

ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

APPLICATION FOR FINANCIAL ASSISTANCE

CPG PARTNERS, L.P.

(Applicant Name)

James O'Donnell
Executive Director

Office of Economic Development
Orange County Government Center

255 Main Street

Goshen, NY 10924

Tel: 845-291-2700

www.orangecountygov.com

jodonnell@orangecountygov.com

Updated August 2012

ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

APPLICATION FOR FINANCIAL ASSISTANCE

I. APPLICANT INFORMATION

Company Name: CPG PARTNERS, L.P.
Mailing Address: 105 EISENHOWER PARKWAY, ROSELAND, NJ 07068
Phone No.: 973-403-3198
Fax No.: 973-364-2503
Fed Id. No.: 22-3258100
Contact Person: John Villapiano, P.E.
Senior Manager, Development

Principal Owners/Officers/Directors (list owners with 15% or more in equity holdings with percentage ownership):

SIMON PROPERTY GROUP, L.P. OWNS 99% OF APPLICANT

Corporate Structure (*attach schematic if applicant is a subsidiary or otherwise affiliated with another entity*) SEE EXHIBIT E

Form of Entity

☐ Corporation

Date of Incorporation: _____
State of Incorporation: _____

☒ Partnership

General _____ or Limited X
Number of general partners 1
If applicable, number of limited partners 1

Date of formation 10/14/1993
Jurisdiction of Formation DELAWARE

☐ Limited Liability Company/Partnership (number of members _____)

Date of organization: _____
State of Organization: _____

☐ Sole Proprietorship

If a foreign organization, is the applicant authorized to do business in the State of New York? YES

APPLICANT'S COUNSEL

Name: LOUIS L. D'ARMINIO, ESQ.
MARK W. GREENE, ESQ.
Address: C/O PRICE, MEESE, SHULMAN & D'ARMINIO, PC
50 TICE BOULEVARD, SUITE 380, WOODCLIFF LAKE, NJ 07677
Phone No.: 201-391-3737
Fax No.: 201-391-9360

II. PROJECT INFORMATION

A) Describe the proposed acquisitions, construction or reconstruction and a description of the costs and expenditures expected.

The project is the 2012 Renovation of Woodbury Common Premium Outlets, Route 32 at New York State Thruway, Exit 16, Village of Woodbury, NY. See narrative as Exhibit A attached and Site Plan sheets as Exhibit B.

B) Furnish a copy of any environmental application presently in process of completion concerning this project, providing name and address of the agency, and copy all pending or completed documentation and determinations.

Planning Board and SEQRA Approval from Woodbury Planning Board, 511 Route 32, Highland Mills, NY. Resolution of Approval, dated March 13, 2013, attached as Exhibit C. Final Supplemental Environmental Impact Statement available upon request.

If any of the above persons, or a group of them, owns more than a 50% interest in the company, list all other organizations which are related to the company by virtue of such persons having more than a 50% interest in such organizations.

Is the company related to any other organization by reason of more than 50% common ownership? If so, indicate name of related organization and relationship.

CPG PARTNERS IS A SUBSIDIARY OF SIMON PROPERTY GROUP, INC.

Has the company (or any related corporation or person) made a public offering or private placement of its stock within the last year? If so, please provide offering statement used.

YES, SEE EXHIBIT F.

Project Data

1. Project site (land)

(a) Indicate approximate size (in acres or square feet) of project site.

149.2 acres

(b) Are there buildings now on the project site?

X Yes No

(c) Indicate the present use of the project site.

RETAIL OUTLET CENTER

(d) Indicate relationship to present user of project.

OWNER IS CPG PARTNERS, L.P.

OPERATOR IS SIMON PREMIUM OUTLETS®

2. Does the project involve acquisition of an existing building or buildings? If yes, indicate number, size and approximate age of buildings:

NO

3. Does the project consist of the construction of a new building or buildings? If yes, indicate number and size of new buildings:

YES. SEE NARRATIVE ATTACHED AS EXHIBIT A.

4. Does the project consist of additions and/or renovations to existing buildings? If yes, indicate nature of expansion and/or renovation:

YES, SEE NARRATIVE ATTACHED AS EXHIBIT A AND ARCHITECTURAL DETAILS DOCUMENT, ATTACHED AS EXHIBIT D.

5. What will the building or buildings to be acquired, constructed or expanded be used for by the company? (Include description of products to be manufactured, assembled or processed, and services to be rendered. . .

THE COMPANY OFFICES WILL ONLY BE OCCUPYING A PORTION OF THE NEW MARKET MALL. APPROXIMATELY 912,728 S.F. OF THE CENTER WILL BE GROSS LEASABLE AREA FOR TENANTS.

OTHER USES INCLUDE COMMON AREA FOR CUSTOMERS (DINING, MEETING, ETC.)

. . .including the percentage of building(s) to be used for office space and an estimate of the percentage of the functions to be performed at such office not related to the day-to-day operations of the facilities being financed.)

OFFICE SPACE NOT DEDICATED TO OPERATIONS IS 0.2%

6. If any space in the project is to be leased to third parties, indicate total square footage of the project amount to be leased to each tenant and proposed use by each tenant.

AS A RETAIL OUTLET CENTER THE MAJORITY OF THE SPACE (APPROX. 912,728 S.F.) WILL BE LEASED TO TENANTS.

7. List principal items or categories of equipment to be acquired as part of the project.

GENERAL CONSTRUCTION MATERIALS AND SUPPLIES.
NEW FURNISHINGS/MATERIALS FOR NEWLY CONSTRUCTED BUILDINGS
AND IMPROVED COMMON AREAS (HARDSCAPE, LANDSCAPE, PARKING)

8. Has construction work on this project begun? NO, EXCEPT FOR "OTHER" BELOW.

Complete the following

- (a) site clearance _____ Yes X No _____ % complete
(b) foundation _____ Yes X No _____ % complete
(c) footings _____ Yes X No _____ % complete
(d) steel _____ Yes X No _____ % complete
(e) masonry work _____ Yes X No _____ % complete
(f) other (describe below) X Yes _____ No 100 % complete
REPLACED ROOF SHINGLES FOR ALL EXISTING BUILDINGS, RENOVATED EXISTING BATHROOMS AND BACK OF SOME BUILDINGS.

9. Will any of the funds borrowed through the Agency be used for refinancing?
NO.

10. Is a purchaser for the bonds in place? N/A

COST BENEFIT ANALYSIS:

| | <u>Costs =</u> <u>Financial Assistance</u> | <u>Benefits =</u> <u>Economic Development</u> |
|--------------------------------------|---|--|
| Estimated Sales Tax Exemption | \$ <u>4,400,000</u> | New Jobs Created <u>400</u> * (approx. full/ Existing Jobs Retained <u>4,500</u> part-time) |
| Estimated Mortgage Tax Exemption | \$ _____ | Private Funds invested \$ <u>120,000,000.00</u> |
| Estimated Property Tax Abatement | \$ _____ | Other Benefits <u>TAX REVENUE FROM ADDITIONAL SALES</u> |
| Estimated Interest Savings IRB Issue | \$ _____ | Expected Yearly Payroll \$ <u>12,000,000.00</u> ** Expected Gross Receipts \$ <u>90,000,000.00</u> ** |

* DOES NOT INCLUDE CONSTRUCTION JOBS. THESE ARE EMPLOYEES OF TENANTS, NOT CPG PARTNERS.

** FROM ADDITIONAL GLA ONLY

498 RED APPLE COURT
 B) Project Address: CENTRAL VALLEY, ORANGE COUNTY, NY 10917
SECTION 225, BLOCK 1, LOT 70.2
 Tax Map Number SECTION 226, BLOCK 1, LOT 1
 (Section/Block/Lot)
 Located in City of _____
 Located in Town of _____
 Located in Village of WOODBURY
 School District of MONROE-WOODBURY

C) Are utilities on site?

Water X Electric X
 Gas X Sanitary/Storm Sewer X

D) Present legal owner of the site CPG PARTNERS, L.P.
 If other than from applicant, by what means will the site be acquired for this project? N/A

E) Zoning of Project Site: IB (INDUSTRIAL BUSINESS)
LIO (LIGHT INDUSTRIAL OFFICE PARK)
 Current: _____ Proposed: SAME
LC (LIMITED COMMERCIAL)

F) Are any variances needed? HEIGHT VARIANCE FOR STAIRWELLS AND ELEVATOR COVER OF PARKING GARAGE
RECEIVED FROM VILLAGE OF WOODBURY ZONING BOARD OF APPEALS DATED
OCTOBER 9, 2012 (AVAILABLE UPON REQUEST).

G) Principal use of project upon completion: RETAIL OUTLET CENTER

H) Will the project result in the removal of a plant or facility of the applicant from one area of the State of New York to another? NO.

Will the project result in the removal of a plant or facility of another proposed occupant of the project from one area of the State of New York to another area of the State of New York? NO.

Will the project result in the abandonment of one or more plants or facilities located in the State of New York? NO.

I) Estimate how many construction/permanent jobs will be created or retained as a result of this project and the estimated annual salary range:

| | <u>Number of jobs created</u> | <u>Estimated Annual Salary Range</u> |
|---------------|-------------------------------|--------------------------------------|
| Construction: | <u>450</u> | <u>\$ 60,000 to \$ 100,000</u> |
| Permanent: | <u>400</u> | <u>\$ 20,000 to \$ 80,000</u> |
| Retained: | <u>4,500</u> | <u>\$ 20,000 to \$ 80,000</u> |

J) Financial Assistance being applied for:

| | <u>Estimated Value</u> |
|---|------------------------|
| <u>Real Property Tax Abatement</u> | <u>\$</u> |
| <u>Mortgage Tax Exemption</u> | <u>\$</u> |
| <u>X Sales and Use Tax Exemption</u> | <u>\$ 4,400,000.00</u> |
| <u>Issuance by the Agency of Tax Exempt Bonds</u> | <u>\$</u> |

K) Project Costs (Estimates)

| | |
|--------------|-----------------------------------|
| Land | 0 |
| Building | \$ 54,000,000.00 |
| Equipment | \$ 66,000,000.00 (INCLUDES LABOR) |
| Soft costs | \$ |
| Other | \$ |
| Total | \$ 120,000,000.00 |

III. REPRESENTATIONS BY THE APPLICANT

The Applicant understands and agrees with the Agency as follows:

- A. Job Listings In accordance with Section 858-b(2) of the New York General Municipal Law, the applicant understands and agrees that, if the proposed project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the proposed project must be listed with the New York State Department of Labor Community Services Division (the "DOL") and with the administrative entity (collectively with the DOL, the "JTPA Entitle") of the service delivery area created by the federal job training partnership act (Public Law 97-300) ("JTPA") in which the project is located.
- B. First Consideration for Employment In accordance with Section 858-b(2) of the General Municipal Law, the applicant understands and agrees that, if the proposed project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, where practicable, the applicant must first consider persons eligible to participate in JTPA programs who shall be referred by the JTPA Entities for new employment opportunities created as a result of the proposed project.
- C. A liability and contract liability policy for a minimum of three million dollars will be furnished by the Applicant insuring the Agency.
- D. Annual Sales Tax Fillings In accordance with Section 874(8) of the General Municipal Law, the Applicant understands and agrees that, if the proposed project receives any sales tax exemptions as part of the Financial Assistance from the Agency, in accordance with Section 874(8) of the General Municipal Law, the applicant agrees to file, or cause to be filed, with the New York State Department of Taxation and Finance, the annual form prescribed by the Department of Taxation and Finance, describing the value of all sales tax exemptions claimed by the applicant and all consultants or subcontractors retained by the Applicant.
- E. Annual Employment Reports The applicant understands and agrees that, if the proposed project receives any Financial Assistance from the Agency, the applicant agrees to file, or cause to be filed, with the Agency, on an annual basis, reports regarding the number of people employed at the project site.

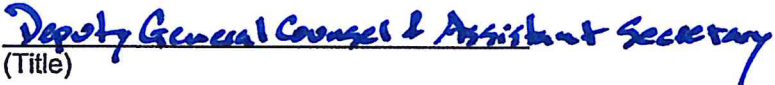
- F. Absence of Conflicts of Interest The applicant has received from the Agency a list of the members, officers, and employees of the Agency. No member, officers or employee of the Agency has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as hereinafter described:

The Applicant and the individual executing this Application on behalf of applicant acknowledge that the Agency and its counsel will rely on the representations made in this Application when acting hereon and hereby represents that the statements made herein do not contain any untrue statement of a material fact and do not omit to state a material fact necessary to make the statements contained herein not misleading.

CPG Partners, L.P.
BY: CPG HOLDINGS, LLC

By: 
(Applicant Signature)


(Name of Officer)


(Title)

This Application should be submitted to the Orange County Industrial Development Agency, c/o James O'Donnell, Executive Director, Orange County Government Center, 255 Main Street, Goshen, NY 10924 Tel: (845) 291-2700.

The Agency will collect an administrative fee at the time of closing.
SEE ATTACHED FEE SCHEDULE (page 10)

Bond Counsel
CHARLES SCHACHTER, ESQ./
RUSSELL GAENZLE, ESQ.
Harris Beach PLLC
99 Garnsey Road
Pittsford, New York 14534
Tel: (585) 419-8633
Fax: (585) 419-8817

Attach copies of preliminary plans or sketches of proposed construction or rehabilitation or both.

