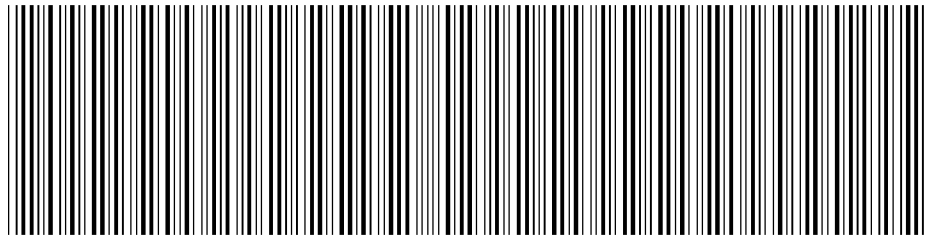


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OFFICE OF THE CITY REGISTER**

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2015120701341001001EA74B

RECORDING AND ENDORSEMENT COVER PAGE

PAGE 1 OF 447

Document ID: 2015120701341001 Document Date: 12-04-2015 Preparation Date: 12-08-2015
 Document Type: AGREEMENT
 Document Page Count: 445

PRESENTER: ROYAL ABSTRACT OF NEW YORK LLC(907246) 125 PARK AVENUE SUITE 1610 NEW YORK, NY 10017 212-376-0900 MBASALATAN@ROYALABSTRACT.COM	RETURN TO: ROYAL ABSTRACT OF NEW YORK LLC(907246) 125 PARK AVENUE SUITE 1610 NEW YORK, NY 10017 212-376-0900 MBASALATAN@ROYALABSTRACT.COM
--	--

PROPERTY DATA

Borough	Block	Lot	Unit	Address
MANHATTAN	702	1001	Entire Lot	CSU 553 WEST 30TH STREET
Property Type: COMMERCIAL REAL ESTATE				
Borough	Block	Lot	Unit	Address
MANHATTAN	702	1002	Entire Lot	CSLL 553 WEST 30TH STREET
Property Type: COMMERCIAL REAL ESTATE				

Additional Properties on Continuation Page

CROSS REFERENCE DATA

CRFN _____ or DocumentID _____ or _____ Year _____ Reel _____ Page _____ or File Number _____

PARTIES


PARTY 1: METROPOLITAN TRANSPORTATION AUTHORITY 2 BROADWAY NEW YORK, NY 10004	PARTY 2: METROPOLITAN TRANSPORTATION AUTHORITY 2 BROADWAY NEW YORK, NY 10004
--	--

FEEES AND TAXES

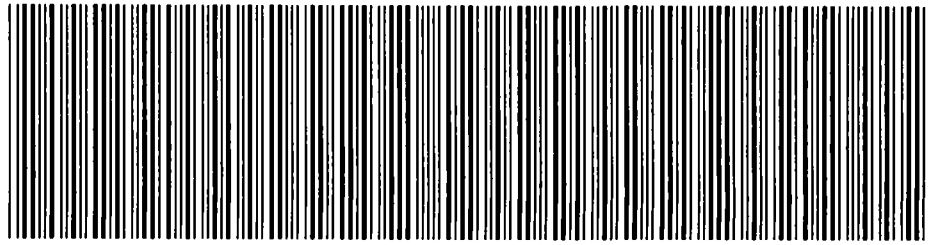
Mortgage :	Filing Fee:	\$ 250.00
Mortgage Amount: \$ 0.00	NYC Real Property Transfer Tax:	\$ 0.00
Taxable Mortgage Amount: \$ 0.00	NYS Real Estate Transfer Tax:	\$ 0.00
Exemption:		
TAXES: County (Basic): \$ 0.00		
City (Additional): \$ 0.00		
Spec (Additional): \$ 0.00		
TASF: \$ 0.00		
MTA: \$ 0.00		
NYCTA: \$ 0.00		
Additional MRT: \$ 0.00		
TOTAL: \$ 0.00		
Recording Fee: \$ 2,283.00		
Affidavit Fee: \$ 0.00		

**RECORDED OR FILED IN THE OFFICE
OF THE CITY REGISTER OF THE
CITY OF NEW YORK**

Recorded/Filed 12-08-2015 12:10
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Annette McMill
City Register Official Signature



