

7. Parking

The project sponsors will provide on-site parking for construction workers at levels appropriate in light of the number of workers employed at the site during different stages of construction, to a maximum of 800 spaces. The project sponsors will monitor the work force levels throughout the construction period and will report to ESDC on a quarterly basis as to the number of on-site spaces and the utilization of such spaces. The parking facilities will have perimeter fencing and will be accessible only during work hours. Parking fees at rates comparable to commercial off-street facilities in the surrounding area will be imposed for these spaces. The project sponsors will consult with and obtain the approval of ESDC prior to reducing the number of construction worker parking spaces at the project site as the number of workers changes and permanent parking locations within the project site become available for construction worker parking. By charging a fee to construction workers and also limiting its parking capacity to accommodate only the anticipated demand, the on-site construction parking facility will help to minimize the number of construction worker vehicles circulating for on-street parking in the area, while at the same time not encouraging the use of private automobiles as the means of construction worker travel to the project site.

The spaces provided in the on-site construction worker parking facility, in combination with the available supply on-street, will accommodate all construction worker vehicles during all phases of construction. In the event that additional parking is needed, the nominal overflow could be satisfied by the available supply at the nearby off-street parking facilities. Since all projected construction worker parking demand will be met, no parking shortfall is anticipated during any phase of construction. The construction is not expected to result in any significant adverse parking impacts.

8. Vibration During Construction

The construction is not expected to result in any significant adverse vibration impacts.

9. Effects of Construction on Cultural Resources

As discussed in Section VI.E, the Project will involve the demolition of two historic resources on the project site: the former Ward Bread Bakery complex at 800 Pacific Street and the privately owned former LIRR Stables at 700 Atlantic Avenue. To avoid construction-related impacts on nearby historic resources, 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. The buildings of most concern with regard to the potential for structural or architectural damage due to vibration are the Swedish Baptist Church (the Temple of Restoration) and nearby row houses along Dean Street, which are immediately adjacent to the site of Building 15. As part of the CPP, a monitoring program will be implemented to ensure that no architectural or structural damage will occur.

10. Effects of Construction on Land Use and Neighborhood Character

No portion of the project site or the immediately adjacent areas would be subject to the full effects of construction for the entire 10-year time period. Nevertheless, construction activity associated with the Project will have significant adverse localized neighborhood character impacts in the immediate vicinity of the project site during construction. The project site and the immediately surrounding area will be subject to added traffic from construction trucks and worker vehicles, partial and complete street closures, and the reconstruction of two bridges over the rail yard, resulting in changes in area travel patterns and significant adverse traffic impacts. Construction traffic and noise will alter the quiet character of Dean Street and Pacific Street in the immediate vicinity of the project site. A number of specific measures to minimize noise, vibration, dust, and other construction-related nuisances will be employed where practicable. The impacts will be localized and will not change the character of the larger neighborhoods surrounding the project site.

With respect to land use, construction will not significantly change or affect land use in the surrounding area, and no significant adverse impacts to land use are anticipated.

11. Socioeconomic Conditions

Construction activities associated with the Project will, in some instances, temporarily affect socioeconomic conditions in the vicinity of the project site. However, access to businesses near the project site will not be impeded, and most businesses are not expected to be significantly affected by a temporary reduction in the amount of pedestrian foot traffic that could occur as a result of construction activities or the loss of some on-street parking. Overall, construction of the Project is not expected to result in any significant adverse impacts to surrounding businesses.

12. Community Facilities

Construction of the Project will not block or restrict access to any facilities in the area, and will not affect emergency response times significantly. No community facility will be affected by construction activities for an extended duration. In addition, the construction sites will be surrounded by construction fencing and barriers that limit the effects of construction on nearby facilities.

13. Open Space

Construction activities will not displace any existing open space resources. Three open spaces would experience temporary significant adverse impacts from construction-related noise. The Brooklyn Bear's Pacific Street Community Garden would be impacted during 2008 and 2009 from construction on Site 5; the Dean Playground would be impacted over three years (2008, 2009, and 2011) from construction of the arena block and Building 15; and the northern portion of South Oxford Park would be impacted from 2008 through 2012. The use of the Project's open spaces would be temporarily affected by the construction of adjacent buildings.

14. Hazardous Materials

Prior to and in the course of remediation or excavation, the project sponsors will implement a CHASP and, during excavation, shall implement a Community Air Monitoring Plan. These and other measures that would be undertaken to avoid hazardous materials impacts during construction are discussed in Section VI.H above.

15. Infrastructure

Construction of the Project will not cause any significant impacts on infrastructure systems or their users. Several water and sewer lines (as well as smaller utility lines) will have to be relocated and connected to the Project's buildings. New service lines will be constructed and operational before the lines currently in service to buildings outside the project site are removed from service. All water and sewer infrastructure relocation or replacement will be approved by DEP and meet its standards. Construction-generated solid waste will be disposed by private carters at off-site landfills. Energy for the construction activities will be provided through grid power and on-site generators. Relative to the capacity of the City's electric system, the increase in demand will be insignificant.

16. Rodent Control

The project sponsors will implement a rodent control program approved by DOB. No hazards to people, domestic animals, or wildlife are expected.

17. On-Site Construction Coordinator

The project sponsors will maintain an on-site construction coordinator to function as a liaison between the project sponsors and the community with respect to construction-related issues. The coordinator will be available to consider specific concerns raised by the community with respect to the construction issues and seek to resolve such concerns.

P. Public Health

No significant adverse impacts to public health are anticipated as a result of the operation or construction of the Project. Analysis of the potential public health impacts of air pollution and noise levels due to the Project is based on the results of the air quality and noise impact assessments presented in the FEIS and summarized above.

Certain air pollutants – particularly $PM_{2.5}$ – have the potential to result in significant adverse impacts on public health if such pollutants are emitted in quantities that result in significant increases in incremental concentrations in areas of significant potential exposure by members of the public. For this reason, the FEIS undertook a detailed analysis of the potential air quality impacts of the Project's construction and operation, with respect to $PM_{2.5}$ and other relevant air pollutants. During both the construction and operational periods, the predicted neighborhood-scale average incremental concentrations from the Project will be less than the applicable interim guideline concentration for $PM_{2.5}$. Localized exceedances of interim guidance thresholds for $PM_{2.5}$ in areas immediately adjacent to the construction activity will be limited in extent, duration and severity. The only exceedances of the interim guidance thresholds for $PM_{2.5}$ from the project operation will be on a limited number of windows of two Phase II project buildings, as a result of the operation of the

Project's gas-fired boilers. These exceedances will be limited in extent and severity and will occur on the outside of the buildings. The HVAC intake vents for the Project buildings will not be located in areas that have a modeled aggregate impact from Project buildings exceeding the interim guidance threshold of 0.3 micrograms per cubic meter (annual average), using the dispersion modeling assumptions (including boiler load) used for the FEIS analyses. Therefore, no significant adverse impacts on public health from PM_{2.5} (or other pollutant) emissions are expected from the construction or operation of the Project.

The changes in noise levels due to the project are not of a magnitude that will significantly affect public or mental health. Therefore, no significant adverse health impacts due to noise are expected due to construction and operation of the Project.

VII. Summary of Mitigation Measures to Be Implemented

As described in Section VI of these findings, the Project, if undertaken without mitigation, would cause significant adverse environmental impacts in a number of analysis areas. Certain measures have been identified that will either mitigate or partially mitigate these impacts. This section of the findings discusses those measures, and describes their effectiveness in minimizing or avoiding the impacts they would address. With respect to historic resources, this section discusses why it is not prudent or feasible to avoid the demolition of the privately owned former LIRR stables and the former Ward Bread Bakery complex, and describes the measures that will be taken to document those structures prior to their demolition. Concerning visual resources, it discusses why no practicable mitigation measures are available to avoid or minimize the impacts on views of the Williamsburgh Savings Bank Building.

A. Schools

The Project will result in a significant adverse impact to elementary and intermediate schools within one-half mile of the project site when enrollment at these schools will exceed their capacities, which could occur as early as 2013. The project sponsors will, if requested by DOE prior to January 1, 2010 (or other date agreed to in writing by the project sponsors and DOE), convey or lease to DOE without charge or for nominal consideration (\$1) space within a residential parcel sufficient in size to allow for the development of an approximately 100,000 gross square foot elementary and intermediate public school of contiguous space, a portion of which shall be located on the ground floor of the building. The project sponsors will also provide to DOE, by lease, easement, or other conveyance acceptable to DOE, access to suitable outdoor space for use as a playground, without charge or for nominal consideration (\$1). It is likely that the school will be located in the lower floors of Building 5, but, in the event that an alternative location is selected, the school site will be one of the other residential parcels located east of 6th Avenue. The project sponsors will undertake the construction of the school on DOE's behalf, and DOE will be responsible for all costs of constructing, fitting out, and operating the school (excluding the cost of land, infrastructure, site remediation, and the platform over the rail yard). The school will be constructed to provide adequate noise attenuation so that noise in the vicinity of the school (including Project-related traffic, general construction, and the School playground) will not result in interior noise levels within the school in excess of 45 dBA L₁₀. The space provided for the school will be in addition to the program described in Table S-1 of the FEIS and will not replace or result in a reduction of any part of the program. Unless otherwise agreed between DOE and the project sponsors, the school will be built at the beginning of Phase II.

This measure will fully mitigate the impact on intermediate schools and partially mitigate the impact on elementary schools. With respect to elementary schools, a deficit of approximately 986 seats within one-half mile of the project site would remain after construction of the on-site school.² In light of this shortfall in elementary school seats, other potential mitigation measures – including relocation of the boundaries of school catchment areas within the CSDs, creating new satellite facilities in less crowded schools, and building new schools off site – would be implemented at the discretion of DOE. Without the implementation of one or more of these measures, the significant adverse impacts on elementary schools within one-half mile of the project site would be unmitigated, although there would be sufficient elementary school capacity in the larger CSD 13 and CSD 15. Since such other measures are available to DOE and available capacity would, in any event, exist in the school districts to accommodate the demand generated upon full build out of the Project, construction of a school with the capacity described herein will minimize the adverse impact identified in the FEIS on school to the maximum extent practicable.

The FEIS determined that the addition of the school to the Project would not result in any significant adverse impacts, with the exception of noise impacts. The playground noise could increase the ambient noise levels at the Project's open space in the vicinity of the school to a level that is above that desirable for an open space amenity; however, these levels would be comparable to noise levels found in parks containing playgrounds in the city's urban environment. The noise generated by the school's playground would constitute a significant adverse impact to Project buildings, but the Project buildings would include both double-glazed windows and central air-conditioning, which would provide appropriate attenuation to satisfy applicable interior noise criteria. Depending on the location of the school within the project site, it is possible that there could be significant adverse noise impacts on nearby residential buildings; however, the noise mitigation for the Project's operational and construction impacts would also mitigate this impact.

B. Open Space

The FEIS identified a temporary significant adverse open space impact in the non-residential study area at the end of Phase I. This impact will be mitigated as the Project's open space is phased in during Phase II as specified in the Design Guidelines. The phased schedule will call for the construction of a portion of the open space as each building in Phase II is constructed. The temporary significant adverse impact will be partially mitigated by the project sponsors' construction of a comfort station for users of the Dean Playground, which is a mitigation measure described in Section VII.H.3 below.

C. Cultural Resources

Mitigation measures for significant adverse impacts to cultural resources are set forth in the LOR between ESDC, OPRHP, and the project sponsors. The LOR is included in Appendix B of the FEIS, and its relevant provisions are summarized below.

² Page 19-3 of the FEIS states the Project-related shortfalls in the number of school seats in 2016 based on the DEIS Project program, rather than the reduced FEIS program. The smaller shortfall numbers based on the reduction of the Project program between the DEIS and FEIS are correctly stated in Table 5-18 on page 5-26 of the FEIS.

1. Archaeological Resources

Should archaeological resources be identified within the five potentially sensitive lots on the project site, OPRHP and LPC will make determinations of significance, and any mitigation measures will be developed by ESDC, after consultation among ESDC, OPRHP, LPC and the project sponsors. Any mitigation measures will be determined based on the characteristics and significance of the resource, and will be conducted pursuant to *Standards for Cultural Resource Investigations and the Curation of Archaeological Collections in New York State*, prepared by the New York Archaeological Council and adopted by OPRHP (1994) and pursuant to *Guidelines for Archaeological Work in New York City* established by LPC (April 12, 2002). The consultation process respecting archaeological resources will occur in accordance with the LOR.

