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23-041A

July 9, 2012

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

Ms. Arana Hankin
New York State Urban Development Corporation
d/b/a Empire State Development Corporation,
as Lease Administrator
633 Third Avenue
New York, New York 10017
E-mail: ahankin@esd.ny.gov

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 27 for the referenced project, based on our visit of May 23, 2012, and the final requisition documents made available on June 22, 2012. The undersigned performed the observation and prepared this report.

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

Mr. Joseph M. Lawlor, Vice President (By Hand)
The Bank of New York Mellon,
as PILOT Bond Trustee
101 Barclay Street, Floor 7W
New York, New York 10286
E-mail: joseph.lawlor@bnymellon.com

M_&H

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

July 9, 2012 23-041A

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

SITE OBSERVATION REPORT 27

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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 (soon to be Brooklyn) 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

Phone: 212.803.3766 Cell: 646.734.7173

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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*

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Forest City Ratner Companies

1 Metro Tech Center

Brooklyn, New York 11201

Linda Chiarelli, Senior Vice President Deputy Director of Construction

Phone: 718.923.8409 Cell: 201.240.5226 E-mail: lchiarelli@fcrc.com

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Forest City Ratner Companies

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Brooklyn, New York 11201

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Thomas E. Bonacuso, P.E., Vice President

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Design/Builder (Arena): Hunt Construction Group, Inc.

2450 South Tibbs Avenue Indianapolis, Indiana 46241

Jeffrey E. Fisher, Project Executive

E-mail: jfisher@huntconstructiongroup.com

Scott Hamburg, Senior Project Manager, Vice President

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

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

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Present During

Site Observation: Forest City Ratner Companies

Linda Chiarelli Greg Lowe

Rimma Bespalova
Hunt Construction
Scott Hamburg
Jon Anthony
John Fidelli
Turner Construction
Chuck Baldwin

Merritt & Harris, Inc.

Jack Kagan

Date of Last Site

Observation: May 23, 2012

Date of Previous

Site Observation: April 26, 2012

Dates of Future

Site Observations: June 26, 2012

July 26, 2012 August 23, 2012 September 27, 2012 October 24, 2012 November 28, 2012 December 19, 2012

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

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.

Arena

The CD Drawings for pricing, dated August 13, 2010, were made available on 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 were incorporated into the Construction Documents and an updated set was submitted on December 22, 2010. The final Drawings, incorporating all changes marked "Final Conformance Set," dated March 15, 2011, were made available on May 17, 2011. An update of the "Final Conformance Set" has been issued as of March 8, 2012.

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.

Summary of Hunt GMP Costs

Arena

The following summary is based upon the General Contractor's Application and Certificate for Payment 29, covering the period through May 31, 2012:

Current Contract Value (Design/Build with GMP) \$493,560,654

Total Work Completed and Stored to Date 78.5% \$387,403,213

Current Payment Due and Recommended by Merritt & Harris, Inc. \$25,394,739*

* Current Payment Due includes Hard Costs, \$22,924,968; GC/CM Fee, \$2,150,505; and associated A/E Soft Costs, \$319,266.

In our opinion, the remaining Contract Value funds of \$106,157,441 (net of Retainage), together with the remaining Developer's Arena Design/Scope Contingency, will be sufficient to complete the work as it was originally defined.

Developer initiated changes to the arena, particularly upgrades to interior finishes, technological upgrades to equipment, building façade, and lighting, will exceed the remaining available Contingency.

Therefore, the Developer will be contributing the amount of \$26,000,000 to cover the additional costs.

See Developer's Hard Cost Contingency Reserve for a breakdown of all additional costs.

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 22, covering the period through May 31, 2012:

Current Contract Value (Lump Sum)		\$57,546,968
Total Work Completed and Stored to Date	93.3%	\$53,703,666
Current Payment Due and Recommended by Merritt & Harris, Inc.		\$ 1,996,686

In our opinion, the remaining Contract Value funds of \$3,843,302 and the Developer's Design/Scope Contingency are sufficient to complete the work as it is currently defined.

Site Work (John Civetta & Sons, Inc.)

