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23-041A

March 3, 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,
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Ms. Arana Hankin (By Hand)
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d/b/a Empire State Development Corporation,
as Lease Administrator
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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 10 for the referenced project, based on our visit of January 31, 2011. 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.

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

cc: Forest City Ratner Companies

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Manny P. Kratsios

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

SITE OBSERVATION REPORT 10

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SECTION I - IDENTIFICATION

Project Name

and Location: New Nets Arena

Barclays Center and Transit Connection

Brooklyn, New York

Improvements: 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 4th

Avenue reconfiguration are also to be constructed.

Prepared For: 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, *Vice President*

E-mail: joseph.lawlor@bnymellon.com

Forest City Ratner Companies

1 Metro Tech Center

Brooklyn, New York 11201

Linda Chiarelli, Senior Vice President Deputy Director of Construction E-mail: lchiarelli@fcrc.com

Developer: Brooklyn Events Center, LLC

Forest City Ratner Companies

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Design/Builder (Arena):

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Indianapolis, Indiana 46241

Jeffrey E. Fisher, Construction Manager

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E-mail: jfisher@huntconstructingroup.com

Scott Hamburg, Senior Project Manager, Vice President

Cell: 917.816.8446

E-mail: scott.hamburg@bovislendlease.com H. Mark Gladden, *Construction Manager*

Cell: 718.809.9147

E-mail: mgladden@huntconstructiongroup.com

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 7th 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 34th Street

New York, New York 10122

Arena Design Architects: SHoP Architects, P.C.

11 Park Place Penthouse New York, New York 10007

Civil Engineers: Stantec Consulting Services, Inc. (**Site Work Design**) Stantec Consulting Services, Inc. 50 West 23rd Street, 8th Floor

New York, New York 10010

Construction Manager

(**Transit Connection**): Turner Construction Company

375 Hudson Street, 6th Floor New York, New York 10014

Rick Salaway, Senior Project Manager

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Telephone: 718.789.1100

Observation and

Report By: James G. Cockinos, AIA, Senior Associate

Present During

Site Observation: Forest City Ratner Companies

James Lester Greg Lowe Linda Chiarelli Eileen Weingarten Kate Bicknell Thomas Bonacuso Delia Schwartz

Hunt Construction Jon Anthony Scott Hamburg Mark Gladden

Turner Construction Chuck Baldwin

Date of Site

Observation: January 31, 2011

Date of Previous

Site Observation: December 21, 2010

Date of Draft

Review: February 22, 2011

Date of Next

Site Observation: February 24, 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 incorporating 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 Addenda 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 13, covering the period through January 31, 2011:

Current Contract Value (Design/Build with GMP) \$473,355,301

Total Work Completed and Stored to Date \$75,559,330

Current Payment Due and Recommended by Merritt & Harris, Inc. \$8,278,600*

In our opinion, the remaining Contract Value funds of \$397,795,971 (net of retainage), together with the remaining Developer's Arena Design/Scope Contingency, are sufficient to complete the work as it is currently defined.

Environmental

The following summary is based upon the General Contractor's Application and Certificate for Payment 13, covering the period through January 31, 2011:

Current Contract Value (Lump Sum)		\$8,187,457	,
Total Work Completed and Stored to Date	95.1%	\$7,788,894	
Current Payment Due and Recommended by Merritt & Harris, Inc.		\$ 691,541	

In our opinion, the remaining Contract Value funds of \$\$398,563 and the Developer's 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 6, covering the period through January 31, 2011:

Current Contract Value (Lump Sum)		\$52,594,602
Total Work Completed and Stored to Date	27.5%	\$14,478,215
Current Payment Due and Recommended by Merritt & Harris, Inc.		\$ 2,115,175

In our opinion, the remaining Contract Value funds of \$38,116,387 and the Developer's Design/Scope Contingency are sufficient to complete the work as it is currently defined.

^{*} Current Payment Due includes Hard Costs (\$6,621,508), GC/CM Fee (\$1,320,721), and associated A/E Soft Costs (\$336,371)

Summary of Total Project Hard Costs:

Description	Current <u>Budget</u>	Previously Completed	Current <u>Request</u>	Total <u>Completed</u>	% Complete	Remaining <u>Balance</u>
Arena	\$503,956,625	\$80,281,882	\$8,750,044 *	\$89,031,926	17.7	\$414,924,699
Transit Connection	66,507,554	14,299,197	2,413,159	16,712,356	25.1	49,795,198
Arena Site Work	20,143,349	399,021	28,161	427,182	2.1	19,716,167
Arena Mitigation	2,685,886	80,690	44,561	125,251	4.7	2,560,635
Totals	\$593,293,414	\$95,060,790	\$11,235,925	\$106,296,715	17.9	\$486,996,699

The \$11,235,925 being requested for these line items under the Requisition, covering January 2011, was reviewed by our office and found to be reasonable.

Summary of Total Project Soft Costs

The following summary is based upon the Developer's Application and Certificate for Payment 10, covering the period through January 31, 2011:

Current Revised Budget		\$186,843,254
Total Amount Incurred to Date	84.8%	\$158,432,535
Current Payment Due and Recommended by Merritt & Harris, Inc.		\$ 2,153,346

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

<u>Description</u>	<u>Budget</u>	Previously Completed	Current <u>Request</u>	Total <u>Completed</u>	% Complete	Remaining <u>Balance</u>
Arena	\$177,551,264	\$151,297,367	\$2,041,694	\$153,339,061	86.4.	\$24,212,203
Transit Connection	5,461,197	3,817,443	108,866	3,926,309	71.9	1,534,888
Arena Site Work	3,784,332	3,288,275	2,785	3,291,060	87.0	493,272
Arena Mitigation	46,461	29,451	0	29,451	63.4	17,010
Totals	\$186,843,254	\$158,432,536	\$2,153,345	\$160,585,881	85.9	\$26,257,373

The \$2,153,345, being requested for these line items under the Developer's Requisition, covering January 2011, was reviewed by our office and found to be reasonable.

In our opinion, the remaining budget funds of \$26,257,373, which include the remaining Development Contingency, are sufficient to complete the work as it is currently defined.

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

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

<u>Description</u>	<u>Budget</u>	Previously Completed	Current <u>Request</u>	Total <u>Completed</u>	% Complete	Remaining <u>Balance</u>
Accounts Payable (AP)	\$ 4,950,367 ⁽¹⁾	\$ 4,584,222	\$100,394	\$ 4,684,606	92.6	\$265,761
Financing	<u>29,715,483⁽²⁾</u>	29,713,221	0	29,713,221	99.9	2,262
Totals	\$34,665,850	\$34,297,443	\$100,384	\$34,577,827	98.9	\$268,023

⁽¹⁾ Costs incurred prior to closing

Summaries of Recommended Payment Due

Description	Amount
Hard Costs - Arena	\$ 8,750,044
Hard Costs - Transit Connection	2,413,159
Hard Cost - Site Work	28,161
Hard Costs - Mitigation	44,561
Soft Costs	2,153,346
Accounts Payable (AP)	100,384
Financing	0
Total	\$13,489,655

Scheduled Completion

The original 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.

⁽²⁾ Costs of financing

$M_\&H$

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., 18,103-seat 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 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, 18-or 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 offices on Pacific Street between Carlton and Vanderbilt. 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, extending to the southwest area of the site and has begun in Area "C," (including the Con Edison transformer vault). 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 perimeter wall (Dean Street). The remaining pile driving continues to prepare for the support of excavation work along 6th Avenue. 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, Column Line 34 - 36.

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 at Column Line 36.

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

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

Structural Steel

Structural steel framing and metal decking is underway at the concourse level lower and upper bowls and the suite levels, extending from the northeast corner running west along Atlantic Avenue.

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

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.

Excavation of the proposed connection is substantially complete with cross-bracing round columns along with sheeting installed against the street wall.

Demolition within the BMT line is substantially complete while the demolition at the IRT line is begun.

Underpinning of the southbound IRT line is underway with the shoring just begun.

Waterproofing of the slab area is underway.

Painting and tile work at the IRT southbound scrubber room is underway.

Track and drainage piping installation is underway.

Electrical rough-ion work within the existing IRT station is underway.

SUSTAINABILITY (Update)

General - LEED Summary

We have received an updated LEED scorecard of credits being sought that was dated January 14, 2011 (note that the previous scorecard reviewed was as of June 28, 2010). As previously reported, all of the prerequisites are considered to be attainable. Progress is noted in most areas.

The arena is pursuing a LEED certification as its guide map to sustainability. Subsequent to our previous review, the project has added 1 additional point that was previously being reviewed to its "likely attainable list" and determined that another point being reviewed would not be sought. Thus, the revised scorecard now includes 34 points that it considers to be likely achievable and 6 other points as possible. Of the possible points, 1 is pending a design decision and the other 5 are pending bidding/construction performance. A Silver rating would require 33 - 38 points, based on LEED NC v2.2, which the project was filed under. It is noted that a gold rating would require between 39 and 51 points, and this is possible if the 34 points being sought are attained and 5 of the 6 potential points are also achieved.

Within the Sustainable Sites (SS) category where 9 points are being sought and 1 is pending performance 1 item has been documented and 8 additional items are in progress including the 1 pending performance which relates to the use of alternate fuel or hybrid shuttle busses being used. It is thought that if this point is applicable it may relate to future off-site parking. The only point not indicated to be in progress relates to typical light gray sidewalks satisfying the requirement for non-roof heat island effect reduction, but the actual construction of the sidewalks is not imminent. Certain credits are inherent in the projects design and location and exemplary performance is anticipated for SS4.1 (alternative transportation - public transportation access).

The 4 Water Efficiency (WE) credits are all in progress, and the water use reduction of 32% for the public area restrooms.

In the Energy and Atmosphere (EA) category, the energy model prepared by Flack & Kurtz shows a 17% reduction in power compared to ASHRAE 90.1 (2004) standards, and a commissioning agent is on board. One additional point relating to additional BMS points required for measurement and verification has been added to the 4 previously being sought. This credit had been pending design review but the requirements for this to be achieved have been included in the specifications. An additional point relating to the purchase of green power is being held off pending the need to obtain this point as it represents a direct cost and is not related to work being put in place.

No changes were noted for the 5 credits in the Materials and Resources (MR) section, but progress was noted with respect to recycling prerequisite. There are 2 additional pending credits relating to products purchased locally and also the use of (FSC) certified wood that are still being considered.

Changes were noted in the Indoor Environmental Quality (EQ) section, but the previous 6 credits being sought and the prerequisites are generally in progress. Previously, there were 3 other credits pending design or performance review. The point related to outdoor air delivery monitoring has been dropped since there are many densely occupied zones that would have needed monitoring, and a credit related to low emitting materials (composite wood and agrifiber products) was moved from the pending performance to the pending design review category since 100% of the relative specified products would need to comply. The other remaining credit carried as pending performance relates to flushing out the space or doing extensive testing after construction but prior to occupancy. The cost of this credit was identified as being \$80,000, and a decision will be made in the future whether this credit is needed to achieve the rating level desired (potentially silver or gold).

For the Innovation in Design (ID) section, 5 credits are still included and are in progress. Exemplary performance credits for access to public transportation, for demonstrating the reduction in personal automobile use by using an online payment system, for reusing storm water for the cooling tower make up and for having a green cleaning program are included. Finally a point is provided for having a LEED accredited professional involved in the project.

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 13 (Arena), for the period ending January 31, 2011
- 2. General Contractor's Application and Certificate for Payment 13 (Environmental), for the period ending January 31, 2011
- 3. General Contractor's Application and Certificate for Payment 6 (Transit Connection), for the period ending January 31, 2011
- 4. Developer's Requisition Summary 10 for January 2011
- 5. General Contractor's Monthly Report for January 2011

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

The following Certifications have been submitted:

- 1. Architect's Certificate for Payment 13 (Arena) (AIA Document G702 Application and Certificate for Payment), covering the period through January 31, 2011.
- 2. Architect's Certificate for Payment 13 (Environmental) (AIA Document G702 Application and Certificate for Payment), covering the period through January 31, 2011.
- 3. Architect's Certificate for Payment 6 (Transit Connection) (AIA Document G702 Application and Certificate for Payment), covering the period through January 31, 2011.
- 4. 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>	<u>Description</u>	<u>Issued</u>	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
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.