2. Historic Resources on the Project Site

The Project will result in significant adverse impacts on historic resources due to the demolition of the privately owned former LIRR Stables and former Ward Bread Bakery complex, both of which are eligible for listing on the State and National Registers of Historic Places. As described in the FEIS, the potential reuse of these properties as part of the Project was examined in detail in a study undertaken by the project sponsors, who worked with Gehry Architects New York, the Project's design architects, and Ismael Leyva Architects, P.C., interior architects also working on the Project. Specialized professionals, including a structural engineering firm and façade restoration experts, were consulted regarding the former Ward Bread Bakery complex. (Structural and façade assessments could not be performed on the former LIRR stables because the project sponsors were not able to obtain access to the property from its owner.) A report of the adaptive reuse study is included in Appendix B of the FEIS. As documented in the study, the conversion of these buildings to residential use would, at great expense, create large and inefficient units without the qualities (such as air, light, and views) that characterize the loft market in Brooklyn. In addition, the significant modifications to the buildings required for conversion to residential use would significantly alter and compromise the historic character of the buildings, and due to the construction of a platform over the LIRR rail yard, the former LIRR stables would lose their original context, which related to the stables' location adjacent to and function as part of the LIRR freight yards. The expense associated with converting the buildings would preclude the provision of affordable housing in either building. In comments dated October 30, 2006, OPRHP accepted the findings of the adaptive reuse study and determined that it is not prudent or feasible to convert the buildings due to their condition and layout.

The project sponsors will undertake measures to partially mitigate the demolition of the former LIRR stables and the former Ward Bread Bakery complex. These measures include Historic American Buildings ("HABS") Survey Level II documentation of the buildings. The HABS report will be reviewed by the project sponsors, ESDC, and OPRHP for completeness and acceptance. Copies of the documentation will be provided to the Brooklyn Historical Society, the Museum of the City of New York and to OPRHP.

The project sponsors, in consultation with OPRHP, will also develop additional measures that will document the history of the buildings, including one or more of the following: (i) incorporation of historic plaques in the Project's open space; (ii) reuse, recreation, or interpretation of the "WB" mosaics located in the entrance of the Ward Bread Bakery; (iii) interpretation of the wave pattern on the Pacific Street façade of the former Ward Bread Bakery (e.g., the motif could be

either recreated or reinterpreted in the Project's open spaces); (iv) permanent interpretative exhibits to be located appropriately in relation to the former Ward Bread Bakery and the former LIRR stables; and/or (v) decorative outdoor paving that makes reference to the former Ward Bread Bakery and the former LIRR stables.

3. Historic Resources in the Study Area

The measures to partially mitigate the shadows impact on the Church of the Redeemer are identified below in Section VII.E.2. Section VII.D discusses why no practicable mitigation measures are available to avoid or minimize the impacts on views of the Williamsburgh Savings Bank Building.

D. Visual Resources

The Project will result in a significant adverse impact due to the loss of views of the Williamsburgh Savings Bank Building from certain public vantage points south and southeast of the Project Site and 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.

Even the development of low-rise, as-of-right buildings on the project site, particularly on Blocks 1119, 1120, and 1121, could partially obstruct views of the Williamsburgh Savings Bank Building from the public vantage points south and southeast of the project site identified in the FEIS. Thus, to avoid these impacts, future development of the site would need to be prohibited along Pacific Street between 4th and Flatbush Avenues, along 5th Avenue near Flatbush Avenue, along Pacific Street between 5th and Vanderbilt Avenues, along Dean Street between Flatbush and 6th Avenues, and along Dean Street between Carlton and Vanderbilt Avenues. These sites presently enjoy views of the Williamsburgh Savings Bank Building due to the absence of development on the project site. Prohibiting development – even low-rise, as-of-right development – on these blocks would be inconsistent with the goal of establishing a high-density, mixed-use project in an area that is well served by necessary infrastructure, particularly transportation.

The components of the Project that would block views of the Williamsburgh Savings Bank Building along the Flatbush Avenue view corridor south of the project site are Buildings 1 and 2. To preserve these views, Buildings 1 and 2 would need to be shifted to the east of their proposed location, substantially reduced in height or eliminated from the Project.

Shifting Buildings 1 and 2 to the east of their proposed locations to preserve views of the Williamsburgh Savings Bank Building along the Flatbush Avenue view corridor south of the project site is neither practicable nor desirable. Relocating Building 1 east of 5th Avenue would require the realignment of the arena so that it would be oriented north-south rather than east-west. This orientation would make construction of the arena impracticable due to structural constraints. Other constraints that make shifting Building 1 eastward infeasible or undesirable include: (i) the shift would prevent the Project's construction of the drill track in the LIRR rail yard; (ii) realigning the arena to be oriented north-south would cause a portion of the structure to extend over the property line; and (iii) reorienting the arena to the north-south would require locating the arena's support space along the arena streetwalls, thereby virtually precluding street level retail and resulting in 100-foot-tall, blank facades along 6th Avenue, Dean Street and parts of Atlantic Avenue.

Eliminating Buildings 1 and 2 or substantially reducing their heights would be inconsistent with ATURA, the Special Downtown Brooklyn District and the City's recent practice of locating high-density zoning along arterial streets as a buffer for low-density zoning on residential streets, as well as the Project goal (and City policy) of locating high-density commercial and residential uses at a major transit hub. Furthermore, a building of 495 feet, which could be constructed as-of-right on Block 1118, or even a building of 320 feet, would substantially obstruct views of the Williamsburgh Savings Bank Building from the south along the Flatbush Avenue corridor, which indicates that a very substantial reduction in the height of Building 1 would be necessary to avoid a significant adverse impact. Such a reduction would be inconsistent with the policies and goals mentioned above.

In light of the foregoing factors, there are no practicable measures to avoid or minimize the significant adverse impact on views of the Williamsburgh Savings Bank Building. The Williamsburgh Savings Bank Building will nevertheless remain visible from many vantage points to the north, east, and west of the project site, as well as from south of the project site on the Fourth Avenue view corridor. Also, the envelope of Building 1 has been narrowed slightly to provide a slimmer profile as a result of recommendations made by CPC. Additionally, Building 1 has been designed to act in part as a modern counterpoint to the Williamsburgh Savings Bank Building and will create a visual relationship with this building in the Brooklyn skyline. Building 1 will reflect the prominence of its location, both in the skyline and along the borough's major corridors, through its design, materials, and overall height. It is intended to be an identifiable architectural statement and therefore will fulfill the Project's goal of contributing to the Brooklyn skyline and streetscape with distinctive buildings.

E. Shadows

The FEIS indicates that significant shadow impacts would occur on two resources in the study area as a result of the Project: the Atlantic Terminal Houses open space and the Church of the Redeemer. As discussed in greater detail in Section VIII.C.3 below, measures aimed at fully mitigating these impacts, such as changing the dimensions of the buildings casting the shadows, would substantially compromise the Project's goals, and such measures are, therefore, deemed not to be practicable. Accordingly, measures designed to partially offset such impacts have been identified and are discussed below.

1. Atlantic Terminal Houses Open Space

Prior to the time when the Project casts shadows on the Atlantic Terminal Houses open space, the project sponsors will develop and implement measures in consultation with NYCHA to partially mitigate the significant adverse impact on that resource. These measures will include one or more of the following: (i) new landscaping and cultivation of shade-tolerant plantings within the Atlantic Avenue open space; (ii) upgrading of the Carlton Avenue children's play area, including the possible installation of a spray shower; (iii) installation of additional play equipment within the Atlantic Avenue or Carlton Avenue open spaces; and/or (iv) replacement of benches and other fixtures in the Atlantic Avenue or Carlton Avenue open spaces. These measures will be developed and implemented in accordance with a letter between the project sponsors and NYCHA, which NYCHA accepted on November 3, 2006. The letter is included in Appendix I of the FEIS.

2. Church of the Redeemer

Prior to the time when the Project casts shadows on the stained glass windows of the Church of the Redeemer, the project sponsors will implement measures to offset the adverse impact resulting from the shadows by removing the existing protective coverings from all of the stained glass windows, including any patching and repair associated with the removal; cleaning both the interior and exterior of the windows; and installing new transparent protective coverings of similar or greater durability as the existing coverings. The project sponsors and the Church of the Redeemer agreed to these measures in a letter dated October 31, 2006 and included in Appendix I of the FEIS.

F. Traffic

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, 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.

The project sponsors will provide funding to DOT for, or implement (as the case may be) the roadway modifications and installation of traffic signals set forth in the conceptual design in Figure 19-1 of the FEIS and will cooperate in implementing the operational changes (including street closures, changes in street direction, signal timing modifications, restriping, and parking regulation modifications) described in the FEIS. However, actions such as signal timing modifications at existing traffic signals, changes to travel direction, and changing parking regulation signs will be implemented by DOT staff at City expense. The roadway modifications, signal installations and operational changes and the timing thereof will be subject to the approval of the DOT. The project sponsors will prepare and submit all drawings and designs (which will meet AASHTO and DOT specifications) required for implementation of such measures identified in the FEIS to DOT for review and approval.

The project sponsors will undertake traffic monitoring following completion of each phase of the Project to gather data and advise DOT of traffic and pedestrian conditions at locations identified in the FEIS as having unmitigated significant adverse traffic impacts, as described in the FEIS and the letter from DOT to ESDC dated November 22, 2006 (the "DOT letter"), including funding the cost of mitigation measures to the extent provided for in the DOT letter. The DOT letter is included in Appendix I to the FEIS. The project sponsors will also comply with all other requirements of the DOT letter.

1. Physical Roadway Improvements

The most significant physical roadway improvement mitigation measure that the Project will implement will be a reconfiguration of the Atlantic Avenue/Flatbush Avenue/4th Avenue intersection to eliminate a northbound "triangular" constraint that severely limits the individual capacities of each of these three arterials and complementary operational changes to the adjacent streets. In conjunction with this improvement, the project sponsors will fund and/or implement

physical changes relating to the following: (i) elimination of northbound traffic operations on 4th Avenue between Atlantic and Flatbush Avenues; (ii) modifications to 4th Avenue lane designations between Dean Street and Atlantic Avenue; (iii) widening a portion of Pacific Street and converting it from two-way operation to one-way eastbound operation with two thru-lanes from 4th Avenue to Flatbush Avenue; (iv) installation of a new traffic signal and crosswalk at the intersection of Pacific Street and Flatbush Avenue; (v) introduction of an eastbound left-turn lane on Atlantic Avenue at Fort Greene Place; (vi) striping a westbound right-turn lane on Atlantic Avenue for 150 feet approaching 3rd Avenue; and (vii) construction of expanded pedestrian spaces at Times Plaza along with crosswalk changes. Additional measures related to this improvement include areawide signal coordination and timing changes. The termination of northbound 4th Avenue at Atlantic Avenue will address the queuing and effective reduction of each avenue's capacity that occurs under existing conditions. The improvement will substantially reduce queuing and congestion at this critical location. In addition, pedestrians will benefit from the expansion of pedestrian space at Times Plaza.

The project sponsors will also fund and/or implement physical improvements at the Atlantic Avenue/Vanderbilt Avenue intersection, which will include geometric and operational improvements to enhance vehicle flow and pedestrian safety, including: (i) elimination of the eastbound Atlantic Avenue left-turn movement to Vanderbilt Avenue; (ii) widening of the existing median on this approach to 15 feet to provide additional pedestrian refuge space; (iii) re-striping the eastbound Atlantic Avenue approach at Vanderbilt Avenue to accommodate an exclusive right-turn-only lane, except as such re-striping is undertaken directly by DOT; (iv) re-striping Vanderbilt Avenue between Atlantic Avenue and Pacific Street to provide for four northbound travel lanes and two southbound travel lanes, except as such re-striping is undertaken directly by DOT; and (v) reconfiguration of the west sidewalk along Vanderbilt Avenue between Atlantic Avenue and Pacific Street from 20 feet to 12.5 feet in width to accommodate a new lay-by lane along the west curb. Additional measures at this intersection will include a no standing anytime regulation that will be implemented for 150 feet along the south curb on eastbound Atlantic Avenue approaching Vanderbilt Avenue and various signal timing changes.

The project sponsors will also fund and/or implement re-striping and physical modifications at various other locations in the street network adjacent to the Project site as shown in Figure 19-1 and Tables 19-1 and 19-2 of the FEIS, except as such re-striping is undertaken directly by DOT.

2. Demand Management Strategies

The project sponsors will implement targeted incentives to reduce the overall number of Project-generated auto trips 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 charter 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 600 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 six percent reduction in peak hour arena auto trips. This 20 percent reduction in peak hour auto trips generated by a weekday or weekend basketball game will be equivalent to reducing the forecasted auto mode share for arena trips from an average of 35.4 percent to 28.3 percent on weekdays, and from 40 percent to 32 percent on weekends. 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. In combination, these demand management and remote parking strategies are expected to reduce the overall number of pre-game peak hour auto trips in the vicinity of the project site by approximately 584 on a weekday and 577 on weekends, a 30 percent reduction. The demand management and remote parking strategies will also be expected to reduce the overall number of post-game peak hour auto trips in the vicinity of the project site.

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. Subject to ESDC approval, the project sponsors may adjust the elements of the program to achieve the goal of reducing the auto share by a minimum of 30 percent of the number of vehicle trips projected for the Build Condition in the FEIS within one-half mile of the arena, provided that all practicable and effective demand management measures are maintained.

