of such tanks) will be designed and built to have two outlets, with a smaller outlet at the base and another larger outlet at a higher elevation in the tank wall.

Other features of the comprehensive stormwater management plan will include the following:

- The project sponsors will landscape the Project's open space in accordance with a landscaping plan developed by Olin Partnership that accommodates the use of recycled stormwater for irrigation and the cultivation of native plants that have minimal irrigation needs.
- The open space will include a surface water feature with a capacity of at least 279,000 gallons in the area identified in the Design Guidelines.
- The Project will be designed to utilize recycled stormwater in the cooling towers of the Project buildings for make-up water, and also for cultivation of vegetation planted pursuant to the landscaping plan.
- The Project will include a green roof component on the arena.
- The Project will equip sinks, toilets and showers in the Project buildings with high-efficiency, low-flow fixtures. All leases and condominium documents will require the continued maintenance and use of these fixtures.
- The project sponsors will equip the arena with waterless urinals.

The project sponsors may modify any of these measures, provided that they demonstrate to ESDC through appropriate analysis that such modification results in a level of stormwater management equivalent or superior to that described in the FEIS and a report prepared by HydroQual Environmental Engineers and Scientists, P.C. dated November 8, 2006, which appears in Appendix H in the FEIS. The project sponsors will maintain the equipment and fixtures described above in a proper and well-functioning condition.

4. Gowanus Canal/East River Water Quality

The Project will not result in significant adverse water quality impacts to the Gowanus Canal or the East River. The frequency of CSO discharges to the Gowanus Canal and East River will not significantly increase, and although the volume of the CSO discharges to the East River will increase slightly, the aggregate volume (if both water bodies are considered together) will decrease upon completion of Project construction.

CSO analyses were performed using an existing, calibrated hydrologic and hydraulic model of the Red Hook drainage area. This model and its calibration have been accepted and are being used extensively by the DEP to support its long-term CSO control program for the Gowanus Canal and East River. The model was refined to incorporate the Project, including specific features such as buildings, open spaces, and stormwater control measures. Because the Project will result in a reduction of CSO volume in the Gowanus Canal and a *de minimis* incremental increase in the East River, water quality modeling and sampling were not necessary to conclude that there will be no significant adverse impacts on water quality in these water bodies. In addition, as reflected in the FEIS, DEP is implementing a comprehensive program of capital improvements to reduce CSO impacts on local water bodies, including the Gowanus Canal and East River.

5. Solid Waste Management

The Project will increase the volumes of solid waste and recyclables, but it will not affect the delivery of solid waste disposal services or place a significant burden on the solid waste management system. In addition, the Project will not conflict with, or require amendments to, the City's Solid Waste Management Plan. Therefore, no significant adverse impacts on solid waste management will result.

6. Energy

The Project's increased demands on electricity and gas will be insignificant, relative to the capacity of these systems and the current levels of service in New York City, and no significant impacts on energy systems will be caused. In addition, local distribution grid improvements proposed by Con Edison will improve service to the project site and Downtown Brooklyn as a whole. Moreover, new localized upgrades to the electrical and gas distribution systems will be installed to meet the demand generated by the Project.

J. Traffic and Parking

1. Vehicular Traffic

The FEIS examines the Project's potential impacts on traffic conditions in 2010 and 2016 at 93 study area intersections (87 signalized and six unsignalized) during five weekday peak hours (8-9 AM, noon-1 PM, 5-6 PM, 7-8 PM pre-game, and 10-11 PM post-game) and two Saturday peak hours (1-2 PM pre-game and 4-5 PM post-game). The traffic impact analysis focuses on locations where new traffic is expected to be most concentrated, and does not include more distant locations. Nevertheless, the traffic study area extends upwards of 1.2 miles from the project site and encompasses intersections along corridors expected to be used by concentrations of traffic en route to and from the Project. This traffic study area was reviewed by DOT during both the DEIS and

FEIS process and found to be acceptable to adequately describe project impacts. Given the numerous corridors providing access to the project site, including Atlantic, Flatbush, Carlton, Vanderbilt, Washington, 3rd, 4th, 5th and 6th Avenues, project-generated traffic is expected to be dispersed to the north, south, east, and west, and is expected to become rapidly less concentrated with increasing distance from the project site. FEIS Table 19-4 shows the effect of this dispersion with respect to intersections with unmitigated impacts along the key Atlantic Avenue and Flatbush Avenue corridors – along these corridors, all intersections on the periphery of the study area except one (Flatbush Avenue and Tillary Street) were fully mitigated in the weekday peak hours on game days. For these reasons it is expected that there would not be significant impacts on regional access corridors such as the Brooklyn Queens Expressway, the Belt Parkway, Prospect Expressway or Gowanus Expressway or on the street network outside the study area.

The traffic impact analyses utilize the methodology detailed in the nationally applied Transportation Research Board's *Highway Capacity Manual* ("HCM") for both signalized and unsignalized intersections. Adherence to this methodology provides a consistent basis for land use and environmental determinations by City agencies. For a heavily traveled network such as Downtown Brooklyn, the HCM methodology provides a high level of sensitivity to changes in delay at individual intersections and produces conservative results with respect to potential traffic impacts. Analysis methodologies, planning assumptions, and traffic assignments utilized in the traffic analysis were developed in consultation with DOT. DOT has reviewed the FEIS and concurs with the FEIS traffic- and parking-related findings and the feasibility of its proposed traffic mitigation measures.