Utility Work

A CM Agreement between the Developer and Turner Construction, dated April 1, 2010 on a Time & Material Basis with a not-to-exceed price of \$269,174, 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:

		General	
Cb	Total Description	Contractor's	Subcontract
Subcontractor	<u>Trade Description</u>	Original Budget	<u>Amount</u>
Almar Plumbing	Plumbing	\$14,990,000	\$14,758,000
American Stair	Steel Stairs	4,601,336	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
CCC Custom Corp.	Drywall	3,335,644	3,763,000
Cimco	Ice rink	3,400,600	3,450,600
Commodore	Structure Concrete	9,070,000	9,070,000
Commodore	Drywall	2,925,817	3,245,000
Component Assembly	Drywall	3,965,013	6,150,000
Daktronics, Inc.	Scoreboard & Display	7,000,000	12,351,839
EJ/Ermco	Technology (Low Voltage)	19,774,766	19,774,766
E-J/ERMCO	Electrical	46,511,724	46,231,954
Global Overhead Doors	O.H. Doors/Vertical Lift/Loading Dock	1,616,875	1,298,000
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
L.I. Fireproof	Doors, Frames, & Hardware	1,242,859	610,000
LaQuila Group	Excavation, Foundation	28,900,000	27,500,000
Master Craft	Masonry	13,853,402	10,400,000
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
	Totals	\$326,379,372	\$314,050,811

^{*} 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:

Arena

<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
Otis Elevator	Elevator
LaQuila Group United Hoisting Banker Steel ASI Limited E-J/ERMCO Commodore Construction MFM Contracting	Excavation, Foundations Fencing Structural Steel Exterior Façade Electrical Superstructure Concrete Utility Improvements

Transit Connection

Subcontractor	<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

Arena

Change Orders 57 - 65, totaling \$2,816,100, were provided this period and are included in the following list of executed Change Orders amounting to a credit of \$2,400,206 that have been made available to date:

<u>CO</u>	Amount	Description
1	\$ 0	Budget transfer from Division 17 (Technology) to 16 (Electrical) for low
•	(007 500)	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)	JE Thompson OCIP Deduct
28	(79,888)	Staging Concept OCIP Deduct
29	0	Site Security - G.C. Transfer
30	(279,000)	Commodore OCIP Deduct
31	(692,721)	Deduct Food Carts from H Mak scope
32	29,243	Design Elevator Hoistway

<u>CO</u>	Amount	<u>Description</u>
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
57	55,677	Concourse Floor Mock-ups
58**	0	LaQuila Haz. Material Disposal August 10, 2010
59	13,691	Concourse Flooring Mock-ups
60	0	Exterior Façade Canopy Structural Steel
61	1,369,480	Structural Steel to Support Halo & Lwr. Band
62	(15,000)	Credit for Deletion of sauna Tm Locker Room
62	1,307,330	Additional Fixed and COW G.C.s
64	0	Budget Transfer. Temp. power for Field Operations
65	0	Reclass Demo Part of United Hoist OCIP to Arena
	(\$2,400,206)	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.

^{**} Change Order 58 amounting to \$84,922 has been reallocated to the Environmental budget.

Transit Connection

No new executed Change Orders were provided this period

The following list of executed Change Orders have been made available:

<u>CO</u>	Amount	<u>Description</u>
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 February 22, 2011, amounts to \$482,629 for the Arena, and \$975,546 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 13, covering the period through January 31, 2011:

Original Contract (Design/Build with GMP) Adjustments (Less CCE per OCO 16) Adjustments (COs 1 - 65)		\$484,594,525 (8,839,018) (2,400,206)
Revised Contract Budget		\$473,355,301
Work Previously Completed Work Completed This Period	12.6% 1.3%	\$ 59,457,312 6,066,692
Total Work Completed To Date Off-Site Stored Materials (Closing Inventory)	13.9%	\$ 65,524,004 10,035,326
Total Work Completed and Stored To Date Less Retainage	16.0%	\$ 75,559,330 (4,834,004)
Total Completed and Stored Less Retainage Less Previous Payments		\$ 70,725,326 (62,446,726)
Current Payment Due and Recommended by Merritt & Harri	\$ 8,278,600*	
Balance to Complete based on Current Contract Value of \$4	\$397,795,971	

^{*} Current Payment Due includes Hard Costs (\$6,621,507), GC/CM Fee (\$1,320,721), and associated A/E Soft Costs (\$336,371)

In our opinion, the remaining Contract Value funds of \$397,795,971 (net of retainage), together with the remaining Developer's Arena Design/Scope Contingency, are sufficient to complete the work as it is currently defined.

Environmental

The following summary is based upon the General Contractor's Application and Certificates for Payment 13, covering the period through January 31, 2011:

Original Contract (Design/Build with GMP)		\$8,187,457
Work Previously Completed Work Completed This Period	86.7% 8.4%	\$7,788,894 <u>691,541</u>
Total Work Completed To Date Off-Site Stored Materials (Closing Inventory)	95.1%	\$7,788,894 <u>0</u>
Total Work Completed and Stored To Date Less Retainage	95.1%	\$7,788,894 (403,605)
Total Completed and Stored Less Retainage Less Previous Payments		\$7,385,289 (6,693,747)
Current Payment Due and Recommended by Merritt & Harr	ris, Inc.	\$ 691,542
Balance to Complete based on Current Contract Value of \$8 (Net of Retainage)	3,187,457	\$ 398,563

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 6, covering the period through January 31, 2011:

Original Contract (Lump Sum) Adjustment (FC-001- 007)		\$50,581,000 2,013,602
Current Revised Budget		\$52,594,602
Work Previously Completed Work Completed This Period	23.1% 3.8%	\$12,128,020
Total Work Completed To Date Off-Site Stored Materials	26.9%	\$14,119,505 <u>358,710</u>
Total Work Completed and Stored To Date Less Retainage	27.5%	\$14,478,215 _(1,409,150)
Total Completed and Stored Less Retainage Less Previous Payments		\$13,069,065 (10,953,890)
Current Payment Due and Recommended by Merritt & Harris, Inc	. .	\$ 2,115,175
Balance to Completed based on Current Contract Value of \$52,59 (Net of Retainage)	4,602	\$38,116,387

In our opinion, the remaining Contract Value funds of \$38,116,387, 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 \$10,035,326 represents the current closing inventory:

Trade	<u>Amount</u>	Subcontractor
Structural Steel	\$3,500,690	Bankers Steel Co.
Metal Wall Panels	2,887,900	ASI Limited
Food Service Equipment	2,331,136	H-Mak
Mechanical - HVAC	1,300,000	ASM Mechanical
Electrical	<u>15,600</u>	EJ/ERMCO JV
Total	\$10,035,326	

Of the closing inventory amounting to \$10,035,326, the new value of off-site stored materials added this period is \$1,140,510.

Transit Connection

Off-site stored material amounting to \$358,710 (Structural Steel) 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:

<u>Description</u>	Current <u>Budget</u>	Previously <u>Completed</u>	Current <u>Request</u>	Total <u>Completed</u>	% Complete	Remaining <u>Balance</u>
Arena	\$503,956,625	\$80,281,882	\$8,750,044 *	\$89,031,926	17.7	\$414,924,699
Transit Connection	66,507,554	14,299,197	2,413,159	16,712,356	25.1	49,795,198
Arena Site Work	20,143,349	399,021	28,161	427,182	2.1	19,716,167
Arena Mitigation	2,685,886	80,690	44,561	125,251	4.7	2,560,635
Totals	\$593,293,414	\$95,060,790	\$11,235,925	\$106,296,715	17.9	\$486,996,699

The \$11,235,925 being requested for these line items under the Requisition, covering January 2011, 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

	<u>Budget</u>	Total <u>Completed</u>	Amount <u>Due</u>	Remaining <u>Balance</u>	% Complet <u>e</u>
Architecture and Engineering	\$100,346,749	\$95,464,657	\$1,190,585	\$4,882,092	93.9
Legal	2,828,180	967,693	0	1,860,487	34.2
Development Costs	45,000,000	37,122,780	900,000	7,877,220	80.5
Project Expenses/Marketing	29,415,305	23,064,432	62,761	6,350,873	78.2
Insurance/Commissioning	6,581,225	3,966,319	0	2,614,906	60.3
Development Contingency	2,671,795	0	0	2,671,795	0
Totals	\$186,843,254	\$160,585,881	\$2,153,346	\$26,257,373	84.8
Current Revised Budget				\$186	5,843,254
Total Amount Incurred to Date	84.8	% \$160	,585,881		
Current Payment Due and Recomm		\$ 2	2,153,346		
Balance Amount based on Budget		\$ 26	5,257,373		

Soft Cost Related Items

<u>Description</u>	<u>Budget</u>	Previously Completed	Current <u>Request</u>	Total <u>Completed</u>	% Complete	Remaining <u>Balance</u>
Arena	\$177,551,264	\$151,297,367	\$2,041,694	\$153,339,061	86.4.	\$24,212,203
Transit Connection	5,461,197	3,817,443	108,866	3,926,309	71.9	1,534,888
Arena Site Work	3,784,332	3,288,275	2,785	3,291,060	87.0	493,272
Arena Mitigation	46,461	<u>29,451</u>	0	29,451	63.4	17,010
Totals	\$186,843,254	\$158,432,536	\$2,153,345	\$160,585,881	85.9	\$26,257,373

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

<u>Description</u>	<u>Budget</u>	Previously Completed	Current <u>Request</u>	Total <u>Completed</u>	% Complete	Remaining Balance
Accounts Payable (AP)	\$ 4,950,367 ⁽¹⁾	\$ 4,584,222	\$100,394	\$ 4,684,606	92.6	\$265,761
Financing	29,715,483 ⁽²⁾	29,713,221	0	29,713,221	99.9	2,262
Totals	\$34,665,850	\$34,297,443	\$100,384	\$34,577,827	98.9	\$268,023

⁽¹⁾ Costs incurred prior to closing

⁽²⁾ Costs of financing

Summaries of Recommended Payment Due

<u>Description</u>	Amount
Hard Costs - Arena	\$ 8,750,044
Hard Costs - Transit Connection	2,413,159
Hard Cost - Site Work	28,161
Hard Costs - Mitigation	44,561
Soft Costs	2,153,346
Accounts Payable (AP)	100,384
Financing	0
Total	\$13,489,655

SECTION IX - LIEN WAIVERS

The General Contractor's (Arena) Lien Waiver, dated February 1, 2011, amounting to \$62,446,726.27 including the current payment of \$8,278,599.05, 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 12, covering through January 31, 2011.

The General Contractor's (Transit Connection) Lien Waiver, dated February 23, 2011, amounting to \$10,953,890 including the current payment of \$2,115,176 for the period ending January 31, 2011, was made available.

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

<u>Subcontractor</u>	Cumulative <u>Amount Paid</u>	Period Ending
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 13, the previously funded amount to the General Contractor currently totals \$62,446,726. 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

The original High Level Arena Summary Construction Schedule, dated July 16, 2010, had 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:

Activity

Construction Phase	Early Start	Early Finish
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 and the Manpower Log, 234 persons have been on the job this month. Daily Manpower Logs, in chronological order, are being made available at the job site and will be reviewed periodically by our office.

Approximately 30% of the workforce on the job this month is attributed to MBE/WBE companies.

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, temporary ramp will be constructed
- 2. The support of excavation operation will be substantially complete along Dean Street
- 3 Interior footings at Areas C and D will be poured
- 4. Foundation walls along Areas C and D will be poured
- 5. Underground electrical and plumbing rough-in will continue
- 6. Retaining wall removal along Pacific Street will continue
- 7. Structural steel and metal decking (concourse level) will continue extending towards the southwest and the lower suite area structural steel will continue along Atlantic Avenue
- 8. Slab-on-deck will begin at the concourse level

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 10, covering January 2011
- 3. General Contractor's Application and Certificate for Payment 13 (Arena), covering the period through January 31, 2011
- 4. General Contractor's Application and Certificate for Payment 13 (Environmental), covering the period through January 31, 2011
- 5. General Contractor's Application and Certificate for Payment 6 (Transit Connection), covering the period through January 31, 2011
- 6. Developer's Requisition for Payment
- 7. Change Order Summary and Pending Change Order Log
- 8. Off-Site Stored Material Documentation
- 9 Construction Progress Chart, prepared by Merritt & Harris, Inc.
- 10. Progress Photographs

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ATTACL

EXHIBIT A	BARCLAYS ARENA	REQUISITION # 10	SUMMARY
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£	Retainage	To Date	•	940	125,160	1 1	•			0,443,244		1			6.243.244		•	0	6,243,244											
(G) = (C.F)	Remaining	Balance	0	301 733 REA	44,004,956	19,679,350	519,406	1,323,917	28,911,748	On Connection	4,882,092	7,877,220	2,614,906	26.257.373	513.254.073	196 764	700,701	265,761	513,519,834			(397,398,567)	(48,975)	(8,091,727)	0	(405,539,268)	(89.133,280)	(734 255)	0	(18 113 032)
(F) = (D+E)	Total Expended	to date	124,125,125	75.289.419	18,435,076	00	10,877,403	716,991	106 206 718		95,464,657	37,122,780	3,966,319	160,585,881	391,007,720	1985 761	(Inches)	(285,781)	390,741,960		(131,000,000)	(113,601,430)	48,975	0	115,538,780	48,875	(307,579,600)	0 0	707'7	18,113,032
(E)	Current	Requisition	0	9.771.545	1,399,786	00	(50,000)	114,594	11 235 925		0 0	900,000	0 0	2,153,346	13,389,271	100 384	100,000	100,384	13,489,655		0	0	000	0	0	0	(13,489,655)	000	000	
(D)	Previously	Expended	124,125,125	65.517.874	17,035,290	00	10,927,403	602,396	95.060.790	01011010	94,274,072	36,222,780	3,966,319	158,432,536	377,618,450	(386.145)		(366,145)	377,252,305		(131,000,000)	(113,501,430)	48,975 (1.937,350)	0	115,538,780	48,975	(294.089,945)	0 0 6 6	0 000 000	15,113,032
(0)	Revised	Budget	124,125,125	467,023,083		0000,610,61	11,396,809			100 246 740	2,828,180	45,000,000	6,581,225	Ť	904,261,793			5	904,261,793		(131,000,000)	(510,999,997)	(1,937,350)	(37),180,03	115,535,780	(405,490,293)	(396,712,880)	(734,255)	000	5
(B)	Budget	Revisions	0	(4 682 385)	1,746,000	00	0 (500 000)	500,000	(4,736,385)	4 500 000	0	00 021	3,066,385	4,736,385	0				0		0					0				
(V)	Original	Budget	124,125,125	471,705,468	60,694,032	000,000,000	2,301,484	1,540,908	598,029,800	98 846 749	2,828,180	29,245,305	3,514,840	182,106,869	904,261,793				904,261,793		(131,000,000)	(510,999,997)	(1,937,350)	116 529 700	001,000,011	(405,490,293)	(396,712,880)	(734,255)	00	
			7 Site Acquisition Costs:		5 GC / CM Fee 6 GMP Contingency	7 Hunt Add / Alternate Allowance for Site Regs. & FF&E	9 Permits, Bonds	10 Owner's Testing/Survey 11 Owner's Design/Scope Contingency		13 Soft Costs and Other: 15 Architecture & Engineering		7 Development Costs 78 Project Expenses / Marketing	 Insurance / Commissioning / Other Development Contingency 	21 Total Soft Costs & Other	22 Total Project Costs	24 25 Total AP	26 27 Total Liability		29 TOTAL USES 30	31 SOURCES	33 34 Contribution from NYC/NYS	35 36 Tax-Exempt Bond Proceeds			42	43 Total Construction Account Sources	44 Additional Rent 46 Projected Interest Earnings on Non-Asset Account	47 Projected Interest Earnings on Additional Rent Account 48 Surplus Costs of Issuance Deposit to Additional Rent Account	49 Non Asset Account Escrow 50 Deposit to Additional Rent Account Fscrow	