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RECORDING AND ENDORSEMENT COVER PAGE (CONTINUATION) PAGE 2 OF 447

Document ID: 2015120701341001
Document Type: AGREEMENT

Document Date: 12-04-2015

Preparation Date: 12-08-2015

PROPERTY DATA

Borough	Block Lot	Unit	Address
MANHATTAN	702 1003 Entire Lot	CSMS	553 WEST 30TH STREET
Property Type: COMMERCIAL REAL ESTATE			
Borough	Block Lot	Unit	Address
MANHATTAN	702 1004 Entire Lot	IRU	553 WEST 30TH STREET
Property Type: COMMERCIAL REAL ESTATE			
Borough	Block Lot	Unit	Address
MANHATTAN	702 125 Entire Lot		500 WEST 33RD STREET
Property Type: COMMERCIAL REAL ESTATE			
Borough	Block Lot	Unit	Address
MANHATTAN	702 150 Entire Lot		560 WEST 33RD STREET
Property Type: COMMERCIAL REAL ESTATE			
Borough	Block Lot	Unit	Address
MANHATTAN	702 175 Entire Lot		530 WEST 33RD STREET
Property Type: COMMERCIAL REAL ESTATE			
Borough	Block Lot	Unit	Address
MANHATTAN	702 10 Entire Lot		501 WEST 30TH STREET
Property Type: COMMERCIAL REAL ESTATE			

445 pgs

EXECUTION VERSION

AMENDED AND RESTATED DECLARATION

ESTABLISHING THE ERY FACILITY AIRSPACE PARCEL OWNERS' ASSOCIATION AND OF COVENANTS, CONDITIONS, EASEMENTS AND RESTRICTIONS

RELATING TO PREMISES KNOWN AS
EASTERN RAIL YARD SECTION of the JOHN D. CAEMMERER WEST SIDE YARD

NEW YORK, NEW YORK

Declarant: **METROPOLITAN
TRANSPORTATION AUTHORITY
2 Broadway
New York, New York 10004**

Date of Declaration: **As of December 7, 2015**

**Facility Airspace Parcel Terra Firma and Airspace Above a Limiting Plane
Eastern Rail Yard Section of the John D. Caemmerer West Side Yard
West 30th-33rd Streets, 10th-11th Avenues,
Manhattan Block 702, Lots 10, 125, 150, 175, 1001, 1002, 1003 and 1004.
New York, New York**

Prepared by:

Fried, Frank, Harris, Shriver and Jacobson LLP
One New York Plaza
New York, New York 10004
Attn: Tal J. Golomb, Esq.

907246
Royal Abstract of New York, LLC
125 Park Avenue, Suite 1610
New York, N.Y. 10017
(212) 376-0900

EXHIBITS AND SCHEDULES

Exhibit A	-	Certificate of Formation
Exhibit B	-	LLC Agreement of ERY Facility Airspace Parcel Owners' Association
Exhibit C	-	Definitions
Exhibit D	-	Rules and Regulations
Exhibit E	-	Legal Description of FAS Parcel A/Retail
Exhibit F	-	Legal Description of FAS Parcel C
Exhibit G	-	Legal Description of FAS Parcel D/CS
Exhibit H	-	Legal Description of FAS Parcel E
Exhibit I	-	Legal Description of FAS Open Space Parcel
Exhibit J	-	Annex re Site Specific Easements
Exhibit K	-	Depiction of Open Spaces
Exhibit L	-	VSA Guidelines and Procedures
Exhibit M	-	Legal Description of FAS Parcel Pavilion
Exhibit N	-	Loading Dock Rules and Regulations

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Annex, but a Benefited Parcel Owner can only enforce a specific easement or restriction that benefits such Parcel Owner.

(j) **Reimbursement of Costs and Expenses.** Except as otherwise expressly set forth in this Amended and Restated Annex, wherever a Parcel Owner shall have an obligation to reimburse another Parcel Owner for any costs and expenses (or pay any fee to) under the provisions of this Amended and Restated Annex, such Parcel Owner shall make such payment within thirty (30) days after its receipt of written request therefor, which request shall be accompanied by reasonable back-up documentation.