To account for the increase in traffic and parking demands due to long-term background growth and new development, the FEIS transportation analyses estimated traffic volumes at each analyzed study area intersection to reflect the addition of a cumulative 0.5% per year background growth rate applied to existing baseline volumes. On top of this 0.5% per year background growth, the traffic analysis included traffic that would occur at the analyzed intersections from 33 discrete No Build sites in and around the project site and Downtown Brooklyn that are expected to be developed by the Project's 2016 analysis year. (For the 2010 analysis year, 14 discrete No Build sites were included.) These 33 projects, which comprise approximately 6,254 dwelling units, 5.19 million square feet of office space, 1.15 million square feet of retail space and 2.43 million square feet of other types of space, include the anticipated development resulting from the Downtown Brooklyn Development rezoning, Brooklyn Bridge Park, Pier 12, the new IKEA store in Red Hook, the development over Atlantic Center, and the new Federal Courthouse and the Marriott Hotel expansion in Downtown Brooklyn. Three developments (a charter school on Waverly Avenue, residential development at 306-313 Gold Street, and the Fairway market in Red Hook) totaling 517 dwelling units and 310,000 square feet of office, retail and other space were added to the transportation analyses in the FEIS in response to recent information and agency and public comments on the DEIS. Development completed prior to Fall 2005 is reflected in the FEIS 2006 traffic baseline condition. Other specific development projects were not included because the relevant sites did not meet certain criteria in that they: (i) fall below minimum threshold densities for inclusion as discrete No Build sites, (ii) are distant from the Atlantic Yards project site (such as the Greenpoint-Williamsburg Rezoning project which includes sites located up to four miles from the project site), or (iii) are speculative sites. An assessment of whether certain No Build sites should be accounted for in the transportation analyses is presented in an October 30, 2006 memorandum prepared by Philip Habib & Associates entitled "Summary of No Build Sites Considered for the EIS Transportation Analyses," which appears as Appendix C to the FEIS.

With completion of Phase I in 2010, of the 93 intersections analyzed, a total of 58 will have significant adverse impacts in one or more peak hours. The Saturday 4-5 PM post-game peak hour will have the highest number of impacted intersections with 46, followed by the weekday 7-8 PM pre-game and Saturday 1-2 PM pre-game peak hours with 34 impacted intersections each. There will be 27 impacted intersections in the weekday AM peak hour, 15 in the midday, and 32 in the weekday PM peak hour.¹ The weekday 10-11 PM peak hour will have the lowest number of impacted intersections under 2010 Build conditions with 13.

With completion of the Project in 2016, a total of 68 intersections will be significantly adversely impacted. A total of 46 intersections will have significant adverse impacts in the weekday AM peak hour in 2016, 27 in the midday, 44 in the PM, 39 in the 7-8 PM pre-game peak hour, and 17 in the 10-11 PM post-game peak hour. On Saturdays, 41 intersections will have significant impacts in the 1-2 PM pre-game peak hour and 49 in the 4-5 PM post-game peak hour in 2016.

Tables 12-16 and 12-32 identify the intersections at which significant adverse impacts will occur and provide information about the number of movements with unmitigated significant adverse impacts at these intersections. Tables C-4 and C-6 in Appendix C of the FEIS provide information regarding the delays, levels of service, and volume-to-capacity ratios at the analyzed intersections.

As per *CEQR Technical Manual* criteria, the analysis of future traffic conditions conservatively assumes that traffic volumes within the study area are not metered at congested locations, and that all future traffic volumes occur at analyzed intersections. Drawing from the results of the HCM intersection capacity analyses, the FEIS qualitatively discusses the potential for future queuing and spillback in the study area. Future queuing can occur when a movement operates substantially over capacity, and such queuing may potentially affect both upstream and downstream intersections along a corridor. For example, extensive queues may spill back through upstream intersections, while at downstream intersections, forecasted volumes may not occur, as traffic will be effectively metered at the first queued location along the corridor. Queuing at an intersection on the periphery of a study area may therefore effectively reduce the volumes that actually traverse the study area during the peak period.

Major corridors serving the project site that will potentially experience queuing and spillback at one or more intersections in one or more peak periods in 2016 No Build conditions include Flatbush, Atlantic and Vanderbilt Avenues. With the Project, queuing and spillback conditions will be exacerbated along these principal arterials, and the potential for queuing will also exist along major corridors where such potential was not identified in the 2016 No Build condition. In particular, queuing and spillback may occur along northbound 4th Avenue and along northbound and southbound Adams Street at Tillary Street. Some future queuing will also likely occur on the Brooklyn and Manhattan Bridges, as is presently the case, due to congestion at metering intersections during peak periods.

The FEIS also includes a screening analysis of the potential for impacts on the Brooklyn and Manhattan Bridges. Based on the results of the screening analysis, no significant adverse impacts to

¹ The FEIS, at page S-33, indicates that there are 28 intersections with significant adverse impacts in the 2010 AM peak hour. The correct number is 27 intersections, as indicated in FEIS Table 12-16.

traffic flow on the two bridges are anticipated to result from the Project, although, as mentioned above, some future queuing will likely occur (as is presently the case) due to congestion during peak periods at the metering intersections, such as Flatbush Avenue and Tillary Street, and Adams and Tillary Streets.

Traffic mitigation measures to address these impacts are discussed below in Section VII.

