

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 24

RESOLUTION

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

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

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

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

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

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

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

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

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

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

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

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

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

EXHIBIT 25

**Minutes of Regular Board Meeting
Metropolitan Transportation Authority
347 Madison Avenue
New York, NY 10017**

**Wednesday, December 13, 2006
9:30 a.m.**

The following members were present:

**Hon. Peter S. Kalikow, Chairman
Hon. David S. Mack, Vice Chairman
Hon. Andrew M. Saul, Vice Chairman
Hon. John H. Banks, III
Hon. James F. Blair
Hon. Nancy Shevell Blakeman
Hon. Donald Cecil
Hon. Barry Feinstein
Hon. Jeffrey A. Kay
Hon. Mark D. Lebow, Esq.
Hon. Susan Metzger
Hon. Mark Page
Hon. Mitchell H. Pally
Hon. Francis H. Powers
Hon. James L. Sedore, Jr.
Hon. Carl V. Wortendyke**

Katherine N. Lapp, Executive Director, Catherine A. Rinaldi, General Counsel, Robin Bergstrom, Acting Corporate Secretary, Board Member Andrew Albert, Board Member Norman E. Brown, Board Member Ed Watt, Lawrence Reuter, President of NYCTA, Peter Cannito, President of Metro-North, Raymond P. Kenny, Acting President, LIRR, Susan L. Kupferman, President of TBTA, Neil Yellin, President of MSBA, Mysore L. Nagaraja, President of MTA Capital Construction, Thomas J. Savage, President of the MTA Bus Company, and Douglas Sussman, Director, Community Affairs also attended the meeting.

The Board of the Metropolitan Transportation Authority also met as the Board of the New York City Transit Authority, the Manhattan and Bronx Surface Transit Operating Authority, the Staten Island Rapid Transit Operating Authority, the Metropolitan Suburban Bus Authority, the Triborough Bridge and Tunnel Authority, the Long Island Rail Road, the Metro-North Commuter Railroad Company, the MTA Capital Construction Company, the MTA Bus Company, and the First Mutual Transportation Assurance Company.

Unless otherwise indicated, these minutes reflect items on the agenda of the Board of the Metropolitan Transportation Authority, the Metropolitan Suburban Bus Authority, and the First Mutual Transportation Assurance Company. Refer to the agencies' minutes of this date for items on the agendas of the Boards of the other agencies.

1. **PUBLIC SPEAKERS:** There were no speakers addressing items on the MTA agenda. Refer to the MTA Agencies' minutes for the list of speakers.

**BOARD MINUTES
DEC 13, 2006
/ OF 147**

Chairman Kalikow announced the retirement of Beverly Dolinsky, Executive Director and founding member of the Permanent Citizens Advisory Commission (PCAC). Chairman Kalikow commended Ms. Dolinsky on her 30 years of service on behalf of the transit riders, seven years serving as one of the first non-voting riders' representative on the MTA Board, and the personal service she provided as a member of the Board of the Friends of the NY Transit Museum. He said that Ms. Dolinsky's influence in all her roles was exercised in a most gracious way, helping to bring about change with a positive approach, and as a token of the MTA's continuing appreciation and respect for her extraordinary efforts, Chairman Kalikow presented Ms. Dolinsky with a souvenir commemorating her service to the MTA.

Ms. Dolinsky thanked Chairman Kalikow and everyone at the MTA, the agencies and the PCAC members and staff for their support and for their cooperation over the years, and she said that without their help the PCAC could never have realized its mission. Ms. Dolinsky said that although many struggles remain - chief among them is a reliable, stable funding source for both capital and operating expenses - the transportation system has improved tremendously over the past 25 years and the best evidence of its success is the growing number of riders. Ms. Dolinsky concluded by introducing William Henderson, PCAC Associate Director, as PCAC's new Executive Director, effective December 23, 2006.

2. **MINUTES.** Upon motion duly made and seconded, the Board unanimously approved the minutes of the regular Board meeting held on November 29, 2006.
3. **GOVERNANCE COMMITTEE.** Upon motion duly made and seconded, the Board unanimously approved the following action item. The specifics are set forth in the attached staff summaries and documentation.