Attach the following Financial Information of the Company ALL FINANCIAL INFORMATION FOR SIMON PROPERTY GROUP CAN BE FOUND ON THE COMPANY'S INVESTORS WEBSITE AT INVESTORS.SIMON.COM.

1. Financial statements for last two fiscal years (unless included in company's Annual Reports).
2. Company's annual reports (or Form 10-K's) for the two most recent fiscal years.
3. Quarterly reports (Form 10Q's) and current reports (Form 8-K's) since the most recent Annual Report, if any.

4. In addition, please attach the financial information described above in items 1, 2 and 3 of any expected Guarantor of the proposed bond issue, if different from the company.

HOLD HARMLESS AGREEMENT

Applicant hereby releases the ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY and the members, officers, servants, agents and employees thereof (the "Agency") from, agrees that the Agency shall not be liable for and agrees to indemnify, defend and hold the Agency harmless from and against any and all liability arising from or expense incurred by (A) the Agency's examination and processing of, and action pursuant to or upon, the attached Application, regardless of whether or not the Application or the Project described therein or the tax exemptions and other assistance requested therein are favorably acted upon by the Agency, (B) the Agency's acquisition, construction and/or installation of the Project described therein and (C) any further action taken by the Agency with respect to the Project; including without limiting the generality of the foregoing, all causes of action and attorneys' fees and any other expenses incurred in defending any suits or actions which may arise as a result of any of the foregoing. If, for any reason, the Applicant fails to conclude or consummate necessary negotiations, or fails, within a reasonable or specified period of time, to take reasonable, proper or requested action, or withdraws, abandons, cancels or neglects the Application, or if the Agency or the Applicant are unable to reach final agreement with respect to the Project, then, and in the event, upon presentation of an invoice itemizing the same, the Applicant shall pay to the Agency, its agents or assigns, all costs incurred by the Agency in processing of the Application, including attorneys' fees, if any.

CPG Partners, L.P.
BY: CPG HOLDINGS, LLC

By: _____

(Applicant Signature)

By: _____

Name: Darryl Grigis

Title: Deputy General Counsel & Assistant Secretary

Patricia Ardino
(Notary Public)

Sworn to before me this 17th day

of June, 20 13

Patricia Ardino
Notary Public, State of New Jersey
My Commission Expires October 24, 2017



**FEE SCHEDULE FOR THE
ORANGE COUNTY IDA IS AS FOLLOWS:**

IDA

One-percent of the first \$2,000,000 plus one-half percent of amount above that, due at closing.*

Application Fee

\$5,000 non-refundable, due at application, broken down as follows:

IDA Administrative Fee: \$2,500

IDA Bond Counsel Fee: \$12,000-15,000 for straight lease transactions; fee for Tax-exempt transactions to be quoted depending on complexity of deal. \$2,500 due at application and balance due at closing for all deals.

NOTE: IDA reserves the right to seek additional IDA and Bond Counsel fees for exceptionally complex transactions.

Please make all Checks payable to:

Orange County Industrial Development Agency

Mail to:

*255 Main Street
Goshen, New York 10924*

*In the event that an applicant does not seek or does not qualify for the IDA's enhanced PILOT or the equivalent of the State's 485-b program, the fee will be a straight one-half percent (0.5%) of the IDA financing benefits provided to the project cost.

Labor Policy

Adopted May 18, 2006, it is the Labor Policy of the Orange County Industrial Development Agency to *encourage* all companies availing themselves of IDA benefits to use local workforce and pay prevailing wages on their project where possible.

EXHIBIT A

2012 Renovation Project Narrative

CPG Partners, L.P.

Woodbury Common Premium Outlets®
Orange County Industrial Development Agency
Application for Financial Assistance

WOODBURY COMMON PREMIUM OUTLETS 2012 RENOVATION

ORANGE COUNTY INDUSTRIAL DEVELOPMENT AGENCY

APPLICATION FOR FINANCIAL ASSISTANCE

PART II: Project Information

Woodbury Common Premium Outlets, originally constructed in 1985, expanded in 1997 and anticipating a complete renovation which is the subject of this Application (see below), presently comprises 852,728 sq. ft. of gross leasable retail area constructed within an open air outlet mall with supportive restaurants, court yards, kiosks, landscaping and parking. The Center is located on 149+ acres at the junction of NY Thruway Exit 16 and Route 32. Woodbury Common is a major destination point, attracting over 13 million visitors per year. Nearly 40% of those patrons, while technically "day trippers", arrive from New York City, Westchester County and northern New Jersey. Another 50% or so are completely out of area visitors. Of those, almost 20% arrive from domestic locations and over 30% are international travelers. Thus, Woodbury Common Premium Outlets, with nearly 12 million yearly out of area visitors, is the primary tourist attraction within Orange County and one of the major tourist attractions within the State of New York.

The Woodbury Common Premium Outlets 2012 Renovation Project will provide an opportunity for Woodbury Common to refresh aging buildings and court yards with a renewed architectural presence throughout the entire site. While greatly improving both off site and on site traffic flow and pedestrian movements, an additional 60,000 SF of net GLA, will bring the overall GLA to approximately 912,728 SF. Demolition of specific existing buildings and reconstructions will reallocate the GLA throughout the Center, creating new retail and restaurant experiences.

The 2012 Renovation includes, but is not limited to, the following improvements and enhancements:

- Facades and roofs of existing buildings to be renovated based on approved color and material palette, which enhances certain facades with a higher level of finish and renovates other facades via recladding and repainting all exteriors.
- New landscaping throughout entire site
- New hardscape for all walkways and common pedestrian areas
- New seating areas and site amenities such as fountains and fireplaces
- Rehabilitation of all existing restrooms and the creation of new restrooms
- New Main Entrance to Center with Main Boulevard leading into the site
- New Main Tower Building at the end of the Main Entrance to Woodbury Common (approximately 50,000 SF GBA)

- The Food Court will be relocated and reconstructed within the Main Tower Building
- Construction of five new retail buildings (approx. 100,000 SF total GBA)
- Expansion of existing retail buildings (approx. 6,000 SF GBA)
- New and improved Kiosks and Retail Merchandising Units
- Improved pedestrian movements through the removal and realignment of certain buildings, the straightening of certain courts and new pedestrian crosswalks
- Newly coordinated signage program for entire site
- New pick-up and drop-off laybys for tour buses and public transit bus traffic including a new Welcome Center (approx. 5,000 SF GBA)
- New maintenance facilities (approx. 5,000 SF GBA)

All architecture and site improvements will be coordinated through a rebranding effort of the entire site. Woodbury Common will be divided into five districts – each named for a different region within New York State. The five districts will be: Hudson Valley, Saratoga, Hamptons, Niagara, and Adirondack. The architectural elements and features in each of the new districts are designed around the same architectural aspects native to these popular destinations.

The 2012 Renovation includes the following improvements to transportation-related operations. This onsite work has been designed to improve traffic flow into, out of and within the Center; minimize conflicts between major vehicular and pedestrian routes; and increase the parking supply and improve its distribution onsite.

- The perimeter roadway will be completed and realigned.
- Portions of the inner roadway will be redeveloped.
- Several areas of existing surface parking spaces will be reconfigured to accommodate changes in the alignments of the ring roads.
- A four-level Parking Structure (2,223 total spaces) will be constructed in the southeastern surface parking lot – away from the view of the traveling public.
- Traffic signals along Route 32 will be retimed and improved.

Finally, stormwater management improvements, utility upgrades and modifications of other infrastructure elements within Woodbury Common will also be a part of the 2012 Renovation.

The above 2012 Renovation is more specifically demonstrated through select Site Plans and the Overall Landscaping Plan (Exhibit B) and the 2012 Renovation Architectural Details Document (Exhibit D).

EXHIBIT B

Site and Landscape Plans

CPG Partners, L.P.

Woodbury Common Premium Outlets®
Orange County Industrial Development Agency
Application for Financial Assistance

EXHIBIT C

Approval Resolutions

CPG Partners, L.P.

Woodbury Common Premium Outlets®
Orange County Industrial Development Agency
Application for Financial Assistance

RESOLUTION OF APPROVAL

AMENDED SITE PLAN, SPECIAL PERMIT AND ARCHITECTURAL REVIEW
FOR
CPG PARTNERS, L.P., C/O PREMIUM OUTLETS/SIMON PROPERTY GROUP INC.
(WOODBURY COMMON PREMIUM OUTLETS)

Nature of Application

CPG Partners, L.P., a subsidiary of Simon Property Group, Inc., (the "Applicant") has applied for Amended Site Plan, Special Permit and Architectural Review approval to undertake various renovations and improvements to the currently existing shopping center (known as "Woodbury Common"), which include:

- Re-alignment and completion of the existing outer and inner "Ring Roads," including proposed future re-alignment of certain interior roadways to accommodate anticipated upgrades by the Department of Transportation to Routes 17 and 32, and Interstate 86;
- Building a four-level (3 elevated levels) parking garage and relocating certain parking areas;
- Renovation of the facades and roofs of all existing buildings;
- Improvement of landscaping, walkways and common pedestrian areas, including new seating amenities and exterior gathering spaces;
- Relocation of the Main Tower Building and the Food Court;
- Construction of the remaining 60,000 square feet of gross leasable area ("GLA") that received environmental review (as described below) in 1997;
- Development of a new customer service and information center, renovated safety facilities, the rehabilitation of all restrooms and comfort areas, and the construction of a separate maintenance building;

- Newly designated pick up and drop off locations for tour bus and public bus traffic; and
- Designation of permanent and alternate locations for previously approved kiosks and designation of locations for the placement of the previously approved Retail Merchandising Units (“RMUs”). In addition, designation of location for a separate freestanding customer service/information booth.

Property Involved

The properties affected by this resolution are shown on the Tax Maps of the Village of Woodbury as parcels 225-1-70.2 and 226-1-1.

Zoning District

The properties affected by this resolution are located in the IB, LIO and LC Zoning Districts of the Village of Woodbury (the “Village”).

Plans

The following materials were considered by the Planning Board in connection with this action:

1. Application to Appear before the Planning Board, received by the Village Building Department on March 5, 2012.
2. Architectural Review Board Application, received by the Village Building Department on March 5, 2012, and colors and materials chart received December 31, 2012, with attached “2012 Renovation” booklet dated December 18, 2012.
3. Village of Woodbury Zoning Board of Appeals Decision dated October 9, 2012, granting area variances for rooftop bulkheads on the top level of the proposed parking garage.
4. Short Environmental Assessment Form, received by the Village Building

- Department on March 5, 2012.
5. Full Environmental Assessment Form, received by the Village Building Department on March 1, 2012.
 6. "Overall Landscape Plan," dated May 25, 2012, prepared by PS&S Engineering, Sheet OV-LS.
 7. 2012 Renovation Presentation Package dated June 2012, received by the Village Building Department June 6, 2012, by Create Architecture Planning & Design, PLLC, 22 pages.
 8. Elevation and Floor Plan for Building "26" Screenwall, dated January 8, 2013, prepared by Hennon Group Architects, Sheet B26SK1.
 9. 2012 Renovation Traffic Analysis, dated December 5, 2012, prepared by Gorove/Slade Transportation Planners and Engineers, 17 pages.
 10. Traffic analysis plans, dated January 16, 2013, prepared by Gorove/Slade Transportation Planners and Engineers, 5 pages showing NYS Thruway Exit 16 Route 32 commuter traffic shed, projected sources of Route 32 Traffic in 2016, site location and signalized intersections along the Route 32 corridor, potential Route 32 corridor traffic signal upgrades and the benefits of improved coordination/timings.
 11. Scoping Document for Draft Supplemental Environmental Impact Statement ("DSEIS"), adopted by the Village Planning Board on April 18, 2012.
 12. DSEIS submitted on August 1, 2012, and accepted as adequate for public review by the Planning Board on August 15, 2012.
 13. Final Supplemental Environmental Impact Statement ("FSEIS") submitted on January 2, 2013, and adopted by the Planning Board on January 16, 2013.
 14. SEQRA Findings Statement for the Woodbury Common Premium Outlets 2012 Renovation Site Plan, Special Permit and Architectural Review Board

Approval Application, dated March 6, 2013.

15. Developer's Agreement between the Village of Woodbury and CPG Partners, LP, dated February 14, 2013.

16. Revised Stormwater Management Calculations, prepared by PS&S Engineering, last revised January 29, 2013, 43 pages.

17. Amendment to Resolution of Site Plan and Special Permit for Woodbury Common Expansion II (Signs), dated December 12, 2001, with attached Woodbury Common Premium Outlets Tenant Sign Criteria and Architectural Conditions dated November 6, 1997.