107,982,827	405,539,268
105,995,875	
13,489,655	0
92,506,220	

213,978,702 405,539,268

(107,980,566) (513,519,834)

(259,790,935) (390,741,960)

(13,489,655)

29,713,221

29,715,483 (367,771,501) (904,261,795)

29,715,483 (367,771,501) (904,261,795)

Costs of Financing from Additional Rent and certain Interest Earnings

Total Additional Rent Sources (Net of COI)
TOTAL SOURCES (NET OF COI)

A-1

Additional Rent Account at Vacant Possession (5-12-10)
Construction Account Balance at Vacant Possession (5-12-10)

EXHIBIT A BARCLAYS ARENA REQUISITION # 10 ARENA BUILDING

	(A)	(8)	(0)	(D)	(E)	(F) = (D+E)	(G) = (C-F)	£
	Arena Building Budget	Budget Revisions	Revised Budget	Previously Expended	Current Requisition	Total Expended to date	Remaining Balance	Retainage To Date
Site Acquisition Costs:	124,125,125	0	124,125,125	124,125,125	0	124,125,125	0	
Hard Costs:	,							
Trades GC / CM Fee	395,246,107 58,642,649	(3,236,385)	392,009,722	54,237,647	7,371,894	61,609,541	330,400,182	4,834,004
GMP Contingency	19,679,350	0	19,679,350	0,000,00	0	0	19,679,350	
Hunt Add / Alternate Allowance for Site Reqs. & FF&E	٥	0	0	0	0	0	0	•
Preconstruction Estimating Services	8,914,565	0	8,914,565	8,914,565	(20,000)	8,864,565	20,000	,
Permits, Bonds	750,000	0	150,000	538,989	0	538,989	211,011	•
Owner's Testing/Survey	1,341,007	0	1,341,007	581,949	107,430	689,379	651,628	•
Owner's Design/Scope Contingency	22,619,332	0	22,619,332	0	0	0	22,619,332	•
Total Hard Costs	507,193,010	(3,236,385)	503,956,625	80,281,882	8,750,044	89,031,926	414,924,699	4,834,004
Soft Costs and Other:								
Architecture & Engineering	93,238,819	(000'096)	92,278,819	88,086,608	1.083.641	89.170.250	3 108 569	,
Legal	2,665,000	0	2,665,000	804,513	0	804.513	1.860.487	•
Development Costs	45,000,000	0	45,000,000	36,222,780	000'006	37,122,780	7.877.220	•
Project Expenses / Marketing	29,085,305	0	29,085,305	22,787,687	58,052	22,845,740	6,239,566	•
Insurance / Commissioning / Other	3,126,084	2,724,261	5,850,345	3,395,777	0	3,395,777	2,454,568	,
Development Contingency	2,671,795	0	2,671,795	0	0	0	2,671,795	•
Total Soft Costs & Other	175,787,003	1,764,261	177,551,264	151,297,367	2,041,694	153,339,061	24,212,203	•
Total Project Costs	807.105.138	(1 472 124)	805 633 014	355 704 373	10 704 738	368 ADB 445	436 436 003	7007607
			t adaption	010/101/000	001,101,01	211,000,000	453,156,505	4,004,004
Total AP	0	0	0	(358,325)	100,384	(257,940)	257,940	•
Total Liability	0	0	0	(358,325)	100,384	(257,940)	267,940	
TOTAL USES	807,105,138	(1,472,124)	805,633,014	355,346,049	10.892.123	366.238.171	439 394 843	4 834 004

EXHIBIT A BARCLAYS ARENA REQUISITION # 10 TRANSIT CONNECTION

	(A)	(B)	(C)	(D)	(E)	(F) = (D+E)	(G) = (C-F)	£
	Transit Connection Budget	Budget Revisions	Revised Budget	Previously Expended	Current Requisition	Total Expended to date	Remaining	Retainage
Site Acquisition Costs:	0	0	0	0	0	0	0	a Davie
Hard Costs; Trades	58 524 500	11 446 0000	003 070 73	200				
GC / CM Fee	0	1,746,000	1,746,000	1,026,558	79,055	13,198,693	43,879,807 640,377	1,284,080
Contributed by Alternate Allowance for Site Regs, & FF&E	0 0	0 0	0 0	00	00	0 0	0	
Preconstruction Estimating Services	2,282,244	00	2,282,244	1.981.240	00	1 981 240	301 008	
Permits, Bonds	1,166,850	(200,000)	098'999	399,188	0	399.188	267,662	
Owner's Testing/Survey	0	200,000	200,000	20,447	7,165	27,612	472.388	
Owner's Design/Scope Contingency	096'820'9	(1.800,000)	4,233,960	0	0	0	4.233.960	
Total Hard Costs	68,007,554	(1,500,000)	66,507,554	14,299,197	2,413,158.95	16,712,356	49,795,198	1,409,240
Soft Costs and Other:								
Architecture & Engineering	3,117,848	1,500,000	4.617.848	3 172 935	105 341	3 278 27E	1 330 570	-
Legal	163,180	0	163,180	163.180	7,00	0,2,0,2,0	2/6'866'	
Development Costs	0	0	0	0	0 0		· ·	
Project Expenses / Marketing	0	125,000	125,000	41,167	3.525	44 693	80 307	
Insurance / Commissioning / Other	285,070	270,099	555,169	440,160	0	440,160	115,009	
Development Contingency	0	0	0	0	0	0	C	
Total Soft Costs & Other	3,566,098	1,895,099	5,461,197	3,817,443	108,866	3,926,309	1.534.888	
Total Project Costs	71,573,652	395,099	71,968,751	18,116,639	2,522,025	20,638,665	51.330,086	1.409.240
Total AP	c			(7.820)				
				(1.020)	S	(0.20.1)	078'/	
Total Liability	0	0	0	(7,820)	0	(7,820)	7.820	
TOTAL USES	71.573.652	395,099	71 988 751	18 408 84B	9 E99 A9E	2000000	74 000 PA	0.000

EXHIBIT A
BARCLAYS ARENA
REQUISITION # 10
ARENA SITEWORK

	(A)	(8)	(C)	(<u>O</u>)	(E)	(F) = (D+E)	(G) = (C-F)	Đ
	Arena Sitework Budget	Budget Revisions	Revised Budget	Previously Expended	Current Requisition	Total Expended to date	Remaining Balance	Retainage To Date
	0	0	0	0	0	0	0	
	15,734,060	0 0	15,734,060	327,774	28,161	355,935	15,378,125	
	/on'000'.	0 0	1,888,087	0 0	0 0	0	1,888,087	
Hunt Add / Alternate Allowance for Site Regs. & FF&E	, 0	0	0	0	o c	> C	0 0	
Preconstruction Estimating Services	150,000	0	150,000	31.598	0 0	31 598	118 402	
	354,016	0	354,016	39.649	0	39,649	314.368	
	199,901	0	199.901	0		0,000	109 901	
Owner's Design/Scope Contingency	1,817,284	0	1,817,284	0	0	0	1817 284	
	20,143,349	0	20,143,349	399.021	28.161	427 182	19 716 168	
	2.460 631	000 080	3 420 631	2 006 077	4	0000		
	0	000,000	100,024,0	770,006,2	Zna'ı	2,986,679	433,952	
	0	0	0	0 0	0	o c	o c	
	160,000	45,000	205,000	172,816	1,183	174.000	31.000	
Insurance / Commissioning / Other	86,676	72,025	158,701	130,382	0	130,382	28,319	
	0	0	0	0	0	0	0	
	2,707,307	1,077,025	3,784,332	3,288,275	2,785	3,291,060	493,271	•
	22,850,656	1,077,025	23,927,681	3,687,296	30,946	3,718,242	20,209,439	•
	C			c	C			
	•			•	>	° 0	5	
	0	0	0	0	0	0	0	-
	22,850,656	1,077,025	23,927,681	3,687,296	30,946	3,718,242	20,209,439	

EXHIBIT A BARCLAYS ARENA REQUISITION # 10 ARENA MITIGATION

	(A)	(B)	(C)	(D)	(E)	(F) = (D+E)	(G) = (C-F)	£
	Arena Mitigation Budget	Budget Revisions	Revised Budget	Previously Expended	Current Requisition	Total Expended to date	Remaining Balance	Retainage To Date
Site Acquisition Costs:	0	0	0	0	0	0	0	Date
	2 200 800	c	000 000 0	C				
	163,296	0	163,296	089,08	44,561	125,251	2,075,549	
GMP Contingency Hunt Add / Alternate Allowance for Site Regs. & FF&E	00	00		0 0	000	00	0	
Preconstruction Estimating Services	20,000		20.000	0 0	0 0	00	0 00	
	30,618	0	30,618	0	0	9 6	30,000	
Owner's Testing/Survey	0	0	0	C			0,00	
Owner's Design/Scope Contingency	241,172	0	241.172	0	o C	0 0	044 173	
	2,685,886	0	2	80,690	44,561	125.251	2.560.635	
Architecture & Engineering	29,451	0	29,451	29,451	0	29.451	C	
	0 (0	0	0	0	0	00	
Project Expenses / Marketing	O	0	0 (0	0	0	0	
nsurance / Commissioning / Other	17 010	0 0	17 010	0 0	0 (0	0	
Development Contingency	0	0	0,5	5 C	> C	0 0	17,010	
Total Soft Costs & Other	46,461	0	46,461	29.451	0	29 451	17 040	
							2001	
	2,732,347	0	2,732,347	110,141	44,561	154,702	2.577.645	•
	0			6				
	•			>	5	o c	o	
	0	0	0	0	0	0	0	
	2,732,347	0	2,732,347	110,141	44,561	154,702	2.577.645	

