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23-041A

January 28, 2011

Ms. Linda Chiarelli, Senior Vice President Deputy Director of Construction Forest City Ratner Companies 1 Metro Tech Center Brooklyn, New York 11201 **E-mail:** lchiarelli@fcrc.com Mr. Joseph M. Lawlor, Vice President (By Hand) The Bank of New York Mellon, as PILOT Bond Trustee 101 Barclay Street, Floor 7W New York, New York 10286 **E-mail:** joseph.lawlor@bnymellon.com

Ms. Arana Hankin (By Hand) New York State Urban Development Corporation d/b/a Empire State Development Corporation, as Lease Administrator 633 Third Avenue New York, New York 10017 **E-mail:** ahankin@empire.state.ny.us

Re: New Nets Arena Barclays Center and Transit Connection Brooklyn, New York

Dear Ms. Chiarelli, Mr. Lawlor, and Ms. Hankin:

Enclosed is our Site Observation Report 9 for the referenced project, based on our visit of December 21, 2010. James G. Cockinos, AIA, Senior Associate, performed the observation and prepared the report.

Please refer to Section II - "Executive Summary" for a brief overview of the project.

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If you have any questions regarding this report, please call.

Very truly yours,

MERRITT_& HARRIS, INC.

James G. Cockinos, AIA Senior Associate Group Leader Construction Monitoring

JGC:eb Enclosure

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NEW NETS ARENA BARCLAYS CENTER AND TRANSIT CONNECTION BROOKLYN, NEW YORK

SITE OBSERVATION REPORT 9

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SECTION I - IDENTIFICATION

New Nets Arena Barclays Center and Transit Connection Brooklyn, New York
The construction of a new 8-level, approximately 670,000 sq. ft., 18,103-seat capacity enclosed state-of-the-art sports arena for the National Basketball Association's professional basketball team, the New Jersey Nets, with 105 suites overall. An underground transit connection from the existing subway station to the Arena plaza, and site work (landscaping, trees, sidewalks, bollards, etc.) in front of and surrounding the Arena, in addition to the 4 th Avenue reconfiguration are also to be constructed.
New York State Urban Development Corporation d/b/a Empire State Development Corporation, as Lease Administrator 633 Third Avenue New York, New York 10017 Arana Hankin E-mail: ahankin@empire.state.ny.us The Bank of New York Mellon, as PILOT Bond Trustee 101 Barclay Street, Floor 7W New York, New York 10286 Joseph M. Lawlor, <i>Vice President</i> E-mail: joseph.lawlor@bnymellon.com Forest City Ratner Companies 1 Metro Tech Center Brooklyn, New York 11201 Linda Chiarelli, <i>Senior Vice President</i> <i>Deputy Director of Construction</i> E-mail: lchiarelli@fcrc.com

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Architect of Record:	Ellerbe Becket Architects and Engineers, P.C. 2380 Mc Gee, Suite 200 Kansas City, Missouri 64108
Structural Engineers:	Thornton Tomasetti 51 Madison Avenue New York, New York 10010
Mechanical/Electrical/ Plumbing/Fire Protection Engineers:	WSP Flack + Kurtz 512 7 th Avenue New York, New York 10018
Building Codes/Life Safety:	FP&C Consultants One Ward Parkway Kansas City, Missouri 64112
Seismic Engineers:	Mueser Rutledge Consulting Engineers 14 Penn Plaza - 225 West 34 th Street New York, New York 10122
Arena Design Architects:	SHoP Architects, P.C. 11 Park Place Penthouse New York, New York 10007
Civil Engineers: (Site Work Design)	Stantec Consulting Services, Inc. 50 West 23 rd Street, 8 th Floor New York, New York 10010
Construction Manager (Transit Connection):	Turner Construction Company 375 Hudson Street, 6 th Floor New York, New York 10014 Rick Salaway, <i>Senior Project Manager</i> Phone: 212.229.6000 E-mail: rsalaway@tcco.com Chuck Baldwin, LEED AP, <i>Project Manager</i> Phone: 212.229.6000 Mobile: 603.944.3474 E-mail: cbaldwin@tcco.com
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Observation and Report By:	James G. Cockinos, AIA, Senior Associate

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Present During	
Site Observation:	Forest City Ratner Companies
	James Lester
	Rob Tarulli
	Greg Lowe
	Sherveen Baftechi
	Linda Chiarelli
	Hunt Construction
	Jon Anthony
	Scott Hamburg
Date of Site	
Observation:	December 21, 2010
Date of Previous	
Site Observation:	November 23, 2010
Date of Draft	10,0011
Review:	January 12, 2011
Data of Nort	
Date of Next	Jamman 27, 2011
Site Observation:	January 27, 2011

SECTION II - EXECUTIVE SUMMARY

This section is intended to be a brief overview of the project, based on our current site visit. Please read the report in its entirety for a complete understanding of our comments and opinions as presented herein.

Conformance to Plans and Specifications and Workmanship

Arena

Construction Documents (Drawing Volumes 1 - 6, Specification Volumes 1 - 3) marked "Not for Construction," dated July 31, 2009, were provided for our review; 60% CD drawings, dated to include the Arena façade have been made available. The CD drawings for pricing, dated August 13, 2010, have been made available as of August 18, 2010. The latest drawings submitted were the 100% Construction Documents, dated October 15, 2010.

Revisions and additions in the Arena to support enhancements in program, services, MEP infrastructure and interior finishes along with comments received by the Design Architect, the Developer, and the NBA are to be incorporated into the Construction Documents and an updated set was submitted on December 22, 2010, but the final drawings in corporating all changes are expected mid-to-end of February 2011.

Transit Connection

Mass Transit Improvement documents (plans and specifications Volumes 1 - 5) labeled "90% Submission," dated August 28, 2009, were provided for our review. The updated Construction Documents marked "100% – Final Modifications," dated April 8, 2010, with Addendums 1-7 have been submitted.

The work is proceeding in general accordance with the plans, specifications, and other pertinent documents that we have reviewed to date.

The overall quality of workmanship is good.

Summary of Hunt GMP Costs

Arena

The following summary is based upon the General Contractor's Application and Certificate for Payment 12 Revised, covering the period through December 31, 2010:

Current Contract Value (Design/Build with GMP)		\$470,624,123
Total Work Completed and Stored to Date	14.2%	\$ 66,661,870
Current Payment Due and Recommended by Merritt & Harris, Inc.		\$ 5,908,709*

* Current Payment Due includes Hard Costs (\$4,410,430.67), GC/CM Fee (\$1,007,724.46), and associated A/E Soft Costs (\$490,554)

In our opinion, the remaining Contract Value funds of \$403,962,253 (net of retainage), together with the remaining Developer's Arena Design/Scope Contingency, are sufficient to complete the work as it is currently defined.

The Guaranteed Maximum Price (GMP) was based on the "Scope Set" drawings, dated July 31, 2009.

Transit Connection

The following summary is based upon the General Contractor's Application and Certificate for Payment 5, covering the period through December 31, 2010:

Current Contract Value (Lump Sum)		\$52,594,602
Total Work Completed and Stored to Date	23.1%	\$12,128,020
Current Payment Due and Recommended by Merritt & Harris, Inc.		\$ 2,391,503

In our opinion, the remaining Contract Value funds of \$40,466,582 and the Developer's Design/Scope Contingency are sufficient to complete the work as it is currently defined.

Summary of Total Project Hard Costs:

Description	Current <u>Budget</u>	Previously <u>Completed</u>	Current <u>Request</u>	Total <u>Completed</u>	% <u>Complete</u>	Remaining <u>Balance</u>
Arena	\$503,956,625	\$74,634,432	\$5,647,450 *	\$80,281,882	15.9	\$423,674,743
Transit Connection	66,507,554	11,805,781	2,493,416	14,299,197	21.5	52,208,357
Arena Site Work	20,143,349	362,762	36,259	399,021	2.0	19,744,328
Arena Mitigation	2,685,886	80,690	0	80,690	3.0	2,605,196
Totals	\$593,293,414	\$86,883,665	\$8,177,125	\$95,060,790	16.0%	\$498,232,624

The \$8,177,125 being requested for these line items under the Requisition, covering December 2010, was reviewed by our office and found to be reasonable.

* Current Request is part of the Hunt Construction Design-Build contract and includes the trades, GC/CM Fee Costs, and miscellaneous other Hard Costs.

Summary of Total Project Soft Costs

The following summary is based upon the Developer's Application and Certificate for Payment 9, covering the period through December 31, 2010:

Current Revised Budget		\$186,843,254
Total Amount Incurred to Date	84.8%	\$158,432,536
Current Payment Due and Recommended by Merritt & Harris, Inc.		\$ 1,375,099

The overall Soft Cost budget includes the following Soft Cost related items:

Description	<u>Budget</u>	Previously <u>Completed</u>	Current <u>Request</u>	Total <u>Completed</u>	% <u>Complete</u>	Remaining <u>Balance</u>
Arena	\$177,551,264	\$150,124,518	\$1,172,849	\$151,297,367	85.2	\$26,253,897
Transit Connection	5,461,197	3,754,590	62,853	3,817,443	69.9	1,643,754
Arena Site Work	3,784,332	3,148,879	139,397	3,288,275	86.9	496,057
Arena Mitigation	46,461	29,451	0	29,451	63.4	17,010
Totals	\$186,843,254	\$157,057,438	\$1,375,099	\$158,432,536	84.8	\$28,410,718

The \$1,375,079, being requested for these line items under the Developer's Requisition, covering December 2010, was reviewed by our office and found to be reasonable.

In our opinion, the remaining budget funds of \$28,410,718, which include the remaining Development Contingency, are sufficient to complete the work as it is currently defined.

Additional costs not included within the Hard or Soft Cost Requisition include the following:

Description	<u>Budget</u>	Previously <u>Completed</u>	 rrent quest	Total <u>Completed</u>	% <u>Complete</u>	Remaining <u>Balance</u>
Accounts Payable (AP)	\$ 4,950,367 ⁽¹⁾	\$ 4,584,222	\$ 0	\$4,584,222	92.6	\$366,145
Financing	<u>29,715,483⁽²⁾</u>	<u>29,713,221</u>	 0	29,713,221	99.9	2,262
Totals	\$34,665,850	\$ 34,297,443	\$ 0	\$34,297,443	98.9	\$ 368,407

⁽¹⁾ Costs incurred prior to closing

⁽²⁾ Costs of financing

Summaries of Recommended Payment Due

Description	<u>Amount</u>
Hard Costs – Arena	\$ 5,647,450.40
Hard Costs – Transit Connection	2,493,415.58
Hard Cost – Site Work	36,258.72
Soft Costs	1,375,097.97
Accounts Payable (AP)	0.00
Financing	0.00
Total	\$9,552,222.67

Scheduled Completion

A High Level Arena Summary Construction Schedule, dated July 16, 2010, has been provided for our review. The current schedule, prepared by Hunt, indicates that substantial completion is anticipated to be by August 12, 2012. The Developer is currently reviewing that schedule and is working with Hunt to resolve current schedule disputes. A resolution is expected over the next few months.

An early substantial completion date of June 1, 2012, has been established with the following criteria to be met:

- a. Owner may use and occupy the Arena
- b. Only punch list items remain
- c. The Architect of Record has issued a Certificate of Substantial Completion
- d. A TCO has been issued

Punch list work and Subcontractor close-outs may extend the construction term to a final completion date of February 28, 2013.

Based on our computerized progress chart which compares the cash flow amount to the projected construction progress, the project is currently slightly ahead of schedule.

Open Issues/Comments

No new issues have been discussed this period.

SECTION III - PROJECT SCOPE

The following description is distilled from our Project Review Report, dated November 30, 2009, and is a snapshot of the project scope at that time. A more detailed description of the project scope is contained in our Project Review Report.

The Atlantic Yard Project will consist of the redevelopment of 6 full and 2 partial City Tax blocks including the Metropolitan Transportation Authority (MTA) bus yard and the Long Island Rail Road (LIRR) Vanderbilt rail yard in the Prospect Heights section of Brooklyn, New York.

The site for the proposed arena project is located at the intersection of Flatbush and Atlantic Avenues.

The proposed project will entail the construction of a new 8-level, approximately 670,000 sq. ft., 18,103seat capacity enclosed state-of-the-art sports arena for the National Basketball Association's professional basketball team, the *Nets*, with 105 suites overall. The arena will also be used for hockey, concert events, and other theatrical presentations.

The arena will consist of 8 levels (Event, Mezzanine, Main Concourse, Lower Suite, Upper Suite, Upper Concourse, Mechanical Mezzanine, and Catwalk Levels) surrounding 2 structured octagonal-shaped seating bowls (lower and upper).