Amendment of Charters. Approval of the Diversity Committee charter and the following amendments to the committee charters previously adopted by the Board: (1) an amendment to the charter for the Committee on Operations of the NYCTA, MaBSTOA and the SIRTOA to reflect the Transit Committee's oversight role over the operations of the MTA Bus Company; (2) an amendment to the charter for the Planning and Real Estate Committee to reflect the combination of that Committee with the Capital Construction Committee to form the Capital Construction, Planning and Real Estate Committee; and (3) an amendment to each of the committee charters to address a concern that has arisen with respect to the applicability of quorum requirements to committee meetings.

4. **COMMITTEE ON FINANCE.**

Upon motion duly made and seconded to approve the Finance Committee action items, Chairman Kalikow welcomed comments from the Board on the MTA 2007 Budget Adoption materials.

Board member Pally expressed his concerns with respect to the LI Bus Budget relating to the proposed reduction in service beginning in March, 2007. He said that LI Bus has experienced an increase in ridership in the past few years and requires an addition \$2 million to allow it to continue its current service through

the end of 2007. Mr. Pally said that he understands the current relationship that the MTA has with Nassau County with regards to funding LI Bus; however, he said that the priority of the Agency should be to provide adequate service to its customers.

Board member Pally proposed an amendment to the LI Bus budget transferring \$2 million from the MTA Recording Tax #2, at the discretion of the Board, to be added to the LI Bus Budget for 2007. He said that when MTA receives funding from Nassau County, the \$2 million taken from the MTA Recording Tax #2 can be replaced.

Vice Chairman Mack seconded Mr. Pally's motion to amend the LI Bus budget and said that, as a Nassau County Representative, he believes that LI Bus requires some relief. However, Mr. Mack said that he has also discussed this matter with Chairman Kalikow and he confirmed that the Chairman is working diligently on the matter.

Chairman Kalikow presented a brief history on the creation of LI Bus and its funding sources, and he said that the MTA has always been able to reach a positive agreement with the Nassau County Executive with respect to the funding and service for LI Bus. Chairman Kalikow suggested to Mr. Pally that he give the agency an opportunity to meet with the County Executive to resolve the service and funding issues, and if these issues cannot be resolved, the agency can amend the Operating Budgets.

Board member Pally said that although he appreciates the Chairman's efforts, he is concerned that LI Bus will not be able to continue its current service beyond February 2007 and that the agency cannot guarantee the riders adequate service.

Chairman Kalikow asked Neil Yellin, President of LI Bus, to work on resolving service reduction issues to allow for adequate service through the end of April.

Mr. Yellin indicated that the service reduction issues can be resolved through the end of April; however, he said that the longer these issues go unresolved, the service reductions could become more severe.

As an alternative to Mr. Pally's motion to amend the LI Bus budget, Chairman Kalikow suggested that the Board not approve a reduction in service through the end of April.

Mr. Pally welcomed Chairman Kalikow's alternative, and as a result, he withdrew his motion to amend the LI Bus Budget with the understanding that there would be no service reductions for LI Bus through the end of April, and that the Board would take the necessary steps to ensure that the proposed reduction in LI Bus services are not made during 2007.

Board member Albert asked how far in advance is the agency required to notify the public in the event of service reductions.

Mr. Yellin said that legally the agency is required to notify the public within sixty to ninety days in advance of proposed service reductions.

Chairman Kalikow said that historically the agency has always managed to resolve these matters and prevent any disruption of service.

Mr. Pally further expressed concerns with respect to the legally required notification process to the public, and he said that the riders deserve to have some level of comfort with respect to transportation services in Nassau County.

Chairman Kalikow said that the three funding parties for LI Bus include MTA, the County and the State, and all three parties should be responsible in their obligation to Nassau County riders; and he said that he believes that all the issues can be resolved if the Board agrees to maintain the current service levels and direct the Chairman and Executive Director to reach a speedy resolution with the County Executive.

Board member Blakeman said, as a member of the LIRR Committee, she empathized with Mr. Pally's concerns. However, Ms. Blakeman said that she believes that Chairman Kalikow is being fair and sensitive to the issues concerning LI Bus and she agreed with the Chairman's suggestions on how to handle the matter.

Chairman Kalikow said that the Board is aware of his reluctance to reduce service, which has been his position for the last six years, and he said that he will continue to do what is necessary to prevent any reductions in service.