Section A-2 Connectivity Easements Between Parcel C and Parcel D

(a) **Easement for Support Columns.**

(i) **Grant.** An exclusive, permanent and perpetual right and easement (the “**Parcel D Support Element Easement**”) for the benefit of and as an appurtenance to Parcel D and burdening Parcel C, to construct, install, use, operate, maintain, repair and access columns and related structural members, footings, piles, foundations and connections (collectively, “**Support Elements**”) through the subsurface portions of the Parcel C Building, the general locations of which are shown as **Area 1** on the easement diagram annexed hereto as **Exhibit 1** (the “**Easement Diagram**”) and to be shown on the Plans and Specifications of the Parcel C Building (such portions, the “**Parcel D Support Element Easement Area**”), for the purpose of providing structural support for the portion of the Parcel D Building located or to be located above the Parcel D Support Element Easement Area (the “**Parcel D Supported Portion**”), together with a non-exclusive easement and right-of-way for access to the Support Elements for purposes of construction, inspection, maintenance, repair and replacement thereof, subject to the terms and conditions of this Amended and Restated Annex. Upon the determination by Parcel C Owner of the actual location of the Support Elements (to be shown on the as-built plans for the Parcel C Building), Parcel C Owner and Parcel D Owner shall execute a supplement to this Amended and Restated Annex in recordable form and otherwise in form reasonably satisfactory to each describing such location, but the failure to execute the same shall not affect the rights and obligations hereunder.

(ii) **Effective Date.** The Parcel D Support Easement shall be effective from and after the earlier of (i) the date of this Amended and Restated Annex, and (ii) the commencement of construction of the Parcel D Supported Portion.

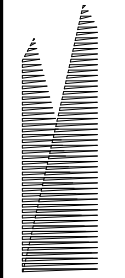
(iii) **Construction.** The Plans and Specifications for the Parcel C Building, and any replacements thereof in the event of a casualty, shall make provision for the location of the Support Elements. Parcel C Owner shall construct the Support Elements substantially in accordance with such Plans and Specifications, at the sole cost and expense of Parcel C Owner.

- (iv) Maintenance, Repair and Replacement. Parcel D Owner shall be responsible for the maintenance, repair and replacement of the Support Elements, at its sole cost and expense. Notwithstanding the foregoing, if such maintenance, repair and replacement cannot be performed without materially affecting the Parcel C Building, Parcel C Owner shall perform such maintenance, repair and replacement, at the sole cost and expense of Parcel D Owner. Such maintenance, repair and replacement shall be in compliance with (i) all applicable Legal Requirements, good construction practice and this Amended and Restated Annex, and (ii) in such manner as will minimize interference with the maintenance and operation of the Parcel C Building, the Parcel D Building and the Parcel D Supported Portion (it being understood that in no event shall such maintenance, repair or replacement of the Support Elements affect the structural integrity of the Parcel C Building, the Parcel D Building or the Parcel D Supported Portion).
- (b) Easement for Parcel D Utility Conduits.
- (i) Grant. An exclusive permanent and perpetual right and easement (the “**Parcel D Utility Conduit Easement**”) for the benefit of and as an appurtenance to Parcel D and burdening Parcel C, to install, use, operate, maintain and access risers, conduits, lines, and other equipment necessary to provide utility services (including, without limitation, mechanical, technology, electrical, plumbing, life-safety services and other related equipment) (collectively, the “**Parcel D Utility Conduits**”) to the Parcel D Building, such Parcel D Utility Conduit Easement to be located in and through the subsurface portions of the Parcel C Building, the general locations of which are shown as Area 2 on the Easement Diagram, and to be shown on the Plans and Specifications for the Parcel C Building (such portions, the “**Parcel D Utility Conduit Easement Area**”), together with the right to access the Parcel D Utility Conduits for purposes of inspection, maintenance, repair and replacement thereof, subject to the terms and conditions of this Amended and Restated Annex. Upon the determination by Parcel C Owner of the actual location of the Parcel D Utility Conduits (to be shown on the as-built plans for the Parcel C Building), Parcel C Owner and Parcel D Owner shall execute a supplement to this Amended and Restated Annex in recordable form and otherwise in form reasonably satisfactory to each describing such location, but the failure to execute the same shall not affect the rights and obligations hereunder.
- (ii) Effective Date. The Parcel D Utility Conduit Easement shall be effective from and after the earlier of (i) the date of this Amended and Restated Annex, and (ii) the commencement of construction of the Parcel D Supported Portion.
- (iii) Construction. The Plans and Specifications for the Parcel C Building, and any replacements thereof in the event of a casualty, shall make provision for the location of the Parcel D Utility Conduits. Parcel C Owner shall construct the Parcel D Utility Conduits substantially in accordance with such Plans and Specifications, at the sole cost and expense of Parcel C Owner.