TV truck parking, loading dock facilities, and trash docks will be located on the east and southeast, as well as a central security command center, a truck turntable, and 2 truck elevators at the southeast corner of the level. A flight of stairs on this corner of the level leads up to a small mezzanine which will contain the electrical switchgear room and several electrical compartments. Press work and dining facilities will be located on the northeast corner.

The foundations will be individual, reinforced concrete, spread column footings, grade beams, continuous strip wall footings, foundation walls, elevator pits, pool pits, turntable pit, and truck elevator pit.

Typical floors will consist of concrete fill, reinforced with #4 or #6 bars at 12" on center, bottom and top bars parallel to the span and #4 or #6 bars at 12" on center top perpendicular to the span, on 3"-deep, 18or 20-gauge composite steel floor deck. The slabs will have a total thicknesses of 5½", 7½", are 12". They will be supported on rolled-shape structural steel floor beams, girders, and columns. Beams and girders will be provided with welded, headed, shear studs for composite action. Rolled-shape structural steel columns will support the girders and transfer gravity (vertical) loads to the foundation. The girders, columns, and bracing members comprise the braced bents.

A central heating plant will consists of 2 natural gas-fired 400 BHP water tube boilers (Unilux as standard). The heating hot water will be distributed using these 680-gpm circulating pumps (1 is a standby) to serve the arena. The hot water supply and return piping will run horizontally to the service corridor in the Event Level. This main will split into 2 supply and return branch main pipes. One set will serve Quadrants A and D, and the other set will serve Quadrants B and C, to feed AHUs in the respective quadrants.

Three 1,000-ton cooling towers (BAC as standard), totaling 3,000 tons, will be installed on the practice court roof. The cooling towers are sized to include a capacity of 300 tons for the Ice Floor Refrigeration Plant. The central condenser water system will provide sand filter filtration and chemical treatment systems.

A waterside economizer system will be installed that consists of a Plate and Frame Heat Exchanger and pumps. Indirect water circulation of the chilled water and condenser water will provide 1,200 tons of cooling capacity when ambient temperatures are appropriate to affect economizer cooling.

Three 900-ton centrifugal chillers (York as standard) for a total of 2,700 tons of cooling will be installed.

The Arena Bowl and Suites will be heated and cooled by 4 VAV draw-through AHUs and VAV boxes, to be supplied with chilled water and heating hot water by a central chilled water and heating hot water plant. Other areas will be provided with DX AC units, HVAC units, fan coil units, cabinet unit heaters, unit heaters, and H & V units exhaust, return, and pressurization fans are installed. The units will be installed in the Upper Mezzanine Mechanical Equipment Room. Each unit will deliver 90,000 CFM of conditioned air that will be distributed utilizing a main loop duct installed adjacent to the catwalk, and with drum louvers mounted on vertical plenum ducts.

Five combined storm and sanitary house sewers will exit the project to connect into the city combined sewer system (four 15" and one 10" combined sewers).

Roof drains will collect the storm water, conducted down in 4 leaders to drain into 3 below-ground storm retention tanks (by others). Tank overflow lines will be piped to the sewer system. A duplex storm water discharge pump will be installed in Quadrant A retention tank and a triplex pump set will be installed in the B/A retention tank that will discharge overflow storm water to the combined sewer system.

The sanitary system will include toilet facilities, saunas, hydrotherapy rooms, kitchens, concessions, prep areas, truck docks, and floor drains in mechanical spaces, laundry areas, locker rooms, bathrooms, and other areas. A duplex ejector pump set will be installed in the mechanical room pit, located under hydro and whirlpool rooms. Waste from the kitchens and food concessions will drain into grease interceptors, and then into the building sanitary system. Sanitary waste from the building will be gathered at the Event Level and will leave the building at 5 locations to connect into the street combined sewers.

A 6" water service from Flatbush Avenue will enter into Quadrant E, equipped with a water meter and double check valve backflow preventer assembly. It will supply water to a 5,000-gal. steel suction tank. Domestic water to the project will be pressure boosted by a quadruplex pump set.

An existing electric utility vault exists at the property line that is available for possible future utility transformers is installed by the utility company. Electric service will be provided by 265/460-volt, 3-phase, 4-wire secondary power to the arena. Four metered main service switchboards, each rated at 4,000-amperes will serve the project.

The Arena Event Sports lighting will be served from 2 dedicated risers. The power will be distributed to 4 locations on the catwalk to 1,000-watt clear metal halide sports lighting fixtures mounted on the catwalk handrails and capable of achieving temporary "blackout" by means of a shutter system without extinguishing the lamp. Emergency power will be provided in addition to the normal Event Lighting Power to supply 20% of the arena lighting fixtures and 50% of aisle light fixtures for emergency egress lighting. Arena aisle lighting will be theatrical 575-watt incandescent fixtures, with rotating shutter assembly, mounted on the catwalk handrails.

Automatic sprinklers will provide protection in all areas of the building with the exception of the seating bowl. The main building will be separated into 4 sprinkler zones on each floor level. Each automatic sprinkler zone control station will include a zone isolation valve with tamper switch, check valve, flow control switch, pressure gauge, and test and drain assembly.

There will be a combination fire standpipe/sprinkler standpipes for the 4 zones fed from a 6" fire protection loop at Event Level 1.

A 90 psi, 1,000-gpm, electric-powered fire pump and an electric jockey pump will supply a 6" fire protection water loop routed around the ceiling of Event Level 1 to supply water to combination standpipes in each of the 4 stair towers of the building.

A diesel generator supplies emergency power to the life safety circuits will include: fire alarm system, smoke exhaust and supply fans, elevators, 1 elevator in each bank at a time, fire and jockey pumps; arena air handling units, emergency and exit lights, stair pressurization fans and boilers.

The energy management system for the Arena will be a microprocessor-based, direct digital control (DDC), building management system. It will monitor, control, and optimize the operation of the HVAC system. The system is the main system for the arena Block complex and will control and monitor distributed subpanels located in each of the 4 towers and central plant. The system head end will be located in the Engineer's office in the arena.

Transit Connection

The work will consist of the construction of the MTA's new Transit Hub Entry, a new below-grade Control Area with back-of-house support facilities, and new connections to both existing IRT (2, 3, 4, 5) and BMT lines (B, Q), as well as renovation of existing platforms, new and/or refurbishment of support facilities and stairs along the affected platforms. Work will also include relocation and restructuring of existing subway vents.

SECTION IV - CONSTRUCTION STATUS

Work was active at the time of our site observation and appeared to be proceeding in a good and workmanlike manner, in general accordance with the plans, specifications, and all pertinent documents reviewed to date.

Items previously reported as generally completed have been removed from this section. The following progress in construction was observed this period:

General Conditions

The General Contractor has mobilized its office across from the site. Protective plywood and chain-link fencing, gates, barricades, concrete barriers, and traffic signage are in place. Mobile cranes, tie-back, and pile driving equipment are on site.

The soil erosion control and stabilization of the construction entrance are in place.

Excavation

Bulk excavation is well advanced at the southeast corner of 6th Avenue Bridge and Pacific Street continuing along Flatbush Avenue and extending to the southwest area of the site. Steel H-sections have been driven with plywood shoring at the east wall of the site. The tie-back operation is substantially complete along the sheeting and shoring wall at the east portion of the site and extending along the Atlantic Avenue retaining wall, and continuing along the south wall (Dean Street). The support of excavation which includes walers and H-section cross bracing abutting the existing MTA subway and LIRR tracks is installed at the west end of the Dean Avenue perimeter wall.

Excavation of the area for the Con Edison electrical vaults are completed at the south wall (Dean Street).

A temporary earth ramp has been formed off the existing retaining wall for construction access.

The removal and transport of the contaminated soils is substantially completed.

Concrete

Interior footing formwork with rebar placement is underway within Column Lines C, D, E, and F, with the "truss-support" footings at Lines 1 and 44 in progress. Concrete pours of the perimeter footings are complete at Atlantic Avenue and are proceeding along the southeast wall of the Flatbush Avenue elevation.

Anchor bolts and steel embeds/clips are incorporated within the formwork and concrete pours.

Formwork and reinforcing are continuing to be set in place for the foundation walls along Flatbush Avenue, with concrete poured along the Atlantic Avenue walls and extending east on Flatbush Avenue.

Underpinning was installed at the Flatbush Avenue wall abutting the MTA street wall structure.

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The concrete pours for the west retention tank are complete with waterproofing and backfilling underway.

A mud foundation is in progress at the southwest corner of the site.

Structural Steel

Structural steel framing and metal decking is underway at the concourse level extending from the northeast corner running west along Atlantic Avenue.

The lower suite framing has begun.

Façade

System engineering and design, shop drawings, and calculations are continuing by the Subcontractor. Coordination and detailing are ongoing between all Professionals of Record with the Subcontractor (ASI). A performance mock-up was constructed and the testing was observed by FCRC personnel at the manufacturer's plant, with the results forthcoming.

Plumbing

The equalizer piping line between the east and west storm retention tanks has been installed.

Electrical

Temporary power is currently servicing the site.

Underground electrical conduit rough-in is underway for the duct banks.

Transit Connection

Excavation of the proposed connection is well advanced with bracing columns installed against the street wall.

Cross bracing round columns are installed to support the street wall.

Piles have been driven within the excavated areas.

The test pile has been completed with the results having been deemed successful and approved by the Engineer of Record.

SECTION V - DOCUMENTS, TESTS, CERTIFICATIONS, AND PERMITS

Our office has reviewed all of the following documents and found them to be satisfactorily complete, in order, and in general conformance with the contract requirements.

Please note that Merritt & Harris does not perform consulting relating to asbestos or hazardous materials, claims no expertise in these areas, and can assume no liability for the work opinions, or reports of any independent consulting firms engaged to do so.

Documents

Our office has reviewed the plans and specifications labeled "Scope Set," dated September 31, 2009, and is presently reviewing the 100% CO Prelim - Advance Procurement Drawings, dated August 13, 2010.

The Mass Transit Improvement documents (Plans and Specifications, Volumes 1 - 5) labeled 90% submission, dated August 28, 2009, were provided for our review.

The following documents were made available this period:

- 1. General Contractor's Application and Certificate for Payment 12 Revised (Arena), for the period ending December 31, 2010
- 2. General Contractor's Application and Certificate for Payment 5 (Transit Connection), for the period ending December 31, 2010
- 3. Developer's Requisition Summary 8 for December 2010
- 4. General Contractor's Monthly Report for December 2010

Tests

The following test reports were reviewed to date:

- 1. AEL Atlantic Engineering Laboratories of New York, Inc. Reports:
 - a. Concrete Compressive Strength Report, dated June 16 October 29, 2010
 - b. Soil Compaction Test Reports, dated June 21 September 24, 2010
 - c. Daily Field Reports, dated June 16 August 12, 2010
 - d. Concrete Plant Inspection Daily Reports, dated June 16 September 23, 2010
 - e. Structural Steel Field Inspection Reports, dated July 23 September 13, 2010
 - f. Wall Embed Installation Report, dated August 4 September 22, 2010
 - g. Soils Reports, dated July 6 August 28, 2010
 - h. Sieve & Proctor Reports, dated July 13, 2010
 - i. Pull test Reports (Epoxy Rebars), dated July 8, 2010
 - j. Shoring of Excavation Reports, dated July 23 August 12, 2010
 - k. Structural Steel Shop Inspection Reports, dated July 1 October 1, 2010
- 2. Langan Engineering & Environmental Services:

a. Geotechnical Site Inspection Reports, dated October 4 - October 8, 2010

We have reviewed all test reports that were made available to us. Since some reports may be missing from the on-site files, our office is also relying on the Deficiency Logs and Monthly Certification from the Professionals of Record to certify that the work in place is in accordance with the construction documents.

Certifications

- 1. Architect's Certificate for Payment 12 Revised (Arena) (AIA Document G702 Application and Certificate for Payment), covering the period through December 31, 2010.
- 2. Architect's Certificate for Payment 5 (Transit Connection) (AIA Document G702 Application and Certificate for Payment), covering the period through December 31, 2010.
- 3. Test Pile Acceptance Letter, dated November 17, 2010 from Heller and Johnsen, Geotechnical Engineering Consultants, for the Transit Connection.