The following summary is based upon the General Contractor's Application and Certificate for Payment 22, covering the period through May 31, 2012:

Current Contract Value (Lump Sum)		\$3,429,355
Total Work Completed and Stored to Date	73.5%	\$2,520,438
Current Payment Due and Recommended by Merritt & Harris, In-	c.	\$ 370,598
Balance to Complete based on Current Contract Value of \$3,429,	355	\$ 908,917

Summary of Total Project Hard Costs:

Description	Previous <u>Budget</u>	Current <u>Budget</u>	Previously Completed	Current <u>Request</u>	Total <u>Completed</u>	% Complete	Remaining <u>Balance</u>	Retainage
Arena Transit Connection	\$509,256,625 69,925,402	\$523,956,625 69,925,402	\$365,013,530 54,932,956	\$25,133,055 * 2,348,503	\$390,146,585 57,281,459	74.5 81.9	\$133,810,040 12,643,943	\$19,064,058 2,798,355
Arena Site Work	19,793,349	19,393,349	5,903,271	1,165,807	7,069,078	36.5	12,324,272	469,998
Arena Mitigation	4,010,886	4,010,886	1,263,160	141,048	1,404,208	35.0	2,606,678	100,755
Totals	\$602,986,262	\$617,286,262	\$427,112,917	\$28,788,413	\$455,901,330	73.9	\$161,384,933	\$22,433,166

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

The \$28,788,413 being requested for these line items under the Requisition, covering May 2012, 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 Requisition 27, covering the period through May 31, 2012:

Current Revised Budget		\$192,850,406
Total Amount Incurred to Date	94.7%	\$182,602,861
Current Payment Due and Recommended by Merritt & Harris, Inc.		\$ 1,157,290

The overall Soft Cost Budget includes the following Soft Cost items:

	Previous	Current	Previously	Current	Total	%	Remaining
Description	<u>Budget</u>	Budget	Completed	<u>Request</u>	<u>Completed</u>	<u>Complete</u>	Balance
Arena	\$196,316,469	\$181,616,469	\$171,067,351	\$1,017,747	\$172,085,098	94.8	\$9,531,371
Transit Connection	6,043,349	6,043,349	5,666,732	39,910	5,706,643	94.4	336,707
Arena Site Work	4,134,332	4,534,332	4,089,616	92,133	4,181,750	92.2	352,582
Arena Mitigation	656,256	656,256	621,870	7,500	629,370	95.9	26,886
Totals	\$207,150,406	\$192,850,406	\$181,445,569	\$1,157,290	\$182,602,861	94.7	\$10,247,546

In our opinion, the remaining budget funds of \$10,247,546, which include the remaining Development Contingency, are sufficient to complete the work as it is currently defined.

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

Description	Budget	Previously Completed	Current <u>Request</u>	Total <u>Completed</u>	% Complete	Remaining Balance
Accounts Payable (AP) Financing	\$ 4,950,367 ⁽¹⁾ 29,715,483 ⁽²⁾	\$ 4,684,606 29,710,630	\$ 0 <u>0</u>	\$ 4,684,606 29,710,630	94.6 99.9	\$265,761 4,853
Totals	\$34,665,850	\$34,395,236	\$ 0	\$34,395,236	99.2	\$270,614

- (1) Costs incurred prior to closing
- (2) Costs of financing

Summaries of Recommended Payment Due

<u>Description</u>	Amount
Hard Costs - Arena	\$ 25,133,055.48
Hard Costs - Transit Connection	2,348,502.80
Hard Cost - Site Work	1,165,806.32
Hard Costs - Mitigation	141,048.11
Soft Costs	1,157,290.43
Accounts Payable (AP)	0.00
Financing	0.00
Total	\$29,945,703.14

Scheduled Completion

Arena

The latest Executive Level Summary AS 23, dated January 11, 2012 (Data Date), indicates substantial completion of the Arena to be attained by September 5, 2012, and the Site Work will be substantially completed in concurrence with the Arena.

Punch list work and Subcontractor close-outs will extend the construction term to a final completion date of June 30, 2013.

The GMP2 provides for an early completion bonus, which under the latest Schedule AS 23 would be earned in July 2012. The following criteria would need 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

The GMP2 executed as of March 9, 2012, incorporates all delays, extension of the construction term, consolidation of changes made throughout design development, and establishes the final completion date.

For a full analysis of the GMP2 modification, see Section X – "Construction Schedule."