2. Bicycles

The Project is likely to generate new commuter bicycle trips, as well as recreational and discretionary trips. Although the Project will generate new vehicular traffic on roadways used by bicyclists, there will be no Project-related permanent street closures or changes in street directions along any street segment with an existing or planned on-street bike lane or along a bicycle route recommended by the City's Bicycle Network Development Program. The Project will include construction (by 2016) of new off-street bike route segments through the project site that will more safely connect existing and planned on-street bike routes. The Project will include a secure indoor facility on the arena block for the storage of up to 400 bicycles.

3. Accidents

In 2016, peak hour Project-generated vehicular traffic through the Atlantic and Flatbush Avenue intersection will increase by 4 to 15 percent, and crosswalks will have up to 2,700 new peak hour pedestrian trips. New pedestrian trips and vehicular traffic at this intersection (as well as at Atlantic and Vanderbilt Avenues and other intersections near the project site) may increase the potential for vehicle-vehicle and vehicle-pedestrian conflicts or accidents, especially during the weekday and Saturday pre-game and post-game peak hours when the greatest increases will occur. To enhance overall safety, the Project will eliminate several roadway segments through the project site, build a major new on-site entrance to the Atlantic Avenue/Pacific Street subway station to eliminate the need for subway riders en route to and from the south to cross Atlantic Avenue, provide high-visibility crosswalks and lighting at key intersections near the project site and build new off-street bike route segments through the project site that will more safely connect existing and planned on-street bike routes.

Along with these physical improvements, police or traffic control officers ("TCOs") are expected to be deployed at the Atlantic and Flatbush Avenue intersection and other locations to minimize conflicts between vehicles and pedestrians during the pre-game and post-game periods when a basketball game or other major event is scheduled. The project sponsors will work with DOT and NYPD to ensure that needed resources are available for this purpose.

4. Parking

The Project will not cause any significant adverse impacts on parking conditions. Street closures and operational changes associated with the Project will result in a loss of about 180 on-street spaces, as well as up to 24 spaces for police vehicles along 6th Avenue. Mitigation-related parking restrictions (discussed below in Section VII) will result in the loss of an additional 90 curbside parking spaces. This loss of on-street spaces will not result in a deficit of on-street parking capacity available to accommodate non-Project demand in 2016. Sufficient off-street parking capacity will be available both on-site and at existing public facilities within one-half mile of the

arena to fully meet the Project's demands in all peak periods in 2010 and 2016. However, as some drivers en route to the project site will choose to park on-street if spaces are available, it is likely that much of the on-street parking capacity available near the arena will be used by Project-generated demand during a Nets basketball game or other major arena event. On-street parking in the vicinity of the project site will therefore likely be fully utilized during such events. However, as there will be sufficient off-street capacity to meet demand during major arena events, no significant adverse impacts to parking conditions will result from implementation of the Project.

K. Transit and Pedestrians

1. Subway Service

The majority of new subway trips will occur at the three stations that make up the Atlantic Avenue/Pacific Street subway station complex, which will be immediately adjacent to the project site and accessible via a new on-site entrance. In addition, the Bergen Street IRT, Fulton Street IND and Lafayette Avenue IND subway stations will all attract 200 or more Project-generated trips in at least one peak hour.

Overall, the new on-site entrance and internal circulation improvements at the Atlantic Avenue/Pacific Street subway station complex will be adequate in accommodating new Project-generated demand at acceptable levels of service during the analyzed 8-9 AM, 5-6 PM, and 7-8 PM peak hours in 2010 and 2016, as will existing analyzed stairways and fare arrays at the station. All analyzed stairways and fare arrays at the Bergen Street IRT, Fulton Street IND, and Lafayette Avenue IND subway stations will also continue to operate at acceptable levels of service during these periods in 2010 and 2016. The Project will therefore not result in significant adverse impacts to subway station stairways, escalators, passageways, and fare arrays. However, crowding on the platforms at the Atlantic Avenue/Pacific Street subway station complex could occur after major arena events. If such crowding were to occur, it would be a significant adverse impact, which will be addressed by providing additional subway trains during such post-event periods.

All subway routes serving the project site are expected to continue to operate below their practical capacity in the peak direction in the 8-9 AM and 5-6 PM commuter peak periods with the Project in 2010 and 2016. (The line haul analysis focused on these time periods because, although Project-related demand is higher in the 7-8 PM pre-game peak hour, overall demand on the subway system is typically lower in this period than during the commuter peak hours.) The Project will therefore not result in significant adverse impacts on subway line haul conditions.

2. Bus Service

With the Project, new bus trips will be added to the 11 NYCT local bus routes serving the project site during the analyzed weekday 8-9 AM and 5-6 PM commuter peak hours. With this added demand, all 11 routes will continue to operate with available capacity at their maximum load points in the peak direction in each of these peak hours in 2010, and no significant adverse impacts to local bus service will occur with Phase I development. In 2016, Project-generated demand in the 8-9 AM peak hour will cause a significant adverse impact on westbound B38 buses at their current service frequency.

In addition, traffic congestion and significant adverse traffic impacts were identified at a number of intersections along corridors used by local bus routes. Although the proposed traffic mitigation plan would address many of these impacts, delays to bus travel may occur, especially in the vicinity of the arena during the pre- and post-game peak periods. Additional buses may therefore be needed during these periods to maintain the current headways and service schedules.

3. Pedestrians

The Project will include improved pedestrian elements at the project site, such as wider sidewalks (20-foot-wide sidewalks along Atlantic and Flatbush Avenues adjacent to portions of the project site, for example), high-visibility crosswalks, and improved lighting at key intersections. However, 6th Avenue south of Pacific Street will be reconstructed with 15-foot-wide sidewalks, compared with the existing 18-foot-wide sidewalks to accommodate two-way traffic on 6th Avenue between Atlantic and Flatbush Avenues. This narrowing is not expected to result in any significant adverse impacts.