Permits

The following major Building Permits have been received to date:

1. New York City Department of Buildings:

<u>Permit</u>	Description	Issued	Expires
a. 320135493-01-EQ-FN	Alt. Type 2 - Construction Equipment - Fence	09/02/10	09/01/11
b. 320140682-01-EW-OT	Alt. Type 2 - Foundation	11/22/10	09/01/11
c. 320140682-02-EW-OT	At. Type 2 - Sheet/Shor/Brac	11/22/10	09/01/11
d. 320145856-01-EQ-OT	Alt. Type 3 - Construction Equipment - Other	04/13/10	04/01/11
e. 320162266-01-EQ-FN	Alt. Type 2 - Construction Equipment - Fence	05/14/10	11/01/10*
f. 320148782-01-EW-OT	Alt. Type 2 - Sheet/Shor/Brac - Concrete Work not authorized - Concrete Placement Formwork, Steel Reinforcing not permitted	11/22/10	09/01/11
g. 320100234-01-FO	New Building	11/22/10	09/01/11
h. B328732	Electrical Work Permit Descriptions 1 and 6	06/30/10	06/30/13
i. 320100234-01-FO-EA	New Building - Earthwork Review for Zoning	11/22/10	09/01/11
j. 320100234-04-PL	New Building - Plumbing - Partial Underground Piping	07/20/10	07/20/11

<u>Permit</u>	Description	Issued	<u>Expires</u>
k. CN595-10	CD4: Tower & Mobile Crane/Derrick/Mast Climber/Pile Driver On-Site Inspection Application/Certificate	09/29/10	09/29/11
1. 320100234-01-NB	New Building	11/22/10	09/01/11
m. 320100234-01-EQ-FN	Construction Fence	11/22/10	09/01/11

* Permit has expired – signed-off and closed-out. No renewal is required.

2. New York City Department of Transportation:

- a. DOT Permit 04-2010281-058
- b. DOT Permits 02-2010280-079 114
- c. DOT Permits 02-201019486 103

SECTION VI - CONTRACTS AND BONDS

General Contracts

Arena

Design/Build with Guaranteed Maximum Price (GMP) Agreement between the Developer and Hunt Construction Group Inc., dated December 28, 2009, for the Arena only with attached:

- Exhibit A GMP Documents
- Exhibit B Subcontractor Performance and Payment Bond
- Exhibit C Schedule of Values
- Exhibit D Change Order Form
- Exhibit E Final Release and Affidavit
- Exhibit F Not Used
- Exhibit G Lien Waiver
- Exhibit H Owner's Insurance
- Exhibit I Design/Builder's Insurance
- Exhibit J Affirmative Action/Community Benefits/Economic Development Requirements
- Exhibit K Scope of Design Phase Services
- Exhibit L Scope of Construction Phase Services
- Exhibit M Not Used
- Exhibit N Supplemental Conditions Project Sponsor Requirements

- Exhibit O Arena Schedule
- Exhibit P Owner's Construction Phasing Schedule
- Exhibit Q Owner's Financing Plan
- Exhibit R Survey
- Exhibit S Letter of Credit
- Exhibit T Form of Consent to Assignment
- Exhibit U Forms of Architect Certification, amounting to \$484,594,525 has not been executed.

A 50/50 savings clause subject to a cap of \$5,000,000 is included between the Developer and the Contractor.

Transit Connection

A Guaranteed Maximum Price (GMP) Agreement between the Developer and John Civetta & Sons, Inc., for the amount of \$50,581,000 has been received.

Subcontracts

According to Mr. Fisher and Mr. Hamburg, the Hunt Construction Subcontracts are now approximately 68% contracted and is within budget. No major overruns are currently being anticipated.

The following executed subcontracts have been made available to date:

Subcontractor	Trade Description	General Contractor's Original Budget	Subcontract Amount
Almar Plumbing	Plumbing	\$14,990,000	\$14,758,000
American Stair	Steel Stairs	4,601,366	2,029,695
ASI Limited	Exterior Façade	39,194,310	32,411,211
ASM	HVAC/BMS	43,350,000	43,250,000
Banker Steel	Structural Steel	50,344,722 *	51,450,673
Banker Steel	Structural Precast	8,279,500	5,920,560
Cimco	Ice rink	3,400,600	3,450,600
Commodore	Structure Concrete	9,070,000	9,070,000
E-J/ERMCO	Electrical	46,511,724	46,231,954
H-Mak	Food Service	10,825,000	9,305,000
Hydro Worx Int'l	Aquatic Therapy Pools	527,500	337,500
J.E. Thompson	Truck Elevators & Turntable	1,572,000	724,000
LaQuila Group	Excavation, Foundation	28,900,000	27,500,000
MFM Contracting	Utility Improvements	39,536	39,536
Otis Elevators	Elevator & Escalators	6,847,250	5,500,000
Staging Concepts	Ornamental Metal	2,701,518	3,232,367
United Hoisting	Fencing	\$1,510,000	\$470,900
United Hoisting	Fencing	0	776,210

<u>Subcontractor</u>	Trade Description	General Contractor's <u>Original Budget</u>	Subcontract <u>Amount</u>
	Totals	\$272,665,026	\$256,458,206

* Difference between the budgeted amount and the contract amount has been reallocated from the façade allowance.

Note that the contract amounts may not, in all cases, represent the total costs of the individual line items, i.e., Internal Change Orders are not included in the subcontract amounts. Note that the preceding table does not include General Conditions and the Contractor's Fee.

Contractor's Contingency Reserve

The General Contractor's Contingency Reserve balance currently stands at \$19,556,330.

Bonds

Based on the Design/Build Agreement, the General Contractor will not need to be bonded while all Subcontractors must be bonded. Based on the Hunt Construction's contract, all Subcontractors will be bonded in an amount equal to its subcontract price, naming the Developer and General Contractor as co-obligees.

The following Payment and Performance Bonds have been made available to date:

<u>Arena</u>

<u>Subcontractor</u>	<u>Trade</u>
LaQuila Group	Excavation, Foundations
United Hoisting	Fencing
Banker Steel	Structural Steel
ASI Limited	Exterior Façade
E-J/ERMCO	Electrical
Commodore Construction	Superstructure Concrete
MFM Contracting	Utility Improvements
Transit Connection	
<u>Subcontractor</u>	<u>Trade</u>

Capco Steel

Structural Steel

Note that the subcontracts for "material only" shall not be required to be bonded.

All Subcontractors shall be enrolled in the OCIP Program, as their contracts are executed. A trust fund in the amount of \$7,100,000 has been established with the Bank of New York. EJ/ERMCO JV (Electrical)

enrollment in the OCIP Program will be limited to the General Liability (GL) coverage only. ASM Mechanical is excluded from the OCIP and will provide traditional insurance.

SECTION VII - CHANGE ORDERS AND PENDING CHANGE ORDERS

Change Orders

<u>Arena</u>

Change Orders 53 - 56, totaling \$36,529, were provided this period and are included in the following list of executed Change Orders that have been made available:

<u>CO</u>	Amount	Description
1	\$ 0	Budget transfer from Division 17 (Technology) to 16 (Electrical) for low voltage scope of work.
2	(895,700)	OCIP Deduct - Banker Steel
3	0	Structural quantities matrix; credits site security credit
4	(1,770,921)	OCIP Deduct - Laquila
5	(220,000)	OCIP deduct - Almar Plumbing
6	57,316	Bus Ramp Design
7	(29,500)	Design Credit for wind and falling ice
8	2,928	Hockey Sightline Study
9	249,994	Updated Construction Fence from chain link to plywood
10	0	Fence around Lot 21 during demolition
11	0	Structural precast concrete award assigned to Banker Steel
12	506,780	Fence upgrades
13	0	Disposal of on-site contaminated excavated materials - \$7,746,950
14	(53,162)	OCIP Deduct - Otis Elevator
15	(1,066,100)	OCIP Deduct - ASI Ltd.
16*	0	Clarification Reconciliation of CCE/GMP Contract Values - (\$8,839,018)
		credit
17	(153,200)	OCIP Deduct - H-Mak
18	(20,916)	OCIP Deduct - American Stair
19	47,426	Construction Fence Upgrades - General Condition and CM Fee only
20	75,000	Relocate Con Edison Network Room
21	0	Reconciliation of previous OCO 1 - 20
22	0	Super Hazmat Material Trucking (Environmental Budget)
23	0	Façade Allowance to ASI for Signage - Budget Transfer
24	(435,000)	Early Payment Credit to ASI
25	(125,760)	United Hoist Phase 2 OCIP - Demo portion - \$5,240
26	(455,625)	OCIP Deduct EJ/Ermco
27	(5,000)	
28	(79,888)	
29	0	Site Security - G.C. Transfer
30	\$ (279,000)	
31		Deduct Food Carts from H Mak scope
32	29,243	Design Elevator Hoistway

$M_{\&}H$

<u>CO</u>	Amount	Description
33	0	Hunt Laquila Haz & super Haz Disposal
34	3,120	Design Con Ed Network Rev Rm Layout
35	0	Partial September Reconciliation
36	61,795	Add Pass thru Window with Heat Lamp
37	20,099	Per DOT/BOB
38	0	Partial September Reconciliation
39	0	Budget Transfer for Laquila SCO-8
40	0	Budget Transfer Civetta from excav to COW GC
41	0	Budget Transfer from site requisition to United Fence \$3,147,367
42	0	Budget Transfer Temps site to MFM Contract \$3,147,367
43	21,005	Additional SOE for Con Ed Vault
44	23,077	Additional Engineering to Previous SOE Plans
45	16,797	OT work in prep for Owner Visit
46	0	Budget Transfer Install of 1 st Phase of Crane Pad
47	0	Budget Transfer EJ Ermco Generator enclosure
48	0	Budget transfer Laquila PPE Mobil Lot
49	0	Budget Transfer Laquila Lay Down Area Bank
50	0	Budget Transfer United Hoist Phase II Sidewalk Br.
51	0	FCRC Void Change Order
52	0	Budget Transfer COW GC Mockups
53	0	Temp Bowl Drainage
54	0	ERPLA Deduct Alternate
55	0	EB Con Ed Vault Rev and Life Safety Evaluative
56	36,529	Relocate Con Barriers and Privacy Fence
	(\$5,131,384)	Total

* OCO 16 amounting to a credit of \$8,839,018 addresses the costs of the precon services provided by Hunt Construction prior to start of construction and has been deducted from the current budget and total work-in-place.

Transit Connection

Change Orders 5 - 7 amounting to \$34,429 were provided this period and are included in the following list of executed Change Orders that have been made available:

<u>CO</u>	<u>Amount</u>	Description
1	\$ 400,000	Civetta – Payment and Performance Bond
2	1,425,000	IRT column and beam Inspection
3	107,745	Debris Removal from BMT mezzanine
4	46,428	MPT work
5	19,565	Flatbush MPT – Maintenance
6	2,124	Additional BMT trash removal
7	12,740	Hydrant Relocation at Atlantic Avenue
	\$2,013,602	Total

The preceding Change Orders have been executed by the Developer and General Contractor and we recommend your acceptance of them. The scope of work and dollar amounts appear reasonable. The scope changes do not substantially change the quality of the project. No time extensions to the project are indicated on these Change Orders.

The monies for all Change Orders resulting in the contract value being increased will be made available from the Developer's Contingency.

Pending Change Orders

The Developer's Pending Change Order (PCO) Log, dated November 23, 2010, amounts to \$80,611 for the Arena, and \$524,479 for the Transit Connection.

A Pending Change Order for Hunt Construction for additional General Conditions due to the delayed Notice to Proceed is being reviewed by the Developer.

Developer's Hard Cost Contingency Reserve

The Developer's Total Hard Cost Design/Scope Contingency Reserve balance currently totals \$28,911,748.

SECTION VIII - REQUISITION REVIEW

Summary of Hunt GMP Costs

<u>Arena</u>

The following summary is based upon the General Contractor's Application and Certificates for Payment 12 Revised, covering the period through December 31, 2010:

Original Contract (Design/Build with GMP) Adjustments (Less CCE per OCO 16) Adjustments (COs 1 - 56)		\$484,594,525 (8,839,018) <u>(5,131,384)</u>
Revised Contract Budget		\$470,624,123
Work Previously Completed Work Completed This Period	10.8% 3.1%	\$50,802,793 <u>14,588,966</u>
Total Work Completed To Date Off-Site Stored Materials	13.9%	\$65,391,759 <u>1,270,111</u>
Total Work Completed and Stored To Date Less Retainage	14.2%	\$66,661,870 (4,215,144)
Total Completed and Stored Less Retainage Less Previous Payments		\$62,446,726 (56,538,017)
Current Payment Due and Recommended by Merritt & Harri	is, Inc.	\$ 5,908,709*
Balance to Complete based on Current Contract Value of \$47	70,624,123	\$403,962,253

* Current Payment Due includes Hard Costs (\$4,410,430.67), GC/CM Fee (\$1,007,724.46), and associated A/E Soft Costs (\$490,554)

In our opinion, the remaining Contract Value funds of \$403,962,253 (net of retainage), together with the remaining Developer's Arena Design/Scope Contingency, are sufficient to complete the work as it is currently defined.

The GMP budget was based on the "Scope Set" drawings, dated July 31, 2009.