18. Plans by PS&S Engineering entitled "Woodbury Common Premium Outlets 2012 Renovation Plans," as follows:

| <u>Sheet</u> | <u>Description</u> | <u>Date</u> |
|--------------|--|----------------------|
| C-1 | Cover Sheet | Last Revised 1/29/13 |
| C-2 | General Notes and Legend | Last Revised 1/29/13 |
| C-2A | Existing Conditions Plan | Last Revised 1/29/13 |
| C-2B | Existing Conditions Plan with Topography | Last Revised 1/29/13 |
| C-3 | Demolition Plan Sheet A | Last Revised 1/29/13 |
| C-4 | Demolition Plan Sheet B | Last Revised 1/29/13 |
| C-5 | Overall Site Plan | Last Revised 1/29/13 |
| C-6 | Site Plan Sheet A | Last Revised 1/29/13 |
| C-6A | Site Plan Sheet A Alternate Roadway Alignment | Last Revised 4/20/12 |
| C-7 | Site Plan Sheet B | Last Revised 1/29/13 |
| C-8 | Site Plan Sheet C | Last Revised 1/29/13 |
| C-9 | Site Plan Sheet D | Last Revised 1/29/13 |
| C-10 | Site Plan Sheet E | Last Revised 1/29/13 |
| C-11 | Traffic and Directional Signage & Striping Sheet A | Last Revised 1/29/13 |
| C-12 | Traffic and Directional Signage & Striping Sheet B | Last Revised 1/29/13 |
| C-13 | Kiosk and RMU Plan | Last Revised 1/29/13 |
| C-14 | Grading Plan Sheet A | Last Revised 1/29/13 |
| C-14A | Grading Plan Alternate Sheet A | Last Revised 4/20/12 |
| C-15 | Grading Plan Sheet B | Last Revised 1/29/13 |

| | | |
|-------|---|----------------------|
| C-16 | Grading Plan Sheet C | Last Revised 1/29/13 |
| C-17 | Grading Plan Sheet D | Last Revised 4/20/12 |
| C-18 | Grading Plan Sheet E | Last Revised 4/20/12 |
| C-19 | Utility Plan Sheet A | Last Revised 1/29/13 |
| C-19A | Utility Plan Alternate Sheet A | Last Revised 4/20/12 |
| C-20 | Utility Plan Sheet B | Last Revised 1/29/13 |
| C-21 | Utility Plan Sheet C | Last Revised 1/29/13 |
| C-22 | Utility Plan Sheet D | Last Revised 1/29/13 |
| C-23 | Utility Plan Sheet E | Last Revised 1/29/13 |
| C-24 | Soil Erosion and Sediment Control Sheet A | Last Revised 1/29/13 |
| C-25 | Soil Erosion and Sediment Control Sheet B | Last Revised 1/29/13 |
| C-26 | Landscape Plan Sheet A | Last Revised 1/29/13 |
| C-27 | Landscape Plan Sheet B | Last Revised 1/29/13 |
| C-28 | Landscape Plan Sheet C | Last Revised 1/29/13 |
| C-29 | Landscape Plan Sheet D | Last Revised 1/29/13 |
| C-30 | Landscape Plan Sheet E | Last Revised 1/29/13 |
| C-31 | Plant List | Last Revised 1/29/13 |
| C-32 | Evergreen Court Representative Landscape Plan | Last Revised 4/20/12 |
| C-33 | Grapevine Court Representative Landscape Plan | Last Revised 4/20/12 |
| C-34 | Red Apple Court Representative Landscape Plan | Last Revised 4/20/12 |
| C-35 | Marigold Court Representative Landscape Plan | Last Revised 4/20/12 |
| C-36 | Blue Bird Court Representative Landscape Plan | Last Revised 4/20/12 |
| C-37 | Lighting Plan Sheet A | Last Revised 1/29/13 |
| C-37A | Lighting Plan Alternate Sheet A | Last Revised 4/20/12 |
| C-38 | Lighting Plan Sheet B | Last Revised 1/29/13 |
| C-39 | Lighting Plan Sheet C | Last Revised 1/29/13 |
| C-40 | Lighting Plan Sheet D | Last Revised 1/29/13 |
| C-41 | Lighting Plan Sheet E | Last Revised 1/29/13 |
| C-42 | Road Profile | Last Revised 1/29/13 |
| C-43 | Road Profile | Last Revised 1/29/13 |
| C-44 | Road Profile | Last Revised 4/20/12 |
| C-45 | Road Profile | Last Revised 1/29/13 |
| C-46 | Road Profile | Last Revised 1/29/13 |
| C-47 | Road Profile | Last Revised 1/29/13 |
| C-48 | Guide Rail Details | Last Revised 4/20/12 |

| | | |
|-------|---|----------------------|
| C-49 | Site Details | Last Revised 1/29/13 |
| C-50 | Site Details | Last Revised 1/29/13 |
| C-51 | Site Details | Last Revised 1/29/13 |
| C-52 | Utility Details | Last Revised 1/29/13 |
| C-53 | Utility Details | Last Revised 4/20/12 |
| C-54 | Utility Details | Last Revised 4/20/12 |
| C-55 | Utility Details | Last Revised 1/29/13 |
| C-56 | Utility Details | Last Revised 1/29/13 |
| C-57 | Utility Details | Last Revised 4/20/12 |
| C-58 | Soil Erosion and Sediment Control Details | Last Revised 1/29/13 |
| C-59 | Soil Erosion and Sediment Control Details | Last Revised 1/29/13 |
| C-60 | Soil Erosion and Sediment Control Details | Last Revised 4/20/12 |
| C-61 | Stormwater Pollution Prevention Plan Notes | Last Revised 1/29/13 |
| C-61A | Stormwater Pollution Prevention Plan Overall Plan | Last Revised 1/29/13 |
| C-61B | Stormwater Pollution Prevention Plan Detail Plan | Last Revised 1/29/13 |
| C-62 | Landscape Details | Last Revised 1/29/13 |
| C-63 | Lighting Details | Last Revised 1/29/13 |
| C-64 | Sanitary Sewer Collection Exhibit | Last Revised 1/29/13 |
| C-65 | Storm Sewer Collection Exhibit | Last Revised 1/29/13 |
| C-66 | Water Distribution Exhibit | Last Revised 1/29/13 |
| OV-SP | Overall Site Plan | Last Revised 1/29/13 |
| OV-GR | Overall Grading Plan | Last Revised 1/29/13 |
| OV-UT | Overall Utility Plan | Last Revised 1/29/13 |
| OV-LS | Overall Landscape Plan | Last Revised 1/29/13 |
| OV-LT | Overall Lighting Plan | Last Revised 1/29/13 |

19. Plans by CREATE Architecture Planning & Design, entitled "Woodbury Common Premium Outlets 2012 Renovation Plans," as follows:

| <u>Sheet</u> | <u>Description</u> | <u>Date</u> |
|---------------------|--------------------------------|----------------------|
| A-1 | Food Court Elevations | Last Revised 4/20/12 |
| A-2 | Food Court Elevations | Last Revised 4/20/12 |
| A-3 | Food Court Plans | Last Revised 4/20/12 |
| A-4 | Retail Building 'A' Elevations | Last Revised 4/20/12 |
| A-5 | Retail Building 'A' Plan | Last Revised 4/20/12 |

| | | |
|------|--|----------------------|
| A-6 | Retail Building 'B' Elevations | Last Revised 4/20/12 |
| A-7 | Retail Building 'B' Plan | Last Revised 4/20/12 |
| A-8 | Building 'E' Plan & Elevations | Last Revised 4/20/12 |
| A-9 | Retail Building 'K' Plan & Elevations | Last Revised 4/20/12 |
| A-10 | Retail Building 'Q' Elevations | Last Revised 4/20/12 |
| A-11 | Retail Building 'Q' Plan & Elevations | Last Revised 4/20/12 |
| A-12 | Guest Services Building 'L' Plan & Elevations | Last Revised 4/20/12 |
| A-13 | Lower Court Restrooms | Last Revised 4/20/12 |
| A-14 | Tenant 0303 & 0283 Building Expansion Elevations | Last Revised 4/20/12 |
| A-15 | Renovation Elevations | Last Revised 4/20/12 |
| A-16 | Renovation Elevations | Last Revised 4/20/12 |
| A-17 | Maintenance Building | Last Revised 4/20/12 |

20. Plans by Desman Associates entitled "Woodbury Common Parking Garage," as follows:

| <u>Sheet</u> | <u>Description</u> | <u>Date</u> |
|--------------|----------------------------------|----------------------|
| PG-A1 | Grade Level Plan | Last Revised 4/20/12 |
| PG-A2 | Second & Third Level Plan | Last Revised 4/20/12 |
| PG-A3 | Fourth Level Plan | Last Revised 4/20/12 |
| PG-A4 | Exterior Elevations | Last Revised 1/29/13 |
| PG-A5 | Building Sections & Wall Section | Last Revised 4/20/12 |

21. Plan Sheet by Hennon Group entitled "BLDG 26 Screenwall," as follows:

| <u>Sheet</u> | <u>Description</u> | <u>Date</u> |
|--------------|----------------------------|---------------------|
| B26 SN | Building 26 Rear Elevation | Last Revised 3/4/13 |

22. Schindler 330A Hospital/Service Front Opening Elevator.

History

Date of Application

The Applications were first received by the Village Building Department on March 5, 2012.

Public Hearing and SEQRA

Woodbury Common was last reviewed under the State Environmental Quality Review Act ("SEQRA") in 1996 and 1997, in a project known as "Woodbury Common Expansion II" and "Woodbury Common North," wherein the Applicant, then known as Chelsea GCA Realty Partnership, L.P., proposed to construct 330,000 square feet of additional GLA. At that time, the Planning Board (then the Town of Woodbury Planning Board) established itself as Lead Agency by resolution dated January 17, 1996, and issued a Positive Declaration on the same date. A full environmental review followed, which included the adoption by the Planning Board of a Draft Environmental Impact Statement on June 19, 1996, a Final Environmental Impact Statement on January 10, 1997, and a Findings Statement on March 5, 1997.

Following the above SEQRA review, 270,000 square feet of the total 330,000 square feet of GLA was approved for construction. The approval of the addition of 60,000 square feet of infill retail space in the pending application was anticipated within the scope of the 1997 Site Plan Resolution, and it was also encompassed within the 1997 SEQRA review of 330,000 s.f. of infill retail space. The current Application proposes to construct the remaining 60,000 square feet of GLA, in addition to other improvements.

On March 21, 2012, the Village of Woodbury Planning Board¹ adopted a Positive Declaration and determined that a supplemental SEQRA review and Environmental Impact Statement was necessary for the remaining 60,000 square feet and other improvements. The Planning Board held a public scoping session on April 4, 2012, and

¹ On August 28, 2006, in accordance with New York law, the Village of Woodbury was formed as a new village within the existing Town of Woodbury. Included within the boundaries of the new Village was and is the Woodbury Common properties. By operation of law, and an Inter-Municipal Agreement between the Town of Woodbury and the Village of Woodbury dated May 17, 2007, all of the planning and zoning functions of the Town became functions of the Village, effective June 1, 2007. As a result, all prior approvals for Woodbury Common that reference the Town of Woodbury (or any of its officials, departments, boards, agencies, agents or employees), the Town of Woodbury Code, or the Town Police or other emergency service providers, now refer to the Village of Woodbury (or any of its officials, departments, boards, agencies, agents or employees), the Village of Woodbury Code, or other emergency service providers, as may now have jurisdiction, either exclusive or shared. Also as a result of the establishment of the Village of Woodbury, and the assumption of the planning and zoning functions effective June 1, 1997, the SEQRA Lead Agency for the Woodbury Common project was transferred from the Town of Woodbury Planning Board to the Village of Woodbury Planning Board.

adopted a Scoping Document for the DSEIS on April 18, 2012. On August 15, 2012, the Planning Board deemed the DSEIS to be adequate for public review, and issued the required Notice of Completion in the Environmental Notice Bulletin, to all involved and interested agencies, and made the DSEIS available to the public on the Village's website, at the Village Building Department, and at the Village's public libraries. A public hearing on the DSEIS was convened on September 19, 2012, and closed on the same date. Written comments on the DSEIS were accepted until October 5, 2012.

The Planning Board accepted the FSEIS as complete on January 16, 2013, and a Notice of FSEIS Acceptance was published in the Environmental Notice Bulletin on January 30, 2013. After a 10-day public comment period, and within 30 days of the filing of the FSEIS, as extended at the request of the Applicant, the Planning Board adopted a SEQRA Findings Statement on March 6, 2013. No further SEQRA review is required.

GML 239 Referral

On May 13, 2012, this Application was referred to the Department of Planning as required by General Municipal Law § 239-*l, et seq.*, and to the Department of Public Works for their review and input.² The Department of Planning responded by letter received by the Village Building Department on September 24, 2012, providing various recommendations for the DSEIS regarding traffic, parking, and green infrastructure for stormwater runoff. Said letter stated that the Department of Planning would issue a formal recommendation when it received a full statement of the proposed action, including final plans and the SEQRA Findings Statement. The Department of Public Works responded by letter received by the Village Building Department dated May 21, 2012, stating that this project poses no traffic or drainage impacts to any County Road.

The most recently revised plans, dated January 29, 2013, were referred to the

² Orange County has never adopted an official map in accordance with GML § 239-e, thereby eliminating any legal requirement to refer this Application to the Department of Public Works under GML § 239-f. Any referrals by the Planning Board to said Department are done as a courtesy, simply to obtain its input.

Department of Planning and the Department of Public Works on January 31, 2013. The Department of Planning responded by letter dated February 1, 2013, recommending the action be approved.

Findings

The Planning Board has determined that approval of this Amended Site Plan and Special Permit will substantially serve the public convenience, safety and welfare; will not be detrimental to the neighborhood or the residents thereof; and will not otherwise be detrimental to the public convenience or welfare, subject to fulfillment of the environmental mitigations identified in the SEQRA Findings Statement adopted by the Planning Board on March 6, 2013, and subject to compliance in full with the above mentioned Developer's Agreement and the conditions hereinafter imposed pursuant to Village Code § 310-45(D).

No Building Permit or Certificate of Occupancy shall be issued for structures inconsistent with the structures, colors and materials depicted in the colors and materials chart received December 31, 2012, with the attached "2012 Renovation" booklet dated December 18, 2012, and the above listed plans. These documents (and the alternate Marigold plan) are the only Architectural Review Board documents being approved as part of this resolution. The renderings, which are not representative of actual elevations to be constructed, are not a part of this Approval.