BARCLAYS CENTER ARENA REQUISITION #10

Sum of Req #10			Requistion Sheet				
Requistion Line	Vendor_name	Invoice	ARENA - BLDG	ARENA - TRANSIT	ARENA - SITEWORK A	RENA - MITIGATION	
04 - Trades	Hunt Construction Group Inc. Hunt Construction Group Inc. Total	APP1287-013 BA	6,621,507.25				6,621,507.2
	John Civetta and Sons, Inc.	APP006-1878	6,621,507.25	0.000.440.00			6,621,507.2
	John Civetta and Sons, Inc. Total	APP006-1878	A PARAMETER STATE OF THE STATE	2,036,110.00 2,036,110.00			2,036,110.0
	NYC Transit Authority	38977	26,315.44	180,170.40			2,036,110.0 206,485.8
	NYC Transit Authority Total	BEROOM HERROMAN AND	26,315.44	180,170.40			206,485.8
	NYS Dept of Environmental	R2-20101001-349	15,000.00	100,110.40			15,000.0
	NYS Dept of Environmental Total		15,000.00				15,000.0
	Sam Schwartz Engineering PLLC	APP#003-1830		15,571.97		44,560.75	60,132.7
	Sam Schwartz Engineering PLLC Total		OTHERS OF THE STATE OF	15,571.97		44,560.75	60,132.72
	Willis of New York, Inc.	1012262	709,071.34	95,076.64	28,161.02		832,309.00
04 - Trades Total	Willis of New York, Inc. Total		709,071.34	95,076.64	28,161.02		832,309.00
05 -GC/CM Fee	Hunt Construction Group Inc.	APP1287-013 BA	7,371,894.03 1,320,720.80	2,326,929.01	28,161.02	44,560.75	9,771,544.81
	Hunt Construction Group Inc. Total	JAI 1 1207-013 DA	1,320,720.80			distance and the second second	1,320,720.80
	John Civetta and Sons, Inc.	APP006-1878	1,020,720.00	79,065.00			79.065.00
	John Civetta and Sons, Inc. Total		NOW THE PERSON NAMED IN	79,065.00			79,065.00
5 -GC/CM Fee Total			1,320,720.80	79,065.00	5007 CESSISSIVE OF SEEI JUNES 1		1,399,785.80
08 - Pre-Construction Services	Urban Foundation/Engineering	APP#2	(50,000.00)				(50,000.00
0 B- 0	Urban Foundation/Engineering Total		(50,000.00)				(50,000.00
08 - Pre-Construction Services Total 0 - Owners Testing	IAN S S	APPLICABLE BUILDING HELD	(50,000.00)		SECURIO PER COMPANSO CON CONTRA DE		(50,000.00
TO - CARRELS LESKING	Atlantic Engineering Laborator	APP003-1941 APP007-1880	70 000 50	7,164.94			7,164.94
	Atlantic Engineering Laborator Total	JAPP007-1880	79,823.50 79,823.50	7,164.94			79,823.50
	Langan Engineering & Environ.	APP10-0169675	27,606.00	7,104.94			86,988.44
	Langan Engineering & Environ. Total	J. 1. 10 0103070	27,606.00				27,606.00 27,606.00
0 - Owners Testing Total			107,429.50	7,164.94	more than because a substitution of the excellent	ON CONTRACTOR SERVICES	114,594.44
15 - Architecture & Engineering	A.Esteban & Company	760200	13,703.71	1,101,04			13,703.71
	A.Esteban & Company Total	NAME AND DESCRIPTION	13,703.71				13,703.71
	Burwood Group, Inc.	APP#9	6,297.13				6,297.13
	Burwood Group, Inc. Total		6,297.13			Ministration of the second	6,297.13
	e4, Inc.	21025	5,000.00				5,000.00
	e4, Inc. Total	APP1	5,000.00				5,000.00
	Gensler Architecture Design	APP1 APP2	17,575.00				17,575.00
	Gensler Architecture Design Total	JAFF2	1,009.54 18,584.54	-1201104200015			1,009.54
	Hunt Construction Group Inc.	IAPP1287-013 BA	336,371.00				18,584.54 336,371.00
	Hunt Construction Group Inc. Total		336,371.00	MARKET STATE OF THE STATE OF TH	CONTRACTOR	CONCRETE ASSUMPTION OF THE PARTY.	336,371.00
	HydroQual Environmental	APP001-1977	17,783.80				17,783.80
	HydroQual Environmental Total	Contracting and the least	17,783.80				17,783.80
	Lovett Silverman Construction	APP14-0203435IN	10,580.50				10,580.50
	Lovett Silverman Construction Total		10,580.50				10,580.50
	Mueser Rutledge Consulting	10148C-36	(50,384.36)				(50,384.36
	Mueser Rutledge Consulting Total Sam Schwartz Engineering PLLC	10045040	(50,384.36)				(50,384.36
	Sam Schwartz Engineering PLLC	0015218 APP#003-1830	3,591.45	4 405 04	1 000 15		3,591.45
	Sam Schwartz Engineering PLLC Total	JAPP#003-1830	38,124.45 41,715.90	4,405.91 4,405.91	1,602.15 1,602.15		44,132.51
	Shop Architects PC	090705-21	142,784.70	4,405.91	1,602.15		47,723.96 142,784.70
	Shop Architects PC Total		142,784.70		Kindley and MK See See	W-WIRW.	142,784.70
	Stantec Consulting ServicesInc	APP13-460474		100,935.06			100,935.06
	Stantec Consulting ServicesInc Total		Masswills The Pass	100,935.06			100,935.06
	The Bigelow Companies, Inc.	4102.12	105.00				105.00
	The Bigelow Companies, Inc. Total		105.00				105.00
	Turner Construction Company	APP1-17764M0	541,099.55				541,099.55
5 - Architecture & Engineering Total	Turner Construction Company Total		541,099.55	40-046			541,099.55
7 - Development Cost	Forest City Ratner Co.	SM113010C	1,083,641.47	105,340.97	1,602.15		1,190,584.59
	, s. sat Oity Hairer Ob.	SM123110C	450,000.00 450,000.00				450,000.00
	Forest City Ratner Co. Total	Janizottoo	900,000.00			(24 - 24 - 25 S S - 25 S	450,000.00 900,000.00
7 - Development Cost Total		100 mg 200 mg	900,000.00	Control of the Contro			900,000.00
8 - Project Expenses/Marketing	Bank of New York	111-1463411	1,000.00				1,000.00
		111-1463412	1,000.00				1,000.00
	Bank of New York Total		2,000.00	West Control of the C			2,000.00
	Berdon LLP	1179247	4,261.00				4,261.00
	Berdon LLP Total	loro est	4,261.00			May-well EditAV	4,261.00
	Darryl E. Greene & Associates	BEC-2011-1(8)	26,291.44	3,525.39	1,183.17		31,000.00
	Darryl E. Greene & Associates Total Merritt & Harris Inc.	23041004	26,291.44	3,525.39	1,183.17		31,000.00
	mornia di nama mo.	23041004 23041A10	19,650.00 5,850.00			i	19,650.00
	Merritt & Harris Inc. Total	IEGOAIVIA	25,500.00				5,850.00 25,500.00
8 - Project Expenses/Marketing Total	Water Strategic Company of the Compa	Side your and a second of	58,052.44	3.525.39	1,183,17		62,761.00
5 - AP	Mueser Rutledge Consulting	10148C-36	50,384.36	0,020.03	1,100,11		50,384.36
	Mueser Rutledge Consulting Total	A 27 SACTOR OF LOST THE REAL PROPERTY OF	50,384.36	s per l'émission au		11-11-11-10-10-10-11-12-20-1	50,384.36
	Urban Foundation/Engineering	APP#2	50,000.00				50,000.00
		CONTRACTOR OF THE PARTY OF THE	50,000.00	The state of the s			50,000.00
40 T . I	Urban Foundation/Engineering Total						
o-AP Total rand Total	[Urban Foundation/Engineering Total		100,384.36 10,892,122.60	2,522,025.31	30,946.34	44,560.75	100,384.36 13,489,655.00

APPLICATION AND CERTIFICATION FOR PAYMENT	ION FOR PAYMENT	ALA DOCUMENT G702	PAGE ONE OF	
TO OWNER:	PROJECT: Barclay's Center Arons	APPLICATION NO: 1282-013 (001)	Distribution	
Atlantic Yards Development Company, LLC	at Atlantic Yands	A A	\.	
Oae Metrotech Ceater North, 11th Floor		PERIOD TO:		
Brooklyn, NY 11201		, , , , , , , , , , , , , , , , , , ,		
FROM CONTRACTOR: VIA	VIA ARCHITECT:			
	Ellerbe Beckett		and the same of th	
ie, 3rd Floor	2380 McGee Street Kansas City, MO 64108	PROJECT NOS:]	
CONTRACT FOR:		CONTRACT DATE:		
CONTRACTOR'S APPLICATION FOR PAYME! Application is anade for payment, as shown below, in connection with the Contract Continuation Sfeed, AIA Document G703, is attached	FOR PAYMENT ction with the Contract	The undersigned Contractor certifies information and belief the Work coverupleted in accordance with the C	The undersigned Contractor certifies that to the best of the Contractor's knowledge, information and belief the Work covered by this Application for Payment has been completed in accordance with the Contract Documents, that all amounts have been raid by	
1A ORIGINAL CONTRACT SUM - GMP 1B LESS CCE PER OCO 16 1 TOTAL BEDLIEFE COST	\$ 484.594.525.60 \$ (8.839.018.00)	the Contractor for Work for which p payments received from the Owner, A	the Contractor for Work for which previous Certificates for Payment were issued and payments received from the Owner, and that current payment shown herein is now due.	
2. Not change by Change Orders Then 56 3. CONTRACT FROM TO DATE of the 3.4.2.2.		CONTRACTOR: Hunt Construction Group, Inc.	n Group, Inc.	
	\$ 475,559,329,75	By	Date: Oxfor	
S. RETAINAGE: a % of Completed Work \$ (Column D + E on G703)	4.834,004,43	State of	County of	
b. % of Stored Material S (Colomn F on G703) Total Retainage (Lines 5e + 5b or		Notary Fullic: My Complession expires	JO ÁPD	
Total earned Less Retainage	\$ 4,834,004,43 \$ 70,725,325,32	ARCHITECT'S CERI	ARCHITECT'S CERTIFICATE FOR PAYMENT In accordance with the Contract Documents, based on on-site observations and the date	
CLIRe 4 Loss Litte 5 Total; 7 CESS PREVIOUS CERTIFICATES FOR PAYMENT (Litte 6 from prior Certificate)	\$ 41.414.714.72	comprising the application, the Arch Architect's knowledge, information	comprising the application, the Architect certifies to the Owner that to the best of the Architect's knowledge, information and belief the Work has progressed as indicated the Compression of the Compress	
8. CURRENT PAYMENT DUE 9. BALANCE TO FINISH, INCLUDING RETAINAGE	\$ 8.278.599.05 4 10.3 6.30 0.75 6.0	are quarity or the work is in accordance with the COS is entitled to payment of the AMOUNT CERTIFIED	uz. young of the work is in accordance with the Contact Documents, and the Contractor is entitled to payment of the AMOUNT CERTIFIED	
(Line 3 less Line 6)	00.01.6.6.4.0.40.4	AMOUNT CERTIFIED	8,278,599.05	
CHANGE ORDER SUMMARY	ADDITIONS DEDUCTIONS	(Augeh explodation if amounteration	Allach explaintion if anount partitled differe from the emount amolical missed all famous on stire	

TOTALS	\$3,897,287.00	\$6,297,493,00	This Certificate is not negotiable. The AMOUNT CERTIFIED is payable only to the
NET CHANGES by Change Order	(\$2,400,206.00)		Contractor Manned herein. Issuince, payment and acceptance of payment are without prejudice to any rights of the Owner or Contractor under this Contract.
AIA DOCUMENT G782 - APPLICATION AND CERTIFICATION FOR PAYMENT - 1982 EDITION - AIA - \$1992	WMENT - 1992 EDITION - AIA - \$1992		THE AMERICAN INSTITUTE OF ARCHITECTS, 1755 NEW YORK AVE. N.W. WASHINGTON, DC 20008-5752

\$6,282,493,00 \$15,000.00

\$1,151,109.00 \$2,746,178.00

Total approved this Month OCO 57-65

TOTALS

Total changes approved in previous months by Owner

THE AMERICAN INSTITUTE OF ARCHITECTS, 1735 NEW YORK AVE. N.W. WASHINGTON, DC 20005-1282

recrified differs from the amount applied, Inntal all figures on this yeqton Sheet that are fleated to conform with the amount exrified.)

Date: 2/2

SUMMARY

																4	Annihitation Mambar	1287 D12 ADENIA			
	In tabulate Use Colur	oors below, emourts are stated to the newest delau- rim I on Contracts where variable retainage for line det	те пеу вроу.														Application Date Period To Project No	01/01/11			
	CODE		ano	GAP REVISIONS	ADJUSTED GNF (A1+A2)	COST	APPROVED CHANGE ORDERS	ADJUSTED CONTRACT VALUE (8+C)	PREVIOUS	CURRENT	STORED MATERALS (not in E or F)	TOTAL COMPLETED AND STORED TO DATE	RETENTION (fr column Q)	PAYABLE TO DATE (H-0)	(MD)		NET PAYMENT DUE THIS APPLICATION	BALANCE TO COMP. BACL. RETENTION	PRIOR PERIOD	RETENTION Held / (Referency) THIS PERIOD	RETENTION TO DATE
The constitution The constit		V	¥4	A2	٧	-	u	٥	su.	u,	ø	(E+F+G)	-		×			2		•	
	8		00001701	100 000	000 019 00	20. 202 000									-						
MACHINE 1973 1975	ğ	_	10,619,188	(317,736)	10.301.452	9 070 000	(238,736)	229,292,12	15,315,092	1001,700	0 0	16 366,856	1,364,226	15,002,631	809	13,950,886	1,051,765	13,608,168		0	1,364,226
Matchine 1,000 1	88	_	8.279.500	(5,920,560)	2,358,940	0	0	0	00,201	167°CC		56.75	15,726	141,538	*	91,800	EL 4.	10,159,914		6,526	15,7
March Part Mar	3	3	13,869,860	0	13,869,860	0	0	0		0		c	9 6	2 10		9 6	0 (2,359,940	0 0		
Column C	8 5	10 2	50.344,722	12,716,509	63,061,231	51,450,673	5,087,260	56,537,933	10,568,968	1,848,288	1,655,240	14.072,438	1,407,249	12 665 247	25%	9 512 072	3 153 176	AD 155 GA	+ mta abe	260 363	4 400
	8 8		7,338,362	(100,604)	7,238,558	5,262,062	(79,688)	5,162,174	100,89	0	٥	100,83	9,600	75,201	*	79,201	0	7,159,357	8 800	0	0000
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Discription 177001	S	_	1,242,859	0	1,242,859		0	0		90,000	3	3 240,002	852,c18	8.01.784	30%	8,085,548	246.7.4	22,572,617	887,998	27,302	915,298
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Color State Currents Cu	5 5		1,400,162	(1,095)	1,402,067	0	(1,095)	(1,095)	0	0	0	ó	0	0		0	0	1,402.067			
Procession Pro	1	_	1171000	(674°-150°)	175,085,5	3 5	9 6	0 0	0 0	0 1	0	0	0	•	_	٥	O	2,695,571	•	٥	
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Control Cont	ž		827,500	0	\$27,500	337,500	0	337,500	33,750	0	0	33,750	0	33.750	10%	33.25		A03 78C	0 6		
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Part	1		000000	(50, 102)		000,000,000	(53,162)	5,446,838	389,692	0	0	380,692	38,969	356,723	×	350,723	6	6 413 365	38,969	0	38.9
Pack Fig. 1, 1995, 199	4	-	26.740.000	(2000)	v	200,000	(non:e)	000,647,77	000,617	0	0	115,030	11,500	103,500	16%	103,500	a	1,453,500	11,500	•	11,5
Comparison Com	158		5 435 000	(000,027)	•	omismise.	(220,000)	000,867,76	2,962,231	171,150	0 (3,153,281	313,338	2,620,043	5%	2,666,008	154 035	196'662'59	296,223	17,116	313,338
TECHNOLOGY	16A	_	46.511.724	19 343 141	65 854 865	A8 721 954	10 717 141	88 8.05 005	4 170 460	207 808	9 0	0	0	0	-	0	O	5,435,000	•	•	
ENTERIOR RACIAGE ELLUMANEE 29:144-10 [74:60:27] 533,489 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	11	Ť	22 033 343	(19,774,766)	2258577	0			e C	900'/67	0 0	1871	487,725	4 205,542	ž.	3,761,515	1148,G27	61 645 323	417,844	187,781	467,725
MACHADA MAC	R		39 194 310	(38,660,321)	533,989	٥	0	0	0	0	0	•	0 0	00		9 0	n c	533 649	0.0	0.6	
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		ITOTAL TRADE COST	247 866 710	14 895 2140	178 101 624	ACA 488 420	00 B94 849	ANA 222 ANA	200 000 00												