The dollar amounts of each line item were reviewed at the time of our site visit, and the amounts were found to reasonably reflect the percentage of work in place.

Please note the following:

- 1. The fixed General Conditions will be requisitioned at an amount established under the Payment Schedule with the Developer for the remaining months of the construction term.
- 2. The Cost of Work (COW) General Conditions shall be requisitioned monthly as cost incurred.

- 3. The Design Builder's Fee is a "Base Lump Sum" of \$18,200,000 and will be requisitioned as a percentage of work completed.
- 4. The Ellerbe Becket Design Fees are requisitioned as monthly costs incurred.
- 5. An Imprest Account amounting to \$1,000,000 has been established.
- 6. Retainage will be withheld at a rate of 10% for all Subcontractors, with the exception of subcontracts for materials only, until 50% of their subcontract is completed, with 0% withheld thereafter until completion. Early release of retainage for Subcontractors will be considered at the Developer's discretion.
- 7. This being a GMP contract, complete back-up documentation was made available for our review. No modifications were made to the requested percentages submitted at the time of our site visit.

Transit Connection

The following summary is based upon the General Contractor's Application and Certificate for Payment 5, covering the period through December 31, 2010:

Original Contract (Lump Sum) Adjustment (FC-001- 007)		\$50,581,000
Current Revised Budget		\$52,594,602
Work Previously Completed Work Completed This Period	17.2% 5.9%	\$ 9,045,408 3,082,612
Total Work Completed To Date Off-Site Stored Materials	23.1%	\$ 12,128,020 (0)
Total Work Completed and Stored To Date Less Retainage	23.1%	\$ 12,128,020 (1,174,130)
Total Completed and Stored Less Retainage Less Previous Payments		\$ 10,953,890 (8,562,387)
Current Payment Due and Recommended by Merritt & Harris,	\$ 2,391,503	
Balance to Completed based on Current Contract Value of \$52 (Net of Retainage)	2,594,602	\$ 40,466,582

In our opinion, the remaining Contract Value funds of \$40,466,582, and the Developer's Design/Scope Contingency, are sufficient to complete the work as it is currently defined.

The dollar amounts of each line item were reviewed at the time of our site visit, and the amounts were found to reasonably reflect the percentage of work in place.

Off-Site Stored Materials

Arena

The following off-site stored materials amounting to \$1,270,111 represents the current closing inventory:

<u>Trade</u>	<u>Amount</u>	<u>Subcontractor</u>
Structural Steel	\$584,000	Bankers Steel Co.
Metal wall panels	24,000	ASI Limited
Food Service Equipment	662,111	H-Mak
Total	\$1,270,111	

Of the closing inventory amounting to \$1,270,111, the new value of off-site stored materials added this period is \$1,270,111.

Transit Connection

No off-site stored material has been requisitioned this period.

Complete backup documentation was made available for these materials, including the Bills of Sale, Insurance Certificates, and Affidavits. As instructed by you, our office will not be observing the materials stored off site.

Summary of Total Project Hard Costs

The overall Hard Cost budget includes the following hard cost-related items:

Description	Current <u>Budget</u>	Previously <u>Completed</u>	Current <u>Request</u>	Total <u>Completed</u>	% <u>Complete</u>	Remaining <u>Balance</u>
Arena	\$503,956,625	\$74,634,432	\$5,647,450 *	\$80,281,882	15.9	\$423,674,743
Transit Connection	66,507,554	11,805,781	2,493,416	14,299,197	21.5	52,208,357
Arena Site Work	20,143,349	362,762	36,259	399,021	2.0	19,744,328
Arena Mitigation	2,685,886	80,690	0	80,690	3.0	2,605,196
Totals	\$593,293,414	\$86,883,665	\$8,177,125	\$95,060,790	16.0%	\$498,232,624

The \$8,177,125 being requested for these line items under the Requisition, covering December 2010, was reviewed by our office and found to be reasonable.

* Current Request is part of the Hunt Construction Design-Build contract and includes the trades, GC/CM Fee Costs, and other miscellaneous Hard Costs.

Soft Costs

Description	Budget	Total <u>Completed</u>	Amount <u>Due</u>	Remaining <u>Balance</u>	% <u>Complet</u> <u>e</u>
Architecture and Engineering Legal Development Costs Project Expenses/Marketing Insurance/Commissioning Development Contingency	\$100,346,749 2,828,180 45,000,000 29,415,305 6,581,225 2,671,795	\$ 94,274,073 967,693 36,222,780 23,001,671 3,966,319 0	\$789,622 7,800 0 58,677 519,000 0	\$6,072,676 1,860,487 8,777,220 6,413,634 2,614,906 <u>2,671,795</u>	2
Totals	\$186,843,254	\$158,432,536	\$1,375,099	\$28,410,718	
Current Revised Budget				\$186	,843,254
Total Amount Incurred to Date			84.89	% \$158	,432,536
Current Payment Due and Recomm	nended by Merr	itt & Harris, Inc		\$ 1	,375,099
Balance Amount based on Budget	of \$186,843,254	1		\$ 28	,410,718

Soft Cost Related Items

Description	<u>Budget</u>	Previously <u>Completed</u>	Current <u>Request</u>	Total <u>Completed</u>	% <u>Complete</u>	Remaining <u>Balance</u>
Arena	\$177,551,264	\$150,124,518	\$1,172,849	\$151,297,367	85.2	\$26,253,897
Transit Connection	5,461,197	3,754,590	62,853	3,817,443	69.9	1,643,754
Arena Site Work	3,784,332	3,148,879	139,397	3,288,275	86.9	496,057
Arena Mitigation	46,461	29,451	0	29,451	63.4	17,010
Totals	\$186,843,254	\$157,057,438	\$1,375,099	\$158,432,536	84.8	\$28,410,718

Additional costs not included within the Hard or Soft Cost Requisition include the following:

Description	Budget	Previously <u>Completed</u>	Curı <u>Req</u> u		Total <u>Completed</u>	% <u>Complete</u>	Remaining <u>Balance</u>
Accounts Payable (AP)	\$ 4,950,367 ⁽¹⁾	\$ 4,584,222	\$	0	\$4,584,222	92.6	\$366,145
Financing	<u>29,715,483⁽²⁾</u>	<u>29,713,221</u>		0	29,713,221	99.9	2,262
Totals	\$34,665,850	\$ 34,297,443	\$	0	\$34,297,443	98.9	\$ 368,407

⁽¹⁾ Costs incurred prior to closing

⁽²⁾ Costs of financing

Summaries of Recommended Payment Due

Description	Amount
Hard Costs – Arena	\$ 5,647,450.40
Hard Costs – Transit Connection	2,493,415.58
Hard Cost – Site Work	36,258.72
Soft Costs	1,375,097.97
Accounts Payable (AP)	0.00
Financing	0.00
Total	\$9,552,222.67

SECTION IX - LIEN WAIVERS

The General Contractor's (Arena) Lien Waiver, dated January 13, 2011, amounting to \$56,538,017 including the current payment of \$5,908,709, was made available for our review. The lien waiver amount agrees with the monies requisitioned by the General Contractor through Application and Certificate for Payment 11, covering through December 31, 2010.

The General Contractor's (Transit Connection) Lien Waiver, dated January 6, 2011, amounting to \$8,562,387 including the current payment of \$2,391,503 for the period ending December 31, 2010, was made available.

The following Subcontractors' lien waivers have been made available to date:

<u>Subcontractor</u>	Cumulative <u>Amount Paid</u>	Period <u>Ending</u>
ASI Limited	\$6,449,029	12/31/10
ASM Mechanical	2,084,404	12/31/10
Almar Plumbing	362,824	11/30/10
Banker Steel	7,712,923	12/31/10
E-J/ERMCO	3,328,179	12/31/10
H-Mak	502,182	12/31/10
Hydro Work Int'l	33,750	04/30/10
LaQuila Group	11,150,048	12/31/10
LaQuila Group - Environmental	4,928,983	11/30/10
United Hoisting – Contract 1	1,174,470	12/31/10
United Hoisting – Contract 2	638,568	10/31/10
MFM Contracting	16,896	10/31/10
Commodore Construction	82,800	12/31/10
Total	\$38,465,056	

As of the current Application and Certificate for Payment 12, the previously funded amount to the General Contractor currently totals \$56,538,017. The amounts requisitioned under General Conditions, Fee, Design Fees, and Pre-Construction Estimating Services constitute the major portion of the difference between the amount paid to date and lien waivers made available to date.

Please note that our office is not performing a detailed accounting of lien waiver amounts paid to date for each Subcontractor. We are calculating the total of all lien waivers to date, to ascertain whether the total amount paid to date generally conforms to the most recently funded requisition amount.

SECTION X - CONSTRUCTION SCHEDULE

Rate of Progress and Estimated Completion Date

A High Level Arena Summary Construction Schedule, dated July 16, 2010, has been provided for our review. The current schedule, prepared by Hunt, indicates that substantial completion is anticipated to be by August 12, 2012. The Developer is currently reviewing that schedule and is working with Hunt to resolve current schedule disputes. A resolution is expected over the next few months.

The schedule further indicates the following important milestones:

<u>Activity</u>

Construction Phase	<u>Early Start</u>	<u>Early Finish</u>
Start Foundations and Footings	06/07/10	05/12/11
Underground MEP & Slab-on-Grade	11/01/10	10/06/11
Structural Steel (excluding Catwalk)	11/29/10	08/08/11
Con Ed Vault	01/20/11	08/12/11
Concrete on Metal deck	01/28/11	09/23/11
Structural Precast	03/11/11	09/14/11
Metal Stairs	03/14/11	06/25/12
Interior Masonry Partitions	03/22/11	03/23/12
Interior Finishes	03/22/11	08/12/12
Fireproofing	03/28/11	12/14/11
MEP Work	04/08/11	07/16/12
Vertical Transportation	04/13/11	04/13/12
Roof Steel/Deck	04/18/11	12/20/11
Roofing	07/15/11	03/19/12
Exterior Skin	08/09/11	06/14/12
Con Ed Permanent Power Available	11/04/11	-
Phase 5 (Lower Bowl Leave-Out) Foundations & Precast	11/22/11	02/09/12
Seating	11/22/11	08/07/12
Canopy Steel/Roof	01/17/12	05/15/12
Scoreboard, Video Displays, & Sound System	01/26/12	06/08/12
Phase 5 Ice Rinks Systems	02/10/12	07/10/12
Substantial Completion	-	08/12/12
Start NBA Pre-Season Games	10/17/12	-
Start NBA Regular Season	10/31/12	-

In our opinion, the construction term of 26 months for the Arena is reasonable, provided that adequate manpower is maintained throughout the construction term, and that there are no hold-ups, such as strikes, inclement weather, material shortages, or other unforeseen circumstances.

An early target substantial completion date of June 1, 2012, has been established with the following criteria to be met:

- a. Owner may use and occupy the Arena
- b. Only punch list items remain
- c. The Architect of Record has issued a Certificate of Substantial Completion
- d. A TCO has been issued

Punch list work and Subcontractor close-outs may extend the construction term to a final completion date of February 28, 2013.

According to the General Contractor, 385 persons have been on the job this month. Daily Manpower Logs, in chronological order, will be made available at the job site and will be reviewed periodically by our office.

We are enclosing our own computerized Construction Chart on which we have plotted actual construction progress versus the projected construction progress (see Attachment). This chart, based on cash flow projections, gives you an idea as to how the project is progressing on a month-to-month basis.

Currently, the project is slightly ahead of schedule.