RESOLUTION OF APPROVAL

NOW, THEREFORE, THE PLANNING BOARD RESOLVES to approve the Application of CPG Partners, L.P. c/o Premium Outlets/Simon Property Group, Inc., for Amended Site Plan, Special Permit and Architectural Review Board approval, as said proposal is depicted on the submissions identified above and upon the conditions outlined below, and the Chairperson (or her designee) is authorized to sign the plans upon satisfaction of those conditions below noted to be conditions precedent to such signing.

Specific Conditions

1. All applicable conditions attached to the Site Plan, Special Permit, and Architectural Review Board approvals from 1997 to the present for Chelsea GCA Realty Partnership, L.P. / CPG Partners, L.P. (also referred to in the same as Woodbury Common Premium Outlets), and any subsequent amendments thereto, are hereby incorporated into this Resolution and are to remain in full force and effect, and this approval is subject to, and conditioned upon, satisfaction of those conditions as if they were set forth at length herein.
2. Compliance with all mitigations included in the SEQRA Findings Statement adopted by the Planning Board on *March 6, 2013*, must be satisfied or implemented, as the case may be.
3. Prior to signing of the final plans, the plans shall be revised to include a note stating that all standpipes for the parking structure are to be of a material in accordance with, and shall be installed in accordance with, New York State Building Code, and any additional reasonable requirements of the Village Building Inspector and Fire Marshal.
4. Prior to the issuance of the building permit for the parking garage, the plans shall be revised to identify the location of the eight (8) Woodbury Common security call boxes on each level of the parking garage (32 call boxes total).
5. Prior to the issuance of a building permit for Market Hall, the plans shall be revised to include office space for the Town Police (minimum size of 10'x10'), and a bathroom limited to Town Police use.
6. To the extent not inconsistent with the approved plans, the Applicant shall incorporate all reasonable recommendations of the Emergency Service Organizations with regard to access for emergency service vehicles during and after construction, to the satisfaction of the Village Planning Board Engineer

and Building Department.

7. Prior to the issuance of a Building Permit for the parking garage, the plans shall be revised, if necessary, to reflect that three of the elevators in the parking garage shall be constructed to accommodate safely direct-in, direct-out ESO gurneys, and two shall have emergency backup generator service and appropriate emergency override functions. These three elevators shall comply with the specifications provided to the Planning Board (Shindler 330A Hospital/Service Front Opening Elevator). Prior to the issuance of a building permit for the Market Hall, the plans shall be revised, if necessary, to reflect that one of the elevators shall be ESO gurney-sized, if required by the ESOs.
8. Prior to the issuance of a Building Permit for any work other than construction of the parking garage, roadway improvements, and Architectural Review Board improvements, the Applicant must submit to the Village Building Department documentation demonstrating that Orange County has agreed to and will serve Woodbury Common with additional sewer capacity adequate for the wastewater demands of this project.
9. Prior to the signing of the final plans, the Applicant must confirm to the satisfaction of the Village Planning Board Engineer, by a plan note or otherwise, that, once complete, the new construction will not inhibit access to and maintenance of existing utilities such as sanitary sewers, waterlines, gas lines, or other utilities.
10. The issuance of each Building Permit shall be conditioned upon the Applicant providing appropriate safety measures for the construction of the improvements as authorized herein. These safety measures must be acceptable to the Building Inspector/Code Enforcement Officer, and he shall have the authority to revoke such Building Permit if such measures are not being properly implemented and/or the public's safety is ever in jeopardy.

The Code Enforcement Officer and the Village Planning Board Engineer must be provided an opportunity to review and comment on the safety plan at a preconstruction meeting with the site manager and the contractor. In addition, the site manager and contractor must meet with the Code Enforcement Officer and Village Planning Board Engineer on a regular basis and throughout the entire construction period. Notwithstanding the above, the Applicant, and not the Village of Woodbury, retains the responsibility for such construction safety.

11. All signage shall be in accordance with the previously approved "Amendment to Resolution of Site Plan and Special Permit for Woodbury Common Expansion II (Signs)," dated December 12, 2001, as per the following conditions:

- (a) All signs shall be in accordance with the Woodbury Common Premium Outlets Tenant Sign Criteria and Architectural Conditions, dated November 6, 1997, except as modified in these conditions.

- (b) Exterior wall signs facing a parking lot or public streets or highways may be permitted with a maximum area equal to 10% of the store's exterior wall area up to a maximum of 36 square feet for each store, with the exception of those signs identified in subparagraph (c) below.

- (c) The Planning Board may approve up to six signs in excess of 36 square feet for the Woodbury Common Expansion II and the construction proposed in the present Application. All existing exterior signs at Woodbury Common that are greater than 36 square feet will be permitted to remain until there is a change of tenant, or at such time as a lease is renewed at which time oversized signs would be brought into conformity with the standards adopted by this Resolution until there are no more than a total of 16 signs greater than 36 square feet in the entire Woodbury Common. At no time will the number of signs in excess of 36 square feet for the entire Woodbury Common Outlet Center exceed 16. In addition, the Planning Board may approve one sign in

excess of 36 square feet for one restaurant. Signs proposed in excess of 36 square feet shall be approved by the Planning Board by an application for an amended site plan. It is the intent of the Planning Board to minimize the number of exceptions to this limit.

(d) No exterior wall sign referred to in paragraph (b), above, may exceed six (6) feet in height or fifteen (15) feet in length.

This approval of the general appearance of the signs does not obviate the need for the Applicant to obtain a sign permit from the Building Department prior to mounting any of the approved signs. The Building Department will review the signs for compliance with the guidelines established in December 2001, and the Village Code regarding size, area, and other sign criteria.

12. This Special Permit shall be subject to annual renewal by the Planning Board, beginning one year from the issuance of the initial Certificate of Occupancy issued in connection with this Special Permit. The Village of Woodbury Building Department shall inspect the premises on an annual basis prior to expiration of each renewed term of this Special Permit. Should the Building Department find the applicant in material compliance with the provisions of this Special Permit, then (provided that no other significant complaint or irregularity has come to the attention of the Planning Board), renewal of this Special Permit by the Planning Board shall, in each such subsequent year, be automatic and shall be accomplished without the need for a public hearing. Should any material and continuing non-compliance be found by the Building Department, or should any significant complaint or irregularity have come to the attention of the Planning Board which has not been remedied to the reasonable satisfaction of the Building Department or Planning Board, as the case may be, within a reasonable period of time after the non-compliance or complaint is brought to the attention of the Applicant, then the matter shall be brought on for public hearing before the Planning Board at which time said

Board shall rule upon the application for renewal of the Special Permit.

13. The concept of internal traffic signalization at the intersection of the Outer Ring Road and Roads B and E, and the possible modification of the operation of the intersection of Woodbury Outlets Boulevard at the Outer Ring Road, was discussed between the Applicant and the Board. Signalization was determined to be unnecessary at this time due to the current use of Woodbury Common personnel who physically manage the traffic at these intersections during peak shopping periods. Regarding traffic signalization, the Applicant's traffic consultant as well as the Board's traffic consultant agreed that the use of personnel was superior to the installation of a traffic signal since they are more responsive to specific traffic conditions. If the Applicant determines that a traffic signal is warranted at any of the internal intersections discussed above in the future, based on the continued monitoring of the locations, the Applicant will not be required to obtain any amended SEQRA or site plan approval in order to implement such an installation as this issue was included within the SEQRA review related to this expansion. Operational changes including signalization of any of these locations or the possible restriction of left turn movements from Woodbury Outlets Boulevard to the Outer Ring Road will be made as necessary.
14. The re-timing of Route 32 traffic light signalization must be implemented by the New York State Department of Transportation ("DOT") prior to the issuance of the first Certificate of Occupancy for the 60,000 square feet of GLA. If such re-timing has not been accomplished by DOT in a timely manner through no fault of the Applicant, the Applicant may appear before the Planning Board for removal of this condition. In any event, the efficacy of the timing of traffic signalization on Route 32 shall be reviewed by the Applicant as necessary on an ongoing basis, but no less than every three years, and it shall advise the Planning Board, Village of Woodbury Board of Trustees, and

DOT as to any needed and/or recommended additional modifications to the traffic signalization re-timing.

15. Prior to the issuance of any certificates of occupancy, the Applicant must meet with Village Emergency Service Organizations ("ESOs") and agree on a protocol that will be followed in cases of such emergencies as deemed necessary by the ESOs that ensures that the ESOs will have the ability to assemble at an agreed upon location and be able to coordinate with Woodbury Common security to attend to each such emergency.
16. Prior to the issuance of a Certificate of Occupancy for the parking garage or the Market Hall, as the case may be, the Applicant must provide access to and mobility within the parking garage or the Market Hall, as the case may be, to the reasonable satisfaction of the Village Planning Board Engineer and Village ESOs for ESO training.
17. Prior to the issuance of a Certificates of Occupancy for each of the parking garage and Market Hall, one or more repeaters will be placed in or around the parking garage and Market Hall to the extent necessary to ensure adequate radio communications with and between Village ESOs (including communication with portable units). The number and location of such repeaters is to be reasonably determined by the Village Building Inspector and Village ESOs. This Approval is conditioned upon the Applicant's representation that it will cooperate with the Village Building Inspector and ESOs to rectify any communication problems that may arise after issuance of the Certificate of Occupancy.
18. The Applicant must maintain pavers and pavement in and around the Woodbury Common improvements in a safe, passable condition, to the satisfaction of the Building Inspector.

19. This Applicant agrees to work diligently to avoid delays in construction of the parking garage and, during its construction, will maximize available on- and off- site parking as needed.
20. Where possible, delivery truck traffic shall be limited to low-volume or "off periods" in order to avoid pedestrian conflicts. Woodbury Common management shall request that all merchants that need to access the receiving areas through the access ways on both sides of the new Market Hall schedule their deliveries at times when the Common is not open to the public. During Peak Times, traffic personnel shall be stationed on each side of the Market Hall to assist any delivery drivers needing access to those receiving areas, and no semi tractor trailer deliveries shall be accepted through these access points during Peak Times, and such other days as mutually agreed upon between the ESOs, Village Building Department and Woodbury Common personnel at their ongoing meetings. "Peak Times" are defined as major holiday weekends and similar days, and further defined as the hours from 11a.m. to 6p.m. on Memorial Day Weekend (Saturday – Monday); Labor Day Weekend (Saturday – Monday); Columbus Day Weekend (Saturday – Monday); Thanksgiving Day Weekend (Saturday and Sunday); December 26; and the Friday after Thanksgiving Day, from 12a.m. to 6p.m.
21. Construction work that would be unsafe or otherwise inconvenient to the public if done during the day shall be done at night. Such work shall include, but not be limited to, overhead work, landscape and hardscape work in open pedestrian areas, demolition of the existing buildings, and any complete closure of the Outer Ring Road.
22. Prior to the exportation of any fill from the site, the Applicant must develop a plan to do so that is approved by the Village Building Inspector and Planning Board Engineer.

23. Unless otherwise required by law, no Building Permit or Certificate of Occupancy shall be issued for structures inconsistent with the structures, colors and materials depicted in the colors and materials chart received December 31, 2012, with the attached "2012 Renovation" booklet dated December 18, 2012, and the above listed plans. These documents (and the alternate Marigold plan) are the only Architectural Review Board documents being approved as part of this resolution. The renderings, which are not representative of actual elevations to be constructed, are not a part of this Approval.
24. All unnecessary clearing shall be avoided, in accordance with Village Code § 310-13.
25. Prior to the release of any portion of the restoration bond being held in escrow with the Village for landscaping purposes, the Village Planning Board Planner and one member of the Planning Board shall inspect the landscaping on the premises to ensure compliance with the approved landscaping plan, and to require infill in areas where the Village Planning Board Planner and one member of the Planning Board reasonably determine it to be necessary. The restoration bond may not be released until all landscaping work has been completed to the satisfaction of the Village Planning Board Planner. All landscaping shall be maintained in a healthy and vibrant condition, and replacements in kind shall be made to any landscaping not consistent with this standard, and to the satisfaction of the Village Planning Board Planner, to ensure compliance with this requirement.
26. Unless the Applicant has received the prior permission of the Village Building Inspector, deicing salt shall be stored inside a building, with the possible exception of the few days each year when major snow storms occur, or on the Friday after Thanksgiving, December 26th, or Presidents' Day weekend, or

whenever else it is essential for safety purposes to pre-position tarped stockpiles of deicing material in accessible parking lot locations.

27. The Applicant shall comply with the memoranda of the Village Planning Board Engineer and the Village Planning Board Planner, dated February 14, 2013 and February 15, 2013, respectively, to their satisfaction. The timing of such compliance shall be in accordance with the timeframe(s) contained therein, or as otherwise reasonably directed by the Planning Board Engineer or the Planning Board Planner, as the circumstances may warrant.
28. The traffic calming pavement color and texture (stamped concrete or pavers) shall be maintained in a "like new" condition, and replaced, refurbished and maintained as necessary to retain such features.
29. Bollards shall be installed at the pedestrian access to the intersection of Bluebird and Grapevine if the Village Building Department, in consultation with the Village Planning Board Engineer and ESOs, determines that they are necessary for pedestrian safety. If such installation is required, the bollards shall be installed in a manner that will best ensure such safety, and be approved by the Village Planning Board Engineer.
30. The Applicant is authorized to install such infrastructure as is necessary or desired to increase traffic control, management, and safety for service vehicles to the new Market Hall service area. Such infrastructure shall include, but not be limited to, conduits and cables for future gates and call buttons.
31. Prior to the signing of the plans, the Applicant shall revise the plans to include a small exit driveway link from the service area in the rear of Marigold to allow delivery vehicles to exit directly onto the adjacent ring road.