As noted above, the full mix of demand management strategies are targeted towards Nets basketball games. An event such as a concert would not be expected to result in additional unmitigated traffic impacts compared to those identified for a Nets basketball game that included implementation of these demand management strategies. First, a Nets basketball game would typically attract substantially more spectators than would a concert or other event at the arena; the most common seating configuration for a concert would limit seating capacity to 15,000 seats, instead of the 18,000 seats expected to be sold for a Nets game. Non-game events are expected to attract fewer spectators than basketball events, with attendance ranging from 5,000 to 15,000 persons. Second, data from Madison Square Garden indicates that concert attendees have an approximately 16 percent lower auto/taxi mode share than basketball fans, and a correspondingly higher transit share. Finally, for major arena events other than Nets games, the project sponsors will make available to event promoters practicable demand management measures (such as the reduced rate remote parking and shuttle bus mitigation described above) and encourage the promoters to implement these measures.

3. Traffic Operational Improvements

It is expected that DOT will implement area-wide signal coordination, timing changes, curbside parking regulation changes, changes in travel direction and other operational changes, as described in the FEIS, including Tables 19-1 and 19-2 of the FEIS. The project sponsors will cooperate with DOT in the implementation of such changes including keeping DOT apprised of the progress of the Project's construction.

4. Traffic Enforcement Agents for Major Arena Events

In addition to the package of mitigation measures described above, it is anticipated that on days when a basketball game or other major event is scheduled at the arena, police and traffic control officers will be deployed at key intersections in the vicinity of the arena during the pre-game and post-game periods, as is currently the practice at other major event venues in the City. The FEIS analyses of traffic mitigation did not take this measure into account. The project sponsors will enter into discussions with DOT to determine the extent of the project sponsors' financial responsibility for the traffic enforcement agents ("TEAs") required to manage traffic flow for major arena events and will comply with the terms of any such agreement with DOT.

5. Game-Day Management for Weekend Games

On Saturdays (or Sundays) when a Nets game is scheduled at the arena, a game-day specific plan would go into effect in coordination with NYPD and DOT. Further information on this mitigation measure is described below.

6. Traffic Mitigation Effectiveness

The FEIS indicates that the combination of mitigation measures described in Sections VII F.1, 2 and 3 above will fully mitigate impacts at more than half of the intersections that will experience significant adverse impacts in 2010. All significant impacts in 2010 will be fully mitigated at 33 out of 58 intersections; the number of significant impacts will be reduced at a further 24 intersections; and no significant impacts will be mitigated at one intersection. There will therefore be unmitigated significant adverse impacts at 25 intersections, but unmitigated impacts will not occur at all 25 intersections in any one peak period. There will be 4 unmitigated significant adverse impacts in the weekday 8-9 AM peak hour in 2010, none in the midday, 6 in the 5-6 PM, 5 in the 7-8 PM pre-game and 1 in the 10-11 PM post-game peak hours. On Saturdays, the number of unmitigated significant adverse impacts will total 10 during the 1-2 PM pre-game peak hour and 13 during the 4-5 PM post-game peak hour. If only the weekday peak periods are examined, only 13 intersections identified as having unmitigated significant adverse impacts in 2010 will have unmitigated impacts during one or more peak periods. During weekday peak periods not associated with arena events, only 9 intersections will have unmitigated significant adverse impacts during one or more peak periods.

In 2016, all significant impacts will be fully mitigated at 33 out of 68 intersections; the number of significant impacts will be reduced at a further 33 intersections,³ and no significant

³ Page 19-43 of the FEIS incorrectly states that traffic mitigation measures would reduce the number of impacts at 32 intersections in 2016. The correct number of intersections is 33 as indicated on page 19-53 of the FEIS.

impacts will be mitigated at two intersections. There will therefore be unmitigated significant adverse impacts at 35 intersections, but unmitigated impacts will not occur at all 35 intersections in any one peak period. There will be 11 intersections with unmitigated significant adverse impacts in the weekday 8-9 AM peak hour, none in the midday, 15 in the 5-6 PM, 6 in the 7-8 PM pre-game, and none in the 10-11 PM post-game peak hours. On Saturdays, the number of intersections with unmitigated impacts will total 15 during the 1-2 PM pre-game peak hour and 28 during the 4-5 PM post-game peak hour. If only the weekday peak periods are examined, only 23 of the 35 intersections identified as having unmitigated significant adverse impacts in 2016 will have unmitigated impacts for one or more movements during one or more peak periods. During weekday peak periods not associated with arena events, 20 intersections will have unmitigated significant adverse impacts for at least one movement during one or more peak periods.

Figures 19-5 to 19-11 in the FEIS show the intersections where unmitigated significant adverse impacts will occur in 2010 and 2016 in each of the peak hours. Tables 19-3 and 19-4 provide information about the number of movements with unmitigated significant adverse impacts at these intersections.

Tables C-9 and C-10 in Appendix C of the FEIS provide information regarding the delays, levels of service, and volume-to-capacity ratios for each movement at each analyzed intersection. A comparison of the data in Table C-10 for the No Build condition and Build with Mitigation condition indicates that the net increases in delay resulting from the Project with mitigation in 2016 range from as low as one second to as high as several minutes at the analyzed intersections. With respect to those movements with unmitigated traffic impacts in 2016, approximately 11% will have net increases in delay of 10 seconds or less, 25% will have net increases in delay of between 10.1 and 30.0 seconds, and 33% will have net increases in delay of between 30.1 seconds and one minute. Thus, the majority of the significantly impacted movements will experience net increases in delay of less than or equal to one minute. Approximately 20% will experience increases in delay of more than a minute and a half.

With the implementation of traffic mitigation measures, the number of approaches that may experience queuing and spillback will decrease on the major corridors of Flatbush and Atlantic Avenues and at the intersection of Adams and Tillary Streets, as compared to the 2016 Build condition. The potential for queuing and spillback on 4th and Vanderbilt Avenues that was identified in the 2016 Build condition would not be expected to occur.⁴

As described earlier in this section of the findings, the Saturday pre-game and post-game peak hours will have the highest number of unmitigated impacts. It is important to note that these conditions are projected to occur fewer than four times per year when a Saturday afternoon Nets basketball game will be scheduled. (Other events that will occur at the arena on a Saturday afternoon – a concert, for example – will typically generate substantially fewer peak hour vehicle trips than a Nets basketball game.) The impacts during the Saturday peak hours are attributable in some part to existing Saturday parking regulations; however, eliminating parking and other permanent measures along busy retail corridors such as Atlantic and Flatbush Avenues on Saturday afternoons could be disruptive to adjacent retail land uses, and such measures would not be

⁴ The last full sentence on page 19-50 of the FEIS, pertaining to potential queuing on Vanderbilt Avenue with mitigation in one peak time period, fails to reflect changes in the traffic analysis between the DEIS and FEIS.

warranted for conditions that will occur fewer than four Saturdays per year. Furthermore, it is anticipated that on Saturdays when a Nets game is scheduled at the arena, a specific game-day plan will go into effect in coordination with NYPD and DOT. This plan will likely concentrate on improvements to the arterial system, such as implementing temporary (*i.e.*, game day only) parking prohibitions at selected locations along Atlantic and Flatbush Avenues. Game day traffic signal preemption/override and similar traffic management strategies will also be employed, and police and traffic control officers will be deployed at key intersections in the vicinity of the arena during the pre-game and post-game periods as is currently done at other major event venues in the City. The unmitigated impacts on peak Saturday game days reported above do not take into account the traffic benefits of such game day measures.

7. Transit Impacts with Implementation of Traffic Mitigation Measures

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 Section VI.K.1, 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.

G. Transit and Pedestrians

1. Subway Service

As noted in Section VI.K.1, the potential may exist for crowding on subway platforms under certain post-game or major arena 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. It should also be noted, as discussed above, that the implementation of the complete array of traffic mitigation measures identified in these findings is not expected to result in any new significant adverse impacts on transit or in other analysis areas.

2. Bus Service

In 2016, the Project-generated demand will cause a significant adverse impact on westbound B38 bus service in the AM peak hour. 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 to westbound B38 bus service.

3. Pedestrians

In 2016, the Project will result in significant adverse impacts at two crosswalks: (i) the north crosswalk on Carlton Avenue at Dean Street in the weekday 7-8 PM pre-game and Saturday 1-2 PM pre-game peak periods and (ii) the north crosswalk on 6th Avenue at Dean Street in the Saturday 1-2 PM pre-game peak period. 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). Widening these crosswalks will fully mitigate these pedestrian impacts.

The project sponsors will fund and cooperate with DOT in the design and construction of other crosswalk and sidewalk improvements: (i) provision of a new sidewalk extension at the northeast corner of Atlantic Avenue at Fort Greene Place; (ii) provision of a new crosswalk on the south leg of the intersection of Flatbush Avenue and Pacific Street where the new traffic signal is to be installed; (iii) installation of fencing (consistent in design with DOT-installed fencing throughout the City or as otherwise proposed by the project sponsors and approved by DOT) on the northwest corner of the Flatbush Avenue/Pacific Street intersection to discourage pedestrians from crossing on the north side of the intersection where no crosswalk exists; (iv) installation of fencing (consistent in design with DOT-installed fencing throughout the City or as otherwise proposed by the project sponsors and approved by DOT) at the northwest and southwest corners of the Atlantic Avenue/Flatbush Avenue/4th Avenue intersection; and (v) extension of the sidewalk at the northeast corner of Atlantic and Flatbush Avenues.

H. Noise

The Project will result in significant adverse noise impacts at a number of locations both with and without the implementation of traffic mitigation measures.

1. Residences

At all of the residential locations where Project noise impacts are predicted to occur, 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. These measures will mitigate noise impacts for residential uses. At locations where owners elect not to take advantage of noise mitigation measures, the Project would have unmitigated noise impacts.

2. Temple of Restoration

At the Temple of Restoration on Dean Street, 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. With this measure, maximum interior noise levels within the Temple of Restoration building will be in the range of 40–50 dBA L_{10} , which meets the *CEQR Technical Manual* recommended interior noise level requirements for this church use. If this measure is not implemented, the Project would have unmitigated noise impacts at this location.

3. Dean Playground

The Project will result in significant adverse noise impacts at the Dean Playground and on the Project's new open space. There are no practicable and feasible mitigation measures to reduce noise levels to below the 55 dBA L_{10} guideline noise level, but the noise levels at these open spaces will be comparable to noise levels in other urban open space areas and parks in New York City, including Hudson River Park, Riverside Park, Bryant Park, and Fort Greene Park. The noise impact

at the Dean Playground will be partially mitigated by the project sponsors' construction of a comfort station for users of the park to be implemented in coordination with the Parks Department with respect to location, design and timing of construction.

4. Traffic-Related Mitigation Effects on Noise

The implementation of the traffic measures described in Section VII.F will affect the Project noise levels. In 2016, the predicted noise increase would no longer result in significant adverse noise impacts on Flatbush Avenue near Dean Street and on Dean Street between Carlton and Vanderbilt Avenues.

I. Construction

Construction of the Project will result in significant adverse impacts from construction-related traffic on the local street network and construction-related noise, and these impacts will cause significant adverse localized neighborhood character impacts in the immediate vicinity of the project site during the construction period. The mitigation measures for construction-related traffic and noise, as well as for the localized neighborhood character impacts, are set forth below.

1. Noise

The Project will result in construction-related noise impacts. To mitigate these impacts, the project sponsors will:

- make double-glazed or storm-windows and alternative ventilation (*i.e.*, air conditioning) available to the extent such features are not already in place, at no cost for purchase and installation, to owners of residences at those locations where there will be significant noise impacts;
- 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; and
- make available and install, free of charge interior-fitted storm windows (or suitable alternative windows) for the Pacific Street side of the Pacific Branch of the Brooklyn Public Library.

These measures will be implemented in a timely manner so as to avoid the significant adverse noise impacts identified in the FEIS where practicable. Implementation of the above measures will mitigate the noise impacts at these locations, but the Project would have unmitigated noise impacts at locations where owners (or tenants) elect not to take advantage of these measures. The Project will also have unmitigated construction-related noise impacts on three open spaces – Dean Playground, Brooklyn Bear's Pacific Street Community Garden and the northern half of South Oxford Park – because, although the use of noise barriers for shielding and implementation of the other measures described above will somewhat reduce noise levels, full mitigation of noise impacts at open spaces is not feasible for safety and aesthetic reasons. The noise impact at the Dean Playground will be partially mitigated by the project sponsors' construction of a comfort station for users of the park.

2. Traffic

As set forth at pages 19-78 and 19-79 of the FEIS, certain of the operational mitigation measures (including specified roadway modifications, traffic installations and operational improvements) will be put into place at or about the time that significant construction activity begins at the Project site in order to minimize construction-related traffic impacts, or as otherwise directed by DOT. The project sponsors will fund and/or cooperate with DOT to implement these measures. Changes in signal timing at existing traffic signals, installation of signage, implementation of parking regulations, and changes in traffic direction will be implemented by DOT staff at City expense.