Work Anticipated for the Next Period

Mr. Gladden indicated that by our next site visit, we should expect to see the following progress:

Arena

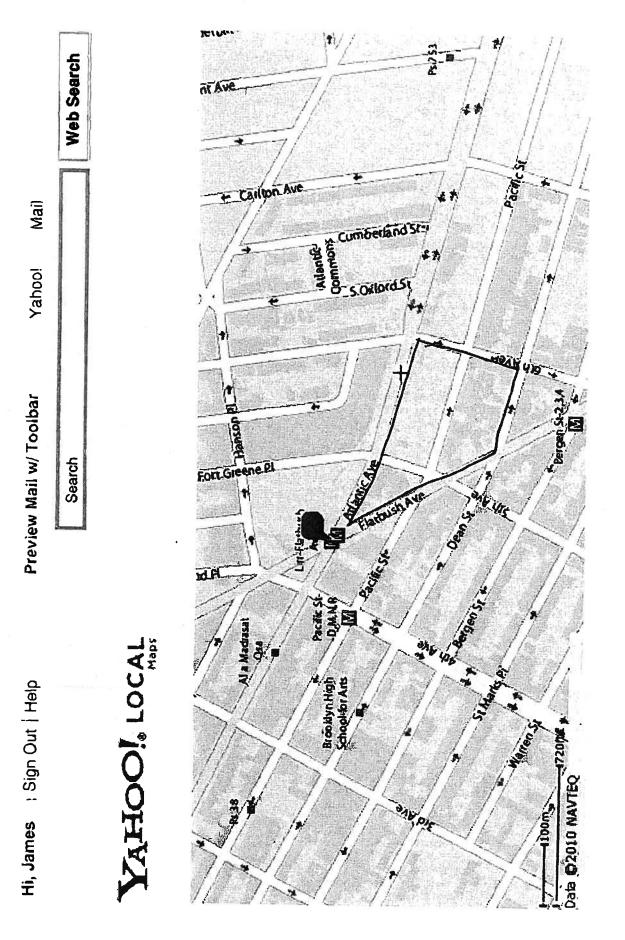
- 1. Bulk excavation will be complete along the southeast portion of the site
- 2. The support of excavation operation will be complete along Dean Street
- 3 Interior footings at the southwest area will be poured
- 4. Foundation walls along Lines 44 42 will be poured
- 5. Underground electrical and plumbing rough-in will continue
- 6. Retaining wall removal along Pacific Street will continue
- 7. Structural steel (concourse level) at the northwest corner will continue extending towards the southwest.
- 8. The lower suite area structural steel will continue along Atlantic Avenue

In our opinion, the preceding projections, as stated by Mr. Gladden, are realistic. It should be noted that all of last month's projections have been met.

SECTION XI - ATTACHMENTS

The following documents are attached to this report:

- 1. Site Location Map
- 2. Developer's Requisition 9, covering December 2010
- 3. General Contractor's Application and Certificate for Payment 12 Revised (Arena), covering the period through December 31, 2010
- 4. General Contractor's Application and Certificate for Payment 5 (Transit Connection), covering the period through December 31, 2010
- 5. Developer's Requisition for Payment
- 6. Change Order Summary and Change Orders
- 7. Off-Site Stored Material Documentation
- 8 Construction Progress Chart, prepared by Merritt & Harris, Inc.
- 9. Progress Photographs



ATTACHMENT 1

EXHIBIT A BARCLAYS ARENA REQUISITION # 9 SUMMARY

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(H) Retainage To Date 5.272,989 116,285 116,285 5,389,274 5,389,274	
(G) = (C-F) Remaining Balance 401,505,208 49,405 49,405 49,405 49,405 49,405 49,405 49,405 49,405 49,2355 1,438,512 1,438,512 1,438,512 1,438,512 1,438,512 2,514,906 2,514,906 2,517,195 2,514,906 2,517,195 2,514,906 2,517,195 2,514,906 2,517,195 2,514,906 2,517,195 2,514,906 2,517,195 2,514,305 2,517,195 2,514,306 0 (102,622,905) (102,622,905) (102,622,905) (102,622,905) (102,622,905) (102,622,905) (102,622,905) (102,622,905) (102,622,905) (102,622,905) (102,622,905) (102,622,905) (121,477,022) (121,472,423) (121,472,472,43) (121,472,432) (121,472,4	(527,009,489) - - 405,539,268
(F) = (D+E) Total Expended to date 124,125,125,125,125,125,126,126,125,126,125,126,126,126,120,2206 10,927,403 17,822,526 17,822,526 17,822,526 158,432,556 158,432,556 158,432,556 156,145) (113,1000,000) (113,601,420) (113,601,420) (113,538,780) 115,538,780 0 115,538,780 (131,000,000) (113,601,420) (113,601,420) (113,601,420) (113,601,420) (113,601,420) (113,601,420) (113,538,780) 0 (113,538,780) (113,601,420) (113,538,780) (113,538,780) (113,538,780) (113,538,780) (113,631,201,280) (246,501,280) (246,501,280) (246,501,280)	(377,252,305) 92,506,220
(E) Current Requisition Requisition 6 9,912,449 968,909 9,647,292 9,417,125 9,417,125 1,375,098 1,377,098 7,800 0 0 9,552,223 9,552,232 9,552,232 9,5	(9,552,223) 9,552,223 0
(D) Previously Expended 124,125,12 15,0505,422 16,0505,422 16,0505,425 16,055,425 16,055,425 10,927,405 16,055,425 15,057,435 15,057,435 15,057,435 15,056,1455 15,056,1455 15,056,1455 15,056,1455 15,050,4350 15,056,1455 115,538,7850 115,538,7780	(367,700,083) 82,953,997
(C) Revised Budget 124,125,12 124,125,12 124,125,12 467,023,08 467,023,08 467,023,08 467,023,08 11,398,600 11,398,600 11,338,74 11,338,74 11,538,740 115,538,740 (131,000,000) (510,995,097) (510,995,077) (510,995,097) (510,995,097) (510,995,097) (510,995,077) (510,070	(904,261,795)
(B) Budget Revisions (4,669,000) (1,560,0000) (1,756,385) (1,600,0000) (1,756,385) (1,760,000) (1,756,385) (1,760,000) (1,756,385) (1,760,000) (1,756,385) (1,760,000) (1,756,385) (1,760,000) (1,756,385) (1,760,000) (1,756,385) (1,760,000) (1,756,385) (1,760,000) (1,756,385) (1,760,000) (1,756,385) (1,756,	0
(A) Original Budget 124,125,125 471,705,468 60,684,032 19,679,360 11,306,800 21,306,800 23,514,840 2,514,8	(304,261,765) 213,976,702 405,539,268
Star Accuration Costs: Bit Accuration Fair Trade C. (M Fee Commits Design Cope Commonstructions Comment Costs Peelet Exerption Peelet Exerption Development Costs Total Luss Development Costs Total Luss Development Costs Total Luss Development Costs Total Luss <th>Additional Rent Account at Vacant Possession (5-12-10) Construction Account Balance at Vacant Possession (5-12-10)</th>	Additional Rent Account at Vacant Possession (5-12-10) Construction Account Balance at Vacant Possession (5-12-10)

1/20/2011 3:38 PM

EXHIBIT A BARCLAYS ARENA REQUISITION # 9 ARENA BUILDING

		101	(1)	(<u></u>	(E)	(E) = (D+E)	(G) = (C, E)	4.0
	Arena Building Budget	Budget Revisions	Revised	Previously	Current	Total Expended	Remaining	(H) Refeinado
Site Acmichics Cartes		200121020	Jagono	Expended	Requisition	to date	Balance	To Date
	124,125,125	0	124,125,125	124 125 125	-			
Hard Costs:				12-1,120,120		124,125,125	0	
Trades	395 246 107							
GC / CM Fee	50 642 645	(3,236,385)	392,009,722	49,794,013	4.443.634	5A 227 EA7		
GMP Contingency	10 670 260	0	58,642,649	15,001,008	1.007.724	16 008 732	331,172,076	4,215,144
Hunt Add / Alternate Allowance for Site Regs. & FF&E	000000000000000000000000000000000000000	0	19,679,350	0			42,633,917	
Preconstruction Estimating Services	8 01 1 505	0	0	0	Ċ		000'6/0'6	•
Permits, Bonds	0,914,000	0	8,914,565	8.914.565			0	•
Owner's Testing/Survey	000'09/	0	750.000	432 501		0,914,505	0	'
Owner's Design/Scone Continuous	1,341,007	0	1 341 007	100,201	106,488	538,989	211,011	
Total Hard Crete	22,619,332	0	22 610 332	040'364	89,605	581,949	759,058	•
	507,193,010	(3.236 385)	EA2 056 605		0	0	22,619,332	
		Innatanata	070'006'000	74,634,432	5,647,450	80,281.882	423 674 743	A 915 448
Sourcests and Other:		-	_					
Architecture & Engineering	93 238 810	,000,000,						
regal	2 665 000	(nnn'noe)	92,278,819	87,417,723	668.886	RR ORF FOR	0100011	
Development Costs	15 000 000	0	2,665,000	796,713	7 800	804 613	4,192,210	•
Project Expenses / Marketing	1000,000,040	0	45,000,000	36,222,780		26 227 700	1,860,487	
Insurance / Commissioning / Other	2 1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	0	29,085,305	22,733,719	53 068	001,222,000	8,111,220	'
Development Contingency	0,120,064 2 671 705	2,724,261	5,850,345	2,953,583	442.194	3 305 777	0,297,518	•
Total Soft Costs & Other	175 787 000	0	2,671,795	0	0		300,404,208	'
	cont to the t	1,104,201	177,551,264	150,124,518	1.172.849	151 297 367	26 722 007	
Total Project Costs	807 105 138						160,001,02	
	001 001 100	(1,472,124)	805,633,014	348,884,074	6.820.299	355 704 373	440 000 044	
Total AP			5			Andrastan	1 40'076'644	4,215,144
	3	0	0	(358,325)	0	(348 375)	200 000	
Total Liability	C	•				(070'000)	020'000	•
		5	0	(358,325)	0	(358.325)	258 275	
IUIAL USES	807.105.138	(1 479 494)	000 000 011					•
		1,21,211	600,633,U14	348.525 7K0	2 000 000 2			

A-2

EXHIBIT A BARCLAYS ARENA REQUISITION # 9 TRANSIT CONNECTION	
--	--

_	(A)	(B)	(C)	(D)	(E)	(F) = (D+E)	(G) = (C-F)	Ð
	Transit Connection Budget	Budget Revisions	Revised Budget	Previously Expended	Current	Total Expended	Remaining	Retainage
Site Acquisition Costs:	0	0	C	0		to date	Balance	To Date
Hard Costs:			•	>	2	0	0	
Trades GC / CM Fee	58,524,500	(1,446.000)	57,078,500	8,398,711	2,473,053	10.871.764	46.206.736	1 067 946
GMP Contingency Hunt Add / Alternate Allowance for Site Regs. & FF&F		0	1,746,000	1,064,373	(37,815)	1,026,558	719,442	116,285
Preconstruction Estimating Services	2,282,244	00	2.282.244	1 081 240	00	0	0	
Owner's Testina/Survey	1,166,850	(500,000)	666,850	348.880	0 50 308	1,981,240	301,004	
Owner's Design/Scope Contingency	0 6.033.960	500,000 (1 800,000)	500,000	12,577	7,870	20,447	479.553	
otal Hard Costs	68.007.554	(1 500 000)	4,233,960	0	0	0	4,233,960	
		landand's l	4cc'/nc'ao	11,805,781	2,493,415.58	14,299,197	52,208,357	1.174.130
Architecture & Engineering	3 117 848							
Legal Development Costs	163,180	0 nnn'nne'i	4,617,848	3,172,935 163 180	00	3,172,935	1,444,913	
Project Expenses / Marketing	0 0	0	0	0	0	100,1801	00	
Insurance / Commissioning / Other	285,070	270,099	125,000 555.169	37,642	3,525	41,167	83,833	
otal Soft Costs & Other	0 255 000	0	0	0	0	440,160	115,009	
	oen faan 'n	1,895,099	5,461,197	3,754,590	62,853	3,817,443	1.643.754	
Iotal Project Costs	71,573,662	395.099	71 GER 7.41	4E EEN 974				
Total AP			to l'oppin a	1/5'000'01	2,556,268	18,116,639	53,852,111	1,174,130
	0			(7.820)	0	(7.820)	7 820	
Total Liability	0	-				0		
TOTAL INCES		>	5	(1,820)	•	(7,820)	7,820	
	71,573,652	395,099	71.968.751	15 5K2 5K4	7 EEP 400			

A-3

EXHIBIT A BARCLAYS ARENA REQUISITION # 9 ARENA SITEWORK

		L				_	<u> </u>													
(G) = (C-F)	Remaining Ralance		5	15,406,286 1.888.087	0	118 402	314.368	199,901	1,817,284	19,744,329	435 564	0	0 32,184 28,319	0	496,057	20.240.385		2	0	20 240 385
(F) = (D+E)	Total Expended to date	C		327,774 0	0 0	31598	39,649	0	0	399,021	2 985 077	0	0 172,816 130,382	0	3,288,275	3,687,296		° °	0	3.687.296
(E)	Current Requisition	0		(4.238) 0	00		40,496	0 0	0	36,259	120.735	0	0 1,183 17,478	100 001	180'201	175,655			0	175,655
(Q)	Previously Expended	0		332,012 0	0 0	31,598	(848)	00		362,762	2,864,342	0	0 171,633 112,903	3 140 070	010/0411/0	3,511,640			0	3,511,640
(C)	Revised Budget	0		15,734,060	00	150,000	354,016	199,901	1402,110,1	ZU, 140, 345	3,420,631	0	0 205,000 158,701	3 784 332		23,927,681				23,927,681
(B)	Budget Revisions	0			00	0	00				960,000	0	0 45,000 72,025	1.077.025		1,077,025	<u> </u>	-	5	1,077,025
(A)	Arena Sitework Budget	0	15 734 060	1,888,087	00	150,000	354,016	1,817,284	20.143.349		2,460,631	0 0	160,000 86,676	2,707,307		22,850,656	- 0			22,850,656
	di la	Site Acquisition Costs:	<u>Hard Costs:</u> Trades	GC / CM Fee GMP Contingency	Hunt Add / Alternate Allowance for Site Regs. & FF&E	Permits. Bonds	Owner's Testing/Survey	Owner's Design/Scope Contingency	I otal Hard Costs		Soft Costs and Other: Architecture & Engineering Leoal	Development Costs	Project Expenses / Marketing Insurance / Commissioning / Other Development Contingency	Total Soft Costs & Other	Total Broiset Conta	LOUIL LOGIC COSIS	Total AP	Total Liability		TOTAL USES