32. Prior to the signing of the plans, the Applicant shall revise the plans to include additional signs, with curb and color treatments, so that it is clear that the service entrance roads are limited to authorized vehicles, and not for use by other vehicles or shoppers.
33. No Customer Service Booth shall be located so as to inhibit ESO access. Prior consultation with the Village Building Inspector is required before the placement of such booth.
34. The Applicant is permitted to eliminate the dry water line if it is determined by the Village Engineer or Planning Board Engineer, Building Department and Fire Department to be unnecessary.
35. The Applicant shall relocate the gates on the service road, on each side of the tower building, to the maximum extent practicable, so that pedestrians do not enter this area.
36. The Applicant shall provide an inventory of proposed plants to the Village Building Inspector and Village Planning Board Planner. Said inventory shall be prepared consistent with the protocol outlined on Sheet C-60.
37. Applicant agrees, at its own risk and expense, that, upon and after receiving the necessary approvals from the Village Planning Board, and upon making its decision to commence construction, it will:
 - (a) Furnish, provide and supply all materials, labor, equipment, tools and appliances necessary and proper to construct and complete those improvements as shown on such approved plans and to comply with all of the final recommendations contained in the various reports submitted by

the Planning Board Engineer and other engineering and planning consultants to the Planning Board, and to install all improvements as set forth in such reports, in good, substantial and workmanlike manner, and in strict compliance with the requirements and specifications of the Village, its ordinances and all applicable building codes, and the rules, regulations, and requirements of the County of Orange, State Department of Environmental Conservation, and other agencies having jurisdiction on the said land, and to complete said work in accordance with the approved plans as reasonably determined by the Planning Board Engineer, or such other engineer designated by the Village.

- (b) Post a restoration bond in such reasonable amount as designated and supported by the Planning Board Engineer at the Applicant's own expense, prior to the issuance of a building permit, which bond shall be in addition to any other bond that may have been posted with other agencies having jurisdiction and bonding requirements for the restoration of the partially developed project should the Applicant fail to complete the work as approved, and for compliance with the landscaping plan. The restoration bond is to ensure the site shall be restored to a safe condition and made to comply with the landscaping plan. The amount of said bond may be increased after two (2) years, if costs increase such that the remaining work cannot be restored, and the landscaping plan implemented, for the amount stipulated.
- (c) Install all drainage and sanitary sewerage facilities, including manholes, pipes, connections at curb lines, etc., as shown on the approved plans, all of which shall be provided, installed and laid out in the manner depicted on the approved plans as reasonably determined by the Village Planning Board Engineer, including any additional drainage or facilities which may be deemed necessary by him.

- (d) Provide for adequate surface water drainage during the construction of the approved work in accordance with the approved soil erosion and sediment control plan, the DEC, and the reasonable requirements of the Village Planning Board Engineer.
- (e) Upon commencement of construction and thereafter until the project is completed, perform all improvements in accordance with the plans approved by the Planning Board of the Village of Woodbury, subject only to changes that might be necessary and approved by the Village Planning Board Engineer, or other administrative agencies having jurisdiction. The Applicant shall notify the Village Planning Board Engineer, at least 48 hours in advance, unless otherwise authorized by Village Planning Board Engineer, Village Building Inspector or other Village inspectors of the work, for the inspection of the improvements under construction. All underground improvements shall remain uncovered until properly inspected and approved by the Village Planning Board Engineer or other authorized Village inspector. The Village Planning Board Engineer shall have the right to reject any of the improvements constructed that do not conform to the approved plans or are not constructed in a workmanlike manner. Prior to the issuance of a building permit, the Applicant shall submit, for the Village Planning Board Engineer's approval, a site plan for construction of the improvements to the land conforming with the Planning Board's approval. Said site plan map shall be in accordance with the above referenced drawings and shall show all pertinent data concerning the construction of said premises, to wit; grading, location, grades, size and type of the proposed utilities and their connection into the main streets; landscaping; lot dimension and easements; etc. in accordance with the Planning Board's approval.
- (f) Comply with all laws, orders or regulations of the Federal, State and Local

government, or any of their respective subordinate agencies, department or commissions that might apply to the construction of any improvements authorized herein. The Applicant agrees to abide by any orders issued by duly constituted officials as may be deemed reasonably necessary to protect the public health, safety and welfare.

- (g) During the construction of this project, to maintain the construction site in a safe condition and shall take appropriate measures within the property identified above to protect the safety, health and welfare of the residents of the Village of Woodbury and the general public. Furthermore, Applicant agrees to provide for the proper maintenance on a daily basis, of the State highways and Village streets upon which the Applicant or its employees or sub-contractors travel, to ensure that they are clean from dirt and debris that may accumulate from the excavation and construction at the project site.

General Conditions

This approval is conditioned upon submission by the Applicant of all necessary copies of the plans to be signed, including mylars when required, to the Village of Woodbury Building Department within sixty days of the date of this approval. This Approval is further conditioned upon the Applicant submitting to the Building Department the approved, final Site Plan to the Department of Public Works, or proof that such submission is not required.

This approval is further conditioned upon the Applicant delivering (prior to signing of the plans) proof, in writing, that all fees in regard to this project have been fully paid, including, but not limited to, all engineering, planning, and legal fees. The

plans shall not be signed until proof, satisfactory to the Chairperson, has been presented showing that all fees have been paid.

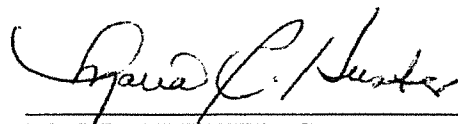
Final Site Plan Approval shall expire one year from the date it is granted unless the Applicant shall secure a building permit, site work permit and/or begin on-site work, or the Planning Board extends the Site Plan Approval for a reasonable period not to exceed one year where the circumstances are such that the Applicant is unable to begin on-site work. If on-site work ceases for a period of more than six months, then the Applicant shall be required to secure a renewal of the Site Plan Approval from the Planning Board. In the event that Final Site Plan Approval expires, then the Applicant shall be required to file a new Application.

A FAILURE to comply in a timely manner with any conditions contained herein shall result in the Applicant being subject to the enforcement provisions of the Village Code and State Law.

In Favor: Maria Hunter
Mark Christman
Richard Cataggio
Chris Correia
Robert Anzalone

Against: 0 Abstain: 0 Absent: 0

Dated: March 11, 2013



MARIA HUNTER, CHAIRPERSON
VILLAGE OF WOODBURY PLANNING BOARD

STATE OF NEW YORK)

)ss:

COUNTY OF ORANGE)

I, MARIA RUBIO, Clerk of the Planning Board of the Village of Woodbury, do hereby certify that the foregoing is a true and exact copy of a Resolution adopted by the Planning Board at a meeting of said Board held on March 6, 2013.



MARIA RUBIO, CLERK

VILLAGE OF WOODBURY PLANNING
BOARD

I, DESIREE POTVIN, Clerk of the Village of Woodbury, do hereby certify that the foregoing Resolution was filed in the Office of the Village Clerk on March 13, 2013.



DESIREE POTVIN, CLERK

VILLAGE OF WOODBURY

VILLAGE OF WOODBURY PLANNING BOARD**WOODBURY COMMON PREMIUM OUTLETS 2012 RENOVATION
SITE PLAN, SPECIAL PERMIT AND
ARCHITECTURAL REVIEW BOARD APPROVAL APPLICATION
SEQRA FINDINGS STATEMENT**

WHEREAS an application for approval of a Site Plan and Special Permit as well as Architectural Review Board approval for the 2012 Renovation of the retail shopping center with restaurant uses known as Woodbury Common Premium Outlets ("Woodbury Common," "the Common," or "the Center"), incorporating 60,000 square feet of infill retail space that was previously evaluated in 1997 as part of the Woodbury Common Expansion II project ("the Proposed Action"), has been submitted to the Village of Woodbury by CPG Partners, L.P. c/o Premium Outlets®/Simon Property Group, Inc. ("the Applicant"); and

WHEREAS the Woodbury Common Factory Outlets Expansion II was presented to the Town of Woodbury Planning Board in a site plan application dated November 17, 1995; and

WHEREAS on January 17, 1996 the Town of Woodbury Planning Board declared itself Lead Agency after a coordinated review under the State Environmental Quality Review Act ("SEQRA"); and

WHEREAS upon the establishment of the Village of Woodbury and the assumption of planning and zoning functions effective June 1, 2007, the SEQRA Lead Agency for Woodbury Common was transferred from the Town of Woodbury Planning Board to the Village of Woodbury Planning Board ("the Planning Board"); and

WHEREAS an Application to Appear before the Planning Board was submitted to the Village Building Department on March 5, 2012; and

WHEREAS on March 12, 2012 the Planning Board adopted a SEQRA Positive Declaration requiring the submission of a Draft Supplemental Environmental Impact Statement ("DSEIS"); and

WHEREAS the Planning Board held a scoping public hearing on April 4, 2012 and adopted a Scoping Document for the DSEIS on April 18, 2012; and

WHEREAS the Applicant submitted a DSEIS on June 29, 2012, and revised and resubmitted the DSEIS; and

WHEREAS the revised DSEIS was accepted by the Planning Board as complete in terms of scope, content and adequacy to satisfy the purposes of SEQRA and the Planning Board issued a Notice of Completion dated August 15, 2012 that was published in the Environmental Notice Bulletin, was circulated to involved and interested agencies, was available for public inspection at the offices of the Planning Board and local libraries, and was posted on the Village of Woodbury website; and

WHEREAS a public hearing on the DSEIS was held, opened and closed on September 19, 2012 and written comments on the DSEIS were accepted until October 5, 2012; and

WHEREAS the Applicant submitted a Final Supplemental Environmental Impact Statement ("FSEIS") on November 21, 2012 and revised the FSEIS and resubmitted it on January 2, 2013; and

WHEREAS the Planning Board, as Lead Agency, accepted the FSEIS as complete on January 16, 2013; and

WHEREAS a Notice of FSEIS Acceptance was published in the Environmental Notice Bulletin on January 30, 2013; and

WHEREAS the principal impacts commented on were traffic, parking, surface water quality, air quality, noise, stormwater management, visual quality, pedestrian/vehicle circulation conflicts, lighting, signage, emergency service access, and construction sequencing;

NOW THEREFORE BE IT RESOLVED that the Village of Woodbury Planning Board as Lead Agency finds the procedural requirements of Article 8 of the Environmental Conservation Law of New York State, and the rules and regulations promulgated thereunder (6 NYCRR, Section 617) as having been met; and

BE IT FURTHER RESOLVED that, pursuant to 6 NYCRR 617.11, the Village of Woodbury Planning Board as Lead Agency, based upon the entire record and foregoing statements finds that:

1. After reviewing the Proposed Action as evaluated in the DSEIS and FSEIS;
 - a. Consistent with social, economic and other essential considerations from among the reasonable alternatives available, the Proposed Action, with certain modifications incorporated as practical mitigation, is one that avoids or minimizes adverse environmental impacts to the maximum extent practicable; and
 - b. Certain mitigation measures require further evaluation and description as conditions of project approval.
2. The following statement of facts and conclusions regarding impacts and findings for mitigation measures relies on the DSEIS and FSEIS and forms the basis for subsequent Lead Agency decisions.

STATEMENT OF FACTS AND FINDINGS

The Proposed Action, known as the Woodbury Common Premium Outlets 2012 Renovation, will affect 55.5 acres of the 149.2-acre Woodbury Common site. Improvements included in the Proposed Action are:

- Improvements of the vehicular access and egress to Woodbury Common, coordinated with planned offsite New York State Department of Transportation ("NYSDOT") Route 32 upgrades, to increase the convenience of the travelling public by providing better traffic movement to and from Woodbury Common and along the Route 32 corridor;
- Completion and realignment of the Outer Ring Road;
- Redevelopment of the Inner Ring Road;

- Reconfiguration of surface parking areas to accommodate changes in the ring roads;
- Construction of a 2,203-space, four level (surface plus three elevated levels) parking structure;
- The approval of the addition of 60,000 square feet of infill retail space in the pending application was anticipated within the scope of the 1997 Site Plan Resolution, and it was also encompassed within the 1997 SEQRA review of 330,000 s.f. of infill retail space;
- Renovation of the facades and roofs of all existing buildings;
- Reconstruction of the Main Tower building to become the "Market Hall" arrival feature of Woodbury Common, to include the relocated food court;
- A New Welcome Center;
- New landscaping and new hardscape for pedestrian walkways and common areas;
- Pedestrian circulation enhancements to minimize pedestrian/vehicle conflicts;
- New pick-up and drop-off laybys for tour bus and public transit bus traffic;
- Addition of new restrooms and rehabilitation of all existing restrooms;
- Upgrading of all lighting with energy efficient fixtures;
- Establishment of locations and alternate locations for previously approved kiosks and Retail Merchandising Units (RMUs);
- Improvement of stormwater management facilities; and
- Upgrading of infrastructure.

The maximum impervious surface coverage (buildings and pavements) is limited by zoning to 65 percent of the total area. The submitted DSEIS and Site Plan documents indicate that the impervious coverage limitation is met by the Proposed Action.

