Exhibit B – Legal Analysis of State and City land use restrictions relating to the YH site.

BLT is the current developer of the 60 acre development (SRD-S) popularly known as Harbor Point which includes the 14 acre YH site. BLT acquired the property in 2007. The SRD-S is a designed waterfront development district intended to provide for the most appropriate use and development of the waterfront with priority to water-dependent uses such as the boatyard. BLT made many public statements from 2007 on that it would continue the operation of a boatyard on the YH site but since 2012 it has been trying to get approval to get additional development rights for the site, build an office building thereon and find an alternate site for the boatyard.

The governing laws and documents on the City level are the Stamford Master Plan, the Zoning Regulations, the Zoning Board Certificate approving the General Development Plan with Conditions, the General Development Plan ("GDP"), and the Stamford Harbor Management Plan. The governing law on the State level is the Coastal Management Act [1]("CAM Act"). The relevant portions of each of these documents are set forth in Exhibit A.

The analysis starts with the most site specific documents, the ZB Certificate and[2] the GDP. Condition 7 of the ZB Certificate for the SRD-S district expressly provides:

> "… plan submittal shall include conceptual plans to improve and insure the continued operation of the 14 acre boatyard as a working boatyard and full service marina" and that "unless approved by the Zoning Board and any required state and federal authorities, there will be no reduction in any current capacity, facilities, uses or services, insuring the continued operation of this important water dependent use for so long as he balance of the SRD-S Zoning Tract derives nay benefits of the General Development Plan approval, as may be amended."

The GDP shows on the face of the area of the plan showing the 14 acre site "Maintain existing boat storage operations".

[1] Conn. Gen. Stat. §§ 22a-90-22a-111

[2] The Zoning Board Certificate approving the GDP of the SRD-S with Conditions was effective July 10, 2007 and files in the town clerk's office on August 7, 2007.

BLT accepted Condition 7 when it acquired the property in 2007 and it continues to benefit from the GDP in that they enjoy the development rights for approximately 700 residential units that were transferred from the YH site to other property owned by BLT in the SRD-S district. Other than a boatyard, there is no permissible use for the YH site. The GDP does not just provide what can be built on the YH site but provides an affirmative obligation to submit plans to improve the boatyard and to maintain the boatyard on this site. Nevertheless, in late 2011 BLT demolished the boatyard without notice to the ZB or ZB approval.

On July 16, 2012 a Cease and Desist order dated July 16, 2012 was issued by the Zoning Enforcement Officer. The Cease and Desist Order among other things requires BLT to submit a comprehensive site plan to reestablish a working boatyard and marina at the YH site. BLT appealed this order and on January 8, 2014, after a public hearing at which BLT made a lengthy presentation in support of its case, the Zoning Board of Appeals unanimously upheld the Cease and Desist Order finding that it was appropriately issued. BLT then appealed the decision of the ZBA and this matter is currently pending in the Superior Court in Hartford.[3] The parties to this litigation are BLT, the City of Stamford and an intervenor, Soundkeeper Inc.

It is without doubt that the Zoning Certificate and the GPD require a full service boatyard on the 14 acre YH site. BLT continues at this date to be in violation of the ZB Certificate, the GDP and the Cease and Desist Order.

The next step in the analysis is to review the Stamford Zoning Regulations. The regulations give the ZB authority to amend the zoning on the YH site but provide very specific criteria. The regulations incorporate the provisions of the other City laws and the CAM Act so they will be discussed as part of this analysis.

The Zoning Regulations allow the ZB to authorize a modification of an existing water-dependent use if[4]:

1. The ZB considers comments of the OLISP of the DEEP;
2. The applicant can demonstrate to the satisfaction of the ZB that the modification is warranted under the CAM Act;
3. The applicant can satisfy the ZB that there is an alternative to the existing location of the water-dependent use that will allow an appropriate level

[3] The Strand/BRC Group LLC v Zoning Board of Appeals of the City of Stamford, Docket No. HHD LND CV-14-6051109-S (Superior Court, Judicial District of Hartford, CT). See also Soundkeeper, Inc. v. Connecticut Department of Economic and Community Development, HHD-CV-146049999-S (Superior Court, Judicial District of Hartford, CT.) also currently pending in the same court relating to DECD's failure to analyze environmental impact of a proposed office development on the 14 acre site and other violations of law.

[4] Stamford Zoning Regulations § 9(J)(4)(d).

of service to continue in accordance with the objectives of the SRD-S zoning district and Stamford's Municipal Coastal Program (Master Plan, SHMP, zoning rules etc.); **and**

4. The applicant submits a professionally prepared market study and needs analysis of the site's potential to support a water-dependent use under the existing zoning.

At the present time none of these conditions has been satisfied. Nevertheless, an analysis of these conditions is instructive in thinking about the YH site.

Condition 1 – This condition speaks for itself.

Condition 2- The CAM Act states that water dependent uses are to be given preference and that non water-dependent uses should be limited where they preclude boating support facilities[5]. Given that the BYHW was an existing viable water dependent use, it is extremely unlikely that condition 2 could be satisfied.

Condition 3 - There is no alternative location that we know of in Stamford to the 14 acre YH site that meets the tests of SRD-S and the Municipal Coastal Program. As discussed above, the ZB Certificate approving the SRD-S design district states that there shall be no diminution of services of the boatyard. The Master Plan states that the BYHW boatyard "**should be maintained; and its capacity, capability and integrity should not be compromised in any redevelopment scheme for the property."** The SHMP is similar. The Zoning regulations state "No proposed use shall be approved that would adversely impact a water-dependent use." and "if a site contains an existing, viable water-dependent use, such use shall be retained**."**[6] We do not believe that this condition can be satisfied.

As is commonly known, BLT did propose 205 Magee Avenue as an alternative location. As proposed, 205 Magee was an approximately 6 acre site. There was much public opposition to this proposal because of its small size, location and the proximity of other uses and facilities. In October of 2013, BLT withdrew its proposal for a substitute boatyard and there are currently no proposals pending.

Condition 4 – This condition speaks for itself. There has been no professionally prepared market study and needs analysis presented concerning the 14 acre site's potential to support a water-dependent use under the existing zoning. All that have been made known to date are

[5] Conn. Gen. Stat. § 22a-92(b)(1).
[6] Stamford Zoning Regulations § 9(J)(4)(d).

proposals from credible sources each demonstrating that the site can support a boatyard under the existing zoning.

Conclusion - It is clear that it was the intent of the City in establishing the SRD-S zoning district and in the approval of the GDP that a full service boatyard and marina be maintained on the 14 acre YH site. It is also clear that it is close to impossible for a change in the zoning for the YH site to be accomplished under existing State and City law.