Based on our Construction Progress Chart, which compares the cash flow amount to the projected construction progress, the Project is on schedule for a final completion date, including punch list work, for June 30, 2013.

Transit Connection

The latest Schedule for the Transit Connection, prepared by John Civetta & Sons, Inc., dated April 20, 2012, indicates mobilization of the Project began on August 2, 2010, with completion scheduled for July 14, 2012. We feel that a mid-August completion date is more realistic.

The original construction term of 20 months (August 2, 2010 - April 2, 2012) was reasonable, but due to early delays had slipped by approximately 4½ months. Note that the Transit Connection is scheduled to open in conjunction with the Arena; therefore, the slippage will have no impact on the overall project schedule.

Open Issues/Comments

The following items are referenced by Report Number and Item Number.

This Period

27.1 No issues have been presented this period.

Previous Periods

26.1 The ASI surety has requested Hunt Construction and Civetta & Son, Inc. sign a take-over agreement. Although there is no obligation in the bonding requirements, issues remain to be resolved in this agreement.

Update: Both parties have expressed their reluctance to the take-over agreement.

25.1 The latest updated schedule for the LIRR Stage 2 and Carlton Avenue Bridge, dated March 30, 2012 (Data Date) indicates the Carlton Avenue Bridge to be completed by October 3, 2012, 5 days beyond the first venue to be held at the Barclays Arena. The agreement between FCRC and the ESD stipulates the bridge to be complete and operational prior to receipt of the Temporary Certificate of Occupancy and the first venue held at the arena.

The Developer is optimistic they can reduce the completion date by 2 weeks.

Nevertheless, the Empire State Development (ESD) has requested that FCRC propose a mitigation plan to control and alleviate the traffic flow congestion for the first event at the arena, scheduled for September 28, 2012.

Update: An overtime program has been developed to meet the completion date. The cost is being evaluated.

24.1 A Notice of Bond Claim, dated March 2, 2012 has been received from the legal counsel representing J.T. Ryerson for materials furnished and/or supplied to ASI in the amount of \$19,126.82.

Update: Hunt Construction is in the process of resolving this bond claim.

22.1 ASI Ltd. – Storefront and Pre-weathered lattice panels

We were notified by the Developer on January 5, 2012, that the plant fabricating the curtain wall and pre-weathering the lattice panels, ASI Limited, has shut down all production and laid off all its workers.

The surety took possession of all inventory, equipment, and materials. The plant resumed business and opened on January 7, 2012, with 80% of the workers returning.

The following status and current schedule to be included in Hunt Construction's revised scheduled, AS-23, dated January 11, 2012 (Data Date) is noted:

	Pre-Weathering	<u>Assemblage</u>	Erections
Batch 1	Completed	Completed (Hoist-area remains)	Completed (Hoist-area remains, April 15, 2012)
Batch 2	Completed	Completed	Completed
Batch 3	Completed	Completed	April 1 – May 15, 2012 (Storefront at Haver Store remaining)
Batch 4 (Non-enclosure including Entrance Canopy)	In process 80% panels and 60% rails completed	May 30 – July 30, 2012	July 15– August 15, 2012

Update: Batch 32 panel installations continued last period and are currently substantially complete. All other operations have resumed including engineering, fabrication, production, assembly, and erection. Hunt Construction and the surety have coordinated a management program and recovery schedule with ASI cooperation intended to resolve the delays in the shop and field.

22.3 Mechanic's Lien

b. The law firm representing Hurricane Express which provided freight shipment services from ASI Limited contends that \$340,551.51 is owed. Although a lien has not been filed as indicated in its letter dated January 15, 2012, Hurricane Express will continue to preserve all remedies against ASI Limited, including a Mechanic's Lien and/or Bond Claim.

Update: Since no lien has been filed, no action is required at this time.

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 also will be used for hockey, concert events, and other theatrical presentations.

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

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

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

Typical floors will consist of concrete fill, reinforced with #4 or #6 bars at 12" on center, bottom, and top bars parallel to the span and #4 or #6 bars at 12" on center top perpendicular to the span, on 3"-deep, 18-or 20-gauge composite steel floor deck. The slabs will have total thicknesses of 5½", 7½", and 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 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 and has been 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 will supply emergency power to the life safety circuits that include fire alarm system, smoke exhaust and supply fans, 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. It will be main system for the Arena block complex and will control and monitor distributed subpanels located in each of the future 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, and new and/or refurbishment of support facilities and stairs along the affected platforms. Work also will 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 crane equipment is on site.