Vice Chairman Mack assured Mr. Pally that he has discussed this matter with the Chairman and he is optimistic that these issues will be resolved. Mr. Mack indicated that if Mr. Pally stands by his withdrawal of his motion to amend the LI Bus Budget, he therefore withdraws his second of the motion.

Mr. Pally said that with the assurance that the issue would not be left in abeyance for too long, he withdraws his motion to amend the LI Budget.

Chairman Kalikow assured Mr. Pally that the staff would work toward a speedy resolution of the matter.

Board member Pally expressed his concerns with respect to the LIRR Maintenance Budget, as it relates to the maintenance of M-7 Cars. He said that the Executive Director has assured him in writing that the manufacturer (Bombardier) of the cars would pay for the problem. However, Mr. Pally said that the problem is that until the manufacturer does pay, the money is being taken from the LIRR maintenance budget, which necessitates forfeiting other maintenance budget items.

In addition, Mr. Pally said that his other concern relates to the measures involving the gap issues on the LIRR trains, and he said that the same concerns he has with the maintenance issues also apply to the gap issues, which is that the money used

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to resolve these issues has been taken from the LIRR 2006 Maintenance Budget and will continue through 2007. Mr. Pally said that although the Executive Director has indicated that the MTA has contingency money for this purpose, he would hope that in 2007 the contingency funds could be made available to the LIRR for these activities.

Chairman Kalikow assured Mr. Pally that the safety of the riding public is the agency's first priority. Chairman Kalikow said that the agency has proceeded to do what is necessary to correct the gap issues. Chairman Kalikow said that the policy is that the state-of-good repair is the agency's first priority, system improvements are second, and system expansions are the agency's third priority. He said that to the extent that the work on the gap exceeds the allotted budget, the money would first be taken from the system expansion budget and secondly, the money would be taken from the system improvement budget. However, Chairman Kalikow said that the maintenance budget, which relate to the safety of the riding public, would never be reduced, and that he believes that there is adequate funds in reserves in all three items of the budget for the LIRR, as well as the Metro-North Rail Road, to deal with these issues. Chairman Kalikow said that these issues will be closely monitored and if changes are necessary, the Board would be made aware of the situation.

Board member Pally continued by expressing his concerns with the lack of expansion in services for the LIRR and Metro-North under the budgets, while the Transit Authority has received and expansion in service in its budget. He said that, while he doesn't begrudge the Transit Authority's receiving enhanced subway and bus services, which he said is warranted in view of the record number of riders, he questioned why there is no expansion in service for the railroad budgets. Mr. Pally said that he has indicated that he believes that one of the first things that should be done is to expand the service on the Ronkonkoma Line during off-peak hours.

Mr. Pally asked the Chairman to direct the railroad to examine the issues and provide the Board with a report on Ronkonkoma to determine how these issues can be resolved as soon as possible.

Chairman Kalikow said that it is his understanding that the issues involving the Ronkonkoma station are operational problems, which make increasing service on this line not feasible, and he assured Mr. Pally that these issues are being investigated. In addition, Chairman Kalikow said that as ridership increases, these issues will increase and the agency is constantly looking for innovative ways to deal with these issues until the East Side Access, Second Avenue and other projects such as these are completed.

Mr. Pally further expressed his concerns with respect to the sale of alcohol on the LIRR, by saying that he does not believe that it is good public policy for an agency of the State of New York to sell alcohol to riders on its system. He said that the agency owe all of its riders a safe and secure ride, and when most of the LIRR riders reach their destination, they must get into an automobile to reach their final destination, unlike NYC transit riders, where most of the riders walk

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from the subway and where alcohol use on the system is prohibited. Mr. Pally said that if the agency is not ready to take steps to prohibit the use of alcohol on the system, then the agency should at least refrain from selling alcohol to its customers.

In summary, Mr. Pally made a motion to reduce the revenues of the LIRR budget by \$350,000, which totals the amount of money generated by the sale of alcoholic beverages on the railroad.

Chairman Kalikow said that in light of the fact that the systems are changing as a result of improved and increased services, it may become necessary for the agencies to reexamine the way in which business on the railroads is conducted, and he said that perhaps the sale of alcohol should be reexamined. Chairman Kalikow suggested creating a Task Force, consisting of any Board member who would like to volunteer for the task and members of the railroad that are affected by the proposed changes, to review these issues and provide a report to the Board by the end of the first quarter of 2007.