Development of the Project will also add new pedestrian demand to sidewalks, corner areas, and crosswalks. In general, the highest numbers of pedestrian trips in both 2010 and 2016 will typically occur during the weekday 7-8 PM and Saturday 1-2 PM pre-game periods. The analysis of pedestrian conditions therefore focuses on these peak hours as well as the weekday 8-9 AM and 5-6 PM commuter peak hours.

With full development of the Project in 2016, the north crosswalk on Carlton Avenue at Dean Street would experience a significant adverse impact in the weekday and Saturday pre-game peak hours. The Project would also cause a significant adverse impact on the north crosswalk on 6th Avenue at Dean Street in 2016 during the Saturday pre-game peak hour. Much of the Project-generated demand on these crosswalks in the pre-game periods will be en route to the arena from the 1,970-space parking garage that will be located on Block 1129. Since many of these pedestrians will use these crosswalks to walk back to the parking garage at the end of a game, these two crosswalks may have similar significant adverse impacts in the weekday and Saturday post-game periods. To mitigate these impacts, the north crosswalk on Carlton Avenue at Dean Street will be widened to 20 feet (from 16 feet) and the north crosswalk on 6th Avenue at Dean Street will be widened to 17 feet (also from 16 feet). All other analyzed crosswalks, sidewalks, and corner areas will continue to operate at acceptable levels of service in all analyzed peak hours in both 2010 and 2016.

L. Air Quality

The Project will not result in any significant adverse air quality impacts from either mobile or stationary sources.

Vehicular traffic generated by the Project will not result in any violations of the National Ambient Air Quality Standard ("NAAQS") or any significant adverse air quality impacts. Carbon monoxide (CO) impacts will not exceed CEQR *de minimis* criteria, while increments of particulate matter less than 2.5 microgram in size (PM_{2.5}) from mobile sources will not exceed the City's interim guidance criteria.

With respect to stationary sources of emissions, all Project boilers will operate exclusively on natural gas, the cleanest fossil fuel and will be equipped with low NO_x burners. Standby or emergency diesel generators without such controls may be used for very short periods as set forth in the FEIS. The boilers will have maximum emission rate specifications that do not exceed the emission rates specified in Table 14-3 and pages 14-16 and 14-17 of the FEIS. (Upon a demonstration to ESDC through appropriate analysis that an alternative fuel or technology would achieve the same or superior emission levels, the project sponsors would be allowed to substitute that alternative fuel or technology.)

The Project will likely be required to obtain a state facility permit from NYSDEC and permits to construct from DEP for the its stationary sources of emissions. Analyses of the emissions and dispersion of nitrogen dioxide (NO₂), CO, particulate matter less than 10 microgram in size (PM₁₀), and sulfur dioxide (SO₂) from the Project's stationary sources indicate that such emissions will not result in violations of NAAQS or in significant adverse air quality impacts.

Because of the Project's low particulate matter emissions, the impacts of its PM_{2.5} emissions will also be insignificant under the NYSDEC policy guidance on PM_{2.5}, because maximum annual emissions of PM₁₀ will be below the NYSDEC applicability threshold of 15 tons per year. Nevertheless, a PM_{2.5} analysis was conducted for the EIS. The analysis identified a limited number of receptors on upper floors of Phase II Project buildings that will exceed the NYSDEC annual PM_{2.5} threshold for determining potential significance. These exceedances will not result in significant adverse impacts. The potential exposure to PM_{2.5} at these locations will be limited since occupants will not be expected to have their windows open continuously throughout the year and no exceedances were found at the locations of air intake manifolds on the Project's buildings. In addition, the maximum predicted PM_{2.5} concentration levels are comparable to ambient levels of PM_{2.5} measured at various locations in New York City over the past several years. On a neighborhood scale, PM_{2.5} annual average impacts were below the City's interim guidance criterion. No off-site impacts were projected to exceed the NYSDEC criteria for potentially significant PM_{2.5} impacts. The analysis also indicates that there will be no exceedance of the interim criterion for 24-hour PM_{2.5} increments. Therefore, no significant adverse air quality impacts are anticipated from the Project's stationary sources.

The results of the industrial source analysis demonstrate that there will be no significant adverse air quality impacts on the Project from nearby industrial sources.

M. Noise

The Project will result in significant adverse noise impacts at four locations around the project site, including residential locations adjacent to the project site, during one or more peak hours in both 2010 and 2016. These locations are: (i) Flatbush Avenue in the area near Dean Street; (ii) Dean Street from approximately Flatbush Avenue to Vanderbilt Avenue (including the Dean Playground); (iii) 6th Avenue from approximately Dean Street to Atlantic Avenue; and (iv) Carlton Avenue from approximately Dean Street to Atlantic Avenue. The impacts would be localized and would occur on street segments immediately adjacent to the project site. (As explained in Section VII.H.4 below, traffic-related mitigation measures mitigate noise impacts in certain of these areas.) In each of these locations, noise levels would be in the "marginally unacceptable" range, which is not unusual for New York City residential areas.