A	CODE	Second flow of story	2	REVISIONS	CINE	COMMETTED	CHANGE	CONTRACT	PREMOUS	APPLICATION	MATERIALS	TOTAL COMPLETED	RETENTION ffr column ()	TOTAL	3. S	LESS	NET PAYMENT	BALANCE TO	RETENTION	RETENTION	RETENTION
Contract C					[A1+A2]		ORDERS	VALUE (B+C)			(not in E or F)	AND STORED TO DATE		TO DATE (H4)	(H/D)		APPLICATION (J-L.)	RETENTION (A-H)	PRIOR PERIOD	THIS PERIOD	DA SE
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1,10,000, 1,10	_			_											\mid						,
Configuration Configuratio		aed General Conditions	21,885,851	2.278.858	24 164 709	21 885 851	1360340	73.748.101	10.087.047	760.000	•	750 01 047	-	2000	-		-				
Figure 10 Figu		COV General Conditions	9,700,262	٥	9 700 262	9 700 762		6 700 262	1 576 550	200.000		100 mm		1000,000	4/4	10,067,947	750,000	13,325 762	0	0	
Part		ramance	8.856.536	0	8 856 536	8 456 535		R. P. G. S. J.	9		9 6	100	-	1,527,904	Š	BCC'9/C'L	245.456	1.078.298	0	0	
Port occusion Post occusio		Neugn Bulders Fee - BASE LUMP SUM	18 200 000	42,924	16.242.924	18,200,000	42 924	18 242 924	2345 005	325.315	0 0	2620121	5 6	0 000 000	491	0 100	0	F.P56 53C	0	6	
Control to provide the control to provide t		TOTAL GC/CM Fee	68,642,649	2,321,782	60,864,431	69,642,649	1,403,284	60,045,913	14,009,511	1,320,721	0	16,330,232	0	16,320,232	6	14,009,511	1,320,721	48,634,189	0 0	0 0	
TOTAL ALE 13,544,70 141,127 13,779,807 13,644,70 13,877,80 14,127 13,779,807 14,127,80 14,127 13,779,807 14,127,80 14,127 13,779,807 14,127,80		Berbe Becket Design Fees	13,546,770	161,127	13,707,897	13,546,770	128,764	13 675 534	8 700 722	336.371	0	5007 500 6	c	9407.063	3	0.700.00	***				
class browners class browners (4,448) (4,448) (4,948) </td <td></td> <td>TOTAL ALE</td> <td>13,546,770</td> <td>181,127</td> <td>13,707,897</td> <td>13,548,770</td> <td>128,764</td> <td>13,675,634</td> <td>8,700,722</td> <td>175,955</td> <td>٥</td> <td>9,037,083</td> <td>0</td> <td>B,037,083</td> <td>_</td> <td>8,700,722</td> <td>338,371</td> <td>4,870,804</td> <td></td> <td>•</td> <td></td>		TOTAL ALE	13,546,770	181,127	13,707,897	13,548,770	128,764	13,675,634	8,700,722	175,955	٥	9,037,083	0	B,037,083	_	8,700,722	338,371	4,870,804		•	
Contract subtract Cont		144P Transfers	٥	(64,681)	(64,681)	٥	(49,881)	(49,681)	0	0	O	c	c	•		•	•				
CONTRACT BUILD'N. CONT		Sentingency (on COW Nens only)	19,679,350	(123,020)	19,556,330	0	0	0	0		0	00	00	• •		0 0	9 0	15,555,330	0 0	0 0	
COUNTACT BUSINGS CANODAS																					
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		CE Agreement thru 11/30/09 (Lump Sum)	8.839.018	0	8 839 018	8 639 018	0	A A YO CIA	ARTONIA	-		4 630 010									
444.544.625 [2,460.200] 467,193.19 21,120.001 2 33,143.00 33,143.00 33,143.00 33,143.00 43,144.00 43,1												0.038,010	3	0.009.010	100%	6,639,018	0	0	0	٥	ŀ
1 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	ē	CONTRACT TOTAL	484,684,625	{2,400,20e)	482,194,318	331,628,567	22,317,069	363,843,646	76,500,888	6,633,194	3,364,266	84,398,348	4,834,004	78,684,343	-	71,285,744	8,278,598	402,629,978	4,215,144 [618.861	4,834,004
	-	Impress Account	0	•	0	6	0	0	1 000 000	0	6	000000	•	000 000 .		1000	-				

CONTRALTER BAST.

AN DOCUMENT TO REAL APPLICATION AND CERTIFICATE FOR PAYABOT contamp
formers or payed conference and machine.
In this discover below more the wester steel.
Use Column or Cortects were remarked from the spick.

Application Number 1227-013-ARENA.
Application Culte 110-1111
To 110-1111
Project No 1227

ARTEMION TO ONTE	1,384,228,67	1 203,429.62	•	101,387.05 At 20.05	18,728.40	18 778 400			1,407,248,00 1,407,248,00 1,404,548,00	1,407,MB,00	8,800,19 01 008,6	•	• • •					944,297,40 944,297,00 544,297,00			•••			
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PRICE PROPERTY IN PRICE PROPERTY IN PRICE PROPERTY IN PRICE	1,384,228.67	Chach,chr.	٠	101.397.06 As 506.05	18,238.00				1,044,004,00 1,048 378,00 1,044,794,00	1,068,486.00	8,800,19 8,800,10 1,800,10							144,400 to					10	
BALANCE TO COMP. INCL. RETENTION (A)	13,600,161,26	12,165,644.20		127,547.03 28.206.03	10, 100,014.40 8,689 776 40	2,308,946.00	8		42.872.680.00 42.872.680.00 40.563.337.00	41,672,646.00	7,198,387,18 1,350,456.10 1,950,456.10	3,15,479.00	6,432,196,00	2,325,000.00	, ,	3,456,000.00		22,672,818.84 27,528.216.64 (1,444.000.00) 23,972.218.84	1,242,898.00		• •	1,618,678.00	1,773,074.00	27,840,728,90
MET PAYABIT DVE THES APPLICATION (H-L)	1,051,754,09	1,051,784 63			49,737.60	68.737.60			3,153,178,00 3,153,175,00	3,153,175.00				Ä.				245,718,20				• • •	• •	
LESS PREVIOUS PAYMENTS	13,960,968,10	10 600 160 15	25.538.W.	5,872 196 25 85: 716 95	91,800.00 9: 300.00	***			9.812.072.00 9.612.072.00 7.914.072.00	9,612,072.00	78,200,60		• •					8,088,848.18 8,085,548.16 7,527.55.75 9,58,927.55					• •	
N COMP	* * *	37%	36001 36001	200 X	££	ř.			28% 27.5% 26.5%	ž.	252							\$ 6 . S I						
PAYABLE TO DATE (HQ	18,002,638,78	13,090,909.80	29.536.00	1.872,194.05	141,637,60	141,537.60		R-	12,888,347,00 12,615,247,00 12,645,847,00	12,868,347.00	79, 200,96 19, 700,90 78, 200,90							8,331,784,36 8,331,754,36 1,279,600,00 7,001,664,39			7.			
AETEATION TO CATE (fr col 0)	1304220.07	1 262 828 52		34 200 05	15,728.40	15.726.40			1,407,249.00	1,407,748.00	6,800,10 6,800,10 8,800,10				• •			818,287,80 215,267.60 144,400.00 770,897.60		• •			• •	
TOTAL COMPLETED AND STORED TO DATE	16,366,866,32	14.163 739 92	300000	00 CBS 550,	167,284,00	157,196.00			14,072,486,00 14,072,486,50 16,01,.446,45	14,077,456.50	88,001.00 88 (V1.00 44 (C1.51		* * *				• •	8,234,691,89 8,234,397 95 1,334,032,57 7,432,533,54	,	• •				
STORED MATERIALS (not in E or F)		•						٠.	1,656,240,00	1,656 NA.CO	• • • •		• • •					40,000.00	٠	٠.	• •			
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CONTINUATION SHEET

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Application Number Application Data. To Project No

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or sta	٥			20,119.20					16	11,300,90		80,762.58	282,375.50				467,734,00									

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LIEN WAIVER

MECHANIC'S LIEN WAIVER

			1287-013 Arena
Contractor:	Hunt Construction Group,	Inc Date:	2/1/11
Trade:	Design / Builder	Period Ending:	1/31/11
Project:	The Barclays Center Project	ct Contract Price:	\$475,755,507.00
		Net Extras &	
		Deductions:	(\$2,400,206.00)
Site:	600 Atlantic Avenue	Adjusted Contract Price:	\$473,355,301.00
	Kings County, Block	Amount Paid to Date:	\$ 62,446,726.27
		Amount of Current	
		Payment:	\$ 8,278,599.05
STATE OF	,		
COX 22 #277 O	SS.	*	
COUNTY O	ř)		

THE UNDERSIGNED, as authorized representative of Contractor and on behalf of the Contractor, (1) acknowledges receipt of the amount set forth above as payments received to date, (2) to the extent of such payments, and the amount of the current payment set forth above, waives and releases any claim which it may now or hereafter have upon the land and improvements described above, (3) that the amount of payments received to the date of this waiver, plus the amount of the current payment, represents the current amount due in accordance with Contractor's Agreement for work completed, and (4) warrants that it has not and will not assign any claims for payment or right to perfect a lien against such land and improvements and warrants that it has the right to execute this waiver and release. The Contractor represents that the adjusted Contract Price set forth above is inclusive of all additional work performed or additional costs incurred under the Agreement as of the date of this Lien Waiver.

In consideration and to the extent of the amounts and sums previously received and the Current Payment, Contractor hereby waives, releases and relinquishes any and all claims, rights or causes of action whatsoever, in equity or law, arising out of, through or under the above mentioned Agreement and the performance of Work pursuant thereto, up to and including the date of this Lien Waiver.

THE UNDERSIGNED Contractor further warrants that, to the extent of payments received through last month's Application for Payment: (1) all workmen employed by it or its subcontractors on this Project have been fully paid, (2) all materialmen from whom the undersigned or its subcontractors purchased materials used in the Project have been paid for materials delivered, and (3) none of such workmen and materialmen has any claim or demand or right of lien against the land and improvements described above. In addition, the undersigned stipulates that he is an authorized officer with full power to execute this Lien Waiver on Contractor's behalf.

THE UNDERSIGNED agrees that the Owner of the Project, and any Lender, title insurer, or other entity may rely upon this Lien Waiver.

WITNESS the signature and seal of the undersigned as of this 1th day of February

6 75	112271	no mo bignarato at	id soar of the direct signed as of this 1 day of reorgary,
2011.	z	<u> </u>	
8 0		*	A
		•	Hunt Construction Group, Inc
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		38 g	Ву:
			Name: H. Mark Gladden
*			Title:\Project Executive
Sworn	to before	me this	
	_		
da	ay of	, 2	2011.
		· · · · · ·	
	Notary P	ublic	

APPLICATION AND CERTIFICATION FOR P	FICATION FOR PAYMENT	ALA DOCUMENT G702 PAGES
TO OWNER:	PROJECT: Barciav's Center Arena	
Atlantic Yards Development Company, LLC		
One Metrotech Center North, 11th Floor Brooklyn, NY 11201		PERIOD TO: 01/31/11
FROM CONTRACTOR:	VIA ARCHITECT:	CONTRACTOR
Hunt Construction Group, Inc	Ellerbe Beckett	
625 Atlantic Avenue, 3rd Floor Brooklyn, NY 11217	2380 McGee Street Kansas City, MO 64108	PROJECT NOS:
CONTRACT FOR:		CONTRACT DATE:
CONTRACTOR'S APPLICATION FOR PAYMENT	TION FOR PAYMENT in connection with the Contract	The undersigned Contractor curtifies that to the best of the Contractor's knowledge.
Confinuation Sheet. AIA Document G703. is attached.	hed.	curvinations and cester for work covered by this Application for Payment has been completed in accordance with the Contract Documents, that all amounts have been paid by the Contract Occument Documents. The Contract of the Work for which previous Certificates for Payment were issued and payments received from the Cwiner, and that current payments shown breight is now due
1. ORIGINAL CONTRACT SUM. GMP 2. Net change by Change Orders Thru 62	00.0	
3. CONTRACT SUM TO DATE (Line 1 ± 2) 4. TOTAL COMPLETED & STORED TO		CONTRACT DE Bunt Construction Group, Inc.
DATE (Column G on G703) 5. RETAINAGE:		By: Date: 62/02/11
Completed Wark D + E on G703)	403,605,30	State of: State of: County of: Subscribed and shorm to before me this
5. % of Stored Material \$ (Column F on G703) Total Retainage (Lines 5a + 5h or		
Total in Column Fof (7703)		ARCHITECT'S CERTIFICATE FOR PAYMENT
(Line 4 Less Line 5 Total)	\$ 7.383,288.95	In accordance with the Contract Documents, based on on-site observations and the data comprising the anylication, the Architect configuration that the anylication the Architect configuration that the anylication the Architect configuration to the Output that the Architectus and the Arc
	\$ 6,693,747.20	Architect's knowledge, information and belief the Work has progressed as indicated, the Work is in accordance with the Contract Documents, and the Contractor
9. BALANCE TO FINISH, INCLUDING RETAINAGE (Line 3 less Line 6)	, s	is critice to payment of the AMOUNT CERTIFIED. AMOUNT CEPTIFIED.
CHANGEORDER SUMMARY	ADDITIONS	CATACATA CONTINUE CON
Total changes approved in previous months by Cayner	DEDUCTIO	ion q
Total approved this Month OCO 58	00 CC0 F83	CHI PEN ENGLISH BECKER
TOTALS	\$8.187,457,00	This confide is not nowigate. The AMOUNT CEPTIFIED is with
NET CHANGES by Change Order	S8.(87.457.00	
AJA DOCUMENT G702 - APPLICATION AND CERTIFICATION FOR PAYMENT - 1822 EDITION - AJA - 41592	PAYMENT - 1892 EDITION - AIA - ¢1902	THE AMERICAN INSTITUTE OF ARCHITECTS, 1735 NEW YORK AVE., N.W., WASHINGTON, OC 20008-6292