The existing parking supply at Woodbury Common consists of approximately 5,650 spaces. The parking structure will provide approximately 2,200 spaces. Due to the removal of some existing surface parking spaces, the overall net increase in parking due to the 2012 Renovation will be approximately 1,010 spaces. The resulting parking supply of approximately 6,660 spaces will increase the parking ratio from the existing 6.63 spaces per 1,000 square feet of gross leasable area ("GLA") to 7.3 spaces per 1,000 square feet of GLA, which meets a condition of the 1997 SEQRA Findings for environmental impacts for Woodbury Common Expansion II.

Construction of the infill space and the proposed parking structure as well as improvements to the common facilities will occur in the Industrial Business (IB) Zone. The Proposed Action will result in additional development at an established commercial center, which is a Special Permit use in the IB Zone under the zoning provisions of the Village of Woodbury Code. Restaurant uses are also permitted in the IB Zone. As part of the Proposed Action, some of the parking would be realigned in the Limited Industrial Office (LIO) Zone and an additional emergency access point would be provided per emergency service organization ("ESO") request. Parking is an accessory use consistent with the Special Permit uses of the LIO Zone.

At its October 9, 2012 meeting, the Village of Woodbury Zoning Board of Appeals voted to grant area variances for the height of certain structures on the top of the parking structure included in the Proposed Action. Upon the granting of the variance, the height was approved under the

zoning provisions of the Village of Woodbury Code for the IB and LIO zones. The proposed infill of 60,000 square feet of GLA was evaluated in the 1997 SEQRA review of environmental impacts for a 330,000 square foot expansion.

The Proposed Action is consistent with the *Village of Woodbury Comprehensive Plan*, as it will enhance Woodbury Common as a driver of economic growth and it will include improvements to Woodbury Common's internal vehicular and pedestrian circulation system in concert with improvement of the Woodbury Common access/egress points at the local roadway network. The Proposed Action is consistent with the *Orange County Comprehensive Plan*, as it is infill construction in a County-designated Priority Growth Area.

The area to the east of Woodbury Common is primarily forested, including parts of Harriman State Park. Those forested lands are traversed in a generally north-south direction by the Metro North Port Jervis Line rail right-of-way and by the New York State Thruway (Interstate 87). Directly south of Woodbury Common is the toll plaza for Thruway Exit 16. Beyond the toll plaza are a Thruway maintenance facility and Woodbury Centre, a retail shopping center. New York State Route 32 borders Woodbury Common on the west. Beyond Route 32 is the Monroe-Woodbury Central School District Middle School and High School complex. The area north of Woodbury Common is primarily commercial; however, several residences are near the northwestern boundary of the Woodbury Common property, across Turner Road.

The 36- to 45-month construction sequence for the Proposed Action will involve ongoing coordination with the Village of Woodbury Building Department. The parking structure will be entirely built early in the construction sequence to maintain an adequate supply of parking as existing surface parking areas are sequentially improved.

Identified impacts and corresponding mitigation measures follow, in the DSEIS order of presentation.

A. Geology, Soils, Topography and Slopes

Erosion of soil and sedimentation of surface waters are potential results of the disturbance of previously undeveloped land areas. The total net surface area of the three places on the Woodbury Common site where existing permeable surfaces will be replaced with impervious surfaces is 0.59 acre, or 0.4 percent of the total impervious area. The potential for erosion in these areas will be minimized through implementation of erosion and sediment control measures.

The site is situated in a glacially filled valley where bedrock is typically deep below the surface. Excavation and grading are not expected to reach bedrock or alter the glacial formations beneath the site. No blasting will be required.

Constructed gradients will be designed for stability in accordance with commonly accepted engineering practice. The proposed infill retail buildings and parking structure will be supported on conventional spread footings the installation of which will not affect bedrock.

Mitigation Findings

A.1 Erosion control practices consistent with the *New York State Standards and Specifications for Erosion and Sediment Control* (NYS DEC, 2005) shall be implemented during construction of the Proposed Action, to include:

- Keeping disturbed areas to a minimum and providing temporary seeding and mulching if operations cease for more than 7 days;
- Keeping topsoil stockpiles less than 35 feet high and keeping the side slopes of these stockpiles at or less than a 2:1 gradient; and
- Constructing a crushed stone tracking pad at the points of egress and ingress for construction vehicles of each phase.

A.2 Sedimentation control measures shall be carried out in accordance with the *New York State Guidelines for Urban Erosion and Sediment Control* (NYS DEC, 1997) and the approved Stormwater Pollution Prevention Plan ("SWPPP"), to include:

- Installing silt fence barriers along the bases of slopes and around the perimeter of soil stockpiles;
- Placing an inlet filtering means at each stormwater inlet or catch basin to prevent sedimentation within the storm sewer system;
- Cleaning inlet filters and the upstream side of all silt fencing after each sediment-producing storm;
- Operating temporary sediment traps at low points; and
- Using temporary diversion swales.

A.3 Erosion and sedimentation control measures shall be inspected and repaired as required and in accordance with the SWPPP and General Permit for Construction Activities through an ongoing program of daily observation with particular emphasis on inspection and repair following rain events.

A.4 Temporary dust control shall be effected by sprinkling with water until dust-creating surfaces are wet.

A.5 Compaction reports shall be submitted to the Village of Woodbury Building Department prior to installation of structural elements such as building foundations.

A.6 A SWPPP meeting NYSDEC criteria shall be submitted and approved by the Village of Woodbury as the operator of the MS4 prior to beginning construction.

B. Water Resources and Drainage

Additional sanitary wastewater generated by the Proposed Action, like wastewater from the existing facility, will be conveyed to the Orange County Sewer District No. 1 Harriman Sewage Treatment Plant for treatment. No on-site wastewater disposal would result from the Proposed Action, thereby minimizing potential for impact to groundwater resources.

The potential for surface water impacts to result from the Proposed Action is related to polluting substances that could be released from the additional vehicles projected to travel through and park at Woodbury Common due to the addition of 60,000 square feet of GLA. The Applicant's traffic consultant has projected and the Village's traffic consultant has confirmed that a maximum of 150 additional vehicles per hour (during the Saturday peak hour) would result from the Proposed Action. To the extent that part of the 0.59 acres of additional impervious surfaces consists of pavements that would be deiced in winter, a corresponding amount of additional deicing chemicals could enter surface waters in runoff from the site.

The majority of runoff from paved surfaces would be directed to the Siltation Pond, which functions as a water quality treatment facility. Surface water runoff from the site not going to the sedimentation basin will be directed to other on-site water quality practices and detention basins. The Siltation Pond and other detention basins are adequately sized for the runoff that would occur after implementation of the Proposed Action.

Mitigation Findings

- B.1 Erosion control practices consistent with the *New York State Standards and Specifications for Erosion and Sediment Control* (NYS DEC, 2005) shall be implemented, as detailed in Mitigation Finding A.1.
- B.2 Oil and grease hoods shall be installed in proposed stormwater inlets that discharge to on-site basins, and shall be inspected and cleaned in accordance with a maintenance program to be documented in the SWPPP.
- B.3 Compliance with the Municipal MS4 requirements under the SWPPP including municipal acceptance and certification of the SWPPP prior to New York State Department of Environmental Conservation submission of an NOI shall be required.
- B.4 A program for post-construction inspection of stormwater management facilities, including oil and grease hoods on stormwater inlets, shall be included in the SWPPP. Inspection logs shall be completed by Woodbury Common maintenance personnel or contractors who are certified, qualified inspectors and kept on file for review by the Municipal MS4 officer upon request.
- B.5 Deicing salt shall be mixed with sand to reduce the quantity of salt applied to pavement surfaces.
- B.6 Except for limited periods of time under limited circumstances, deicing salt shall be stored inside a building.
- B.7 The Proposed Action shall be constructed and operated in accordance with the provisions of State Pollution Discharge Elimination System General Permit for Stormwater Discharges from Construction Activity GP-0-10-0001.
- B.8 Green Infrastructure techniques shall be incorporated into the stormwater management system of the Center where practicable.

C. Ecology

The renovation activities included in the Proposed Action will take place primarily on currently developed land. The replacement of existing permeable surfaces with impervious surfaces, which has the greatest potential for ecological impact of the activities included in the Proposed Action, will occur on 0.59 acre, or 0.4 percent of the total impervious area of the site.

Wetland impacts of the Proposed Action are located in two areas of the site and are related to completion of the Outer Ring Road: a 0.56 acre wetland in the existing stormwater detention basin behind the Marigold building and a small disturbance of the isolated wetland at the southeastern corner of the site. The U.S. Army Corps of Engineers has indicated that these two wetlands areas are non-regulated.

Improvements to parking areas and courtyards will result in the removal of existing landscape vegetation that has some wildlife habitat value for passerine birds. The loss of habitat will be minimized by the installation of new plantings. Overall, a greater than 35 percent permeable area will be maintained.

Mitigation Findings

- C.1 A landscaping plan for annual and perennial vegetative cover that meets Village of Woodbury Code requirements shall be included in the approved Site Plan.
- C.2 Approximately 10 percent of the area of the surface parking lot area of the site, as measured from the pavement edge of the Outer Ring Road, shall be landscaped.
- C.3 Woodlands on the northern part of the site and on Turner Farm shall be preserved, unless otherwise indicated on the approved Site Plan.
- C.4 Impervious area of the site shall not exceed the 65 percent limit established in the Village of Woodbury Code. The remaining 35 percent of the site shall consist of undisturbed woodland, wetlands, retention basin structures, and landscaped and planted areas.
- C.5 The Applicant shall implement a maintenance plan for landscaped areas of the site and provide documentation of the plan if so requested by Village officials.

D. Noise

Temporary noise impacts, primarily from equipment operation, will result from construction of the Proposed Action. Construction noise impacts are not anticipated to be significant due to the distance between the retail buildings at the Center and sensitive noise receptors in the vicinity of the Woodbury Common property. Operational noise following implementation of the Proposed Action is anticipated to increase incrementally in proportion to the increased patron activity resulting from the approximately seven percent increase in GLA, and would not exceed applicable noise abatement thresholds.

Mitigation Findings

- 06/07/13 06/23
- D.1 Access by construction trucks and equipment shall be limited to the Woodbury Common main entrance.
 - D.2 All construction vehicles shall meet applicable State standards of operation, including maintenance of exhaust systems.
 - D.3 Noisy construction equipment shall be positioned and operated as far as practicable from site boundaries.
 - D.4 Noise attenuated compressors shall be used except for the operation of construction equipment that is louder than a conventional (non-noise attenuated) compressor.
 - D.5 Should pile driving be required, it shall be conducted at times authorized by the Village of Woodbury Building Department and the Village Engineer.
 - D.6 Woodbury Common personnel shall continue to monitor and enforce the restrictions on idling of bus and delivery truck engines currently in place.

E. Air Quality

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Intersection traffic analyses conducted for the Proposed Action indicate that traffic levels of service in and around Woodbury Common will not deteriorate as a result of traffic volume increases associated with the Proposed Action, provided that signal timing modifications and traffic controls are implemented. Therefore, elevated levels of carbon monoxide and particulate emissions are not expected to result from the operation of Woodbury Common following the Proposed Action.

Mitigation Findings

- E.1 Extended truck and equipment idling during construction and bus engine idling at all times shall be prohibited.
- E.2 No open burning of construction debris shall be allowed.
- E.3 Dust control on unpaved surfaces during construction shall be achieved through the use of water as a wetting agent. Dust control on paved surfaces shall be achieved through sweeping.
- E.4 See Section G of these Findings for traffic mitigation measures.

F. Land Use and Zoning

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The Proposed Action will result in additional development at an established commercial center, which is a Special Permit use in the IB Zone under the zoning provisions of the Village of Woodbury Code. Restaurant uses are also permitted in the IB Zone. As part of the Proposed

Action, some of the parking would be realigned in the Limited Industrial Office (LIO) Zone and an additional emergency access point would be provided per ESO request. Parking is an accessory use consistent with the Special Permit uses of the LIO Zone. At its October 9, 2012 meeting, the Village of Woodbury Zoning Board of Appeals voted to grant area variances for the height of certain building features on the top of the parking structure included in the Proposed Action. Upon granting of that variance relief, the height of certain structures became approved under the zoning provisions of the Village of Woodbury Code for the IB and LIO zones. The Proposed Action shall be consistent with the building heights authorized by the Village of Woodbury Zoning Board of Appeals decision dated October 9, 2012.

The Proposed Action is consistent with the *Village of Woodbury Comprehensive Plan* because it will maintain and enhance Woodbury Common as a driver of economic growth and it will include improvements to Woodbury Common's internal vehicular and pedestrian circulation system in concert with improvement of the Woodbury Common access/egress points at the local roadway network. The Proposed Action is consistent with the *Orange County Comprehensive Plan* because it is infill construction in a County-designated Priority Growth Area.

Mitigation Findings

No mitigation measures are required.

G. Traffic

The detailed traffic analyses conducted by the traffic consultants for the Applicant and the Village demonstrate that the additional permitted 60,000 square feet of GLA will not add materially to the total peak hour traffic volumes or degrade any of the studied intersections below acceptable levels of service. The realigned Outer Ring Road and the addition of a parking structure are expected to facilitate efficient ingress of vehicles and adequately absorb the related parking demand. The creation of the Outer Ring Road behind Marigold Court eliminates a major existing area of vehicle/pedestrian conflict. The Planning Board as Lead Agency has indicated that it has no objection, under SEQRA or otherwise, concerning the realigning of the Outer Ring Road that is entirely within the Woodbury Common property. However, the Planning Board prefers the alternate alignment of the Outer Ring Road that requires acquisition of additional property, and desires that the alternate alignment be implemented if the additional property is acquired in time to meet the 2012 Renovation construction schedule. Both alternatives have been studied herein, and no additional SEQRA review will be necessary to proceed with either alternative.