Mr. Pally agreed with Chairman Kalikow with respect to creating a Task Force to examine whether alcohol should be consumed on the railroad, however, he said that he sees no reason why the agency should sell alcohol on the system, which is a different issue from whether or not alcohol should be consumed on the railroad.

Mr. Pally said that his concern is that if the revenues are included in the budget and the Board decides to eliminate the sale of alcohol, the railroad is left with a deficit in its budget. Mr. Pally suggested that the revenues be eliminated from the budget, which is a small portion of the budget, and if the Board decides that it will continue to allow the sale of alcohol on the railroad, the money can be added back to the budget.

Chairman Kalikow suggested that the budget not be amended until a decision is made in favor of changing the rules, and that a vote on this issue be delayed until the Task Force has an opportunity to examine the matter.

Vice Chairman Mack said that he has discussed this matter with the Chairman and that the recommendation to create a Task Force is a good idea, and he suggested that the Task Force provide the Board with a speed resolution to this matter.

Mr. Pally agreed to Chairman Kalikow's proposal to create a Task Force to examine these issues provided that the Task Force bring back to the Board a speedy resolution.

Mr. Pally said that the Task Force would be charged with resolving two issues: (1) whether the railroad should allow the use of alcohol on the system, and (2) whether the railroad should be allowed to sell alcohol to its customers.

Chairman Kalikow advised Mr. Pally that there is a railroad-wide policy that involves other parties who would have to be considered and consulted, and Chairman Kalikow assured Mr. Pally that this matter would be fully examined.

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Mr. Pally, based upon Chairman Kalikow's commitment to fully examine the matter, withdrew his motion to reduce the revenues of the LIRR budget by \$350,000.

Upon motion duly made and seconded, Chairman Kalikow called for a vote on the Finance Committee action items, and the Board unanimously approved all of the action items as follows: The specifics are set forth in the attached staff summaries and documentation.

- A. **MTA Consolidated 2007 Budget Adoption Materials.** Approval of the MTA Consolidated 2007 Budget Adoption materials, as approved by the individual agency committees at their December meetings.
- B. **MTA 2000-2004 Capital Program Amendment.** Approval to amend the 2000-2004 Capital Program to incorporate changes since the last comprehensive amendment approved by the MTA Board in December 2005; and authorization to the Executive Director to submit required plan amendments to the Capital Program Review Board to secure approval for certain changes in accordance with State statute.
- C. **MTA 2005-2009 Capital Program Amendments.** Approval to amend the 2005-2009 Capital Program to incorporate changes since the last comprehensive amendment approved by the MTA Board in January 2006; and authorization to the Executive Director to submit those categories of the plan as required by State statute to the Capital Program Review Board for approval.
- D. **Owner Controlled Insurance Program (OCIP): 2nd Avenue Subway.** Authorization to (1) utilize OCIP; (2) permit Project Technologies International LLC, a member of The Allied Group of Companies, to place the primary OCIP insurance policies with American International Group (AIG), to place excess liability with Wellington Underwriting Agencies Ltd. and to place builders' risk insurance with a European consortium led by Swiss Re and Munich Re; and (3) for First Mutual Transportation Assurance Company (FMTAC) (MTA's captive insurance company subsidiary) to enter into a trust agreement with AIG to establish a loss fund for workers compensation losses, and to fund claims, safety and administrative expenses within the self-insured retention of the builders' risk policy.
- E. **Procurement Items.** Upon motion duly made and seconded, the Board unanimously approved the following items listed below. The specifics are set forth in the attached staff summaries and documentation.
 - 1. **In Motion Technology, Inc. – Modems for MTAPD's Remote Mobile Vehicles – No. 06310-0100.** Non-competitive contract for the purchase of a quantity of 32 high-speed data modem devices to be installed in recently purchased police vehicles and new vehicles to be purchased in 2007 that are equipped with a Data911 computer.