THE AMERICAN INSTITUTE OF ARCHITECTS, 1735 NEW YORK AVE., N.W., WASHINGTON, DC 20008-6392

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Application Number 1237-013-51-VIR Application Date 0 100111 To 0 101111 Propet No 1287

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RALANCE TO COMP. INCL. RETEXTION [A-J]		794,961	EMLANCE TO COMP. INCL RETENTION (A-H)	3,603	802,168		607,169	,
NET PAYMENT DUE THRE APPLICATION (J-L.)	3	891,942	HET PAYMEDIT DUE THES APPLICATION (K-40)	000	691,642	8	691,842	٠
LESS PREVIOUS PAYMENTS	-	Control	LESS PREVIOUS PAYMENTS	15 57 149 (45 199 (45	6.693,747	2	6,683,747	
(HID)	×	£ £	% COMP (NUD)	**	H	\mid	Н	
TOTAL PAYABLE TO DATE (H-1)	-	7,384,860	TOTAL PAYABLE TO DATE (H-1)	15,823 14,688 10,689	7,386,219	0	7,286,299	0
RETENTION TO DATE (fr cel Q)	-	463,698	RETEXTION TO DATE (Ir column Q)	000	400,605	•	403,003	a
TOTAL COMPLETED AND STORED TO DATE	2	2789,485	TOTAL COMPLETED AND STORED TO DATE IF OF STORED	15,211 16,215 30,428	7,788,094	•	7,788,894	
STORED MATERIALS (not in E or F)	٥	,	STORED MATERIALS (not in E or F)	0.00		0	0	0
сиквит АРР ЦСАТОН	4	891,542	CURRENT APPLICATION	99	291'65	0	277'143	0
APLCATION	7.066.024	7,044,824	PREVIOUS APPLICATION	States States	1,097,343	0	7,097,383	
ADJUSTED CONTRACT VALUE (B+C)	A 149 781	8,169,781	ADJUSTED CONTRACT VALUE (8-C)	867.88 869,11 868,78	0,107,487	0	4,107,407	
CHANGE	8.149.761	£.149,781	APPROVED CHANGE ORDERS	989728 95377	6,187,467	٥	4,187,467	_
C C C C C C C C C C C C C C C C C C C	•		COST	4 7 ●	•	ā	•	
CARP (A1-A2)	8,143,761	8,140,781	Abusteb Galp (A1-A7)	827,81 825,71 888,78	0.107,467	0	B.187,487	
КЕМЗЯОНЗ	A.2	R.149,741	GMP REVISIONS A2	6.07.01 6.09.51 848,18	L.187.AST	٥	R.SHTAST	
}	٥.		GMP	005	٠	٥		
And the state of t	LADGRO DIVERDIMENTAL REMEDIATION	TOTAL TRADE COST	DESCRIPTION OF WORK	FORCON Fard Generations FORCON Design Bedon Fee - BASE LAUP SUM FORM, CACRETER	CONTRACT SUBTOTAL	CCE Agreement thry 110009 (Lump Sum)	CONTRACT TOTAL	Papiess Account
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LIEN WAIVER

MECHANIC'S LIEN WAIVER

			1287-013
			Environmental
Contractor:	Hunt Construction Group, Inc	Date:	2/1/11
Trade:	Design / Builder	Period Ending:	1/31/11
Project:	The Barclays Center Project	Contract Price:	N/A
		Net Extras &	
		Deductions:	\$8,187,457.00
Site:	600 Atlantic Avenue	Adjusted Contract Price:	\$8,187,457.00
	Kings County, Block	Amount Paid to Date:	\$6,693,747.20
		Amount of Current	
		Payment:	\$691,541.75
STATE OF	NEW YORK)		
	SS.		
COUNTY O	F)		

THE UNDERSIGNED, as authorized representative of Contractor and on behalf of the Contractor, (1) acknowledges receipt of the amount set forth above as payments received to date, (2) to the extent of such payments, and the amount of the current payment set forth above, waives and releases any claim which it may now or hereafter have upon the land and improvements described above, (3) that the amount of payments received to the date of this waiver, plus the amount of the current payment, represents the current amount due in accordance with Contractor's Agreement for work completed, and (4) warrants that it has not and will not assign any claims for payment or right to perfect a lien against such land and improvements and warrants that it has the right to execute this waiver and release. The Contractor represents that the adjusted Contract Price set forth above is inclusive of all additional work performed or additional costs incurred under the Agreement as of the date of this Lien Waiver.

In consideration and to the extent of the amounts and sums previously received and the Current Payment, Contractor hereby waives, releases and relinquishes any and all claims, rights or causes of action whatsoever, in equity or law, arising out of, through or under the above mentioned Agreement and the performance of Work pursuant thereto, up to and including the date of this Lien Waiver.

THE UNDERSIGNED Contractor further warrants that, to the extent of payments received through last month's Application for Payment: (1) all workmen employed by it or its subcontractors on this Project have been fully paid, (2) all materialmen from whom the undersigned or its subcontractors purchased materials used in the Project have been paid for materials delivered, and (3) none of such workmen and materialmen has any claim or demand or right of lien against the land and improvements described above. In

addition, the undersigned stipulates that he is an authorized officer with full power to execute this Lien Waiver on Contractor's behalf.

THE UNDERSIGNED agrees that the Owner of the Project, and any Lender, title insurer, or other entity may rely upon this Lien Waiver.

WITNESS the signature and seal of the undersigned as of this 1st day of February, 2011.

	Hunt Construction Group, Inc
	Ву:
	Name: A Mark Gladden Title: Project Executive
Sworn to before me this	
day of,20	v
Notary Public	

APPLICATION AND CERTIFICATE FOR PAYMENT	TE FOR PAYMENT			211	8	
TO (Owner): Brooklyn Events Center LLC c/o Forest City Ratner Companies 1 Metrotech Center Brooklyn, NY 11201		Project: BARCLAYS CENTER at ATLANTIC YARDS Brooklyn, NY	APPLICATION # APPLICATION DATE PERIOD TO:	00-1878 02/07/11 01/31/11	×	Obstribution to: OWNER ARCHITECT CONTRACTOR *
FROM (CONTRACTOR): John Civetta & Sons, inc. 1123 Bronx River Avenue Bronx, NY 10472	VIA (АЯСНІТЕ СТ):	ë	PROJECT NO:	2032		
CONTRACT FOR: General Contractor			CONTRACT DATE			
CONTRACTOR'S APPLICATION FOR PAYMENT	FOR PAYMENT	Applic	Application is made for Payment, as shown below, in connection with the Contract.	the Contract.		
CHANGE ORDER SUMMARY	UMMARY		DANOI STEEL IS ALIACITED.			
Change Orders approved in previous months by Owner TOTAL	ADDITIONS DEDUCTIONS 1979173 1,979,173,00	NS	ORIGINAL CONTRACT SUM		49 49 	50,581,000 2,013,602
Approved this i		ó	CONTRACT SUM TO DATE (LING 1+2)		₩	52,594,602
Number Date Approved 5122010 5122010 7 122010	19,565.00 2,124.00 12,740.00	00.0 4. rq	TOTAL COMPLETED & STORED TO DATE	1,409,149.70	₩	14,478,215
	2,013,602.00	0.00	Total Detains (1 in East of Total			_
Net change by Change Orders	2,013,602.00		Total in Column I of FC Summary)		6	1,409,150
The undersigned Contractor certifies that to the best of the Contractor's knowledge.	best of the Contractor's knowle	6.	TOTAL EARNED LESS RETAINAGE		₩	13,069,065
information and belief the Work covered by this Application for Payment has been completed in accordance with the Contract Documents, that all amounts have been	Application for Payment has uments, that all amounts have I	been 7.	LESP REVIOUS CERTIFICATES FOR PAYMENT		•	10,953,890
paid by the Contractor for Work for which previous Certificates for Payment were issued and payments received from the Owner, and that current payment shown	ious Certificates for Payment It, and that current payment st	were 8.	CURRENT PAYMENT DUE	** ************************************	•	2,115,176
harein is now due.		osi	BALANCE TO FINISH, PLUS RETAINAGE(Line 3 less Line 6)	84	ø,	39,525,537
CONTRACTOR: John Civetta & Sons, Inc.	sons, Inc.	State of Subsc	State of: New York Subscribed and sworn to before me this	County of: New York February 7, 2011		
By: Authopieted Signature	DATE	Nota My Co	Notary Public: My Commission expires:			
ARCHITECT'S CERTIFICATE FOR PAYMENT	YMENT	AMOU	AMOUNT CERTIFIED		€	-
In accordance with the Contract Documents, based on on-site observations and the data comprising the above application, the Architect certifies to the Owner that to the best of the Architect's knowledge, information and belief the Work has progressed as indicated, the quality of the Work is in accordance with the Contract Documents, and the Contractor is entitled to payment of the AMOUNT CERTIFIED.	ed on on-site observations and fect certifies to the Owner that the delief the Work has progress with the Contract Documents UNT CERTIFIED.		ARCHITECT: ARCHITECT: By: This Certificate is pol negotiable. The AMOUNT CERTIFIED is payable only to the Contractor named herein. Issuance, payment and acceptance of payment are without prejudice to any rights of the Owner or Contractor under this Centract.	for.) Date: yable only to the ment are without	78/2	1102

CONTINUATION SHEET

AM Document GTQ2, APPLICATION AND CERTIFICATE FOR PAYMENT, conduining Contractor agried certification is stated. In Muldisons below, morents are stated to the notivest cloter. Use Column i on Contractor where o variable realinage for line lines may apply.

DETAIL

005-1878 005-1878 01/31/11 2032

Application Number:
Application Date:
To:
Project No:

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Alber Franting (Non-Albertace) Plumbing HVAC Structurel Steel Fare Centrel Arra 01 - General Conditi 02 - Sitswork CS - Controls Vent Work North Vents South Vents Of - Manney OS - Metada FCRC COST CODE (IF APPLICABLE) 142000 010010 028000 033000 042000 061000 098090 104040 104500 2000 161000 0100010

Confraction's algread Certification is attached.
In belocations below, amounts are stated to the nearest dollar.
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GOMP, INCL.
RETEATION
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005-1878 01/31/11 2002

Application Date: To: Project No:

CHANGE ORDERS

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DESCRIPTION OF WORK		Palades	Scraping & Prep for Pariting	Patriting	Painting Subtotal	Micellaneous Pumishings, Signs, ere.	Holow Metal Doors	Hollow Metal Doors-Hardware	Colling Grille	Porcelain signs	Adso Ladders, Covers, Hetchels, Etc	Star made	Non TA Finished fams	(Non-Altowance) Subtotal	NCE - Turnståns (14 @ \$40,000 ms.)	DWANCE - Agant Operated Gate (1)	ALLOWANCE - AFAS Gate (1)	LLOWANCE - AFAS Control Unit (2)	ALLOWANCE - HEETS	ALCHANA (6)	(Allowance) Subtotel		Total Misc Furnishings, Signs, eto Subtotal	OR AFTAINMENTED THE STATE OF TH		14 - Conveying Bystems	CHANGE		45. Used confice	Fire Protection	Mobilization	Engineering & Submittels	Fire Protection Ploing & Supports	1'-2 1/2' Sprinder Ploing & Support	Stamese Connections	Fire Hose Valves & Cebhots	Sprinder Heads	Testing & Start-up
CONTRACT		The second secon	200,000,00	300,000,00	600,000.00		120,000.00	60,000,00	40,000.00	230,000.00	60,000.00	100,000.00	300,000,00	00'000'006	\$60,000.00	50,000.00	50,000.00	20,000.00	100,000.00	000,000,00	1,308,000.00		2,205,000.00	3.50 4466,000,00			900,000,00	#425- 2.406 DO non 1. 424 15 15 DO 1. 4 406 DO			25,000.00	15,000.00	150,000,00	200,000,00	75,000.00	80,000.00	25,000,00	22.500.00
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CURRENT APPLICATION			20,000,00	30,000.00	80,000.00		78,000.00	000	000	000	000	000	00.00	18,000.00	0.00	0.00	000	0.00	000	800	000		18,000.00	154 125 88,000.00.	The state of the s		000	THE SHAPE			17,000.00	000	000	00'0	00'0	0.00	00'0	000
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COST COD	8 8	DESCRIPTION OF WORK	CONTRACT	APPROVED CHANGE ORDERS	VALUE (Av8)	COMPLETED AND STORED TO DATE	APPLICATION	MATERALS (not in D or E)	COMPLETED AND STORED TO DATE	TO DATE (fr col P)	PAYABLE TO DATE (G-H)	3	PHEYIOU	PREVIOUS Sertificates For	MOUS DUETTHS ficates APPLICATION or (PH)	DUE THIS APPLICATION (H-Q	DUETHS S APPLICATION (P-Q)	S DUETHS COMP. INCL. Sea APPLICATION RETEMPON (F-O (C-)
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		COMMUNICATIONS		With the state of					A COLUMN TO SERVICE SE	Specifical Control		1000	Sharanasas			The Water Control of the Control	A STATE OF THE STA	The second secon
	161000	RUBBER MATS	23,100.00		23,100.00		0.00			000	00.0	9%	000		0,00	0.00 23,100.00		
	161000	CAMERAS	33,000.00		33,000.00	00:00	0000	00.0		000	00:0	É	000		800	23,000.00		
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	161000	TIBS	77,000.00		77,000.00		000			000	00.00	Š	000		000	00.000 77,000.00		
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	181000	SPEAKERS	27,000.00		77,000.00		000		000	0.00	0.00	86	0.00		000	0,000.00		
	181000	FIA SYSTEM	87,000.00		87,000.00	000	00.00			00'0	0.00	ž	000		0.00	0.00 87,000.00		
	181000	FIRE EXTINGUISHERS	11,000.00		11,000.00		000	000	000	00.0	00:0	Š	000		000	0,000.00		
	161000	Z'FB CONDUTT	36,000.00		36,000.00	000	0.00		0.00	000	0.00	É	000		000	0,000 36,000,00		
	181000	3" CONDUIT	6,900.00		6,900.00	00.00	0.00	000		00.0	000	É	000		000	0,00 6,900,00		
	161000	11/2 TO 21/2 COND	185,000.00	-	196,000.00		44,850.00	000		4,465.00	40,385.00	23%	0.00		40.385.00	0.385.00 154,635.00		
	181000	34'8 1' COMDUIT	525,000.00		525,000.00		16,750.00	0000		1,575.00	14,175.00	Š	000	2	14,175.00	175.00 510,825.00		
	161000	FIACABLE	84,000.00	The second secon	84.000.00	000	000	000		00.0	000	Š	000		000	0.00 84,000.00		
	181000	COAX CABLE	63,000.00		63,000.00		0000			0.00	000	8	0.00		0.00	0.00 63,000.00		
	161000	12PR & 25PR CABLE	154,000.00	The second secon	154,000.00		000			00'0	00.00	36	000		900			
	161000	4PR & CUAD CABLE	70,000,00		70,000.00		000			0.00	000	ž	0.00		000	0.00 70,000.00		
	161000	SPEAKER CABLE	70,000.00		70,000.00		000		0.00	800	000	ž	0.00		000	000 20000	-	-
	161000	10 TO 14 THHN WIRE	72,000.00		72,000.00		00'0			00.00	000	8	00'0	1	0.00	0.00 72,000.00		
	161000	THE RADIAX CABLE	33,000.00		33,000.00		000	0.00		0.00	000	86	00.0		000	0.00 33,000.00		
	161000	TAGGING	22,000.00		22,000.00		000			0.00	0.00	8	0.00		000	0.00 22,000.00		
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CHANGE ORDERS - Vent Work

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CHANGE ORDERS - BMT Tunnel Restoration Work

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FC-003	XXXXXX	xxxxx Debris Removal from BMT Mezzanine	not applicable	107,745.00	107,745.00	107,745.00	0.00			10,774.50	96,970.50	¥001	96,970.50	0.00	100	10,775		19.775
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CHANGE ORDERS - IRT Tunnel Restoration Work

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MECHANIC'S LIEN WAIVER

Contractor:	John Civetta & Sons, Inc.	Date:	\$02/23/11
Trade:	General Construction	Period Ending:	\$01/31/2011
Project:	Atlantic Yards - Transit Improvements	Contract Price:	\$50,581,000.00
Owner:	Atlantic Rail Yards, LLC	Net Extras & Deductions:	\$2,013,602.00
Site:	Kings County Tax Blocks 1118, 1119 and	Adjusted Contract Price:	\$52,594,602.00
	1127, and the beds of 5 th Avenue, between Flatbush Avenue and Atlantic Avenue, and	Amount Paid to Date:	\$10,953,890.00
	Pacific Street, between Flatbush Avenue and 6th Avenue.	Amount of Current Payment:	\$2,115,176.00

STATE OF NEW YORK)
ss.
COUNTY OF Bronx)

THE UNDERSIGNED, as authorized representative of Contractor, (1) acknowledges receipt of payments equal to the sum described above as "Amount Paid to Date", (2) to the extent of such payments, and the sum set forth above as the "Amount of Current Payment", waives and releases any claim which it may now or hereafter have upon the land and improvements located at the "Site" described above, (3) that the "Amount Paid to Date", plus the "Amount of Current Payment", represents the current amount due in accordance with Contractor's Agreement for work completed, and (4) warrants that it has not and will not assign any claims for payment or right to perfect a lien against such land and improvements and warrants that it has the right to execute this waiver and release. The Contractor represents that the adjusted Contract Price set forth above is inclusive of all additional work performed or additional costs incurred under the Agreement as of the date of this Lien Waiver.

In consideration of the amounts and sums previously received and the Current Payment, Contractor hereby waives, releases and relinquishes any and all claims, rights or causes of action whatsoever, in equity or law, arising out of, through or under the above mentioned Agreement and the performance of Work pursuant thereto, up to and including the date of this Lien Waiver.

THE UNDERSIGNED Contractor further warrants that (1) all workmen employed by it or its subcontractors on this Project have been fully paid to the date hereof, (2) all materialmen from whom the undersigned or its subcontractors purchased materials used in the Project have been paid for materials delivered on or prior to the date hereof, (3) none of such workmen and materialmen has any claim or demand or right of lien against the land and improvements described above, and (4) stipulates that he is an authorized officer with full power to execute this Lien Waiver.

THE UNDERSIGNED agrees that the "Owner" described above, the Brooklyn Arena Local Development Corporation, the New York State Urban Development Corporation d/b/a Empire State Development Corporation, and any title insurer or other entity may rely upon this Lien Waiver.

JOHN CIVETTA & SONS, INC

Name: John Civetta Jr.
Title: Corporate Secretary

WITNESS the signature and seal of the undersigned as of this 23th day of February, 2010.

Sworn to before me this 23th day of February 2010.

Notary Public

STEFANE GATTI
Notary Public, State of New York
No. 02GA822310
Qualified in New York County
Commission Expires May 24, 2

REQUISITION FOR PAYMENT

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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 "PILOT Indenture"), with respect to the financing of a project (the

"Project") as defined in the PILOT Indenture.

REQUISITION NO.: _____10

AMOUNT OF DRAW REQUESTED: \$ 13,489,655.00

DATE: February 23, 2011.

This Requisition for Payment (this "Requisition") 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 "Bond Proceeds Draw") 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 "Additional Rent Draw") 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 \$ 13,489,655.00. \$ 13,489,655.00 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 \$ 13,489,655.00 requested hereby, when added to all prior Draws in the aggregate amount of \$ 92,506,219.68, will result in aggregate Draws of \$ 105,995,874.68. The Additional Rent Draw of \$ 13,489,655.00 requested hereby, when added to all prior Additional Rent Draws in the aggregate amount of \$ 92,506,219.68, will result in aggregate Additional Rent Draws of \$ 105,995,874.68. The Bond Proceeds Draw of \$ 0.00 requested hereby, when added to all prior Bond Proceeds Draws in the aggregate amount of \$ 0.00, will result in aggregate Bond Proceeds Draws of \$ 0.00.

(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 **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 **Exhibit D** 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 16.2(a) 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 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 **Exhibit E** 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.

- 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:
 - \$ 13,489,655.00 by wire transfer to: (i)

Bank Name:

JPMorgan Chase Bank

ABA#

021000021

Account Name:

Brooklyn Events Center, LLC

Account Number: '837 489 632

IN WITNESS WHEREOF, the Constraint duly executed as of March 3.2	ruction Monitor has caused this Requisition to be
	Mervitte Harris, Inc. As Construction Monitor By Name: James 6. Cock Title: Senior Afrociate
ACKNOWLEDGED BY: THE BANK OF NEW YORK MELLON By Name: Title:	
BROOKLYN EVENTS CENTER, LLC By Name: Title:	

Exhibit A to Requisition for Payment Details of the requested Draw:

SEE ATTACHED

<u>Exhibit B to Requisition for Payment</u>
Description of notices from the Contractor: None

Description of variances:

Exhibit C to Requisition for Payment
Description of actions pending to revoke permits: None

Exhibit D to Requisition for Payment
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. 10

<u>Amount</u>	Payee (with address)	<u>Purpose</u>
	: W	
		payment in the amount of \$ 92,506,219.68 in Requisition.
		BROOKLYN EVENTS CENTER LLC]
		By Name:
		Title

Date:

OWNER CHANGE ORDER SUMMARY

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		Cumulative Total	478.902.874.00	478 902 874 00	478 902 874 00	478.923.879.00	478.946.956.00	478 963 753 00	478.963.753.00	478.963.753.00	478,963,753.00	478,963,753.00	478,963,753.00	478,963,753.00	478.963.753.00	478.963.753.00	478.963.753.00	478.963.753.00	479.000,282.00	479,055,959.00	479,140,881.00	479,154,572.00	479,154,572.00	480,524,052.00	480,509,052.00	481,816,382.00	481,816,382.00	481,816,382.00	
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	Change Order	Value	•	•	•	21,005.00	23,077.00	16.797.00	•	•	٠	1	•	•	•	53	•	1	36,529.00	55,677.00	0 84,922.00	13,691.00	•	1,369,480.00	(15,000.00)	1,307,330.00	1	t _i	
			\$	\$	8	\$	\$	\$	↔	↔	*	\$	\$	*	⇔	8	\$	\$	\$	\$	⇔	69	\$	⇔	\$	↔	↔	↔	
	Total Previous	Change Orders	3,147,367.00	3,147,367.00	3,147,367.00	3,147,367.00	3,168,372.00	3,191,449.00	3,208,246.00	3,208,246.00	3,208,246.00	3,208,246.00	3,208,246.00	3,208,246.00	3,208,246.00	3,208,246.00	3,208,246.00	3,208,246.00	3,208,246.00	3,244,775.00	3,300,452.00	3,385,374.00	3,399,065.00	3,399,065.00	4,768,545.00	4,753,545.00	6,060,875.00	.: 6,060,875.00	
			Budget Transfer from site req to United Fence \$	Budget Transfer Temps site to MFM Contract \$	Budget Transfer Temps site to MFM SCO-01 \$	Additional SOE for Con Ed Vault \$	Add'l Egineering to Previous SOE Plans \$	OT work in prep for Owner Visit \$	Budget Tranfr Install of 1st Phase of Crane Pad \$	Budget Tranfr EJ Ermco Generator enclosure \$	Budget Transfer Laquila PPE Mobil Lot \$	Budget Transfer Laquila Lay Down Area Banker \$	Budget Transfer United Hoist Ph 2 Sidewalk Br \$	FCRC Void Change Order \$	Budget Transfer COW GC Mockups \$	Temp Bowl Drainage \$	ERPLA Deduct alternate \$	EB Con Ed Vault Rev & Life Safety Evalu \$	Relocate Con Barriers & Privacy fence \$	Concorse Floor Mock-ups \$	Laquilla Haz Material disposal 8/10/10 \$	Concourse Flooring Mock-ups \$	Exterior Façade Canapy Structual Steel \$	Structural Steel to support Halo & Lwr Band \$		Add'l Fixed & COW GC's .\$	Buriget Trsfr Temp power for Field Operations. \$	Reclass. Demo Part of United Hoist OCIP to Arena 💲	
		ç	9	4	45	43	4	42	46	47	84	49	20	21	25	23	5	22	\ 2	27	28	20	9	61	7.9		4	္သ	

\$ 3,839,018.00

FCRC Contract Value

6,060,875.00

481,816,382.00

Should match contract value on Comb OPA

490,655,400.00

nbined App	
Matches Con	ပ
Apps Total	₾
- Individual	
Number Check	⋖

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	Combined	-	CCE		Arena	Решо		Environmental	ental	Total A	Total Arena Demo Env Should match Combined	Difference s/b \$0
Contract Value GMP Total Project Cost	69	484,594,525.00	€	8,839,018.00	& &	484,594,525.00 \$ 475,755,507.00	- '	↔	t	€>	484,594,525.00	69 6
Change Orders New Contract Value	မှာ မှာ	6,060,875.00 490,655,400.00	ક્ક	8,839,018.00	8 8	(2,400,206.00) \$ 473,355,301.00 \$	273,624.00 273,624.00		8,187,457.00	↔ ↔	6,060,875.00 490,655,400.00	, , ,
Total Complete Total Retainage	es es	92,493,364.13 5,245,186.00	လ လဲ	8,839,018.00	6 69	75,622,669.88 \$ 4,830,502.70 \$	242,782.00	., , ,	7,788,894.25	५ ५	92,493,364.13	•
Total Less Retainage	 €9	87,248,178.13	↔	8,839,018.00	\$	70,792,167.18 \$	231,704.00	. 2	,385,288.95	↔	87,248,178.13	• • • ••
Previously Billed	63	78,211,195.47	\$	8,839,018.00	€9	62,446,726.27 \$	231,704.00 \$	-	6,693,747.20	69	78,211,195.47	· · · · · · · · · · · · · · · · · · ·
Net Due	₩	9,036,982.66	₩	•	49	8,345,440.91 \$	•	69	691,541.75	49	9.036.982.66	У