With implementation of these measures, all significant adverse traffic impacts identified at the outlying intersections will be mitigated. However, certain significant adverse traffic impacts identified at 10 intersections adjacent to the project site will remain unmitigated. Those intersections are identified in Table 17a-6 of the FEIS.

3. Neighborhood Character

As discussed above in Sections VI.O and VII.I, measures to minimize noise, vibration, dust, traffic and other construction-related nuisances will be employed where practicable. No portion of the neighborhoods immediately adjacent to the project site will be subject to the full effects of construction for the entire 10-year period, and impacts on neighborhood character will be localized. Except in the immediate vicinity of the project site, the Project will not result in significant adverse neighborhood character impacts during construction. Because of the size of the project site, its location at a major transportation crossroad, and the complexities of building over the rail yard, it is not possible to develop the site without some temporary significant adverse noise and traffic impacts.

J. Enforcement of Measures for the Avoidance, Minimization, and Mitigation of Impacts

As discussed above, construction of the subway improvements 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-passage 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.

In order to provide continuance of LIRR operations during construction of the arena, construction would be staged to provide a temporary storage yard in Blocks 1120 and 1121 prior to the completion of the improved rail yard. While the improved yard is under construction, toilet servicing for a portion of the trains would take place at various locations within the LIRR system.

Additionally, as described throughout the FEIS and the Findings Statement, elements have been incorporated into the Project's design and construction plan to avoid and minimize other impacts. These measures for the avoidance and minimization of environmental impacts and the measures required of the project sponsors to mitigate environmental impacts will be included in appropriate Project contractual documents, with measures associated with, or the responsibility of, individual buildings or building parcels included in the applicable ground leases, and measures associated with the project site as a whole or not specific to any one building parcel included in other Project documentation. These contractual documents will be drafted so that the requirements to comply with the avoidance, minimization and mitigation measures run with the land and will be binding on future property owners in perpetuity, except for those, such as construction-related measures, that by their nature apply only during the performance of a specific activity.

The Project documentation will provide that ESDC will have the right to enforce the project sponsors' compliance with the avoidance, minimization and mitigation measures described in its findings statement and the FEIS with respect to the avoidance and minimization of impacts, and the specific mitigation measures identified to mitigate impacts. ESDC will have the right to enter the project site at all reasonable times, subject to safety and operational constraints, to monitor the project sponsors' and the project sponsors' contractors' compliance with the terms of such measures. The project sponsors and the project sponsors' general contractor will meet with ESDC, at ESDC's request, to discuss compliance with and implementation of the mitigation measures set identified in the FEIS.

During the period in which the Project buildings, or any one of them, are being constructed, the project sponsors will provide funding for the reasonable costs of an environmental monitor, which will be a qualified consulting firm with subconsultants, as appropriate, to be selected by and retained by ESDC to monitor compliance with certain of the avoidance, minimization and mitigation measures set forth in the FEIS and in its findings statement. The project sponsors' obligation to provide funding for the environmental monitor will cease upon completion of the Phase II buildings.

VIII. Alternatives

The FEIS analyzes a range of reasonable alternatives to the Project, and assesses the extent to which such alternatives could avoid or minimize adverse environmental impacts while still achieving the purposes and needs of the Project. In particular, the FEIS examined the following:

- No Action Alternative;
- As-of-Right Alternative;
- No Unmitigated Impact Alternative;
- Reduced Density – No Arena Alternative; and
- Reduced Density – Arena Alternative.

The Reduced Density – No Arena Alternative and the Reduced Density – Arena Alternative were originally proposed by members of the community and business groups and are representative of lower-density alternatives intended to achieve all or some of the Project's purposes and needs. The Reduced Density – No Arena Alternative was derived from the proposal submitted to the MTA by the Extell Development Company. It should also be noted that the FEIS also discusses the "Unity Plan Alternative," which was a proposal developed by local political leaders, residents, and business owners. Because the Unity Plan was not developed to a sufficient level of detail to allow preparation of a quantified analysis of its potential environmental effects, and because its major concepts eventually served as the basis for the Extell proposal and the Reduced Density – No Arena Alternative, the FEIS does not analyze it as a separate alternative.

All of the alternatives analyzed in the FEIS would be located on all or a portion of the project site. However, alternative sites in Brooklyn for an arena were also considered on pages 10 to 13 of the FEIS based on the following siting criteria:

- The site should be large enough to accommodate an arena with a minimum footprint of 240,000 square feet. In addition, the project site footprint should also allow for other mixed-use development. Recent experience with new arenas, such as the MCI Arena in Washington, D.C., and San Diego's PETCO Park has shown that these facilities thrive in combination with a strong mix of urban land uses, *e.g.*, offices, shops, restaurants, and housing.
- The site should be readily accessible to mass transit, which could serve the arena patrons, workers, residents, and other visitors who would travel to the site regularly.
- The site should be close to or within a Central Business District, so that the office component of the mixed-use development would add to the critical mass of business activity.
- The site should have access to appropriate infrastructure – transportation, roads, sewer, water, *etc.* – to support the mixed-use development.
- The site should be large enough and close enough to major arterial roadways to accommodate truck deliveries for a range of arena events.
- The site shape and size should be adequate to provide security and access control around and beneath the arena and related development.

The sites evaluated included sites identified in a 1974 preliminary feasibility study by the City for the Brooklyn Sports Complex (which identified the project site as a potential location for a sports venue), as well as the Brooklyn Navy Yard. Based on this evaluation, it was determined that the project site is the only site in Brooklyn that meets each of the criteria and that is still available for development as an arena. Moreover, alternative locations would not serve a central purpose of the Project, which is to eliminate the blighted conditions at the site of the Project.

Even if the arena were not to be built in connection with a mixed-use development, the project site is the most appropriate location for a new arena in Brooklyn. Some Brooklyn sites for an arena that have been considered in the past are either too small (Sites 2, 3a, b, and c in the City's 1974 preliminary feasibility study) or are no longer available (the Coney Island site where KeySpan Park is now situated, the Spring Creek site which is now home to mixed-use development, the Fulton Ferry site in DUMBO which is now a City park slated to become part of Brooklyn Bridge Park, and Site 1b which encompasses the Atlantic Terminal/Bank of New York Tower building and Atlantic Center). Other sites are inferior to the project site for a variety of reasons discussed in the FEIS:

- **Brooklyn Navy Yard:** This location is inferior because there are no sites readily available without the displacement and demolition of active industrial uses and because the Brooklyn Navy Yard is a critical component of the City's industrial business retention policy and the subject of a ten-year capital improvement and expansion plan. Furthermore, the area is not close to mass transit.
- **Coney Island:** Sites currently available in Coney Island are inferior to the project site as locations for an arena for a variety of reasons. Coney Island is less transit accessible and more remote than the project site, and it is therefore likely that there would be a higher share of automobile trips through the area's limited number of access corridors. The number and variety of events and the capacity of the arena make it likely that the arena will draw visitors from a wide geographic area, and it is important that the arena be located at a site that is readily accessible to a broad visitor population. In addition, constructing below grade level on the waterfront sites in Coney Island poses challenges because of the very shallow water table. If an arena were constructed in one of the Coney Island sites, its enclosed, below-grade loading and servicing areas and the arena parking facilities would likely need to be located above grade, possibly on multiple levels.
- **Brooklyn Army Terminal:** The Brooklyn Army Terminal is not suitable for an arena because there are limited sites available without the displacement and demolition of active industrial uses. Furthermore, the area is not close to mass transit.
- **Broadway Junction:** The Broadway Junction site is not centrally located and is not as well served by public transit or major arterial streets as the project site. In addition, the at-grade active rail yard/maintenance facility and bus depot at the site would pose urban design and operational issues because the base of the arena structure would be at least twenty feet above street level. Elevated subway and commuter rail lines on several of the streets leading to the site would limit the ability to implement necessary roadway and infrastructure improvements.

The alternatives that were considered in the FEIS in detail are discussed below.

A. No Action Alternative

Under the No Action Alternative, the MTA would not dispose of the air rights for the rail yard, and therefore Blocks 1119, 1120, and 1121 would remain essentially in their current configuration. Because the rail yard would remain an open cut, buildings for new residential, retail, community facility uses could not be constructed over it; nor could the publicly accessible open space be developed. The other blocks within the project site would retain their current ownership, and although individual parcels on the project site could be reoccupied or could be redeveloped subject to present zoning or separate discretionary actions and environmental reviews, significant new development would be unlikely given the blighting influence of the rail yard and the predominance of low-density manufacturing zoning on the site.

In the areas in which the Project would have significant adverse impacts, the No Action Alternative would generally not result in impacts or would result in impacts to a lesser extent:

- Schools: Unlike the Project, the No Action Alternative would not result in a significant adverse impact on elementary or intermediate schools, although the Project will fully mitigate the impact on intermediate schools and partially mitigate the impact on elementary schools through the provision of on-site space for a school.
- Cultural Resources: Unlike the Project, the No Action Alternative would not require the demolition of the privately owned former LIRR Stables and the Ward Bread Bakery complex. It is likely, however, that under the No Action Alternative these structures would continue to deteriorate. Furthermore, these structures are privately owned and not landmarked and therefore are not protected from alteration or demolition. The structures could be substantially altered or demolished under the No Action Alternative without the documentation of their historic qualities and other mitigation measures that will be undertaken as part of the Project. The No Action Alternative would also not obscure or diminish views of the Williamsburgh Savings Bank Building, an unmitigated impact of the Project, or cast shadows on the stained glass windows of the east façade of the Church of the Redeemer, an impact that the Project will partially mitigate.
- Visual Resources: The No Action Alternative would not obscure or diminish views of the Williamsburgh Savings Bank Building, an unmitigated impact of the Project.
- Shadows: Unlike the Project, the No Action Alternative would not cast shadows on either the Church of the Redeemer or the Atlantic Terminal Houses open space and would not otherwise result in significant adverse shadow impacts.
- Traffic: Under the No Action Alternative, new vehicles associated with background growth and trips associated with new development outside the project site, in combination with existing traffic volumes, would congest a number of area intersections. The Project will result in significant adverse impacts at a number of these intersections. Many of the Project's impacts could be fully mitigated, and delays at the fully mitigated locations would be comparable for the Project and the No Action Alternative. However, the Project's impacts will not be fully mitigated at numerous intersections, and, at those intersections, traffic operations would be better in the No Action Alternative.

- Transit and Pedestrians: Under the No Action Alternative, there would be no potential for platform crowding in the Atlantic Avenue/Pacific Street subway station since the potential for that condition under the Project is attributable to major events at the arena. Therefore, no additional train service would be required to address this potential impact. Unlike the Project, the No Action Alternative would not result in a significant adverse impact on the B38 bus route or on pedestrian traffic at the north crosswalks at Dean Street and 6th Avenue and Dean Street and Carlton Avenue. The Project's impacts in these areas will be fully mitigated.
- Noise: The No Action Alternative would not result in the noise impacts at residences near the project site or at the Dean Playground. At other locations, the noise levels under the No Action Alternative would be similar to those of the Project in that they would be characteristic of busy commercial areas with high traffic volumes.
- Construction: Because any construction under the No Action Alternative would likely be much smaller in scale and of shorter duration than under the Project, the No Action Alternative would not result in the construction impacts that the Project will cause.

Although it would avoid or reduce the Project's identified adverse impacts, in doing so the No Action Alternative would forgo the opportunity to create a mixed-use transit-oriented development at a site that is well suited for high-density uses. The No Action Alternative would also forgo the economic benefits derived from new jobs and new consumers on the project site.

Unlike the Project, the No Action Alternative would not provide a new substantial supply of affordable and market rate housing on the project site; nor would it provide enhancements to subway facilities at the transit hub; improvements to the rail yard; a venue for professional basketball and other entertainment and community events; or other amenities such as a health care facility, an intergenerational center, 8 acres of open space, or the Urban Room. Piecemeal development of the project site under the No Action Alternative also would not allow for the development of a comprehensive stormwater management plan with on-site detention and retention of stormwater. Therefore, although the No Action Alternative would generate less sanitary wastewater than the Project, it would not reduce aggregate annual CSO volumes discharged to City water bodies (a result the Project will achieve).

With respect to urban design, the No Action Alternative would not activate the streetscape with retail and other ground-floor uses and would not link the neighborhoods surrounding the project site since the below-grade rail yard would remain a barrier between them. With regard to land use, the No Action Alternative would not further the goals of ATURA such as the removal of structurally substandard buildings and the elimination of negative environmental conditions. While the Project will result in remediation of subsurface hazardous materials contamination throughout the site, the extent of any remediation under the No Action Alternative would likely be less since soil underneath roadways and adjacent properties would probably remain in place.