Noise levels within the new open space areas created on-site as part of the Project will be above the 55 dBA $L_{10(1)}$ noise level for outdoor areas requiring serenity and quiet contained in the *CEQR Technical Manual* noise exposure guidelines. Noise levels at open space areas located on the rooftop of the proposed arena, adjacent to Atlantic and Flatbush Avenues, will be in the high 50 dBA to low 60 dBA range. While noise levels in these areas will be above the 55 dBA $L_{10(1)}$ guideline noise level, they will be comparable to noise levels in a number of open space areas and parks in New York City, including Hudson River Park, Riverside Park, Bryant Park, Fort Greene Park, and other urban open space areas.

N. Neighborhood Character

The Project will not cause significant adverse impacts to neighborhood character. Some areas immediately surrounding the site will, however, experience localized adverse neighborhood character impacts. The Project will significantly change the character of the project site, but this change will not be adverse. Although the project site sits at a major crossroads and transit hub, it contains virtually none of the neighborhood characteristics or vitality of Boerum Hill, Fort Greene, Clinton Hill, Prospect Heights and Park Slope, and in fact creates a barrier between these neighborhoods. The project site's character stands in contrast to the character of much of the surrounding area, which includes uses more typical of vibrant urban neighborhoods, including medium- to high-density residential and commercial development to the north. The Project can be expected to improve the character of the project site.

The change in character on the project site will not alter the basic character of the surrounding neighborhoods, whose defining elements are located at some distance from the project site and are protected by zoning and, in many cases, historic district designations. However, the Project will affect the character of areas immediately surrounding the site and, as noted above, will result in localized adverse neighborhood character effects in a few of those areas. The greatest change will occur on Dean Street between Flatbush and Vanderbilt Avenues, which forms the southern border of the project site and is at the northern edge of Prospect Heights. The character of Dean Street will change from a nondescript, but quiet, mixed-use former industrial street to an active street with a mix of uses; there will be adverse impacts due to increases in traffic and noise, as well as to the arena's loading facility on Dean Street between Flatbush and 6th Avenues. The Project will also affect the character of a few residential rowhouses facing Site 5 (within sight of the arena's illuminated signs). Project-generated traffic will result in a deterioration of traffic flow on Bergen Street in Prospect Heights. These affected locations will be clustered adjacent to the project site, in areas that are located along the perimeters of and not in the cores of their respective neighborhoods. Thus, even when considered together, the changes in these transition areas will not constitute a significant adverse impact to neighborhood character.

In response to public comments on the DEIS, an evaluation of wind conditions was conducted. The evaluation indicated that although some increase in wind speed at pedestrian levels is expected, the Project will not result in adverse wind conditions at or around the project site.

The Project will be visible in the skyline from portions of several of the adjacent residential neighborhoods. However, these views will be perceived as middle-distance or background conditions, and will not affect the character of the neighborhoods' cores, all of which will also be protected from changes in land use and density by underlying zoning and, in many areas, regulations applicable to City-designated historic districts. The dense mix of commercial, entertainment,

residential, and open space uses at the project site will advance the goals of the Special Downtown Brooklyn District.

O. Construction

1. Construction Activities

All construction is expected to be completed over a 10-year period (2007-2016). The nature and extent of construction activities will vary over time, and have been analyzed in two phases. Phase I will begin with the demolition of existing structures on the site, reconstruction of the rail yard and the construction of the arena block and Site 5 buildings on Blocks 1118, 1119, and 1127 and a portion of Block 927. Environmental remediation and demolition of existing buildings will be the first tasks. Demolition on all blocks will occur in Phase I. The arena for the Nets basketball team is expected to be open in October 2009, and the rest of the Phase I development will be completed by the 4th quarter of 2010.

Also included in Phase I are construction of the West Portal between the rail yard and Atlantic Terminal; the new entrance to the Atlantic Avenue/Pacific Street subway station complex on the southeast corner of Atlantic and Flatbush Avenues; installation of major new sewer and water lines; and other utility lines, such as telecommunication facilities with capacity for the complete Project. During Phase I, the period with the greatest number of buildings simultaneously under construction will be in late 2008 to early 2009, when the arena, the LIRR improvements and five buildings will be in various stages of construction. The levels of construction activities before and after the Phase I peak will be of lesser intensity.

In Phase II, the construction activity will be less intense than during Phase I. From 2010 to 2014, the activity will be centered on Block 1120 with a peak period of activity at the end of 2011 and the beginning of 2012. In 2014, the work will shift to Blocks 1121 and 1129 with a secondary peak in 2016.

It is anticipated that construction activities for the buildings and the arena will generally take place Monday through Friday with exceptions that are discussed below. Over the course of construction, it is expected that evening and night work will be required. For example, some of the rail yard reconstruction work will be scheduled to start after the rail yard has been vacated to meet the evening rush hour and be completed before trains return from the morning rush hour. Some of the larger construction tasks within the rail yard and the arena may require continuous periods of time to complete. Weekend work would be required at times over the course of construction. The typical weekend workday would be on a Saturday from 7 A.M. with worker arrival and site preparation to 5 P.M. for site cleanup. It is expected that weekend work may be required on one weekend day for approximately 50% of the weekends over the course of construction and, in exceptional circumstances (*e.g.*, very large continuous concrete pours), two weekend days would be required. When work is required in the evenings during the week or on weekends, the project sponsors will be required to obtain the proper approvals from the appropriate agencies (*i.e.*, from MTA, LIRR, and/or NYCT with respect to work done on its property and from DEP with respect to other work).

During the construction of various components of the Project (buildings, infrastructure replacement and upgrades, transportation improvements), traffic lanes and sidewalks will be closed

or protected for varying lengths of time, bus stops will be temporarily relocated and crosswalks redirected. This work will be coordinated with and approved by the appropriate governmental agencies.