HUNT ARENA

Period from 01/01/1980 to 02/22/2011

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Brooklyn Events Center, LLC - Ne 53.1450-F.GT. A&E Consult - Geotechnical - F.G. 005 - Reclass Ellerbee Becket Consultants to Single Cost Code 002 - Global - Overhead Doors and Loading Dock Equipment 001 - SC-09C-GBA Package #2-Component Assembly 002 - SC-09C-GBA Package #2-Component Assembly AL-SC-04-Masonry Award to Mastercraft Masonry SC-09C-GBA Package #2-Component Assembly 001 - Gypsum Board Assemblies - Package 1 002 - Gypsum Board Assemblies - Package 1 001 - AL-SC-04-Masonry Award 002 - AL-SC-04-Masonry Award Line Item ID - Description Brooklyn Events Center, LLC - Ne 01.5400-0.0: Temp Scaffolding, Hoists&Fence - 0 002 - Save for future Use Save for future Use Description/Title Brooklyn Events Center, LLC - Ne 53.0701-F.AC; A&E Consult - Acoustical - F.AC Brooklyn Events Center, Lt.C - Ne 08,3300-0.0: Overhead Doors and Grilles - 0.0 Brooklyn Events Center, LLC - Ne 53.0550-F.ST: A&E Consult - Structural - F.ST Brooklyn Events Center, LLC - Ne 53.1155-F.Ll: A&E Consult - Life Safety - F.Ll Brooklyn Events Center, LLC - Ne 53.1160-F.SG: A&E Consult - Signage - F.SG Brooklyn Events Center, LLC - Ne 53.0900-F.EL: A&E Consult - Elevator - F.EL Brooklyn Events Center, LLC - Ne 53.0950-F.LT: A&E Consult - Lighting - F.LT Brooklyn Events Center, LLC - Ne 53.0810-F.FD: A&E Consult - Food - F.FD Brooklyn Events Center, LLC - Ne 53.1150-F.CC: A&E Consult - Code - F.CC Brooklyn Events Center, LLC - Ne 03.3000-0.0: Cast-In-Place Concrete - 0.0 Date Approved Brooklyn Events Center, LLC - Ne 53.0500-F,CO: A&E Consultants - F,CO 01/19/11 01/19/11 07/15/10 Brooklyn Events Center, LLC - Ne 04.2000-0.0: Masonry Units - 0.0 Brooklyn Events Center, LLC - Ne 01.0001-0.0: Trades - 0.0 Brooklyn Events Center, LLC - Ne 01,0001-0.0: Trades - 0.0 Brooklyn Events Center, LLC - Ne 09.2500-0.0: Drywall - 0.0 Brooklyn Events Center, LLC - Ne 09.2500-0.0: Drywall - 0.0 Brooklyn Events Center, LLC - Ne 01.0001-0.0: Trades - 0.0 Brooklyn Events Center, LLC - Ne 01.0001-0.0: Trades - 0.0 Date Entered Cost Code 12/20/10 01/06/11 02/18/11 07/12/10 12/16/10 01/26/11 02/10/11 00001653-CR0020 00001653-CR0023 00001653-CR0019 00001653-CR0021 00001653-CR0022 Hunt Construction Group, Inc. (HUNCON) 00001653-R0003 00001653-R0001 ProjectTitle Number Change Order 2101-0030-00 Change Order 2101-0030-00 Change Order Change Order Change Order 2101-0030-00 Change Order 2101-0030-00 2101-0030-00 2101-0030-00 2101-0030-00 2101-0030-00 Change Order 2101-0030-00 2101-0030-00 2101-0030-00 2101-0030-00 2101-0030-00 2101-0030-00 2101-0030-00 2101-0030-00 2101-0030-00 2101-0030-00 2101-0030-00 2101-0030-00 2101-0030-00 2101-0030-00 Job Number Type

482,628.99

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473,743,518.00

(2,011,989.00)

(2,011,989.00)

475,755,507.00 475,755,507.00

Revised Contract 00001653 Total

Hunt Construction Group, Inc. (HUNCON) Total

482,628.99

0.00



- Committed Contracts with Changes (Detail)

Date Entered Cost Code 01/10/08

Period from 01/01/1980 to 02/24/2011 Transit Connections

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Pending Change Orders

Pending Contracts

Revised Contracts

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F&K. Transit Improvement Construction Administration Servic

53.0650-F.ME. A&E Consult - Mechanical - F.ME 001 - Transit Improvement Construction Administration Services

08/23/10

07/20/10

Transit Connection

00001588-0002

Change Order 2032-0036-00 Transit Connection

00001588-0003

Change Order 2032-0036-00

Change Order 00001588-0001 Total

Change Order 00001588-0002 Total

63,300.00

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53.0256-R.ME: A&E Consult - Travel, Meals, Ent - 2 - Design of Transil Improvements - Control Area-TME Reimbure

53.0257-R.ME: A&E Consult - Printing - R.ME

Transit Connection Transit Connection Transit Connection Transit Connection

2032-0036-00

Contract

2032-0036-00 2032-0036-00 2032-0036-00

00001588

53.0258-R.ME: A&E Consult - Expenses Other - I 4 - Design of Transit Improvements - Control Area-Other Reimbi

53.0550-F.ME: A&E Consult - Mechanical - F.ME 1 - Design of Transit Improvements - Control Area

3 - Design of Transit Improvements - Control Area-Print Reimbur

63,300.00 68,300.00

Contract 00001588 Total

Flack & Kurtz - Additional services beyond original scope

53.0650-F.ME: A&E Consult - Mechanical - F.ME 001 - Additional services beyond original scope

05/26/10

04/19/10

Transit Connection

00001588-0001

Change Order 2032-0036-00

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4,500.00 75,000.00 (4,500.00) 0.00 75,000.00 90,000,00 Approved Change 0.00 9,0 0.00 0.00 0.00 180,000.00 Approved Change Order 00001046-0002 Total Change Order 00001046-R0001 Total Revised Contract 00001046 Total Flack and Kurtz - Design of Transit Improvements - Control Are \$0 Reclass of Flack & Kurtz Reimbursable allocations 53.0256-R.ME: A&E Consult - Travel,Meals.Ent - 1 - Reclass funds to F&K printing reimbursables 53.0257-R.ME: A&E Consult - Printing - R.ME 2 - Reclass funds from F & K travel reimbursables JM-MEP Design Scope Revisions Line Item ID - Description 53.0650-F.ME: A&E Consult - Mechanical - F.ME 1 - Transit Control Area Description/Title Date Approved 09/30/09 10/24/07

10/12/07

Transit Connection

00001046-R0001

Change Order 2032-0036-00 2032-0036-00

Transit Connection

Transit Connection

00001046-0002

Change Order 2032-0036-00

ProjectTitle

Job Number

Number

WSP Flack & Kurtz, Inc. (FLAKUR)

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92,041.00	13,260.00	13,260.00	147,551.00	237,551.00	4,842,223.48	
00:00	0.00	0.00	68,300.00	248,300.00	61,022,335.69	
10/12/10 11/09/10 F&K - Redesign of Canopy MEP Elements	53.0850-F.IME: A&E Consult - Mechanical - F.ME 001 - Redesign of Canopy MEP Elements	Change Order 00001588-0003 Total	Revised Contract 00001588 Total	WSP Flack & Kurtz, Inc. (FLAKUR) Total	Grand Total	

EXHIBIT A

Hunt Construction Inventory of Stored Material
Contractor Name

SUMMARY OF MATERIALS IN STORAGE- REQUISITION NO. 1287-013 January 2011

PROJECT NAME Barclays Center Arena Brooklyn, NY MATERIALS LOCATED AT:

Various Subcontractors Listed

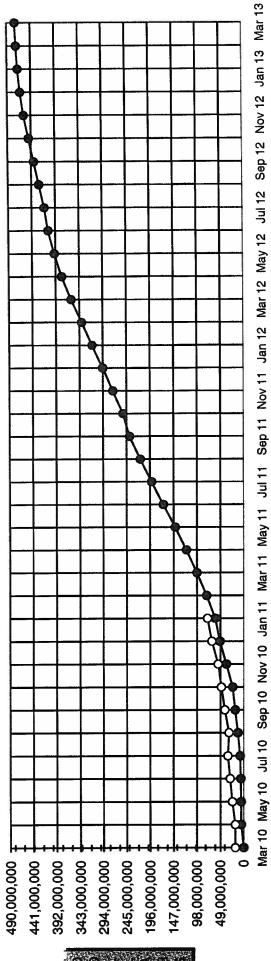
GENERAL CONTRACTOR Hunt Construction Group, Inc.

Description of Material Boolean Steel Co	- interest	This Pairs	President Change	17.5. W.4.4.	V-1 4 33-3	riesenty in	Amount of this
Bontone Stead Co	Cuantity	CIMI FINA	ricknomy smica	Value Wilderawii	A Strace Property	SINTARE	nonsmbau
Dallacia otroil Co			\$ 4,069,205.00	\$ 2,223,755.00	\$ 1,655,240.00	\$ 3,500,690.00	\$ 1,655,240.00
ASI Limited			\$ 2,847,900.00	9	\$ 40,000.00	\$ 2,887,900.00	\$ 40,000.00
H Mak, Inc			\$ 662,110.87	69	\$ 1,669,025.11	\$ 2,331,135.98	\$ 1,669,025.11
ASM Mechanical			\$ 1,300,000.00	59	. 69	\$ 1,300,000.00	\$
EJERMCO JV			\$ 15,600.00	۱ 🛩	69	\$ 15,600.00	· н
				Chromata Caracteristics (Caracteristics Caracteristics Caracterist			
	(0) (0) (1) (1) (1) (1) (1) (1) (1) (1) (1) (1						
							٠
Totals			\$ 8,894,815.87	\$ 2,223,755.00 \$		3,364,265.11 \$ 10,035,325.98 \$	\$ 3,364,265.11

SF 364

100,000 4 1,140,510-

* NETS ARENA * BARCLAYS CENTER BROOKLYN, NEW YORK PROGRESS: PROJECTED VS. ACTUAL



TIME
Prepared by Merritt & Harris, Inc. Information Management Center
———PROJECTED ———ACTUAL

23-041A	3/1/2010	2/28/2013	473,355,301	5/15/2010	1095	36	James G. Cockinos
ROJECT NO.	START DATE	COMPLETION	HARD COST	1ST S.O. DATE	PROJECT DAYS	PROJECT MOS.	POJECT MGR.

	start month	2	#ONTHS :	MONTHS: FROM 1S'	T SITE	BSERVA	TION																
ESTIMATED	3-10	3-10	1 -10	5-10	5	7-10			_													12-11	1-12
\$,000'S PER MONTH		0	8018	473	899	1420							_							_		21112	21964
\$,000'S CUMULATIVE		0	8018	5491	6069	7479								_	_	٠.	-			_		294143	316107
% COMPLETE PER MONTH		900	90.	0.10	0.12	0.30							_	_					95 4.75	75 2.91	4.39	4.46	2 .
% COMPLETE CUM.		0.00	1.06	1.16	1.28	1.58 2.52		3.78	4.89	7.72	10.53	12.59	16.38 2	20.68 2	25.36 30	30.31 35	35.57 40.68	.68 45.63				62.14	86.78
ACTUAL SEB MONTH		00923	c	610		9007						_										c	c
\$,000'S CUMULATIVE		17609	17609	23820	28354		_															0	0
% COMPLETE PER MONTH % COMPLETE CUM.		9.72	8 8	1.27	1.00	68.0	6.46		1.59			1.88	8.6	0.00	8.6	0.00	0.00	0.00		0.00		0 0	8 8 8
% DIFFERENCE		3.72	5.98	3.83	4.71			5 4		3.6	96							000	8		000	0.0	0.00
						:		!															
				6-12							_		-13										
		19550	15195	12639 407228 4	7574	10319 1	10508 1 35629 44	10368 145996 46	9883 855888 48	7148 :	5018 168054 471	471131 473	173365										
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22295 21443 22295 21443 338402 359845 4.71 4.53 71.49 76.02

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83



1. Mud slab at transit connection



2. Cross-bracing round columns against the street walls



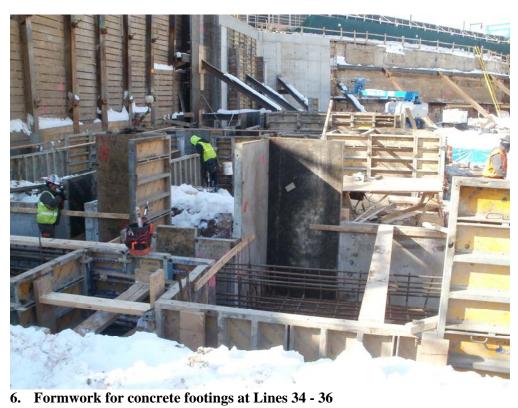
3. Demolition underway at the IRT line



4. Structural steel framing of arena, concourse, lower and upper bowl areas



5. Reinforcing bars at support columns





7. Tie-rod drilling at Con Ed transformer vault area



8. Excavation at Area C (southwest corner of Dean Street)