B. As-of-Right Alternative

The As-of-Right Alternative would consist of development that may occur at the project site without any discretionary decision making by a public agency. On the majority of the project site, there is limited development potential given the amount of land held in public ownership, the

fractured nature of the project site's zoning, and the number of existing, occupied buildings. The chief exception to this limited development potential is Block 1118, and the As-of-Right Alternative reflects the potential for new as-of-right, high-rise development on this portion of the site. This block is zoned C6-1 and is within the Special Downtown Brooklyn District, which would permit mid- to high-density residential, commercial, or community facility uses. Because this block has a high-profile location and is currently underdeveloped, it is a likely location for an as-of-right development. A building that is up to 495 feet tall could be built at this location under zoning, although it is likely that any building would be somewhat shorter.

With respect to most areas of analysis, the impacts of the As-of-Right Alternative would be the same as those of the No Action Alternative. For shadows and visual resources, however, the As-of-Right alternative would have different impacts.

- Visual Resources: As with the Project, a building of 495 feet on Block 1118, or even a 320-foot tall building, would substantially obstruct views of the Williamsburgh Savings Bank Building from south of the project site along the Flatbush Avenue corridor. Therefore, like the Project, the As-of-Right Alternative would result in a significant adverse impact with respect to this visual resource but to a lesser extent than the Project.
- Shadows: Like the Project, a new building on Block 1118 would cast new shadows on the Church of the Redeemer, but its shadows would be of shorter duration than the Project's and would not constitute a significant adverse impact.
- Traffic: Given current congestion at intersections in the vicinity of Block 1118, the as-of-right development would result in significant adverse traffic impacts. The extent of these impacts and resultant mitigation would depend on the use of this building, but its overall effects on traffic would be substantially less than the Project.
- Construction: It is expected that an as-of-right building would require more than two years to construct, which could result in temporary adverse traffic and noise impacts. However, the extent of these impacts would be substantially reduced as compared with the Project. With respect to the Project, the project sponsors have committed to a comprehensive program of emission reduction measures. These include the use of ultra low sulfur fuel and extensive use of electrified construction equipment and particulate filters. It is unknown whether such measures would be used to construct the As-of-Right Alternative, and therefore, there could be temporary increases in mobile and stationary source emissions from construction of this alternative.

Like the No Action Alternative, the As-of-Right Alternative would forgo the opportunity to create a mixed-use transit-oriented development at a site that is well situated for high-density uses and that could efficiently accommodate the growth anticipated to occur in Brooklyn in a relatively small land area well served by necessary infrastructure. The visual and physical barrier of the rail yard would remain. Although it would achieve in a limited way the Project's goal to provide new development to support the current and future residents of the Atlantic Terminal area, it would offer only a small fraction of the housing or community facilities that will be developed by the Project. It would not provide an arena or substantial open space. Neither would it improve railroad and subway facilities.

C. No Unmitigated Significant Impacts Alternative

The Project will result in unmitigated impacts with respect to cultural resources, visual resources, shadows, traffic, and noise. Therefore, alternatives were developed to explore modifications to the Project that would allow for the mitigation of these impacts.

1. Cultural Resources

The Project will result in the demolition of the former LIRR Stables and the Ward Bread Bakery complex. Although documentation of these resources and other mitigation measures will be undertaken in consultation with OPRHP (see Section VII.C), the demolition of these structures is a significant adverse impact that will not be fully mitigated.

While OPRHP has identified the former LIRR Stables and the Ward Bread Bakery complex as eligible for listing on the State Register, the two structures have not been designated as landmarks by any agency. To ensure that these buildings would not be adversely affected, each would need to be designated as a New York City Landmark or be excluded from the Project. The exclusion of these sites from the Project without historic designation would not preclude their alteration or demolition independent of the Project, since each is owned by a private property owner who could demolish the building at any time, in the absence of New York City landmark protection.

The No Unmitigated Significant Impacts Alternative would avoid demolition of these historic resources. Under this alternative, any new development at the project site would be designed so as to leave these structures in place. This would reduce the footprint of any new development, which would result in greater density, fewer housing units, less open space or some combination of these possibilities. The preservation of these resources would also significantly constrain the design of the Project in ways that could make future development at the project site more difficult. If the former LIRR Stables are maintained, it would constrain the design of the new rail yard. A straight track, which would be substantially better for LIRR operations and which the Project will provide under Block 1121, could not be accommodated under the No Unmitigated Significant Impacts Alternative since the former LIRR stables would remain under private ownership. The rail yard would therefore have to be built on a curve due to the size and shape limitations of its footprint. If the Ward Bread Bakery building were maintained, the number of residential units that could be provided would be reduced and the functionality of the Project's open space would be compromised substantially. In addition, the continued presence of that building would reduce the area available for below-grade stormwater management basins, which cannot be built over the rail yard area of the project site.

2. Visual Resources

The Project will result in an unmitigated significant adverse impact to views of the Williamsburgh Savings Bank Building because views will be obstructed from certain public vantage points southeast of the Bank Building and along the Flatbush Avenue view corridor from south of the Project Site (except from vantage points immediately adjacent to the Project Site).

As discussed with respect to the As-of-Right Alternative, a portion of Block 1118 could be developed as-of-right with a tall structure, up to 495 feet under existing zoning, which would significantly obstruct views of the Williamsburgh Savings Bank Building. Therefore, with respect to

the No Unmitigated Significant Impacts Alternative, and under the assumption that the property would not be developed pursuant to a general project plan adopted by ESDC, the only mitigation for the potential effects on its visual character would be a down-zoning of this property. A down-zoning of Block 1118 would be inconsistent with the ATURA, the Special Downtown Brooklyn District, and recent trends by the City to provide for high-density zoning near transit facilities and along arterial streets as a buffer for low-density zoning on residential streets. Therefore, a down-zoning of Block 1118 would be inconsistent with existing public policy and other public initiatives that are intended to guide development on the project site.

The Project will also block views of the Williamsburgh Savings Bank Building from other areas south and southeast of the project site. Even new low-rise, as-of-right buildings at the project site could partially obstruct views of the Bank Building from some of these locations. Thus, to avoid these impacts, future development of the site would need to be prohibited or substantially constrained along Pacific Street between 4th and Flatbush Avenues and points along 5th Avenue near Flatbush Avenue, in order to preserve views of the Bank Building from Bergen Street between 6th and Carlton Avenues, the Dean Playground, and some points along Vanderbilt Avenue east of the project site that presently enjoy such views due to the absence of development on a portion of the project site. Prohibiting development – even low-rise, as-of-right development – on these blocks would be inconsistent with the goal to establish a high-density, mixed-use project in an area that is well served by transportation facilities.

3. Shadows

The Project will result in significant adverse impacts from new shadows cast on the open space of the Atlantic Terminal Houses and on the stained glass windows of the eastern façade of the Church of the Redeemer. As a result of the post-DEIS program modification, the building on Site 5 has been reduced in height from 350 feet to 247 feet, and as a result its incremental shadows will move off the church earlier in the late spring and summer. In addition, the project sponsors will undertake measures to partially mitigate the impacts to the Church and the Atlantic Terminal Houses open space (see Section VII). However, the shadows impacts to these two sun-sensitive resources will not be fully mitigated.

To fully mitigate the Project's significant adverse impacts on the open space of the Atlantic Terminal Houses, new structures on the eastern portion of Block 1120 and on the western portion of Block 1121 would be reduced to a maximum height of 110 feet, and to fully mitigate the impact on the Church of the Redeemer, the building on Site 5 would be reduced to a maximum height of 200 feet.

A reduction in the height of the buildings on Blocks 1120 and 1121 would require either (i) a substantial reduction in the density on the project site or (ii) a reduction in the Project's open space to allow for shorter buildings with comparable floor area. Reducing the height of these structures would be inconsistent with the goal to establish a high-density, mixed-use project in an area that is well served by transportation facilities. Increasing the footprint of these buildings to maintain their floor area would reduce visual and pedestrian access through the site. With respect to Site 5, reducing its height to 200 feet would not permit the development suited for this prominent, transit-oriented site. Therefore, measures to fully mitigate the Project's impacts from new shadows cast on the Church of the Redeemer and the open space of the Atlantic Terminal Houses would substantially compromise the Project's goals.

4. Traffic

The Project will result in significant adverse traffic impacts at intersections within the study area that cannot be fully mitigated with practicable mitigation measures. Because of existing congestion at a number of intersections, even a minimal increase in traffic in the study area would result in unmitigated impacts at some locations. Based on a sensitivity analysis of intersections within the study area, it was determined that the addition of five cars during the AM peak period would trigger an impact that could not be fully mitigated. Thus, almost any new development on the project site, including that which would be allowed as-of-right, would result in unmitigated traffic impacts, and no reasonable alternative could be developed to completely avoid such impacts without substantially compromising the Project's goals.

5. Construction Impacts

The Project will result in significant adverse traffic and noise impacts during its construction. Because of the complexity of constructing a deck and the subsequent time required to erect a building, any proposal to redevelop the project site would likely require more than two years to construct and would likely result in significant adverse noise impacts on sensitive receptors along Dean Street.

The Project's localized impacts on receptors along Dean Street and near Block 927 could be avoided if new construction were not undertaken on Site 5 or Block 1127. Avoiding development on Site 5 would be inconsistent with the public policy goals of the ATURA, which call for its redevelopment with high-density uses. The Project's construction on Block 1127 is required to provide for an adequate footprint to site an arena. By avoiding new construction on this block, this alternative would fail to meet the Project's goals and would preclude a professional sports venue that would generate substantial economic and civic benefit for the City and the State.

D. Reduced Density – No Arena Alternative

The FEIS examined a Reduced Density – No Arena Alternative, which would create a mixed-use development on the portions of Blocks 1119, 1120, and 1121 that are currently owned by the MTA. The Reduced Density – No Arena Alternative would not develop other parcels on these blocks; nor would it close streets or develop parcels on the other blocks (Blocks 927, 1118, 1127, 1128, and 1129) that are part of the project site. The Reduced Density – No Arena Alternative would include residential (1,946 units), retail (116,000 sf), and open space (3.84 acres) uses, as well as 1,000 parking spaces. The residential units would include 573 affordable units. The Reduced Density – No Arena Alternative would provide for an above-grade concrete deck over the rail yard on which the alternative's 11 buildings, ranging from 4 to 28 stories with a maximum of height of 287 feet, would be built.

Importantly, the Reduced Density – No Arena Alternative would not improve railroad and subway facilities. Under the alternative, the smaller footprint of the development would result in less space for underground facilities, including parking and the rail yard itself. The Reduced Density – No Arena Alternative's smaller rail yard would have significantly limited functionality compared with the Project's expanded rail yard and even, in some respects, compared with existing conditions. The rail yard's capacity would be only 32 train cars as compared with the existing capacity of 72 cars; the rail yard would be built on a curve rather than on a straight line because of the limitations

imposed on the rail yard footprint by the existence of privately owned parcels on Block 1120; and the new West Portal and drill track would likely not be constructed, forcing a more cumbersome system of switching trains between the lead track and the rail yard. The Reduced Density – No Arena Alternative would also not provide a new subway station entrance on the southeast corner of Flatbush and Atlantic Avenues. Without the new station entrance, pedestrians approaching the Atlantic Avenue/Pacific Street subway station complex from the south would continue to have to cross Atlantic Avenue to enter the subway station.

Additionally, like the Project, the Reduced Density – No Arena Alternative would have significant adverse impacts in the following areas, although these significant adverse impacts would occur to a lesser extent with the Reduced Density – No Arena Alternative than with the Project:

- Schools: The Reduced Density – No Arena Alternative would cause a shortfall in elementary school capacity within one-half mile of the project site. For both the Project and the Reduced Density – No Arena Alternative, the impacts on elementary schools would be partially mitigated by the provision of space for a school on site. The shortfall in elementary school seats remaining after construction of the on-site school would be less under the Reduced Density – No Arena Alternative than with the Project.
- Visual Resources: The Reduced Density – No Arena Alternative would obstruct views of the Williamsburgh Savings Bank Building from certain public vantage points. The Reduced Density – No Arena Alternative's impacts on the Williamsburgh Savings Bank Building would be an unmitigated significant adverse impact, but the impact would be of a lesser extent than the unmitigated significant adverse impact of the Project since the Reduced Density – No Arena Alternative would not obstruct views of the Williamsburgh Savings Bank Building along the Flatbush Avenue view corridor from the south.
- Shadows: The alternative would cast shadows on the Atlantic Terminal Houses open space. It is expected that the shadows impact on the Atlantic Terminal Houses open space would be partially mitigated under the Reduced Density – No Arena alternative as it will be under the Project.
- Traffic: The alternative would cause significant adverse traffic impacts at multiple intersections during both construction and operations. The Reduced Density – No Arena Alternative's traffic impacts would be mitigated to a greater extent than those of the Project. Because the alternative does not provide for an arena, during peak traffic periods for the arena there would be significantly fewer traffic impacts associated with this alternative. After the implementation of traffic mitigation measures, the alternative would have only 10 intersections with unmitigated impacts, whereas the Project will have a total of 35.⁵

⁵ FEIS Table 20-16, with respect to its identification of the Project's unmitigated impacts in certain peak time periods, contains several inconsistencies with the presentation of the same information in FEIS Table 19-4. The information in FEIS Table 19-4 is correct, and the inconsistencies in FEIS Table 20-16 are not correct.