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2. Hill International, Inc. – As-Needed Cost Estimating Services for MTAHQ – No. 06271-0100. Ride a competitively negotiated NYCTA Contract No. 1231 to provide cost estimating services on an as-needed basis for MTAHQ construction and maintenance contract awards that include all trade disciplines, for work at 341, 345 and 347 Madison Avenue.
 3. Mythics, Inc. – Oracle On-Demand Support Services for PeopleSoft Software – No. 06311-0100. Ride Oracle's New York State Contract No. PT59019 with Mythics, Inc. (a value-added reseller of Oracle Software under Oracle's NY State Contract No. PT59109) to provide Oracle consulting staff, for a period of eleven months, to perform as-needed PeopleSoft Proprietary Software support for the installed base of PeopleSoft business application.
 4. Colliers ABR, Inc. – Property Management Services – No. 06184-0100. Competitively negotiated contract with consultant to perform property management services for two MTA properties – the Jamaica Central Control Center, Jamaica, NY and 242 & 250 Old Country Road Mineola, NY.
 5. Jones Lang LaSalle Americas, Inc. – Retail Property Management Services – No. -06069-0100. Competitively negotiated contract to provide retail property management services for Grand Central Terminal, which include the lease administration and enforcement; marketing and promotions; housekeeping and engineering services associated with non-public areas; financial management; and leasing and merchandising.
 6. D. Rivera Investigations, Inc. – Polygraph Testing for MTA Police Officer Recruits – No. 06269-0100. Competitive contract to provide polygraph testing for MTA Police applicants as needed to meet projected hiring needs.
6. COMMITTEE ON MSBA. Upon motion duly made and seconded, the Board unanimously approved the following item listed below. The specifics are set forth in the attached documentation.
1. Lund Fire Products Co., Inc. – Fire Extinguisher Repairs and Maintenance - # E-3591. Non-competitive sole-source miscellaneous service contract to Lund Fire Projects Co., Inc. for repairs and maintenance to its Santa Barbara/Kidde Dual Spectrum Fire Suppression Systems ("Kidde Systems") for a two-year period with a one-year renewal option.
 2. Perfect Body Company – Structural Frame Repairs to Orion V Buses - # E-3373, C/O # 3. Additional funding for a competitive contract to provide for structural frame and incidental repair services on a continuous basis through contract expiration for the Orion-V buses.

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6. **COMMITTEE ON CAP. CONSTR., PLANNING & REAL ESTATE.** Upon motion duly made and seconded, the Board unanimously approved the following Real Estate items. The specifics are set forth in the attached staff summaries and documentation. Refer to the minutes of the MTA Capital Construction Company for items related to the MTA Capital Construction Company.

New York City Transit Authority

1. License agreement with Van Wagner Transportation Advertising, LLC ("Van Wagner") for the installation, display and maintenance of advertising at approved outdoor locations on selected structures along rights-of-way.

Long Island Railroad

2. Release of LIRR Easement previously used for access across the Bay Ridge Branch right-of-way to Lynn and Ner Bresler (Block 6702, p/o Lot 21). Brooklyn, NY.

Metro-North Railroad

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

Metropolitan Transportation Authority

5. MTA Consolidated Advertising License Agreement with Titan Outdoor Holding Inc. for the installation, display and maintenance of advertising at approved locations within or on facilities and vehicles.

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, NY.

Atlantic Yards Project Environmental Findings.

7. Resolution adopting the MTA Findings Statement summarizing the proposed project's environmental impacts and mitigation measures, as required by SEQRA; and authorization to the Chairman and the Executive Director and their respective designees to proceed with the MTA/LIRR/NYCTA transactions described in the staff summary and to take any and all such further actions, collectively or individually, on behalf of MTA, LIRR and NYCTA, 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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7. **EXECUTIVE SESSION.** Upon motion duly made and seconded, the Board unanimously voted to convene to executive session to consider labor matters.
8. **PUBLIC SESSION RESUMED.** Upon motion duly made and seconded, the public session resumed.

Chairman Kalikow announced that upon motion duly made and seconded, the Board approved a Memorandum of Understanding between the NYCTA and the TWU Local 106, Transit Supervisors Organization, Career and Salary Unit.

Upon motion duly made and seconded, the Board unanimously voted to adjourn the meeting.

Respectively submitted,



Victoria Clement
Assistant Secretary

CERTIFICATION PURSUANT TO CPLR 2105

I, Roberta Bender do hereby certify, pursuant to CPLR 2105, that the foregoing record has been compared with the papers on file with the Metropolitan Transportation Authority, and has been found to be a true and complete copy thereof.

Dated: New York, New York
April 25, 2007

A handwritten signature in cursive script, reading "Roberta Bender", is written over a horizontal line.

Roberta Bender, Esq.

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