- (iv) Maintenance, Repair and Replacement. Parcel D Owner shall be responsible for the maintenance, repair and replacement thereof. Notwithstanding the foregoing, if such maintenance, repair and replacement cannot be performed without materially affecting the Parcel C Building, Parcel C Owner shall perform such maintenance, repair and replacement, at the sole cost and expense of Parcel D Owner. Such maintenance, repair and replacement shall be in compliance with (i) all applicable Legal Requirements, good construction practice and this Amended and Restated Annex, and (ii) in such manner as will minimize interference with the maintenance and operation of the Parcel C Building, the Parcel D Building and the Parcel D Supported Portion (it being understood that in no event shall such maintenance, repair or replacement of the Parcel D Utility Conduits affect the structural integrity of the Parcel C Building, the Parcel D Building or the Parcel D Supported Portion). With respect to any portions of the Parcel D Utility Conduit Easement Areas that are for the exclusive use of the Parcel D Building, Parcel D Owner shall be solely responsible for the cost of such maintenance, repair and replacement. Upon the Substantial Completion of the Parcel D Building, Parcel C Owner and Parcel D Owner shall agree to an equitable allocation of the cost of such maintenance, repair and replacement with respect to any non-exclusive portions and Parcel D Owner shall reimburse Parcel C Owner for the costs allocated to it.
- (v) Relocation. Parcel C Owner shall have the right, at its election, and at its sole cost and expense, to relocate the Parcel D Utility Conduits to any other location within the Parcel C Building, provided that such relocated Parcel D Utility Conduits shall provide Parcel D with substantially the same benefits and so long as utility service is not interrupted without the reasonable prior consent of Parcel D Owner. In the event such relocation is made at the request of Parcel D Owner and is agreed to by Parcel C Owner, the requesting party shall be responsible for the costs and expense thereof and if the request is from Parcel D Owner, the costs and expenses shall be shared by such parties pursuant to an agreed-upon cost allocation methodology.
- (c) Easement for Stormwater Retention.
- (i) Grant. A non-exclusive, permanent and perpetual right and easement (the “**Stormwater Easement**”) for the benefit of and as an appurtenance to (A) Parcel D, and (B) the portion of the Plaza Parcel (the “**Designated Plaza Stormwater Easement Area**”), the general location of which is shown as Area 3 on the Easement Diagram, and burdening Parcel C, to use, operate, maintain and access such pipelines and related connections (the “**Stormwater Connections**”) from the surface of Parcel D or the Designated Plaza Stormwater Easement Area, as the case may be, to the storm water retention system and related pump rooms, suction system and other related systems located in portions of the sub-subcellar, subcellar and cellar levels of the Parcel C Building, the general locations of which are shown as Area 4 on the Easement Diagram and to be shown on the Plans and Specifications for the Parcel C Building (collectively, the “**Stormwater Retention System**”), together with the right to access the Stormwater