- Construction: Both the Reduced Density – No Arena Alternative and the Project would have significant adverse construction impacts with respect to noise and traffic, although the impacts resulting from the alternative would be of a lesser degree. If the alternative were to be built without the comprehensive emission reduction program that will be used to construct the Project, it could have adverse air quality impacts during construction.

The Reduced Density – No Arena Alternative would avoid other significant adverse impacts that will occur with the development of the Project:

- Schools: The Reduced Density – No Arena Alternative would not result in a shortfall of intermediate school seats, but it should be noted that the Project's impacts on intermediate schools are expected to be fully mitigated.
- Cultural Resources: The Reduced Density – No Arena Alternative would not require the demolition of the Ward Bread Bakery complex or former LIRR stables; nor would it cast shadows on the Church of the Redeemer's stained glass windows.
- Transit: The Reduced Density – No Arena Alternative would not result in overcrowding of the B38 bus route, but it should be noted that the Project's impacts on bus service are expected to be fully mitigated.
- Noise: The Reduced Density – No Arena Alternative would not result in significant adverse operational noise impacts due to increases in ambient noise.
- Construction: The Reduced Density – No Arena Alternative would not cause construction-related significant adverse noise impacts at the Brooklyn Bear's Garden or the Dean Playground since none of the alternative's construction activities would take place in close proximity to these open spaces.

In other areas of analysis, neither the Project nor the Reduced Density – No Arena Alternative would have significant adverse impacts, but the differences in their effects would be notable:

- Socioeconomic Conditions: The Reduced Density – No Arena Alternative would not require the displacement of existing residents or businesses on the Project Site since all of its development would take place solely over the rail yard. The Project will displace residents and businesses and institutions, but the displacement of residents and businesses will not result in significant adverse socioeconomic impacts.
- Open Space: Like the Project, the Reduced Density – No Arena Alternative would add new publicly accessible open spaces and increase the open space ratio in the residential study area as compared with the No Build condition, but the quality of the alternative's open space would be inferior to the Project's open space. The alternative's open space is composed of a number fragmented open spaces, most of which would be situated well above street level with public access points provided at limited locations. This open space would not provide an inviting environment for public use because it would have little visibility from the street, would require

additional infrastructure to comply with Americans with Disabilities Act guidelines, would be separated from the surrounding neighborhood, would be narrow, and would be in shadow most of the time. The limitations of the alternative's open space are the result of attempting to develop the footprint of the alternative without relocating the rail yard, requiring the alternative's buildings to be located on a platform above street grade to provide proper clearance for the rail yard and for on-site parking.

- **Infrastructure:** Like the Project, the Reduced Density – No Arena Alternative would not result in significant adverse impacts on infrastructure systems, including on sanitary sewage and stormwater systems. However, the Reduced Density – No Arena Alternative would provide for about half of the open space of the Project, and it is likely that its constrained footprint would not allow for a comprehensive stormwater management plan comparable to the Project's. Whereas the Project will decrease the volume of CSOs to New York City water bodies by 1.6 million gallons per year, it is estimated that the Reduced Density – No Arena Alternative would increase CSOs by approximately 3.8 million gallons per year compared to the No Build condition.

Although it would avoid or reduce impacts that would occur with implementation of the Project, the Reduced Density – No Arena Alternative would not fully achieve the goals and objectives of the Project. By limiting development to the rail yard, the alternative would allow blighted conditions to continue to exist on the remainder of the project site. Furthermore, despite its development over the rail yard, the Reduced Density – No Arena Alternative would fail to remove the physical and visual barrier created by the rail yard since, under the alternative, the configuration of the rail yard and the platform over the rail yard would require that buildings be elevated above street level, creating a wall along Atlantic Avenue. The alternative would therefore perpetuate the barrier between the blocks north of Atlantic Avenue and south of the project site, failing to achieve the goal of linking the surrounding neighborhoods. The Project, on the other hand, would connect the neighborhoods north and south of the project site by continuing the existing street grid north of the project site into and through the open space as pedestrian corridors.

The Reduced Density – No Arena Alternative would provide much less affordable and market-rate housing than the Project. Because it would have neither commercial space nor an arena, it would also generate far fewer jobs than the Project. Therefore, the economic benefits for the City and State would be substantially diminished. Whereas the total economic effect on the local economy from the construction of either variation of the Project is projected in the FEIS at approximately \$4.9 billion in New York City and between \$6.3 and \$6.4 billion overall in New York State, the total effect of construction of the Reduced Density – No Arena Alternative would be only \$1.6 billion in New York City and \$2.1 billion in New York State. The overall effect on the local economy from operating the Project 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, while the projected overall effect from operating the Reduced Arena – No Arena Alternative would be considerably less at \$107 million annually in New York City and \$125 million annually in New York State. In addition to the loss of economic benefits from the arena, the Reduced Density – No Arena Alternative would not provide the arena's entertainment and cultural benefits, or provide a valuable facility for colleges and local academic institutions, which currently lack adequate athletic facilities.

Pedestrian access within and around the project site would also not benefit from the linkages provided through the Project's open spaces, and bicyclists would not benefit from the bike path through the project site connecting to the citywide bicycle network. The Reduced Density – No Arena Alternative, because of the smaller footprint, would not eliminate the blighted conditions at the project site.

Finally, as discussed more fully above, the Reduced Density – No Arena Alternative would not improve railroad and subway facilities.

In sum, the Reduced Density – No Arena Alternative, while developing new residential, retail, and community facilities uses over the existing rail yard, would not substantially realize the Project's goals and would not achieve many of the Project's benefits.

E. Reduced Density – Arena Alternative

The FEIS examined a Reduced Density – Arena Alternative, which would involve construction of a mixed-use development on all of Blocks 1118, 1119, 1120, 1121, and 1127, and parts of Blocks 927 and 1128. Unlike the Project, this alternative would not fully redevelop Block 1129, and it would also not develop all of the lots on Block 1128 that will be developed by the Project. The Reduced Density – Arena Alternative would close Pacific Street between 5th and 6th Avenues to accommodate its arena, but 5th Avenue between Atlantic and Flatbush Avenues and Pacific Street between Carlton and Vanderbilt Avenues would remain open. Like the Project, the Reduced Density – Arena Alternative would include an arena, as well as residential (3,649 units), commercial (638,170 sf), retail (236,850 sf), hotel (176 rooms), open space (1.84 acres) uses, and parking (4,262 spaces). The residential units would include 1,165 affordable units. The program for the Reduced Density – Arena Alternative would also include a cinema and space for light industrial uses, as well as 46,120 square feet for community facility uses. The alternative's tallest building would be 320 feet, compared to 620 feet for the Project, and, generally, Pacific Street would be lined with shorter buildings (35 to 110 feet) while taller buildings (115 to 220 feet) would be located along Atlantic Avenue. The Reduced Density – Arena Alternative would extend South Oxford Street, Cumberland Street, and Clermont Avenue through the rail yard from Atlantic Avenue to Pacific Street as vehicular streets – essentially dividing Blocks 1120 and 1121 into five parcels. Access to the arena's subgrade parking would be from a new structure on the southeast corner of 6th Avenue and Pacific Street on Block 1128. The Reduced Density – Arena Alternative's primary open space would be a public square occupying the new block bounded by 6th Avenue, Atlantic Avenue, South Oxford Street, and Pacific Street. It is assumed that there would be a new subway entrance constructed on Block 1118 under the Reduced Density – Arena Alternative.

Importantly, the Reduced Density – Arena Alternative would not improve railroad and subway facilities and pedestrian access and safety as well as the Project would and in some respects could hamper pedestrian circulation and diminish pedestrian safety. For example, leaving 5th Avenue between Atlantic and Flatbush Avenues open would separate Block 1118 from the arena, which would be built on Blocks 1119 and 1127, and, because of the lack of substantial subgrade real estate, make it improbable that there could be an all-weather indoor connection between the arena and the subway. The absence of the indoor connection would result in severely congested sidewalks before and after arena events. Keeping 5th Avenue open would also reduce the space available for improvements to the rail yard. Given the north-south orientation of the arena necessitated by its location on Blocks 1119 and 1127 and the infrastructure that would be required to support the

arena, there would not be sufficient room on the project site to provide for a drill track to allow for the switching of ten-car trains.

Additionally, like the Project, the Reduced Density – Arena Alternative would have significant adverse impacts in the following areas:

- Schools: The Reduced Density – Arena Alternative would cause a shortfall in elementary school capacity within one-half mile of the project site. For both the Project and the Reduced Density – Arena Alternative, the impact on elementary schools would be partially mitigated by the provision of space for a school on site. The shortfall in elementary school seats remaining after construction of the on site school would be less under the Reduced Density – Arena Alternative than with the Project.
- Historic Resources: The Reduced Density – Arena Alternative would demolish the privately owned former LIRR stables on Atlantic Avenue and obstruct views of the Williamsburgh Savings Bank Building along the Flatbush Avenue corridor from the south as well as from other vantage points south and southeast of the project site. As with the Project, the Reduced Density – Arena Alternative's impacts on views of the Williamsburgh Savings Bank Building would be an unmitigated significant adverse impact.
- Shadows: The Reduced Density – Arena Alternative would cast shadows on the Atlantic Terminal Houses open space, resulting in a significant adverse impact. It is expected that the impact on the open space would be partially mitigated under the Reduced Density – Arena alternative as it will be under the Project.
- Traffic: The Reduced Density – Arena Alternative would cause significant adverse traffic impacts at multiple intersections. After implementation of traffic mitigation measures, the alternative and the Project would result in a similar number of unmitigated significantly impacted intersections. Specifically, the Project will result in unmitigated impacts at 35 intersections while the Reduced Density – Arena Alternative would result in unmitigated impacts at 30 intersections. The total number of intersections with unmitigated significant adverse impacts is therefore similar. For the Project, a total of 11 intersections will have unmitigated significant adverse impacts in the weekday 8-9 AM peak hour, 15 in the 5-6 PM peak hour, and 6 in the 7-8 PM pre-game peak hour. On Saturdays, 15 intersections will have unmitigated significant adverse impacts in the 1-2 PM pre-game peak hour and 28 in the 4-5 PM post-game peak hour. For the Reduced Density – Arena Alternative, a total of 8 intersections will have unmitigated significant adverse impacts in the weekday 8-9 AM peak hour, 7 in the 5-6 PM peak hour, and 6 in the 7-8 PM pre-game peak hour. On Saturdays, 14 intersections will have unmitigated significant adverse impacts in the 1-2 PM pre-game peak hour and 25 in the 4-5 PM post-game peak hour. The differences between the Project's and the Reduced Density – Arena Alternative's unmitigated traffic impacts are primarily in the non-arena peak hours. Due to its greater density, the Project has unmitigated impacts at more traffic

intersections than the Reduced Density – Arena Alternative in the non-arena peak hours.⁶

- Transit and Pedestrians: The Reduced Density – Arena Alternative would result in impacts on the north crosswalks at Dean Street and 6th Avenue and Dean Street and Carlton Avenue. As with the Project, the alternative's impacts on crosswalks would be fully mitigated.
- Noise: The Reduced Density – Arena Alternative would result in significant adverse operational noise impacts due to increased noise levels from traffic associated with the arena.
- Construction: Like the Project, the Reduced Density – Arena Alternative would result in significant adverse construction impacts with respect to traffic and noise. The duration of the construction for the Reduced Density – Arena Alternative is estimated at 6 years compared to 10 years for the Project. Accordingly, it is estimated that the significant adverse construction impacts for the Reduced Density – Arena Alternative would be shorter in duration than for the Project. If the alternative were to be built without the comprehensive emission reduction program that will be used to construct the Project, it could have adverse air quality impacts during construction.

Like the Project, the Reduced Density – Arena Alternative would require the displacement of existing residents and businesses on the project site. The alternative would displace fewer residents and businesses than the Project, but neither the Project nor the alternative would result in significant adverse socioeconomic impacts due to the direct displacement of residents or businesses and institutions.