○ (H) Retainage To Date

A-4

EXHIBIT A BARCLAYS ARENA REQUISITION # 9 ARENA MITIGATION

(H)	Retainage			0.4	20		8 0	2							- - -			0		
(G) = (C-F)	Remaining	Balance		2,120,110	67'001	50,000	30,61	241,172	2,605,196				17,010		VIV, 1	2,622,206		-		200 603 6
(F) = (D+E)	Total Expended		2	80,690		000	00	0	80,690	29 451	0	00	0	0 00	10464	110,141		0 0	0	110 141
(E)	Current Remusition			00	00	000		0	•	C	0	00	0	0		0	Ċ	5	0	0
(D)	Previously Expended	0		80,690 0	00			0 00	060'020	29.451	0	0 0	00	29.451		110,141		5	0	110,141
(C)	Revised Budget	0		2,200,800 163,296	00	50,000 30,618	0	241,1/2 7 686 886		29,451	0	00	17,010	46,461		2,732,347			0	2,732,347
(B)	Budget Revisions	0		00	0 0	00	00			0	00	00	00	, o		•				0
(A)	Arena Mitigation Budget	0		2,200,800 163,296	00	50,000 30,618	0 241.172	2,685,886		29,451	00		010,11	46,461		2,132,347	õ	-		2,732,347
		Site Acquisition Costs:	Hard Costs:	Trades GC / CM Fee GMP Contingency	Hunt Add / Alternate Allowance for Site Regs. & FF&E	reconsidence estimating services	Owner's Design/Scope Contingency	Iotal Hard Costs	Soft Costs and Other	Architecture & Engineering	Development Costs	Project Expenses / Marketing Insurance / Commissioning / Other	Development Contingency	otal Soft Costs & Other	fotal Project Costs		Total AP	Total Liability		JUIAL USES

A-5

BARCLAYS ARENA REQUISITION #9 VENDOR LIST

Regulation Line	Vendor name	[He	equistion Sheet		0.0000022222222222222222222222222222222	
04 - Trades	AON Risk Services Co.	invoice		RENA-TRANSIT	ARENA-SITEWORK	Grand To
	AON Risk Services Co. Total	44000006388	(106,487.50)	(14,275.00)	(4,237.50)	(125,00
	MON HISK SERVICES CO. I OTAL		(106,487.50)	(14,275.00)	(4,237.50)	(125,00
	Hunt Construction Group Inc.	APP1287-012 BA	4,410,430.67			4,410,43
	Hunt Construction Group Inc. Total		4,410,430.67		STREET, STREET	4,410,43
	John Civetta and Sons, Inc.	APP005-1878		2,254,297.00		2,254,29
	John Civetta and Sons, Inc. Total			2,254,297.00		2,254,29
	NYC Transit Authority	82647	12,190.67	94,042.30		106,23
		82560		138,988,23		
	NYC Transit Authority Total		12,190.67	233,030.53	A CONTRACTOR OF	138,98
	NYS Dept of Environmental	R2-20101001-314	15,000.00	2.00,000.00		245,22
	NYS Dept of Environmental Total	SUBDINESS - THE PROPERTY OF	15,000.00			15,00
	RSA Protective TechnologiesLLC	2000-120610	25,000.00	The second s		15,00
		APP001-1953	87,500.00			25,00
	RSA Protective TechnologiesLLC Tota	Another the second states and the second states and			· · · · · · · · · · · · · · · · · · ·	87,50
4 - Trades Total			112,500.00		MALL THE REPORT OF THE	112,50
5 -GC/CM Fee	Hunt Construction Group Inc.	APP1287-012 BA	4,443,633.84	2,473,052.53	(4,237.50)	6,912,44
	Hunt Construction Group Inc. Total	AFF1207-012 BA	1,007,724.46			1,007,72
	John Civetta and Sons, Inc.	ADD005 1070	1,007,724.46	and the second of the		1,007,72
	John Civette and Sons, Inc. Total	APP005-1878		101,173.00		101,17
	NYC Transit Authority	·····································		101,173.00	nşa.	101,17
		82560		(138,988,23)		(138,98
-GC/CM Fee Total	NYC Transit Authority Total			(138,988.23)	Constant of the second second	(138,98
- Permits & Bonds	AON Risk Services Co.	AND	1,007,724.46	(37,815.23)		969,90
	AON HISK SERVICES CO.	44000006388	106,487.50	14,275.00	4,237.50	125,00
	AON Risk Services Co. Total		106,487.50	14,275.00	4,237.50	125,00
	John Civetta and Sons, Inc.	APP005-1878		36,033.00	19401.00	36,03
	John Civetta and Sons; Inc. Total	STATES STATES AND ADDRESS OF T		36,033.00		
	Turner Construction Company	APP4-E13964BSW			36,258.72	36,03
	Turner Construction Company Total	A SAS MARKED A SA AND A	In the second	and a second second second		36,25
- Permits & Bonds Total	and the second		106,487.50	50,308.00	36,258.72	36,25
- Owners Testing	Atlantic Engineering Laborator	APP002-1941	100,407.00		40,496.22	197,29
		APP006-1880	60 674 20	7,870.28		7,870
	Atlantic Engineering Laborator Total		69,674.38			69,67
	Langan Engineering & Environ	APP9-0168753	69,674.38	7,870.28		77,54
	Langan Engineering & Environ. Total	AIT 9-0108/33	19,930.22	· · · · · · · · · · · · · · · · · · ·		19,930
- Owners Testing Total		and the second se	19,930.22	45,6522		19,930
- Architecture & Engineering	Burwood Group, Inc.	ADD#0	89,604.60	7,870.28		97,474
5	Burwood Group, IncaTotal	APP#8	23,694.69			23,694
	e4, inc.		23,694.69	- water barrier to be a	Alexand Designment of	23,694
		20957	5,000.00			5,000
			5,000.00	Charles and the	CONTRACTOR OF CONTRACTOR	5,000
	Hunt Construction Group Inc.	APP1287-012 BA	490,554.00			490,554
	Hunt Construction Group Inc. Total	CARLEY VILLARS	490,554.00	STATISTICS AND		490,554
	Lovett Silverman Construction	APP13-0203384IN	13,511.75			13,511
	Lovett Silverman Construction Total		13,511.75	The Average Street and the		13,51
	Shop Architects PC	090705-20	136,125.13			
		090705-20 Plaza	100,120,10		17.054.00	136,125
	Shop Architects PC Total	STATES OF STREET, STREE	136,125,13		17,054.36	17,054
	Stantec Consulting ServicesInc	APP10-456419	180,120,10	ARCENT PORT OF THE REAL PORT OF THE PORT OF THE REAL PORT OF THE POR	17,054.36	153,179
	-	APP11 Pov 460971			45,133.63	45,133
	Stantec Consulting Servicesinc Total			A CALIFORNIA CALIFORNIA	58,547.25	58,547
Architecture & Engineering Total			660 005 FT	A CONTRACTOR OF A CONTRACT OF	103,680.88	103,680
Legal	Fried, Frank, Harris, Shriver	146771	668,885.57		120,735.24	789,620
		147644	5,301.45			5,301
	Fried, Frank, Harris, Shriver Total	17/044	2,499.00			2,499
Legal Total	the second second second second		7,800.45			7,800
Project Expenses/Marketing	Darryl E. Greene & Associates	REC and the	7,800.45			7,800
	Darryl E. Greene & Associates Total	BEC-2011-1(7)	26,291.44	3,525.39	1,183,17	31,000
	Firebird Group, Inc.		26,291.44	3,525.39	1,183.17	31,000
	, "colid Group, me.	081710-BA	3,000.00			3,000
		110810-01	3,000,00			3,000.
	Elephied Okone 197	120110-01	3,000.00			3,000
	Firebird Group, Inc. Total	West and the second	9,000.00			9,000.
	Merritt & Harris Inc.	23041A08	5,850.00	2		5,850.
		23041A09	5,850.00			
	Merritt & Harris Inc. Total	and the second states of the second	11,700.00		ADA	5,850.
	New Jersey Nets Basketball	B30	6,976.71	Transmission and the second	AND AND Y	11,700.
-	New Jersey Nets Basketball Total			/201000		6,976.
Project Expenses/Marketing Total		and a second				6,976.
Insurance/Commissioning/Other	Willis of New York, Inc.	1010159	53,968.15	3,525.39	1,183.17	58,676.
	Willis of New York; Inc. Total	1010159	442,194.44	59,327.39	17,478.17	519,000.
Insurance/Commissioning/Other To	tal		442,194.44	59,327.39	17,478.17	519,000.
nd Total			442,194,44 6,820,299.01	59,327,39	17,478.17	519,000.

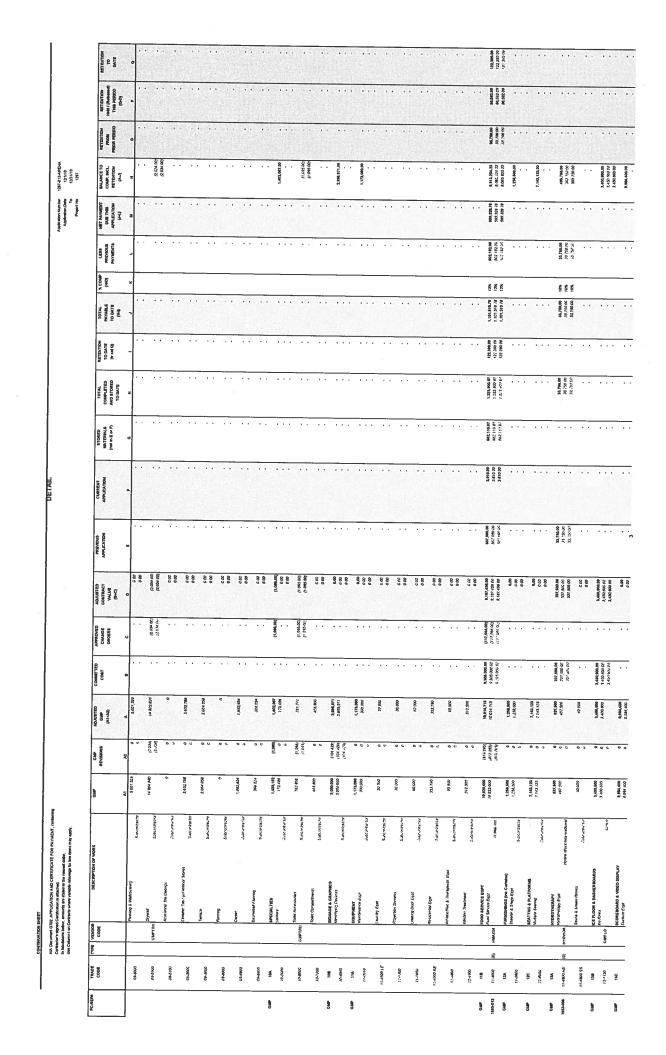
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	ITRUATION SHEET

SUMMARY

PPLICATION AND CERTIFICATE FOR PAY MENT, contauring ontinetor's signed Centrication is attached. Inductors bolow, amounts are stated to the nearest defail,