LIST OF EXHIBITS

Area Number	Section Reference	Description of Easement Area	Sheet Number(s)
Exhibit 1	Easement Diagram		
Area 1	Section A-2(a)	Parcel D Support Element Easement Area	EX1-12
Area 2	Section A-2(b)	Parcel D Utility Conduit Easement Area	EX1-14
Area 3	Section A-2(c)	Designated Plaza Stormwater Easement Area	EX1-02, EX1-15
Area 4	Section A-2(c)	Stormwater Retention System	EX1-10, EX1-11, EX1-12
Area 5	Section A-2(d)	Parking Garage Door (Door B)	EX1-05, EX1-12
Area 6	Section A-2(e)	Parcel C Parking Garage Passageway Easement Area	EX1-05, EX1-06, EX1-12, EX1-13
Area 7(a)	Section A-2(f)	Parcel D Escalator and Elevator Pit Easement Area 1	EX1-04, EX1-12
Area 7(b)	Section A-2(f)	Parcel D Escalator and Elevator Pit Easement Area 2	EX1-04, EX1-12
Area 7(c)	Section A-2(f)	Parcel D Escalator and Elevator Pit Easement Area 3	EX1-04, EX1-12
Area 8	Section A-2(g)	Door D Egress Easement	EX1-04, EX1-12
Area 9		Intentionally Omitted	
Area 10	Section A-2(i)	Parcel D Closet Easement Area	EX1-08, EX1-13
Area 11	Section A-2(j)	Parcel C Guard Booth Easement Area	EX1-08, EX1-13
Area 12	Section A-2(k)	Parcel C Basement Storage Easement Area	EX1-08, EX1-13
Area 13	Section A-2(l)	Parcel C Basement Exit Passageway Easement Area	EX1-08, EX1-13
Area 14	Section A-2(m)	Parcel C Loading Dock Encroachment Easement Area	EX1-08, EX1-13
Area 15	Section A-2(n)	Parcel D First Floor Roof Easement Area	EX1-09
Area 16		Intentionally Omitted	
Area 17	Section A-2(p)	Parcel C Plaza Egress Easement Area	EX1-15
Area 18	Section A-3(a)	Parcel C Loading Dock	EX1-13
Area 19	Section A-3(b)	Parcel D Westerly Loading Bay and Loading Dock Easement Area	EX1-07, EX1-13
Area 20	Section A-3(c)	Loading Dock Access Easement Area	EX1-13
Area 21	Section A-3(d)	Easterly Loading Bay Easement Area	EX1-13
Area 22		Intentionally Omitted	
Area 23	Section A-3(f)(i)(A)	Parcel D CS Unit Service Elevator	EX1-13
Area 24	Section A-3(f)(i)(B)	Parcel D CS Unit Service Elevator Access Easement Area	EX1-13
Area 25	Section A-3(g)	Compactors	EX1-13
Area 26	Section A-4(a)	Plaza Parcel Pathway Easement Area- Parcel D	EX1-02, EX1-15
Area 27	Section A-4(b)	Plaza Parcel Pathway Easement Area- Parcel C	EX1-02, EX1-15
Area 28	Section A-5(a)	Parcel A/B Access Passenger Elevators	EX1-12, EX1-13, EX-15, EX1-16, EX1-17, EX1-18
Area 29	Section A-5(a)	Third Floor Entrance	EX1-18
Area 30	Section A-5(a)	Plaza Level Entrance	EX1-15
Area 31	Section A-5(a)	Parcel A/B Access Passenger Elevator Cellar Area	EX1-12
Area 32	Section A-5(b)(i)(A)	Parcel A/B Service Elevators	EX1-13, EX1-15, EX1-17, EX1-18, EX1-19
Area 33	Section A-5(b)(i)(B)	Parcel A/B Service Elevators Vestibules	EX1-13, EX1-15, EX1-17, EX1-18, EX1-19
Area 34	Section A-5(b)(i)(c)	Exclusive Stairway	EX1-17, EX1-18, EX1-19
Area 35	Section A-5(b)(i)(c)	Non-Exclusive Stairway	EX1-15, EX1-17
Area 36	Section A-5(b)(i)(D)	Parcel A/B Service Elevator Street Level Access Area	EX1-13
Area 37	Section A-5(c)	Parcel A/B Escalators	EX1-13, EX1-14
Area 38	Section A-5(c)	Parcel A/B Escalator Vestibule Area	EX1-14