The project sponsors have committed to implementing a wide variety of measures to reduce or avoid the potential for significant adverse impacts. These measures are described in detail below. To ensure such measures are implemented, the project sponsors will be required to include appropriate provisions requiring contractors to adhere to these construction measures in their contractor agreements and to enforce provisions as necessary to assure compliance.

Project construction will not result in significant adverse impacts on the following areas: land use, socioeconomic conditions, community facilities, open space, hazardous materials, infrastructure, parking, transit; pedestrians, air quality, or public health. However, some significant construction related impacts will occur with respect to noise, traffic, cultural resources and neighborhood character.

2. Air Quality

With the implementation of dust suppression measures and an aggressive emissions reduction program, the Project will have no significant adverse impacts on air quality during construction. The measures that will be implemented are as follows:

To ensure that the construction of the Project results in the lowest feasible diesel particulate matter ("DPM") emissions, the project sponsors have committed to implementing a program consisting of the following components:

- **Diesel Equipment Reduction.** The project sponsors will implement a diesel emissions reduction program, which will include minimizing the use of diesel engines and maximizing the use of electric engines in lieu of diesel. In particular, the project sponsors will: (i) ensure sufficient grid power is available to each site as early as practicable and commission permanent grid power service for Buildings 2 and 3 prior to the peak period of construction (currently scheduled for the third quarter of 2007); (ii) ensure the distribution of power throughout the Project at all locations where electric engines are to be used, in order to avoid the use of portable or stationary generators where practicable; (iii) use only electric engines where practicable (e.g., welders, compressors, electric saws, forklifts, etc.); (iv) ensure that all contractors plug into the grid where available and do not use portable generators (diesel or gasoline, small or large); and (v) ensure that generators will not be used for tasks where grid power is available, and that diesel engines will not be used for tasks that can be performed with electric engines.
- **Clean Fuel.** Ultra-low sulfur diesel ("ULSD") fuel will be used exclusively for all diesel engines throughout the site. This will enable the use of tailpipe reduction technologies (see below), and will directly reduce DPM emissions. The exclusive use of this fuel for all diesel engines will also reduce the emission of sulfur oxides to a negligible level.

- **Best available tailpipe reduction technologies.** The project sponsors will employ best available tailpipe emissions reduction technologies, including utilization of diesel particulate filters ("DPF") (or, subject to ESDC approval, improved technologies verified by EPA or the California Air Resources Board to reduce particle emissions by at least 85%) on all nonroad engines of 50 hp or greater and on all concrete trucks and concrete pump trucks. All nonroad engines used for the construction work will be inspected (and labeled where practicable) to indicate that a DPF is installed and functioning and that the engine is to be fueled only with ULSD. The project sponsors will bar any non-complying equipment from the work site or expeditiously bring into compliance any equipment found not to be in compliance. If with respect to a specific nonroad engine of 50 hp or greater, the project sponsors determine that it would not be practicable to equip the engine with a DPF and that use of the engine is required for the construction to proceed, the project sponsors will use a substitute particulate control technology such as a diesel oxidation catalyst instead of a DPF upon the concurrence of ESDC that the DPF is impracticable for the type of equipment needed for the construction work.
- **Idling.** The project sponsors will require its contractors to limit all unnecessary idling of vehicles and non-road engines, ensure that engines are shut off when not in use, and enforce idling limits on queuing trucks.
- **Location.** The project sponsors will require that all stationary engines be located at least 50 feet from sensitive locations such as sidewalks, residential or school windows, and building air intakes, to the extent practicable.

The program to reduce DPM emissions from construction exceeds that of any large-scale private construction project in New York City to date. In addition to measures directed towards reducing DPM emissions from construction activities, the Project will also implement the following dust suppression measures:

- **Limiting on-site speed to five miles per hour.** Signage of the 5-mile per hour limit will be posted at all site entrances and along routes within the sites.
- **Using sleeves and wetting during demolition activities, and wetting equipment.** All demolition activities, including but not limited to building, roadway, and pavement demolition, will utilize dust suppression. All drop transfer operations will be via closed sleeves and into sealed bins. Sleeves will have no openings other than the loading chute. During all breaking up of material such as concrete, an employee will be assigned to wet the surface while the activity is taking place.
- **Watering unpaved surfaces, including haul roads and excavation faces.** All unpaved haul roads and excavation surfaces will be continuously watered by watering trucks or constant misting, so that surfaces remain damp at all times when in use during construction. Gravel cover will be applied to unpaved surfaces which are regularly traveled.

- Covering or water-misting of stockpiled materials. All stockpiled dry materials (e.g., sand, aggregate) will be water-misted; sprayed with non-hazardous, biodegradable suppressing agent; covered; or otherwise enclosed.
- Loading of any dry material which may release dust from trucks will be accompanied by manual water spraying of the material.
- Covering all trucks carrying loose material such as debris, excavate or fill, and verifying that covers on all such trucks have been properly sealed. Outgoing trucks will be inspected at the gate, and not allowed to exit if covers are not properly sealed.
- Washing the wheels of all trucks as they exit from the site. A washing station will be constructed at each truck exit, whereby truck wheels shall be washed, and the water shall be contained and recycled to avoid tracking mud out of the site.