CODE		REVISIONS	AD-USTED GMP (A1+A2)	COMMITTED	APPROVED CHANGE ORDENS	ADJUSTED CONTRACT VALUE	PREVIOUS APPLICATION	CURRENT AFFLICATION	STORED MATERIALS (not in E or F)	TOTAL COMPLETED AND STORED	RETENTION (It column Q)	TOTAL PAYABLE TO DATE	COMP (HVD)	LEAS PREVIOUS PAYMENTS	NET PAYAGNT DUE THIS APPLICATION	BALANCE TO COMP. INCL. RETENTION	ROM FROM	RETENTION Held (Released)	RETENTION TO
v	W	A2	۷		v	-	4	u	7	TO DATE (E+F+0)		ŧ		_	Ŧ	(V~V)			
	30,410,000	(1,799,201)	28,610,799	26.747.120	11 451 2041	CC.4 304 14	4110		L	•		-	×	-	Ŧ	×	•	-	a
ON PRECAST CONCRETE	8.279.500	(358,000) (5,820,560)	10,261,188	9,070,000	(279,000)	8.791,000	92,000	10,000	00	15,315,092 102,000	1,364,226	31.950.866	26%	12,997,776	850,068	14,559,333	1,338,802	25,424	1.364.228
	13,869,860	0	13,869,860				0 0	0 0	0 0	01	0	0		•	0	2,358,940			9
	7, 339,362	8,344,209 (100,804)	58,688,931 7,238,558 j	51,450,673 5,262,062	5,024,860 179 8461	56,475,533	8,569,914	1,415,054	584,000	555,968	1,056,896	9.512.072	\$61	0 7.712.923	0	12,859,860		-	
	6.432,166 2.326,000	00	6,432,186		0	0	100,88	0 0	• •	100.88	9,800	102 62	¥2	19,201	•	1.56.93		COM/WALL	000'8
	3,455,000	00	3,455,000	• •	00	00	0.0	0	0	0.0		9.0		00	0 0	5 432 196		•	
	1 242 850	31,003,881	31,000,881	32,411,211	(1,407,330)	31,000,081	8,599,60	349,944	24,000	0025258	0 887 005	0.2.2.200		0	•	3,455,000		0	
268 OM DOORS 260 ENTRANCES & STOREEDONTA	1,616,875		1,616,875		00	0 0	• •	00	00		0	0		0	0	1 242,859		900'1C	867,996
	27,532,110	0 0341	1,773,074	0.0	0	0		0	0		0 0	• •		00	0 0	1615,875		P	
IOA (SPECIALTES DR. SERVAAR ADAADUVO	1,403,162	(1.095)	1,402,067		(2,034)	(2,034)	• •	0 (0		0	0		0	0	27,530,076		0 6	
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				and i summing	000'17/'02	092'812'1./2	39,132,043	3,649,483	1,270,111	43,961,637	4,215,144	39 736 493		35,326,063	4,410,431	237,972,239	3,806,861	409,163	4.218.344
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HUNT CONSTRUCTION GROUP, INC INVOICE NO. 1287-12

FEE CALCULATION

1)	Total Completed & Stored to Date Less CM Fee		\$73,155,882.71
2)	Less Ellerbe Design Fees		\$8,700,722.00
3)	Less CCE Fee		\$8,839,018.00
4)	Total Cost of Work to Date		\$55,616,142.71
5)	Total Adjusted GMP		\$479,463,141.00
6)	Less Design Builders Fee (Included in Line 5)		\$18,240,096.00
7)	Less Ellerbe Design Fees (included in Line 5)		\$13,707,897.00
8)	Less CCE Fee		\$8,839,018.00
9)	Total Adjusted Contract Amount		\$438,676,130.00
	Percent Complete		12.68%
	DESIGN BUILD FEE	\$	18,200,000.00
	Percent Complete	Ψ	12.68%
			12.0070
	Fee Earned	\$	2,307,428.48
1	Construction Phase Fee Earned		\$2,307,428.48
	Less Fee Earned Previously	-	\$2,074,999.54
	Fee for November 2010	\$	232,428.94
	Total Fee Earned to Date	\$	2,307,428.48
	Less Fee Paid To Date		\$ <u>2,074,999.54</u>
	Fee Due This Month	\$	232,428.94
	Less Fee Paid To Date		\$ <u>2,074,999.54</u>

(1) Amount equals AIA 703 Grand Total Column G minus CM Fee to date from AIA 703 Column G
 (2) Amount equals AIA 702 Elerbe Design plus Unallocated OCO # 6 for \$57,316.00

APPLICATION AND CERTIFICATE FOR BAVWENT			Г
LC mpantes	Project: BARCLAYS CENTER APPLCATION # 0041877 at ATLANTIC YARDS APPLCATION DATE 01/10011 Brookyn, NY PERIOD TC: 1231110	×	10 C
FROM (CONTRACTOR): John Civetta & Sens, Inc. 173 Bronz, Rhya Avenue 174 Yohrov, Krya Avenue	PROJECT NO: 2002		
CONTRACT FOR. General Contractor		6	
	Application is made for Perment, as shown below, in connection with the Contract. Continuation Structured is encoded.	ťa	
Clarge Orders approved in ADDITIONS DEDUCTIONS previous months by Owner Apprevious months by Owner Apprevend the Month 1,979,173,00	ONTRACT SUM. ONTRACT SUM. Y Change Orders SUM TO DATE (Une 1+2)	3 3	9 8 8
Number Date Approved 19,565.00 172010 19,565.00 13,565.00 1712010 2,134.00 0.00 1712010 12,740.00 0.00	 TOTAL COMPLETED & STORED TO DATE ETAINAGE: (Column H on FC Summary) a. 10 % of Completed Work 1,174,130.20 (Column E+F on FC Summary) b. 10 % of Summary) b. 10 % of Summary) c.00 	0.20 0.00 0.00 0.00 0.00 0.00 0.00 0.00	8
TOTALS 2,013,602.00 0.00 Net charage by Charage Orders 2,013,602.00 0.00	Total Retainsus (Line 6a + 5b or Total In Cotemn I of FC Summary)	\$	
The undersigned Contractor certifies that to the best of the Contractor's knowledge, Information and belief the Work covered by this Application for Paymant has been completed in accordances with the Contract Documents, that all amounts have been paid by the Contractor for Work for which previous Centrates for parent ware issued and payments received from the Cowers, and that current tearment structure	E. TOTAL EARNED LESS RETAINAGE (Line 4 less Line 5 Toal) (Line 4 less Line 5 Toal) (Line 6 less Line 5 Toal) (Line 6 linen prof Certificate) E. CURRENT PAYMENT DUE		0 1 0
	9. BALANCE TO FINISH, PLUS RETAINAGE	\$ 41,840,712	N
By Authorida Signature A Sons, Inc. 0//071	State of New York Subscribed and swom to before me this county of Jam Notary Public: My Commission, expires: UNKN , ULUDE	Arth Arth Auth Auth Auth Auth Arth Public, Sate of New York No. No. 10(Jult703600 Coarting of Mings County Coarting an Kings County	
ARCHITECT'S CERTIFICATE FOR PAYMENT In accordance with the Contract Documents, based on on-rate observations and the data comprising the azone apprication, the Architect certifies to the Owner that to the best of the Architect's knowledge, information and bellet the Work has progressed as indicated, the quality of the Work is in accordance with the Contract Documents, and	AMOUNT CENTRED. (Allach explanation if amount certified differs from Jap amount applied foc.) ARCHIPECT	· · · · · · · · · · · · · · · · · · ·	- I . I
our comments a simulation to perform of the ANACUNI CENTIFIED.	This Contracts for regime possible. The AMOUNT CERTIFIED is perjudie only to the Contractor neural brentin. Issuance, perment and acceptance of permett and acceptance of permett and without perjudice to any rights of the Owner or Contractor under this Contract.	to the Atthout	

ATTACHMENT 4

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	1	CONTRACT SUM	CHANGE	CONTRACT	APPLICATION	APPLICATION	MATERIALS (not in D or E)	COMPLETED AND STORED	TO DATE	PAYABLE TO DATE		PREMOUS	DUE THIS	COMP. INCL.	FROM		6
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COST COD Code COST COD Code (IF APPLCABLE)	DESCRIPTION OF WORK	CRIGINAL CONTRACT SUM	APPROVED Change Order9	ADJUBITED CONTRACT VALUE	PREVIOUS APPLICATION	CURRENT	STORED MATERIALS (not in D or E)	TOTAL COMPLETED AND STORED TO DATE	RETENTION TO DATE (fr col P)	TOTAL PAYABLE TO DAYE (GHI)	*	% COMP	LESS PREVIOUS Certificates	PREVIOUS Certification	LESS NET PAYMENT PREVIOUS DUE THES - Certificates APPLICATION For (HQ 3	LESS NET PAYNENT BALANCETO PREVIOUS >: DUETHES -: COMP. INCL. Confilication APPLICATION RETENTION P	Less Her Exvent autorice in Ferbinness Premous - Dite Thes Continents - Schen Mich - Schen Mich Continents - Premon - Premon - Premon For - Pro
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Code 6	DESCRIPTION OF WORK	CONTRACT	APPROVED CHANGE	ADJUSTED CONTRACT	PREVIOUS APPLICATION	APPLICATION	STORED MATERIALS		TO DATE	PAYABLE	A COMP	PREVIOUS	OUE THIS	COMP. INCL.	HON	Hand / (Remark	9
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CHANGE ORDERS - IRT Tunnel Restoration Work

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Page 9 of 9

REQUISITION FOR PAYMENT

TO: The Bank of New York Mellon, a New York banking corporation, as Bond Trustee under the PILOT Indenture described below (the "**Bond Trustee**").

FROM: Merritt & Harris ("Construction Monitor").

RE: Master PILOT Indenture of Trust, between Brooklyn Arena Local Development Corporation (the "Agency") and the Bond Trustee, dated as of December 1, 2009 (the "<u>PILOT Indenture</u>"), with respect to the financing of a project (the "**Project**") as defined in the PILOT Indenture.

REQUISITION NO.: 9

AMOUNT OF DRAW REQUESTED: \$_9,552,222.67

DATE: January 20, 2011.

This Requisition for Payment (this "<u>Requisition</u>") is submitted by the Construction Monitor to the Bond Trustee pursuant to the requirements of Section 4.02 and Section 5.02(c) of the PILOT Indenture in order to induce the Bond Trustee to approve the requested disbursement of funds (a "<u>Bond Proceeds Draw</u>") from the Senior PILOT Bonds Construction and Acquisition Account of the PILOT Bonds Project Fund established under the PILOT Indenture and pursuant to the requirements of Section 2.13 of the First Supplemental PILOT Indenture in order to induce the Bond Trustee to approve the requested disbursement of funds (a "<u>Additional Rent Draw</u>") from the Series 2009 Additional Rent Account of the PILOT Bonds Project Fund established under the First Supplemental PILOT Indenture. All capitalized terms used herein which are not otherwise specifically defined shall have the same meanings herein as in the PILOT Indenture and the First Supplemental PILOT Indenture.

(a) The Construction Monitor hereby requests that the Bond Trustee approve a Draw for \$ 9.552,222.67.
 \$ 9.552,222.67 of the Draw will be an Additional Rent Draw and \$ 0.00 of the Draw will be a Bond Proceeds Draw. Details of the requested Draw are set forth on Exhibit A attached hereto.

(b) The Draw of \$ <u>9,552,222.67</u> requested hereby, when added to all prior Draws in the aggregate amount of \$ <u>82,953,997.01</u>, will result in aggregate Draws of \$ <u>92,506,219.68</u>.' The Additional Rent Draw of \$ <u>9,552,222.67</u> requested hereby, when added to all prior Additional Rent Draws in the aggregate amount of \$ <u>82,953,997.01</u>, will result in aggregate Additional Rent Draws of \$ <u>92,506,219.68</u>. The Bond Proceeds Draw of \$ <u>0.00</u> requested hereby, when added to all prior Bond Proceeds Draws in the aggregate amount of \$ <u>0.00</u>, will result in aggregate Bond Proceeds Draws of \$ <u>0.00</u>.

ATTACHMENT 5

(c) The Construction Monitor hereby certifies that:

(i) Each of the Construction Agreements, or substitute construction agreements (including, but not limited to, the Guaranty to the Arena Lease Agreement (the "Guaranty") to the extent the Guarantor is performing Guaranteed Work pursuant to the Guaranty), is in full force and effect on the date hereof and have not been modified or amended, except as permitted by the terms thereof. Except for notices, if any, relating to matters which have been cured or waived, or except as may be stated on **Exhibit B** attached hereto, the Construction Monitor has no knowledge of receipt by the Company nor has the Construction Monitor received any notice of default from a Contractor under the Construction Agreements or such substitute construction agreement.

(ii) Except as may be stated on **Exhibit B** attached hereto, construction of the Project has been performed to date substantially in accordance with the requirements of the Construction Agreements or substitute construction agreements (including, but not limited to, the Guaranty).

(iii) Except as may be stated on $\underline{\text{Exhibit C}}$ attached hereto, all permits required to construct the Project at this stage of construction have been issued and are in full force and effect, and the Construction Monitor has no notice or knowledge as of the date hereof of any actions pending to revoke any of such permits.

(iv) This Requisition is for costs that constitute Project Costs and that have not been the basis of any prior Requisition for Payment from the PILOT Bonds Project Fund, including without limitation the Series 2009 Additional Rent Account therein. This Requisition contains no items representing payment on account of any amounts not yet required or otherwise not permitted to be paid as of the date hereof.