The Reduced Density – Arena Alternative would avoid other significant adverse impacts that would occur with the development of the Project:

- Schools: The Reduced Density – Arena Alternative would not result in a shortfall of intermediate school capacity. This impact will be fully mitigated under the Project.
- Transit: The alternative would not result in the overcrowding of the B38 bus route. This impact will be fully mitigated under the Project.
- Historic Resources: The alternative would seek to adaptively reuse the Ward Bread Bakery complex rather than demolish it, although it would still need to be determined

⁶ FEIS Table 20-31, with respect to its identification of the Project's unmitigated impacts in certain peak time periods, contains several inconsistencies with the presentation of the same information in FEIS Table 19-4. The information in FEIS Table 19-4 is correct, and the inconsistencies in FEIS Table 20-31 are incorrect. In addition, there are three other errors in Table 20-31 pertaining to the unmitigated traffic impacts of the Reduced Density – Arena Alternative: (i) the alternative's unmitigated significant adverse impact at the intersection of 4th Avenue and Union Street occurs during the 5-6 PM period, not the 7-8 PM period; (ii) the alternative's unmitigated significant adverse impact at the intersection of Washington Avenue and Eastern Parkway occurs during the 4-5 PM Saturday period only; and (iii) the alternative's unmitigated significant adverse impact at the intersection of Boerum Place and Livingston Street occurs during the 5-6 PM weekday period only. None of the errors requires adjustment to the text of the FEIS.

whether the structure could feasibly accommodate adaptive reuse and whether changes to the interior or façades would constitute a significant adverse impact with respect to its historic integrity. Although the Reduced Density – Arena Alternative would cast shadows on the Church of the Redeemer's stained glass windows, the shadows would be of shorter duration than the Project's and would not constitute a significant adverse impact.

In other areas of analysis, neither the Reduced Density – Arena Alternative nor the Project would result in significant adverse impacts, but there would be notable differences in their effects.

- **Infrastructure:** Like the Project, the Reduced Density – Arena Alternative would not result in significant adverse impacts on infrastructure systems, including on sanitary sewage and stormwater systems. However, the Reduced Density – Arena Alternative would provide for less than one-third of the open space of the Project, and its arrangement of buildings on the project site would not likely allow for a comprehensive stormwater management plan comparable to the Project's plan. Whereas the Project will decrease the volume of CSO discharges by 1.6 million gallons per year, it is estimated that the Reduced Density – Arena Alternative would increase CSO discharges by approximately 0.9 million gallons per year compared to the No Build condition.
- **Open Space:** The open space provided by the Reduced Density – Arena Alternative would be quantitatively and qualitatively inferior to the Project's open space. The alternative's provision of 1.84 acres of open space along with the addition of 12,450 workers and residents to the study area would result in open space ratios for the alternative that would be lower than the open space ratios for the Project (and with respect to residents, lower than the open space ratio in the No Build condition). Qualitatively, the Reduced Density – Arena Alternative's open spaces would not be as attractive for public use as the Project's. Its 0.85-acre public square would be bordered on all sides by City streets, including the heavily trafficked Atlantic Avenue. Its users would be subjected to traffic noise, and pedestrian safety could be an issue. The open space would be situated between the arena and the hotel, which would isolate it from the residential neighborhood. The remainder of the alternative's 1.84 acres of open space would be discontinuous pocket parks and rear yards. The rear yards would not be publicly accessible.

The Reduced Density – Arena Alternative would leave portions of the blighted project site undeveloped, and its design would not connect the neighborhoods surrounding the project site as effectively as the Project would. Although the alternative would extend the street grid from north of Atlantic Avenue in Fort Greene to Pacific Street, it would effectively shift the boundary between the neighborhoods to Pacific Street, a narrow local traffic corridor. This extension of the street grid would be inconsistent with the existing street grid because of the skewed alignment of the Fort Greene streets that would be extended through the project site. The extension of the street grid would not improve accessibility to the project site since Atlantic Avenue is a heavily trafficked roadway.

Nor would keeping 5th Avenue open have urban design or pedestrian safety advantages. The segment of 5th Avenue between Atlantic and Flatbush Avenues is a relatively short segment that results in an awkward shape for Block 1118 and contributes to the number of intersections in this

congested area of Brooklyn. Generally, the Project's closing of this segment does not adversely affect the circulation of traffic along Flatbush and Atlantic Avenues because it eliminates intersections that are near one another and that greatly complicate the timing of traffic signals. With respect to pedestrian traffic and safety, closing this segment will improve pedestrian circulation before and after arena events because it facilitates the construction of a new entrance to the Atlantic Avenue/Pacific Street subway complex that directly connects to the arena. Moreover, extending the Fort Greene street grid through the project site to Pacific Street would create additional points of potential pedestrian-vehicle conflicts as compared with the Project.

The projected economic and fiscal benefits from operating the Project's commercial mixed-use variation as presented in the FEIS (\$2.6 billion annually in New York City and \$3.0 billion annually in New York State) would exceed those of the Reduced Density – Arena Alternative (\$1.3 billion annually in New York City and \$1.5 billion annually in New York State). By contrast, because the Reduced Density – Arena Alternative would have almost twice as much commercial space as the Project's residential mixed-use variation, its operations would result in greater economic and fiscal benefits than the Project's residential mixed-use variation, the effect of which is estimated at \$0.9 billion and \$1.1 billion annually for the New York City and New York State economies, respectively. The economic and fiscal benefits derived from the construction of either variation of the Project would exceed those of constructing the Reduced Density – Arena Alternative. The total effect on the local economy from construction of the alternative is projected at \$4.14 billion in New York City and at \$5.4 billion in New York State, compared with \$4.9 billion in New York City for either of the Project's variations and \$6.3 billion for the commercial mixed-use variation and \$6.4 billion for the residential mixed-use variation in New York State.

To accommodate the footprint of the Reduced Density – Arena Alternative's arena, the bowl of the arena would need to be oriented north-south, which might require the extension of the footprint beyond the lot lines of Blocks 1119 and 1127 and, therefore, the acquisition of City-owned streets and the subsequent realignment of streets and reduction of sidewalk capacity. Space for loading operations would be limited. Because of the reduced footprint for the arena that would result from keeping 5th Avenue open, the Reduced Density – Arena Alternative would have to sacrifice space for luxury suites and back-of-house operations in order to maintain 18,000 seats.

Finally, as discussed above, the Reduced Density – Arena Alternative would not improve railroad and subway facilities and pedestrian access and safety as well as the Project would and in some respects could hamper pedestrian circulation and diminish pedestrian safety.

In summary, the Reduced Density – Arena Alternative would result in a mix of uses on the project site comparable to the Project but would provide approximately half of the housing units and less than a third of the open space. To maintain existing streets, this alternative would not include important aspects of the improvements to the rail yard and subway access and would forgo elements of the comprehensive stormwater management system. Rather than improving pedestrian safety and access to the site, the alternative's retention and addition streets could increase the potential for pedestrian-vehicle conflicts and result in severe congestion before and after arena events. In fact, the street may be shut down to accommodate the pedestrian flows between the arena and the subway. In addition, the design of the arena would be inferior to the Project's design because of the constraints of the footprint. This alternative would not provide the same level of housing benefits as the Project, but would result in similar significant adverse environmental impacts.

IX. Summary of Unmitigated Significant Adverse Impacts

A. Community Facilities

A deficit of approximately 986 seats in elementary schools within one-half mile of the project site would remain after construction of the on-site school. If DOE did not implement one or more of the other potential mitigation measures identified in the FEIS and Section VII.A above – including relocation of the boundaries of school catchment areas within the CSDs, creating new satellite facilities in less crowded schools, and/or building new schools off site – the significant adverse impact on elementary schools within one-half mile of the project site would be unmitigated. There would, however, continue to be sufficient school seats in the community school districts in which the project site is located.

B. 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 as specified in the Design Guidelines and partially mitigated as described in Section VII.B above.

C. Cultural Resources

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 described in Section VII.C above and set forth in the LOR between ESDC, OPRHP, and the project sponsors.

The Project will also result in two other unmitigated significant adverse impacts due to (i) the loss of views of the Williamsburgh Savings Bank Building from certain public vantage points and (ii) shadows cast by the Site 5 building on the Church of the Redeemer's stained glass windows in the morning.

D. Visual Resources

The Project will result in an unmitigated significant adverse impact due to the loss of views of the Williamsburgh Savings Bank Building from certain vantage points south and southeast of the Project Site and 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.

E. Shadows

The Project will result in an unmitigated significant adverse impact due to shadows cast by the Project on the Atlantic Terminal Houses open space when the weather is cooler and the days are longer. The Project will also result in an unmitigated significant adverse impact due to shadows cast by the Site 5 building on the Church of the Redeemer's stained glass windows in the morning. Both impacts will be partially mitigated, as described in Section VII.E above.

F. 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.

G. Noise

The Project will result in unmitigated noise impacts at the Dean Playground and at the Project's on-site open space areas.

As discussed in Section VII.H above, 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. The above measures will mitigate noise impacts for residential uses. However, at locations where owners elect not to take advantage of noise mitigation measures, the Project will have unmitigated noise impacts.

H. Construction

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 will not mitigate its construction noise impacts at the Dean Playground, Brooklyn Bear's Pacific Street Community Garden or South Oxford Park. If owners or tenants of the Temple of Restoration, the Pacific Branch Library and residences in the vicinity that will experience noise impacts elect not to take advantage of noise mitigation measures, the Project will have construction noise impacts at these locations.

X. Growth-Inducing Aspects of the Project

The Project will transform a large, prominent – but underutilized – site, at the crossroads of two of Brooklyn's most important avenues, above a major public transportation hub, and at the intersection of six distinct neighborhoods. It will introduce an arena for a major sports team and surround it with a mix of retail, hotel, office, residential, community facility, and open space uses. While the Project will improve existing infrastructure on and around the project site, including water and sewer lines, roadways, and railroad and subway facilities, the infrastructure in the study area is already well-developed such that improvements associated with the Project will not induce additional growth. While the Project's uses are expected to generate economic activity in the form of new businesses, employment, and residents on the project site and will contribute to growth in the City and State economies, they are not expected to induce additional notable growth outside the project site. With the exception of the existing manufacturing zoning districts primarily to the east of Vanderbilt Avenue along Atlantic Avenue, the ability of the Project to alter land use patterns in the study area will be minimal given existing land use patterns, existing zoning regulations, and

historic district designations. Even within the manufacturing districts, the density of any development would be severely limited by the M1-1 zoning, which places significant bulk restrictions on new buildings. Unless there are profound zoning changes in the study area, the introduction of a new mixed-use development with an arena use and increased economic activity on the project site will not be expected to spur changes in the established neighborhoods elsewhere in the study area.

XI. Irretrievable Commitments of Resources

A number of resources, both natural and built, will be expended in the construction and operation of the Project. These resources include the building materials used in construction of the project; energy in the form of gas and electricity consumed during construction and operation of the arena and related development; and the human effort (time and labor) required to develop, construct, and operate various components of the Project. These resources are considered irretrievably committed because their reuse for some purpose other than the Project would be highly unlikely. The land use changes associated with the development of the project site may also be considered a resource loss. The Project constitutes an irreversible and irretrievable commitment of the site as a land resource, thereby rendering land use for other purposes infeasible. However, many of these current land uses are dilapidated, vacated, and underutilized. The rehabilitation of the rail yard will help to modernize LIRR operations, and the renovated and reopened subway entrance will improve access to and flow within the station. Meanwhile, the new land uses associated with the Project will be similar to, and/or compatible with, those in the surrounding area.

XII. Summary Evaluation of the Project and its Alternatives

Overall, the project will have many significant social, environmental, civic and economic benefits. It will eliminate blight at the project site. 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 set forth above, the project will result in a number of significant environmental impacts that cannot be mitigated.

The MTA, LIRR, and NYCT has weighed 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 Reduced Density - No Arena Alternative would not improve railroad and subway facilities. Under the alternative, the smaller footprint of the development would result in less space for underground facilities, including parking and the rail yard itself. The Reduced Density - No Arena Alternative's smaller rail yard would have significantly limited functionality compared with the Project's expanded rail yard and even, in some respects, compared with existing conditions. The rail yard's capacity would be only 32 train cars as compared with the existing capacity of 72 cars; the rail yard would be built on a curve rather than on a straight line because of the limitations imposed on the rail yard footprint by the existence of privately owned parcels on Block 1120; and the new West Portal and drill track would likely not be constructed, forcing a more cumbersome system of switching trains between the lead track and the rail yard. The Reduced Density - No Arena Alternative would also not provide a new subway station entrance on the southeast corner of Flatbush and Atlantic Avenues. Without the new station entrance, pedestrians approaching the Atlantic Avenue/Pacific Street subway station complex from the south would continue to have to cross Atlantic Avenue to enter the subway station.

The Reduced Density - No Arena Alternative would also not provide Brooklyn with a facility and team to renew the proud 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. 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 MTA, LIRR, and NYCT also considered the Reduced Density - Arena Alternative, however this alternative would not improve railroad and subway facilities and pedestrian access and safety as well as the Project would and in some respects could hamper pedestrian circulation and diminish pedestrian safety. For example, leaving 5th Avenue between Atlantic and Flatbush Avenues open would separate Block 1118 from the arena, which would be built on Blocks 1119 and 1127, and, because of the lack of substantial subgrade real estate, make it improbable that there could be an all-weather indoor connection between the arena and the subway. The absence of the indoor connection would result in severely congested sidewalks before and after arena events. Keeping 5th Avenue open would also reduce the space available for improvements to the rail yard. Given the north-south orientation of the arena necessitated by its location on Blocks 1119 and 1127 and the infrastructure that would be required to support the arena, there would not be sufficient room on the project site to provide for a drill track to allow for the switching of ten-car trains.