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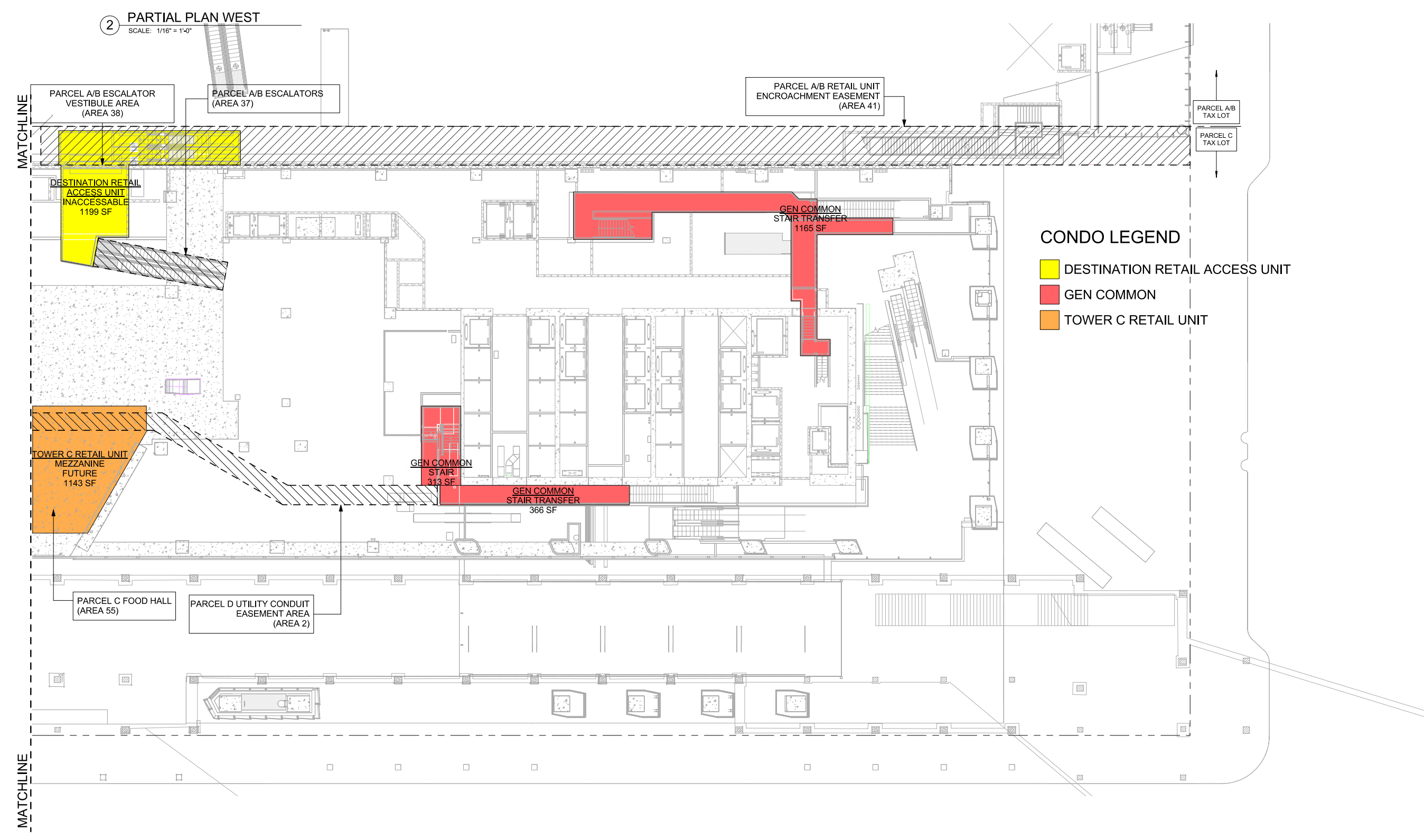
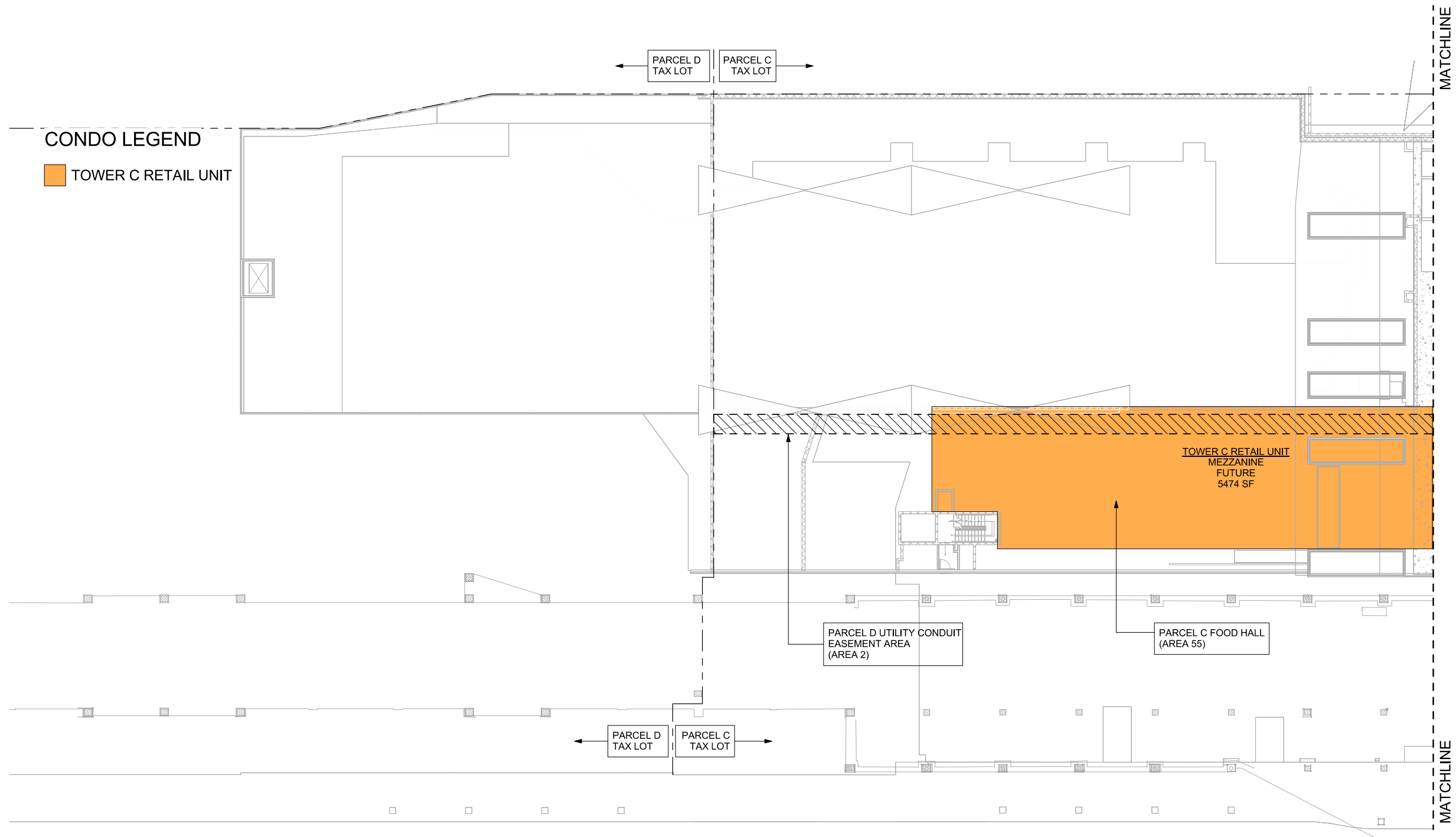
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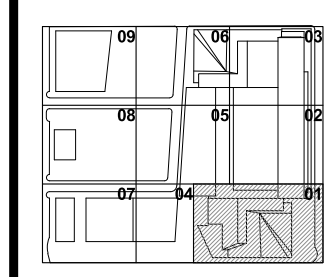
SYMBOL LEGEND

GEN COMMON	←	ROOM CATEGORY
MECHANICAL	←	ROOM TYPE
AHU	←	ROOM NAME
3000 SQ FT	←	ROOM AREA



1 LEVEL 00 MEZZANINE PLAN
SCALE: 1/16" = 1'-0"

CONSTRUCTION FLOOR: GROUND FLOOR
MEZZANINE
MARKETING FLOOR: N/A



Title Date: 11/19/12
Project No: 1776.10
Drawn By: AUB
Sheet Number: 14

PRELIMINARY
NOT FOR
CONSTRUCTION

HYE -TC -CO-0100M

GROUND FLOOR
MEZZANINE LEVEL

Project Number
CO-0100M
EX1-14