Since the 1997 SEQRA approval and the construction of the present Woodbury Common in accordance with the same, there has been an increase in *regional* traffic impacts generated; *inter alia*, by the cumulative impact of the success of the Common, regional shopping center and other retail construction, commercial developments off of but with access to the Route 32/17 corridor, hotels, schools, and residential development, the latter contributing to a significant increase in regional commuting traffic utilizing Route 32 to and from the Thruway. These have not yet been adequately accommodated by NYSDOT improvements to the regional network. The traffic analysis shows that proper signal operation and coordination on the Route 32 corridor would provide some immediate mitigation of these impacts. In fact, mitigation of the traffic impacts from the 1997 Woodbury Common Expansion anticipated proper signal timing on

Route 32. Additionally, traffic consultants for the Village and the Applicant agree that the replacement of existing signal operating systems with improved modern controller hardware and software that recognizes traffic movement and responds to traffic needs (i.e., "adaptive" signals) would provide a practicable longer term mitigation of the environmental impacts from this regional traffic increase by, *inter alia*, increasing the number of hours each day where traffic flow through the corridor will be improved.

The Applicant's and the Village's traffic consultants have, in conjunction with the NYSDOT, formulated alternative levels of signalization improvement along the Route 32 corridor to be analyzed to determine the optimum solution. NYSDOT has indicated that they would prefer coordinating with the Village for these signal modifications.

The proposed offsite NYSDOT Route 17 Highway Safety Improvements for Upgrade to Interstate 86: Exit 130A to 131, Stage I P.I.N. 8006.96, Stage II P.I.N. 8006.84 ("NYSDOT Upgrade") is not part of the Proposed Action. However, the Proposed Action has been planned to modify the onsite roadways to tie into these future improvements.

Improved roadway signage will be included in the overall Woodbury Common signage plan approved by the Planning Board. The signs will route traffic around the periphery of the primary parking system on the Outer Ring Road. Inbound motorists will be guided by signs to parking locations that favor their retail destinations, and the location of the parking structure will be emphasized. Outbound motorists will be guided by signs to the regional road system and key regional destinations.

A Maintenance and Protection of Traffic Plan will be developed prior to construction to accommodate traffic in a manner that minimizes additional congestion and provides patrons with the best practicable mobility experience when sections of the site are disrupted by construction activities. The Maintenance and Protection of Traffic Plan will be a plan for the phasing and implementation of traffic-way and pedestrian-way improvements, within the site, so that the integrity of traffic flow and pedestrian flow is protected in a manner that also allows the service and business aspects of Woodbury Common to continue, in a safe manner, while the construction takes place.

Traffic management at Route 32 intersections by New York State Troopers and at key internal intersections by professionally trained Woodbury Common traffic directors will continue to be utilized during peak traffic periods.

The concept of internal traffic signalization at the intersection of the Outer Ring Road and Roads B and E, and the possible modification of the operation of the intersection of Woodbury Outlets Boulevard at the Outer Ring Road, was discussed between the Applicant and the Board. It was determined to be unnecessary at this time due to the current use of Woodbury Common personnel who physically manage the traffic at these intersections during peak shopping periods. Regarding traffic signalization, the Applicant's traffic consultant as well as the Board's traffic consultant agreed that the use of personnel was superior to the installation of a traffic light since they are more responsive to specific traffic conditions.

Mitigation Findings

- G.1 The Applicant shall support the Village in the Village's request to NYSDOT for signalization improvements (a) to improve the present signal timing, and (b) by providing \$250,000 for upgrading the signal hardware and software to an "adaptive" signal program, or (c) if the Village and the NYSDOT are unable to effectuate these signal improvements, then the Village may utilize the \$250,000 to assist the Village and DOT in such endeavors, or otherwise improve the traffic flow in this area, or to generally use for the general health, safety and public welfare of the Village in a manner related in some respect to the 2012 Renovation. In this regard, the Applicant shall enter into an appropriate Developer's Agreement to effectuate said contribution.
- G.2 The Applicant shall support the Village in requests to NYSDOT for periodic signal timing review by NYSDOT, at intervals not greater than three years, from the present to the implementation of Phase I of the NYSDOT Upgrade, or a portion thereof, that provides a loop-ramp onto the Thruway.
- G.3 The monetary contribution toward signalization improvement discussed in G.1 above may be applied to implementation of signal pre-emption equipment at the discretion of the Village, as more fully defined in the Developer's Agreement.
- G.4 The Applicant shall monitor pedestrian crossings and intersections internal to Woodbury Common for pedestrian safety concerns during peak hours on major holiday weekends and similar days ("Peak Times") and shall dispatch traffic directors as needed to ensure pedestrian safety and the smooth flow of vehicular traffic, and such other days as mutually agreed upon between the Woodbury Emergency Service Organizations ("ESOs"), Village Building Department and Woodbury Common personnel at their ongoing meetings. Peak Times are further defined as the hours from 11 AM to 6 PM on the following 13 days of each year:
- Memorial Day Weekend (Saturday – Monday)
 - Labor Day Weekend (Saturday – Monday)
 - Columbus Day Weekend (Saturday – Monday)
 - Thanksgiving Day Weekend (Saturday and Sunday)
 - December 26th
- Additionally, the Peak Time for the Friday after Thanksgiving Day is defined as 12 AM (midnight) to 6 PM.
- G.5 The Applicant shall continue to provide patron trolley service between the Purple Parking Lot and the retail buildings during Peak Times.
- G.6 The Applicant shall continue to support State Police traffic control at intersections along Route 32 where and when appropriate; Woodbury Common management personnel shall monitor the intersections to determine if the State Police presence needs to be expanded as an interim condition until Phase I of the NYSDOT Upgrade is implemented, or a portion thereof, that provides a loop-ramp onto the Thruway.

- G.7 The Applicant may reduce the level of State Police traffic control subsequent to the implementation of Phase I of the NYSDOT Upgrade along the Route 32 corridor only upon consultation with the Woodbury Police Department, the NYSDOT, the New York State Police, the Woodbury Building Department and the ESOs.
- G.8 The Applicant shall provide pedestrian protection in the vicinity of the new bus layby location through the use of signage and pavement treatments to provide positive guidance for pedestrians and notification of the upcoming pedestrian crossing to motorists.
- G.9 Woodbury Common management personnel shall monitor circulation and ingress/egress control at the parking structure and provide traffic management as appropriate during Peak Times, and such other days as mutually agreed upon between the ESOs, Village Building Department and Woodbury Common personnel at their ongoing meetings; traffic management options shall include closure of sections of roadway to avoid pedestrian/vehicle conflicts.
- G.10 The Applicant shall continue to provide shuttle bus/jitney service to and from the Harriman Train Station for Woodbury Common patrons in coordination with the MTA. The Applicant shall monitor parking demand at Woodbury Common to determine if the current level of jitney service is appropriate or if the service frequency needs to be altered to meet changing satellite employee parking and overflow visitor parking demand.
- G.11 The Applicant shall continue to coordinate the use of fixed and portable variable message signs concerning Woodbury Common access and parking conditions with the New York State Police, the New York State Thruway Authority and the Hudson Valley TMC.
- G.12 Woodbury Common management shall request that all merchants that need to access the receiving areas through the access ways on both sides of the new Market Hall schedule their deliveries at times when the Common is not open to the public. During Peak Times, traffic personnel shall be stationed on each side of the Market Hall to assist any delivery drivers needing access to those receiving areas, and no semi tractor trailer deliveries shall be accepted through these access points during Peak Times, and such other days as mutually agreed upon between the ESOs, Village Building Department and Woodbury Common personnel at their ongoing meetings.
- G.13 The Applicant shall continue to coordinate Woodbury Common traffic and parking management measures with Village of Woodbury officials and Town of Woodbury officials.
- G.14 If the Applicant determines that a traffic signal is warranted at any of the internal intersections discussed above in the future, based on the continued monitoring of the locations, the Applicant will not be required to obtain any amended SEQRA or site plan approval in order to implement such an installation as this issue was included within the SEQRA review related to this expansion. Operational changes including signalization of any of these locations or the possible restriction of left turn movements from Woodbury Outlets Boulevard to the Outer Ring Road will be made as necessary.

H. Visual Resources

The materials, colors, and building configurations of the Proposed Action have undergone Site Plan and Architectural Review Board scrutiny and approval concurrently with SEQRA review. The design strategy of the Proposed Action includes updating all Woodbury Common structures using better materials, finishes and details. This design strategy extends to any new construction, including the Market Hall and the Parking Structure.

The Center is currently configured into five primary districts. The Proposed Action includes a greater level of architectural identity for each district to orient and guide Woodbury Common patrons. To advance the Center's original theme as a village, the Proposed Action enlarges and expands the material and color palette for each of the districts. The Applicant has demonstrated that greater architectural variety will help break down longer facades in the project while creating the scale of a smaller, more intimate and village-like character.

The Proposed Action includes a variety of colors that will be used for both primary areas of siding, as well as building trim and special details. These colors comprise a fairly narrow range from white, cream, off-white and grey to a variety of earth tones. This range of colors is wholly consistent with what people may see in a village, small town or main street for civic, commercial and residential uses.

Mitigation Findings

- H.1 Turner Farm shall remain in its existing condition and its buildings shall be kept in good repair and its grounds shall be maintained, as a visual amenity and as a buffer between Woodbury Common and nearby residences.
- H.2 In accordance with the Village of Woodbury code, a minimum of 35 percent of the overall Woodbury Common site shall remain permeable.
- H.3 Approximately 10 percent of surface parking areas (as measured from the pavement of the Inner Ring Road) shall be landscaped with trees, shrubs and ground cover plants.
- H.4 Pedestrian walkways and gathering spaces between the retail buildings shall be landscaped in accordance with the approved site plan.
- H.5 No exterior walls constructed for the 2012 Renovation shall consist of untextured concrete block, either painted or unpainted.
- H.6 Design consistency shall be apparent in each of the Center's five "Districts" by the use of a consistent and complementary color palette, design of similar and appropriate building materials, and an overall scale that retains the village-like character of buildings clustered around landscaped courtyards.
- H.7 Glass installed for the 2012 Renovation shall not be highly reflective.

- H.8 Lighting throughout Woodbury Common shall provide illumination levels needed for safety but will be directed in a manner that avoids glow or light pollution. Lighting in pedestrian courtyards shall be at a pedestrian scale. Flashing, traveling, animated or intermittent lighting shall not be visible from building exteriors.
- H.9 For the 2012 Renovation, the HVAC units for the Market Hall shall be located at the second floor roof setbacks of the building and shall be screened from view by building parapets and decorative screening that is consistent in design and detail with the overall design of the building. The mechanical equipment for proposed Building Q shall be on the roof and adequately screened. Should the Applicant be unable to obtain additional land for the Outer Ring Road in back of existing Marigold, then those HVAC units shall be elevated above ground level on concealed platforms placed behind a decorative, architecturally articulated masonry wall that shall screen from view all elevated tenant HVAC units, related equipment, and ductwork. The scale of this wall shall be enhanced with articulated vertical masonry columns and pre-cast stone copings to make the same more attractive and architecturally consistent with the design of the Center. All other 2012 Renovation mechanical equipment shall either be roof screened or ground screened consistent with existing Woodbury Common conditions.
- H.10 Where possible, retaining wall surfaces visible to the public shall be treated with fast-growing and long-term vegetation with a descending habit of growth planted at the tops of the walls and vegetation with an upright habit of growth planted at the bottoms of the walls to provide immediate and permanent mitigation of these walls' potential visual impacts.
- H.11 The visual impact of the Parking Structure shall be mitigated through articulation of its surfaces and by the use of aesthetically appealing materials.

I. Cultural Resources

The 30-foot buffer around the Coffey Cemetery will be maintained during construction of the Proposed Action and throughout the operation of the renovated Center. The only structure proposed for the vicinity of the Coffey Cemetery is a one-story maintenance building to be built approximately 120 feet east of the cemetery. The existing salt storage building, which will remain, is located between the cemetery and the proposed maintenance building. The relative locations of the existing salt storage building and the proposed maintenance building will minimize the visual impact of the proposed structure as viewed from the Cemetery.

Mitigation Findings

- I.1 The 30-foot buffer around the Coffey Cemetery shall remain undisturbed.
- I.2 The Village and the public shall continue to have access to the Coffey Cemetery through Woodbury Common property in accordance with the existing easement.

J. Utilities

Woodbury Common is currently served by the following utility providers:

- Potable water – Village of Woodbury Water Department;
- Wastewater treatment – Orange County Sewer District No. #1;
- Electrical power – Orange & Rockland;
- Natural gas – Central Hudson Gas Company; and
- Telephone – Frontier Communications.

Each of the providers has indicated through correspondence or at meetings with the Applicant's representatives that sufficient capacity exists to serve Woodbury Common subsequent to implementation of the Proposed Action.