Additionally, the smaller buildings in the Reduced Density - Arena Alternative 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 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. Most importantly, as discussed above, the Reduced Density – Arena Alternative would not improve railroad and subway facilities and pedestrian access and safety as well as the Project would.

On balance, after considering the benefits and impacts of the project disclosed in the FEIS, the MTA, LIRR, and NYCT conclude 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.

XIII. Conclusions and Certification of Findings Required by SEQRA

Having considered the DEIS and the FEIS, including the comments on the DEIS and responses thereto, and comments received on the FEIS, and the preceding written facts and conclusions, MTA, LIRR, and NYCT find and certify that:

(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, and that adverse environmental impacts will be avoided or minimized to the maximum extent practicable by incorporating as conditions to the decision those mitigative measures that the FEIS and this Findings Statement have identified as practicable.

Agency: Metropolitan Transportation Authority
Long Island Rail Road
New York City Transit
347 Madison Avenue
New York, New York 10017

Signature of Responsible Officer: _____

Name of Responsible Officer: _____

Title of Responsible Officer: _____

Date: _____ December 13, 2006

EXHIBIT 20

MINUTES OF THE MEETING
MTA CAPITAL CONSTRUCTION, PLANNING & REAL ESTATE COMMITTEE
December 11, 2006
347 Madison Avenue
New York, New York
9:00 a.m.

The following MTACC, Planning and Real Estate Committee members attended.

Hon. Nancy Shevell Blakeman, Chair
Hon. Andrew Albert
Hon. Donald Cecil
Hon. Barry Feinstein
Hon. James Harding Jr.
Hon. Jeffrey Kay
Hon. Mark Lebow
Hon. Susan Metzger
Hon. James Sedore
Hon. Carl Wortendyke

The following MTACC, Planning and Real Estate Committee member did not attend.

Hon. David Mack

The following MTA Board member attended.

Hon. James Blair

The following MTA Capital Construction staff attended.

Mysore Nagaraja
Veronique Hakim
Shawn Kildare
Richard Miras

The following MTA staff attended.

William Wheeler
William Morange
Roco Krsulic
Sheila Antman
David Bosch
Michael Bader
Joseph Chan
Allen LoGalbo
Nancy Marshall
Matthew McElroy

Ms. Blakeman called the December 11, 2006 meeting of the MTACC, Planning and Real Estate Committee to order at 9:02 a.m.

Public Speakers

There were no speakers in the public comments portion of the meeting.

Meeting Minutes

Upon motion duly made and seconded, the MTACC, Planning and Real Estate Committee approved the minutes to the previous meeting held on November 27, 2006.

Work Plan

There were no changes to the Committee's work plan.

Volume I - Capital Construction Projects

Mr. Nagaraja updated the Committee on the information included in the monthly Capital Construction reports.

Mr. Nagaraja reported that the South Ferry Terminal Station project was proceeding on schedule and within budget.

Turning to the Fulton Street Transit Center, Mr. Nagaraja said that construction of the connector between the E and the R/W subway lines would be included in the project and funded from the MTA Capital Program. A presentation on the entire Fulton Street Transit Center project will be made at the Committee's January meeting.

Reporting on the No. 7 Line Extension project, Mr. Nagaraja stated that the solicitation for the first contract, which will include tunneling and the station caverns construction, is underway. The pre-bid tour and conference was held, and multiple bids for the contract are anticipated. The contract for the project's construction manager is also being advertised.

On the Second Avenue Subway Line project, Mr. Nagaraja reported that MTACC has advertised the tunneling contract from 92nd Street to 63rd Street. The proposers have requested more time to respond, and the deadline for submitting bids was extended from December 20 to January 10.

Regarding the East Side Access project, Mr. Nagaraja reported that the two open construction contracts were proceeding well. The MTA anticipates receiving the FTA's Full Funding Grant Agreement for the project in mid-December.

Mr. Albert asked whether concerns raised by Carter Burgess (CB), the Independent Engineers for the Capital Program Oversight Committee, regarding the South Ferry Terminal Station and the Fulton Street Transit Center projects were reflected in the Capital Construction reports. Mr. Nagaraja responded that difference with CB is only about \$5 million for the South Ferry Terminal Station and that he is confident the project would remain within the \$489 million budget. Regarding the CB issues related to the Fulton Street Transit Center, Mr. Nagaraja will do a presentation at the Capital Construction Committee meeting in January to address the overall project.

Procurement Items

Upon motion duly made and seconded, the MTACC, Planning and Real Estate Committee approved two procurement items: a modification to a competitive contract with Lockheed Martin Transportation and Security Solutions to install separate demarcation points in the IESS/C3 network for Metro-North Railroad and MTA Police Department; and a ratification to modify the contract with Slattery Skanska to remove the unforeseen underground obstructions on the east side of Church Street for the Fulton Street Transit Center Dey Street Concourse structural box.

Action Item: 2007 Final Proposed Budget

Ms. Hakim presented an overview of MTA Capital Construction accomplishments in 2006 and the 2007 Final Proposed Budget.

Ms. Hakim reported that the agency's 2006 achievements included: the anticipated receipt of the Federal Transit Administration's Full Funding Grant Agreement for East Side Access, the largest FTA sponsored New Starts project in the country; award of two major tunneling contracts for the East Side Access Project; signing of the Memorandum of Understanding with the City of New York for funding the No. 7 Line Extension; commencement of final design for the first phase of the Second Avenue Subway; issuance of the bid for the first contract of the Second Avenue Subway Line project; construction activity on all the contracts for the South Ferry Terminal Station; advancement of construction for the Fulton Street Transit Center; and continued progress in the MTA Capital Security Program.

Ms. Hakim said that by mid-2007, all the projects managed by MTA Capital Construction will be under construction with a total budget of \$14.8 billion. To date, project commitments total \$3.8 billion. The value of the active design and construction contracts is \$2.5 billion. The total of new construction awards planned in 2007 is \$3.6 billion.

Ms. Hakim reported on the agency's goals: to keep project administrative costs below the industry standard of 3%-4%; to minimize duplication of existing support services available in other MTA agencies; to keep core staff to a minimum with the aid of matrixing technical resources from other MTA agencies; and to apply best practices and lessons learned to all MTA Capital Construction mega-projects.

Ms. Hakim also reviewed funding for the various MTA Capital Construction projects that total \$4,665 million in the 2000-2004 Capital Program and \$4,953 million in the 2005-2009 Capital Program. The \$75 million in administrative costs funded through the 2005-2009 Capital Program represents approximately 1% of the budget. All of the agency's costs are 100% reimbursable through the Capital Program.

Ms. Hakim reported that the proposed 2007 expense budget for MTA Capital Construction is \$34.301 million, with an anticipated core staff of 150 employees. The actual headcount for the agency's various projects is a mix of core employees and matrixed resources depending on the availability of staff and project needs.

Upon motion duly made and seconded, the MTACC, Planning and Real Estate Committee approved the MTA Capital Construction Final 2007 Proposed Budget.

Volume II -- Real Estate Action Items

Mr. Krsulic highlighted the two advertising contracts which the MTA negotiated for MTA Board approval. The first was with Van Wagner Transportation Advertising LLC which proposed a very ambitious rental stream with an aggregate value of \$58 million over 10 years.

The second contract was with Titan Outdoor Holding Inc. to install, display and maintain advertising for the entire family of MTA bus companies, commuter railroads and Transit outdoor. The guaranteed payment for the first year is \$54.5 million with an aggregate value of more than \$800 million over the 10-year term of the contract.

The two advertising contracts offer nearly \$900 million on an aggregate value to the MTA. For both Van Wagner and Titan Outdoor Holdings Inc., the MTA will ask for additional security in the first years of the contract.

Upon motion duly made and seconded, the MTACC, Planning and Real Estate Committee moved the following Real Estate action items to the full MTA Board for consideration.

MTA NEW YORK CITY TRANSIT

1. License Agreement with Cosanba Inc. (d/b/a Koryodang Café) for the operation of a café and bakery at the multi-level retail concession on the intersection of 75th Street & Roosevelt Avenue at 74 Street-Broadway/Roosevelt Avenue Station, Flushing and Queens Boulevard Lines, Elmhurst, New York
2. License Agreement with Van Wagner Transportation Advertising, LLC for the installation, display and maintenance of advertising at approved outdoor billboard locations

MTA METRO-NORTH RAILROAD

3. Assignment of Lease Agreement from Suz Express, Inc. to Terrance Legeret for the operation of a café at the Brewster Station Building, Brewster, New York
4. Permit with Café Spice for the use of Storage Space at Grand Central Terminal Main Concourse (MCSE-06), New York, New York

METROPOLITAN TRANSPORTATION AUTHORITY

5. License Agreements with Titan Outdoor Holding Inc. for the installation, display and maintenance of advertising at approved locations for MNR/LIRR and Agency-Wide Buses

MTA MANHATTAN AND BRONX SURFACE TRANSIT OPERATING AUTHORITY

6. Lease Agreement with Royal Charter Properties West, Inc. for a bus driver swing space at 53 Audobon Avenue, New York, New York

MTA BRIDGES AND TUNNELS

7. License Agreement with the United States of America, acting by its General Services Administration, for parking spaces at the Battery Parking Garage, Manhattan, New York

Real Estate Information Items

- a. Status Report on Month-to-Month Licenses
- b. Status Report on Property Acquisitions and Other Transactions involving New York City
- c. Status Report on Grand Central Terminal Vanderbilt Hall Events
- d. Update on a Lease Agreement between MTA/LIRR and Bombardier Transit Corporation
- e. Status Report on Permit to Enter Upon Property Agreement between CPG Partners L.P. d/b/a Woodbury Common Premium Outlets and Metro-North Facility in Harriman, New York during Thanksgiving Weekend 2006
- f. Update on a Lease Extension Agreement for bus driver swing space at 259 West 116th Street, New York, New York

Additional Item

Mr. Krsulic reviewed the staff summary regarding the Atlantic Yards project environmental findings. The proposed sale of the property to Forest City Ratner Companies required the Empire State Development Corporation (ESDC), as lead agency, to complete an environmental review of the proposed project under the State Environmental Quality Review Act (SEQRA). The MTA, as the involved agency, participated in the review process along with NYC Transit and LIRR staff. The SEQRA includes the environmental impacts that will be mitigated entirely and others that will be partially mitigated.

The action before the Committee was for the disposition of the non-operating properties, the air rights; construction of a new yard for the LIRR; and other minor acquisitions from ESDC on behalf of the MTA to construct a new LIRR yard.

Mr. Albert questioned the importance of acquiring the land for a new yard in light of two scenarios that could reduce its importance: with the completion of East Side Access, the LIRR Brooklyn service could virtually become just a shuttle; and under the Lower Manhattan-JFK rail link proposal, a new yard would have little value. Mr. Wheeler responded that as LIRR grows, the yards will continue to be major strategic assets for train storage.

Upon motion duly made and seconded, the MTACC, Planning and Real Estate Committee moved the findings of the environmental impacts and mitigation measures for the Atlantic Yards project to the MTA Board.

Executive Session

Upon motion duly made and seconded at 9:25 a.m., Ms. Blakeman adjourned the public meeting of the MTACC, Planning and Real Estate Committee for the members to go into Executive Session to discuss a security matter.

Adjournment

Upon motion duly made and seconded, Ms. Blakeman reconvened the public session and then immediately adjourned the December 11, 2006 meeting the MTACC, Planning and Real Estate Committee at 9:40 a.m.

Respectfully submitted,

Miriam Cukier
Secretary
MTACC, Planning and Real Estate Committee

EXHIBIT 21

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.

BOARD MINUTES

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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.
6135015.2

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

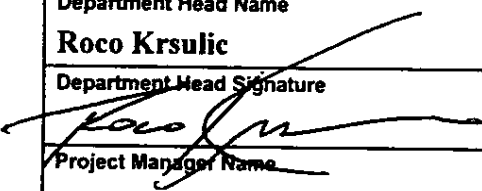
Having considered the DEIS and the FEIS, the comments on the DEIS, the responses to those comments, comments received on the FEIS, and the findings statement, MTA staff have recommended that the Board make the following findings required by SEQRA:

(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.


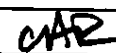
EXHIBIT 22

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.

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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.

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EXHIBIT 23

MTA Findings Statement

Made Pursuant to the New York State Environmental Quality Review Act

Atlantic Yards Arena and Redevelopment Project

Metropolitan Transportation Authority

Long Island Rail Road

New York City Transit

December 13, 2006

**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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