(v) To the best of the Construction Monitor's knowledge, except as may be stated in <u>Exhibit D</u> attached hereto, (a) construction of the Project is proceeding on Schedule and (b) Substantial Completion of the Project will occur by the Scheduled Completion Date.

(vi) To the best of the Construction Monitor's knowledge, the Construction Monitor has no reason to believe that the funds needed to achieve Substantial Completion of the Project will exceed the amounts available under the PILOT Indenture.

(vii) To the best of the Construction Monitor's knowledge, the Construction Monitor has no reason to believe that the funds needed to achieve Substantial Completion of the Infrastructure Improvements will exceed the amounts available under the Trust Agreement.

(viii) The proceeds of all prior Draws have been expended solely for the purposes for which they were requisitioned.

(ix) No event or discovery has occurred which would give rise to the right of the Company to terminate the Lease Agreement in accordance with the provisions of

Section <u>16.2(a)</u> thereof and no Hazardous Materials notice has been delivered in accordance with such Section.

(x) The items of cost set forth on **Exhibit A** attached hereto are correct and proper under Section 5.02(c) of this Master PILOT Indenture and each such item has been properly paid or incurred as an item of Project Cost.

(xi) Except as otherwise permitted in the Tax Certificate, no item of cost set forth on **Exhibit A** attached hereto was incurred or paid prior to $\underline{NA}_{\underline{NA}}$.

(xii) The payees and amounts stated in **Exhibit A** attached hereto are true and correct and each item of cost so stated is due and owing.

(xiii) It has no knowledge of any vendor's lien, mechanic's lien or security interest which should be satisfied or discharged before the payment herein requested is made or which will not be discharged by such payment.

(xiv) Each item of cost set forth in **Exhibit A** attached hereto is consistent in all material respects with the Tax Certificate.

(xv) To the extent a payment herein requested is a reimbursement to the Company for costs or expenses of the Company incurred by reason of work performed or supervised by officers or employees of the Company, such officers or employees were specifically employed for such purpose and the amount to be paid does not exceed the actual cost thereof to the Company and such costs or expenses will be treated by the Company on its books as a capital expenditure in conformity with generally accepted accounting principles applied on a consistent basis.

(xx) Each item of cost for which payment is herein requested is chargeable to the capital account of the Project for Federal income tax purposes, or would be so chargeable either with an election by the Company or but for the election of the Company to deduct the amount of such item.

(xxi) (A) No Default or Event of Default has occurred and is continuing under the Bond Documents or the Lease Documents nor any condition, event or act which, with notice or lapse of time or both would constitute such a Default or Event of Default or (B) the Guarantor is performing Guaranteed Work pursuant to the Guaranty.

(xxii) Each condition precedent to the PILOT Bond Trustee's obligation to approve the requested Draw, including all applicable conditions in Section 5.02(c) of the PILOT Indenture and Section 2.13 of the First Supplemental, has been satisfied.

(xxiii) There have been no material Change Orders other than those permitted by the Construction Management Agreement.

(xxiv) Attached is a true and complete copy of the approved Project Budget. Moneys and/or Additional Rent Account Credit Facilities on deposit in the PILOT Bonds Project Fund, including the Series 2009 Additional Rent Account therein, are sufficient to pay the amounts set forth in the approved Project Budget attached as <u>**Exhibit E**</u> hereto.

(xxv) This Requisition constitutes the representation and warranty that the information set forth in this. Requisition is true, accurate and complete in all material respects.

(xxvi) The Construction Monitor has been provided with and approved (a) a complete schedule of bills or invoices supporting such requisition (stamped "paid" if reimbursement is to be made to the Company) or other evidence reasonably satisfactory to the PILOT Bond Trustee including evidence that the bill, invoice or other evidence was not incurred or paid on a date prior to September 11, 2009 except as otherwise provided by the Tax Certificate, (b) a partial waiver of lien from any contractor which is being paid from any disbursement and (c) evidence that any vendor's lien, mechanic's lien or security interest, recorded in the lien book maintained by the Trustee, which will not be discharged by such payment, has been either (i) resolved (or will be resolved) in accordance with the Resolution Notice; (ii) bonded or otherwise discharged; or (iii) secured by an undertaking, the form of which has been certified by the Company as being in accordance with the applicable requirements of the Lease Agreement and satisfactory to LDC; provided that no such evidence shall be required if the Series 2009 PILOT Bonds Construction and Acquisition Subaccount in the Senior PILOT Bonds Construction and Acquisition Account of the PILOT Bonds Project Fund Series and the 2009 Additional Rent Account in the PILOT Bonds Project Fund contain in the aggregate at least 110% of the amount of all vendor's liens, mechanic's liens or security interests recorded in the lien book maintained by the Trustee that have not otherwise been bonded, secured or discharged.

This Requisition and the accompanying supporting documentation are submitted to the Bond Trustee for the purpose of inducing the PILOT Bond Trustee to approve the Draw, and the Construction Monitor intends that the PILOT Bond Trustee shall be entitled to rely upon each of the same as being true, accurate and complete in all material respects.

(d) If this Requisition is approved for payment and all other conditions precedent to the PILOT Bond Trustee's obligation to make the Draw are satisfied, please disburse the Draw on _____ 2011, as follows:

(i) **\$ 9,552,222.67** by wire transfer to:

Bank Name:	JPMorgan Chase Bank
ABA #	021000021
Account Name:	Brooklyn Events Center, LLC
Account Number:	837 489 632

М Merritt & Harvis Inc. As Construction Monitor ockinos AIA Nam 6 Cens Associate

ACKNOWLEDGED BY:

THE BANK OF NEW YORK MELLON

By	
Name:	
Title:	

BROOKLYN EVENTS CENTER, LLC

By Norme Joanne Minieri Title: SVP & Treasurer <u>Exhibit A to Requisition for Payment</u> Details of the requested Draw:

SEE ATTACHED

Exhibit B to Requisition for Payment Description of notices from the Contractor: None

Description of variances:

<u>Exhibit C to Requisition for Payment</u> Description of actions pending to revoke permits: None

<u>Exhibit D to Requisition for Payment</u> Description of construction delays and/or cost overruns: None

Exhibit E to Requisition for Payment*

Copy of Approved Budget

SEE ATTACHED

SCHEDULE A TO REQUISITION NO. 9

Amount

Payee (with address)

Purpose

Receipt is hereby acknowledged of a payment in the amount of \$ 82,953,997.01' in connection with the submission of the attached Requisition.

BROOKLYN EVENTS CENTER LLC]

By Name: Joanne Minieri

Title: SVP & Treasurer

Date:

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OWNER CHANGE ORDER SUMMARY

ATTACHMENT 6

12/16/2010

OWNER CHANGE ORDER SUMMARY Total Previous Change Order

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			Budget I ransfer Temps site to MFM Contract	Budget Transfer Temme eite to MEM COO of		Additional SOE for Con Ed Visitite	Add'I Frineering to Devision oor at		OT work in prep for Owner Visite	Budget Tranfr Install of 1st Phase of Cross Dout a		Budget I rantr EJ Ermco Generator enclosura	Buddet Transfer I actual DDF M-1441	The second secon	Budget Transfer Lacuita Lav Down Area Dealer		puuget Iransfer United Hoist Ph 2 Sidewalk Br			Budget Transfer COM CC Martine		Temn Rowl Drainage		EKPLA Deduct alternate &	EB Con Ed Vanit Rev & Life Sefert Find	The same way was a sub same a same	Relocate Con Barriers & Privacy fance		

\$ 3,244,775.00

FCRC Contract Value **\$ 479,000,282.00** CCE **\$** 8,839,018.00

Should match contract value on Comb OPA \$ 487,839,300.00

12/16/2010

EXHIBIT A

Hunt Construction Inventory of Stored Material Contractor Name

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10 H. C. C. H.

SUMMARY OF MATERIALS IN STORAGE- REQUISITION NO. 1287-012 December 2010

1.4 . .

PROJECT NAME Barclays Center Arena Brooklyn, NY

GENERAL CONTRACTOR Hunt Construction Group, Inc.

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Various Subcontractors Listed

MATERIALS LOCATED AT :

Description of Material	Quantity	Unit Price	Previouly Stored	Value Withdrawn	Vahla Addad	Presently in	Amount of this
				╇		Storage	Requistion
Bankers Steel Co							
			\$ 5,441,705.00	\$ 2,174,200,00	\$ 801 700 M	C 4 060 305 00	
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H Mak, Inc			W.WY. 2,023, WW.W	,	\$ 24,000.00	\$ 2,847,900.00	\$ 24,000,00
ASM Mechanical			•	S	\$ 662,110,87	\$ 662 110 87	
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ATTACHMENT 7

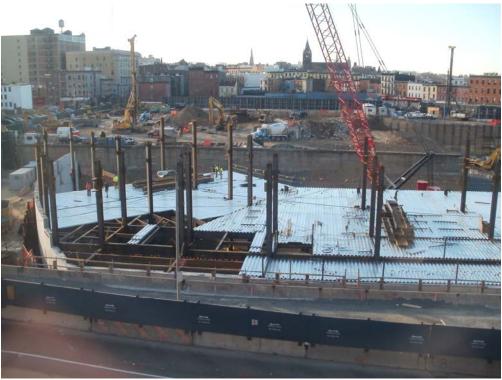
SF 364

* NETS ARENA * BARCLAYS CENTER BROOKLYN, NEW YORK PROGRESS: PROJECTED VS. ACTUAL	441,000,000 392,000,000 343,000,000 294,000,000	Jan 10 Mar 10 May 10 Jul 10 Sep 10 Nov 10 Jan 11 Mar 11 May 11 Jul 11 Sep 11 Nov 11 Jan 12 Mar 12 May 12 FROJECT NO. 23-041A START DATE 1/12010 COMPLETION 228/2013 HARD COST 470,526,715 HARD COST 470,5	ESTIMATED start month MONTHS: FROM IST STE OBSERVATION \$,000'S PER MONTH 1-10 1-10 2-10 3-10 4-10 5-10 5-10 1-10 1-11 2-11 3-11 4-11 5-11 3-11 4-11 5-11 3-11 4-11 5-11 3-11 4-11 5-11 3-11 4-11 5-11 3-11 4-11 5-11 3-11 4-11 5-11 3-11 4-11 5-11 3-11 4-11 5-11 3-11 4-11 5-11 3-11 4-11 5-11 3-11 4-11 5-11 3-11 4-11 5-11 3-11 4-11 5-11 3-11 4-11 5-11 3-11 4-11 5-11 3-11 4-11 5-11 3-11 4-11 5-11 5-11 5-11 4-11 5-11 5-11 5-11 5-11 5-11 5-11 5-11 5-11 5-11 5-11 5-11 5-11 5-11 5-11 5-11 5-11 5-11 5-11	1-13 2-13 3-13 45527 468315 27052 1.06 0.65 0.47 98.88 99.53 100.00 0 0 0 0 0.00 0.00 0.00 0.00 0.00
* NETS ARENA * 3ARCLAYS CENTER 100KLYN, NEW YORK 5S: PROJECTED VS. ACTUAL		Jul 11 Sep 11 Nov 11 Jan 12 Mar 12 Jul 12 Sep 12 Nov 12 Jan 13 Mar 13 TIME 3, Inc. Information Management Center IECTED -O-ACTUAL	11-10 12-10 1-11 2-11 3-11 4-11 5-11 6-11 7-11 8-11 9-11 14382 1555 11904 21382 22679 23762 16515 24044 23393 13682 54383 7114 8048 10441 27081 15085 15386 16565 24701 2365 13682 5038 3.01 12/088 150851 167365 15172 174701 237051 250744 2 3.08 3.08 2.50 3.51 5.11 4.95 4.95 4.75 2591 11.56 15.12 17.65 22.19 27.01 32.06 35.57 4.088 45.53 50.38 53.29 11.56 15.12 17.65 22.19 27.01 32.06 35.57 40.88 45.53 50.38 53.29 11.156 15.12 17.65 22.19 27.01 32.06 35.57 40.88 45.53 50.38 53.29 10110 0 0 0 0 0 0 <	11-12 12-12 1-13 2-13 3-13 455517 4683 3-058 2211 3-13

ATTACHMENT 8



1. Cross bracing at excavated area of the transit connection



2. Structural steel framing and metal decking of the concourse level at the northeast corner



3. Mud foundation at southwest corner of site



4. Tie-back drilling on Dean Street along south wall



5. Excavated area at Con Edison's electrical vault



6. Steel beam braces with walers supporting the wall along Flatbush Avenue



7. Structural steel started on lower suite level



8. Underpinning at existing MTA foundation wall on Flatbush Avenue