Mitigation Findings

- J.1 The Applicant's contractors shall coordinate with the involved utility providers to confirm utility locations and the requirements of the providers before commencing construction of the utility improvements included in the Proposed Action.
- J.2 The high-pressure Central Hudson Gas Company line that traverses the Woodbury Common property shall be protected as required by the utility and shall be adequately marked in areas of proposed construction to avoid damage.
- J.3 Water conservation measures of the 2012 Renovation shall include the installation of waterless urinals, water-conserving flush toilets, and sink faucets that automatically turn off after flowing for a predetermined time.
- J.4 A water conservation plan that includes periodic operational review of the effectiveness of water conservation devices and avoidance of leaks shall be implemented by the Applicant. A brief (one page) summary report of the water conservation inspections shall be filed with the Woodbury Water Department semi-annually.
- J.5 Proposed utility installations for the 2012 Renovation shall be underground.

K. Community Facilities, Public Safety and Services

The Applicant contracts with a professional security provider to provide round-the-clock security for the common areas of the Center 365 days per year. The entire Center is served by a fire alarm system as well as sprinkler protection with all alarms transmitting to an onsite alarm panel as well as to a central station.

All Woodbury Common security personnel are trained in general first aid and CPR. In addition, on Memorial Day weekend (3 days), Columbus Day weekend (3 days), Labor Day weekend (3 days), and Thanksgiving Day weekend (3 days), Woodbury Common employs two EMTs to be on the property during operating hours.

The parking structure included in the Proposed Action is an uncommon building type for Woodbury and was the focus of safety and emergency access concerns during SEQRA review. The parking structure will have multiple emergency call boxes on each level to provide direct connection to Woodbury Common security personnel. Parking structure stairwells will be open to each level without doorways or screen walls to avoid concealed areas. Each stairwell will also have exterior windows as will the main tower access and all elevators banks to allow views into the stairwells and the cabs from outside areas. Stairway bulkheads on the upper level will be enclosed for weather protection but will have glass doors and windows to provide visibility.

On many busy days, a trolley is available for shoppers. The trolley service typically runs a route internal to Woodbury Common from mid-April through the end of December on weekends.

The courtyards between retail buildings and the Food Court (to be relocated to the new Market Hall as part of the Proposed Action) function as the primary gathering spaces at Woodbury Common. Landscaping and hardscape improvements to these spaces are included in the Proposed Action.

Woodbury Common provides lighting in the common areas of the Center, including parking areas, courtyards, the Food Court, restrooms and receiving areas. Photocells are used, as appropriate, to maximize energy efficiency. All lighting fixtures on the Woodbury Common site shall be replaced with more energy efficient fixtures as part of the Proposed Action.

Trash and cardboard/paper open-top containers and compactors are located throughout the property, generally in the receiving areas of the tenants' spaces. Trash receptacles are located in the common areas of the Center.

Mitigation Findings

- K.1 The 24-hour security patrol of Woodbury Common shall be continued, and Woodbury Common shall continue to cooperate with the Town of Woodbury Police Department regarding security at the Center.
- K.2 The Applicant shall evaluate various communications systems in conjunction with the Fire Department and shall install communication enhancements determined necessary to ensure that the Department's firefighters and officers can effectively communicate during all phases of an alarm at the renovated Woodbury Common.
- K.3 The parking structure elevator and stair tower roof structures shall be constructed of non-combustible materials and their use in the design shall be in accordance with the current version of the New York State Uniform Building and Fire Prevention Code.
- K.4 The parking structure stand-pipe system shall be designed and installed in accordance with New York State Building Code requirements and shall be subject to Village of Woodbury Fire Marshal review and approval.
- K.5 All three of the Parking Structure elevators shall be high-speed, oversized units that are gurney accessible, and two of which shall be served by a backup generator in case of

power failure. These elevators shall have ESO override systems so that ESO personnel can use the elevators at times to the exclusion of the public.

- K.6 A "Knox Box" or other mutually acceptable method of providing elevator keys to the Woodbury Fire Department and other ESOs shall be provided at the parking structure.
- K.7 The Applicant shall allow the Village of Woodbury Fire Department, Town of Woodbury Police Department, Woodbury Ambulance, Village Building Department and Inspector, and Fire Marshal access to the Center property including walk-throughs of the new parking structure and Market Hall both during and after the completion of construction, for orientation purposes and for full-scale drills.
- K.8 The current emergency protocol by which professionally trained Woodbury Common personnel meet and escort emergency vehicles to and from the location of an emergency at the Center and block off areas as necessary to allow emergency vehicles to maneuver quickly shall be maintained during and subsequent to the construction of the Proposed Action.
- K.9 Emergency access throughout the Center and measures protective of public safety shall be addressed during periodic meeting to be held among representatives of Woodbury Common, the ESOs, the Village Building Department and the Village Engineer throughout the period of construction for the Proposed Action.
- K.10 The two existing emergency access roads (one running from the Outer Ring Road to Turner Road and one running from the Outer Ring Road to Woodbury Outlets Boulevard) shall remain after the Proposed Action is implemented and the roads shall be maintained and kept clear of snow at all times. The access road to Turner Road shall not be impacted by the 2012 Renovation, except to the extent that at the request of the ESOs, the access road shall be supplemented by a new emergency access path located farther to the north, running from Turner Road to the rear of the Purple Lot.
- K.11 The existing police and first-aid facility shall be replaced by an approximately 10-foot by 10-foot room, located near the Woodbury Common management offices on the second floor of the Market Hall building, with access to a private restroom. Police and emergency service personnel shall have exclusive use of this room on weekends and holidays, and first priority for its use at other times.
- K.12 Signage for Woodbury Common shall be developed in coordination with the Village of Woodbury Building Department in accordance with signage plans previously approved by the Woodbury Planning Board, dated December 12, 2001. Those approved existing sign guidelines shall apply not only to the 2012 Renovation, but also to future sign modifications at Woodbury Common. Compliance with the guidelines in the future will allow individual retailers to modify signage without having to return to the Planning Board or Building Department for authorization. Should any change or modernization of the sign guidelines become necessary in the future, the Applicant shall return to the Planning Board for the review of same.

K.13 Public access to Peckman's Pond shall be maintained through the continuation of the existing easement. Parking for visitors to Peckman's Pond shall continue to be provided, on a space-available basis, in the Woodbury Common surface parking areas.

L. Socio-Economic Conditions

The potential socio-economic impacts of the Proposed Action are all beneficial. Construction employment for the Proposed Action is estimated to be 300 to 500 workers. The Proposed Action is anticipated to create 400 new retail jobs.

The present annual sales tax revenue from Woodbury Common is approximately \$80 million. Estimated additional sales tax revenue to be generated by the 60,000 square feet of Infill GLA included in the Proposed Action is \$5.6 million per year.

Year 2011 property taxes for Woodbury Common were \$6,120,897. Forecasted 2012 property taxes are \$6,303,033. Projected property taxes for the first full year of operation that includes the 60,000 square feet of infill development of the Proposed Action are \$7,021,000.

Mitigation Findings

As the potential socio-economic impacts of the Proposed Action are all beneficial, no mitigation measures are required.

M. Construction Effects

Construction of the Proposed Action, which includes infill retail development and a comprehensive upgrade of existing buildings, courtyards, and parking areas, will occur in a busy shopping center. Assurance of construction site safety was a primary focus of the SEQRA evaluation of construction impacts. The contractor will maintain and prepare measures to deal with life safety, ESO access, tenant access, debris removal and dust control to ensure site safety and protection of the public.

Various forms of protection will be employed based on location, length of time needed and visual character. These will include, but will not be limited to, slatted chain link fence, concrete dividers, cones, plywood enclosures, vinyl fencing, and other measures deemed necessary by the Applicant, the Village of Woodbury Building Department, and the other parties involved.

Once the contractor is selected a schedule and safety program will be established in coordination with Village of Woodbury Building Department officials. Meetings will be held with the Village of Woodbury Building Department on a weekly basis to review all site safety concerns and the sequencing of the construction.

Potential construction impacts to nearby land uses were also evaluated. Lay down and staging areas will be located adjacent to work sites and in general away from the site perimeter. Lighting of these areas will be limited, and temporary construction period lighting fixtures will be aimed to avoid light spillover onto adjoining properties. Certain construction activities will be done at night as required to minimize and mitigate contact/conflict with tenants and shoppers. Nighttime construction noise impacts are not anticipated to be significant due to the distance

between the retail buildings at the Center and sensitive noise receptors in the vicinity of the Woodbury Common property, and the noise blocking effect of existing Woodbury Common buildings.

Mitigation Findings

M.1 Meetings shall be held by the Applicant's representatives, the contractor, the Village Engineer, Village of Woodbury Building Department personnel, and ESO representatives on a periodic basis to review all site safety concerns and sequencing of the construction, in a manner similar to that which was successfully implemented for the Woodbury Common II (North) Expansion.

M.2 Access by ESO personnel and vehicles shall be maintained throughout the period of construction.

M.3 Construction work that would be unsafe or otherwise inconvenient to the public if done during the day shall be done at night. Such work shall include, but not be limited to, overhead work, landscape and hardscape work in pedestrian areas, demolition of the existing buildings, and any complete closure of the Outer Ring Road.

M.4 A Maintenance and Protection of Traffic Plan, described in Section G herein, will be developed prior to construction.

M.5 Offsite parking will be provided as needed to accommodate anticipated visitor demand during periods of the construction sequence, if any, when parking availability at the Center is reduced.

In Favor: Marla Hunter
Mark Christman
Richard Cataggio
Chris Correia
Robert Anzalone

Against: 0 Abstain: 0 Absent: 0

Dated: March 20, 2013

Signed by:


Marla Hunter, Chairwoman
Village of Woodbury Planning Board

EXHIBIT D

Architectural Details

CPG Partners, L.P.

Woodbury Common Premium Outlets®
Orange County Industrial Development Agency
Application for Financial Assistance

EXHIBIT E

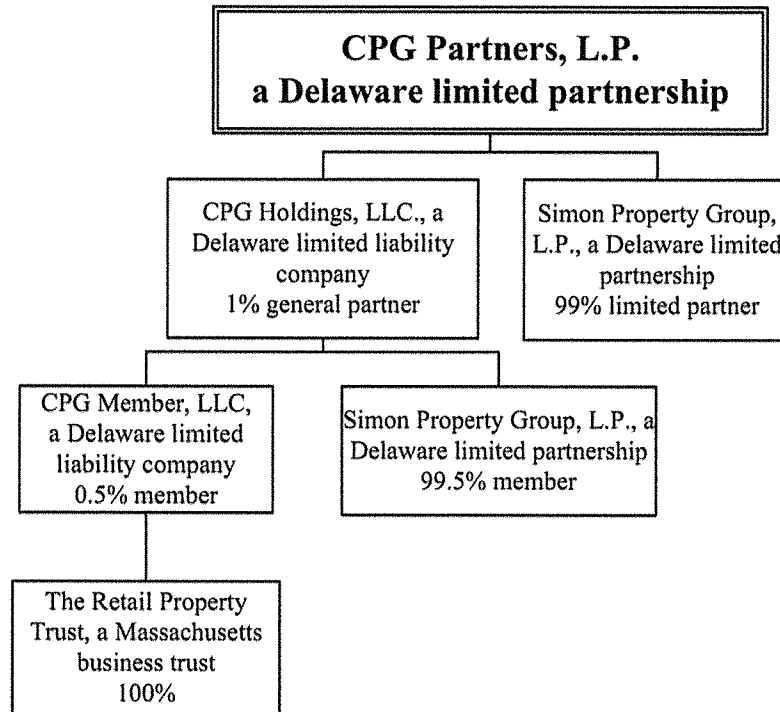
Corporate Structure Schematic

CPG Partners, L.P.

Woodbury Common Premium Outlets®
Orange County Industrial Development Agency
Application for Financial Assistance

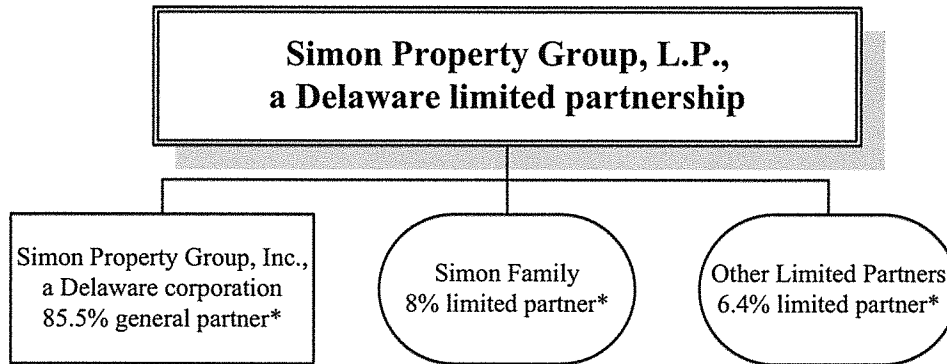
CPG Partners, L.P.

| | |
|--------------------|---|
| Purpose: | Own and operate property for Chelsea Division |
| Dom. Jurisdiction: | Delaware |
| Date of Formation: | 10/14/1993 |
| Entity Number: | 7800 |



Simon Property Group, L.P.

Domestic Jurisdiction: Delaware
Date of Formation: 11/18/1993
Purpose: Operating Partnership
Entity Number: 8500



*These percentage interests are as of March 31, 2012, and may vary from time to time.

EXHIBIT F

2013 Common Stock Offering

CPG Partners, L.P.

Woodbury Common Premium Outlets®
Orange County Industrial Development Agency
Application for Financial Assistance