To ensure that the foregoing commitments are implemented during construction, the project sponsors will submit to ESDC for review and approval a written plan to adequately and reasonably demonstrate compliance with the foregoing construction air quality measures (the "CAQM Plan"). Elements of the CAQM Plan shall include: (i) incorporation into construction contracts appropriate terms requiring the contractors to implement the air quality measures contemplated by the FEIS; (ii) periodic meetings between the project sponsors' construction manager and the relevant contractors to discuss implementation of the air quality measures; (iii) practicable documentation requirements; (iv) recordkeeping with respect to the equipment and vehicles used during construction; and (v) compliance monitoring by a field engineer (to be employed by the project sponsors' construction manager) whose principal responsibility would be to monitor compliance.

With implementation of these measures, the Project construction will not result in significant adverse air quality impacts. Dispersion modeling for the air pollutants of greatest potential concern from construction was performed to determine the air quality increments from the construction equipment and activity during time periods of the most intensive construction activity. Concentrations of CO, NO_x, and PM₁₀ were predicted to result in no significant impacts in any phase of construction. Concentrations of PM_{2.5} were predicted to increase by more than the applicable 24-hour and annual average guidance thresholds for potentially significant impacts in certain areas immediately adjacent to the construction activity, but the threshold exceedances were predicted to be limited in extent, duration and severity (as discussed in the FEIS, pages 17-65 through 17-74) and, accordingly, would not result in a significant impact to air quality.

3. Noise

The Project will implement measures to reduce noise levels due to construction activities as set forth below. Even with these measures in place, however, the Project's construction will result in significant adverse impacts. Three open space resources will experience significant adverse noise impacts during some portion of the construction period: the Brooklyn Bear's Community Garden, the Dean Playground, and the northern half of South Oxford Park. In addition, construction of the Project will result in a significant adverse impact, of limited duration and magnitude, at the Pacific Branch of the Brooklyn Public Library. (The Church of the Redeemer will also be affected by

construction-related noise, but will not experience significant adverse impacts since construction activities at Site 5 will be of a limited duration, and measures will be taken to reduce the effects of construction on surrounding uses. Moreover, the Church of the Redeemer currently holds services only on Sunday at 11:00 AM, which will not be adversely affected since no regular construction activity is anticipated on Sundays.) Significant adverse noise impacts will also occur at a number of residential locations during some portion of the construction periods. The following locations are expected to experience significant construction noise impacts:

- along Flatbush Avenue from approximately south of Atlantic Avenue to Bergen Street (including the site of the Brooklyn Bear's Community Garden),
- Dean Street from approximately 4th Avenue to Vanderbilt Avenue (including the location of the Dean Playground),
- Pacific Street between 4th Avenue and Flatbush Avenue (including the portion of the Pacific Street Branch of the Brooklyn Public Library facing Site 5) and from 6th Avenue to Carlton Avenue,
- Carlton Avenue from approximately Pacific Street to Bergen Street,
- 6th Avenue from approximately Dean Street to Bergen Street,
- Atlantic Commons between South Oxford Street and Cumberland Street (including the northern portion of the South Oxford Park),
- Vanderbilt Avenue from approximately Pacific Street to Dean Street,
- South Elliot Place from approximately 150 feet south of Hanson Place to South Portland Avenue,
- on the upper floors of buildings on South Portland Avenue from Atlantic Avenue north approximately 300 feet,
- on the upper floors of buildings on South Oxford and Cumberland Streets from approximately Atlantic Avenue to Atlantic Commons,
- on the upper floors of buildings on Carlton Avenue from Atlantic Avenue north approximately 500 feet, and
- on the upper floors of buildings on Atlantic Avenue between approximately South Portland Avenue and the mid-block between Carlton and Clermont Avenues which have a direct line of sight to the project construction.

These impacts are localized in the area near the project site. The locations where significant impacts are predicted to occur are typically the building floors or open spaces that have a direct line of sight to the construction site.

Under the New York City Noise Code, the project sponsors are required to develop a construction noise mitigation plan prior to commencement of construction and to implement such plan during construction. In conjunction with (or in addition to) the steps required under that plan the project sponsors will implement the following measures to minimize construction noise:

- Use of equipment that meets the sound level standards specified in the Noise Code;
- Use of construction equipment that meets the noise emission levels specified in Table 17c-3 of the FEIS, "Construction Equipment Noise Emission Levels," where such levels are more stringent than those imposed by the Noise Code;
- Where practicable, use of quiet construction procedures;
- Scheduling work that would generate high noise levels during weekday daytime hours to extent feasible, rather than during weekday nighttime or weekend hours, unless required as a result of safety or other agency requirements;
- To the extent feasible, scheduling equipment and material deliveries during weekday daytime hours, and not during weekday nighttime or weekend hours;
- As early in the construction period as practicable, replacing diesel-powered equipment with electrical-powered equipment, such as electric scissor lifts and electric articulating boom lifts;
- Requiring all contractors and subcontractors to properly maintain their equipment and have quality mufflers installed;
- Wherever feasible, locating noisy equipment, such as generators, cranes, tractor trailers, concrete pumps, concrete trucks and dump trucks, at locations away from sensitive receptor locations and are shielded from sensitive receptor locations. For example, during the early construction phase of work delivery trucks and dump trucks will be located approximately 20 feet below grade to take advantage of shielding benefits. Once building foundations are completed, delivery trucks will be located adjacent to noisy streets – Atlantic Avenue, Flatbush Avenue, 6th Avenue, *etc.* – rather than at quieter streets – such as Dean Street and Pacific Street – where there are residences.
- Use of noise barriers to provide shielding. Construction sites will have a minimum 8-foot barrier (constructed of 3/4-inch thick plywood), with a 16-foot barrier (of 3/4-inch thick plywood) adjacent to sensitive locations – including locations along Pacific Street, Dean Street, and Flatbush Avenue opposite residences and the Brooklyn Bear's Pacific Street Community Garden. Where practicable, truck deliveries will take place behind these barriers once building foundations are completed. Noisy delivery trucks, such as concrete trucks, are to be operated behind the barriers.

- Where practicable, noise curtains and equipment enclosures will be utilized to provide shielding from significant noise-generating equipment to sensitive receptor locations.

4. Traffic During Construction

The Project will include the implementation of temporary construction period traffic measures pursuant to maintenance and protection of traffic ("MPT") plans, as described in Chapter 17 of the FEIS. The project sponsors will coordinate with the DOT Office of Construction and Mitigation Coordination ("OCMC") to develop, implement and fund the implementation of MPT plans developed by OCMC. Construction will proceed in accordance with the requirements set forth in such MPT plans. (While detailed MPT coordination will continue throughout the duration of the construction project, preliminary strategies, as shown on Figures 17a-1 to 17a-6 of the FEIS, were used as the basis for developing assumptions on roadway conditions during construction and more detailed MPT plans for approvals by OCMC.)

The project sponsors will fund and/or implement the physical improvements associated with and cooperate with DOT in implementing these construction period traffic measures, which shall include the following: (i) converting 6th Avenue to two-way operation during the period that the Carlton Avenue bridge is closed for reconstruction; (ii) temporarily striping Carlton Avenue from Pacific Avenue to Dean Street for two-way traffic during the Carlton Avenue bridge reconstruction; (iii) prohibiting left turns along Atlantic Avenue at locations where roadways are expected to be narrowed during the Carlton Avenue and 6th Avenue bridge reconstruction work, the LIRR West Portal reconfiguration, and utility relocation; (iv) providing temporary left-turn bays or channelized lanes for traffic detours and added capacity; (v) prohibiting parking or displacing "dropping off" areas during peak periods or at all times, where needed, to provide added lane capacity; (vi) temporarily eliminating the traffic signal control at Atlantic and Carlton Avenues; and (vii) changing signal phasing and/or timing.

The project sponsors will also undertake the following measures to minimize the impacts of construction-related vehicles on traffic:

- The project sponsors will make arrangements for security guards and flaggers to be deployed to manage vehicle access to the construction site. To the extent feasible, curbside deliveries shall occur within delineated closed-off areas.
- Truck deliveries will be scheduled, and untimely deliveries will, in general, be turned away or reassigned with different delivery times. Trucks will be required to use DOT-designated truck routes for traveling to and from the construction site, which include primarily Atlantic Avenue, Flatbush Avenue, 4th Avenue, and the Brooklyn-Queens Expressway except as required for movement between staging and construction areas.
- On-site designated staging areas will be maintained throughout the construction period to store materials and to accommodate construction vehicles that require early arrival and marshalling for immediate material delivery to high-demand construction areas.

- As described below, the project sponsors will provide on-site paid parking for construction workers to reduce the number of construction workers who use on-street parking spaces presently used by local residents. The provision of such parking is expected to also reduce construction worker traffic resulting from circling for an on-street parking space in the area.

The detailed construction traffic analysis shows that significant adverse traffic impacts will occur at numerous locations throughout the construction period. However, these impacts will be attributable primarily to factors other than the added traffic from construction trucks and worker vehicles. The permanent closure of several streets within the project site, the lane disruptions during utility installation and rail yard improvements and the reconstruction of two bridges over the rail yard were determined to be the main reasons for changes in area travel patterns and traffic diversions. These traffic diversions, when combined with construction-generated traffic, will concentrate traffic at specific intersections near the project site and result in the projected significant adverse traffic impacts for 12 intersections in proximity to the project site (identified in FEIS Table 17a-3) and 7 outlying intersections (identified in FEIS Table 17a-5) during one or more periods of construction activity.

5. Transit

The construction-worker related increase in transit demand is not expected to result in any adverse impacts to subway or bus services or transit elements such as the capacity of the subway stations or lines in the vicinity of the project site. However, temporary relocation of existing bus stops is likely to be required as a result of lane or street closures (as described in the FEIS, page 17-58), and limited additional buses may be needed to maintain the current headways and service schedules. NYCT will be given at least four weeks notice prior to the date on which a bus stop is to be temporarily relocated. Any change in a temporary location from that identified in the MPT plans will be subject to the approval of NYCT. The construction will not affect access to any of the nearby subway stations, although temporary nighttime and weekend service disruptions may be required to facilitate certain connections to the existing station elements. All such work will be coordinated with NYCT and will not materially affect pedestrian circulation within and outside of the subway station.

6. Pedestrians

Construction-worker related increases in utilization of sidewalks and crosswalks are not expected to result in significant adverse impacts. Certain sidewalks adjacent to the project site will be closed during certain portions of the construction work, as shown on FEIS Figures 17a-1 through 17a-6. In most cases, overhead projections on existing sidewalks or temporary sidewalks would be provided to DOT standards to maintain pedestrian flow. In some cases, as discussed in the FEIS page 17-59, in connection with the reconstruction of the bridges over the rail yard and the construction of the West Portal, it may be necessary to close certain sidewalks altogether, which would be done only with DOT approval. In such cases, diverted pedestrian flow to other sidewalks and cross-walks in the area would not result in utilization increases that would result in significant adverse impacts.