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

Excavation

The temporary earth ramp off Sixth Avenue for construction access has been removed.

Backfilling of foundation walls and the waterproofing operation are complete.

Foundation

Subgrade preparation, vapor barrier, rebars, and slab-on-grade are complete, including the foundation, and knee wall concrete.

Concrete

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

Concrete slab-on-metal deck from the Main Concourse Level to the Upper Concourse Level and Mechanical Mezzanine are complete. Slab-on-grade at the center court and lower bowl area is complete excluding the ice floor.

The truck elevator mat footing and "turntable" are complete with the slab concrete poured.

The bowl steps at the suites and precast stadia are complete.

Column encasements at the Event Level, Suite Levels, and Upper Concourse are poured.

Masonry

CMU blockwork is complete at the stair enclosures, elevator shafts, telecommunications closets from the Event Level through the Upper Concourse Level, and along the Event Level corridors.

Masonry walls at the trash/recycle area of the Event Level are complete CMU walls are well advanced at the loading dock areas, TV truck parking and marshalling space.

Elevator shaft masonry enclosures at the Lower and Upper Suite Levels and at the Upper Concourse Level are complete.

Structural Steel

Structural steel framing and metal decking have been completed to the Upper Concourse Level. The main truss section, T3 (north and south), for the roof assembly has been set into place, along with the center trusses, T1, and longitudinal truss sections, T2. The cantilevered steel support for the main entry canopy is installed at Quadrant E. The roof metal decking is complete including the tack welding. Catwalk steel and platforms are complete along with the roof steel operation with detailing complete.

The steel work at the temporary ramp on the Sixth Avenue side have been installed.

Spray-on Fireproofing

Spray-on fireproofing is complete from the Event Level to the Upper Concourse Level. The electrical, telecommunications rooms, and the elevator/stair shafts from the Event Level to the Upper Concourse are complete with the spray-on fireproofing.

Mechanical Level Areas A - D spray-on fireproofing is complete, with Area E complete, and the patching operation is well advanced.

Intumescent paint at the truss members is complete.

Miscellaneous Metals

Metal pan and concrete stairs 1D, 1E, 2C, 3F, 4A, 4C, 4D, 4E, and 4H have been installed, including handrails.

Overhead rolling gates are complete at the concession stands on the Main Concourse and at the Upper Concourse Levels.

Elevators/Escalators

Installation of Passenger Elevator 2 and Service Elevator 2 is complete, with Service Elevator 6 installed and approved for construction use.

Escalators 2 and 3, as well as the VIP access installation of the truss, rails, and equipment, are complete with Escalator 3 truss well advanced.

Precast Stadia

The precast stadia panel operation has been completed from the Concourse Level to the Upper Concourse Level. Precast panels have been installed at the lower bowl area. Epoxy and sealer application to the stadia is underway.

Precast stadia panels at the "construction ramp" area have been installed.

<u>Façade</u>

System Engineering and Design, Shop Drawings, and calculations have been completed by the Subcontractor (ASI). Coordination and detailing are ongoing between all Professionals of Record with the Subcontractor. A performance mock-up was constructed and the testing was observed by FCRC personnel at the laboratory in Florida with the results forthcoming. An additional mock-up has been installed adjacent to the Field Offices. Lighting strips have been placed within the mock-up.

Installation at the Concourse Level window wall system on Atlantic Avenue Sixth Avenue elevation, Flatbush Avenue and X-line elevation is complete with the canopy and halo remaining.

Carpentry

Drywall partitions with gypsum board are substantially complete at the Event, Main Concourse, and Lower and Upper Suite Levels, and proceeding at the Upper Concourse.

Finishes

Floor and wall tile placement is complete at the Nets camp area at the event level, the restrooms and the main concourse corridor walls. It is proceeding at the upper and lower suite areas.

The terrazzo flooring is in progress at the main and upper concourse areas.

Painting

Partition walls and frames are being prime painted at the Event Level back-of-house areas Main Concourse and at the conference rooms on the Lower and Upper Suite Level. Intumescent painting of structural steel members at the Event Level, Main Concourse, Upper Suite Levels - Areas D and E, and Truss T3 North and South.

Roofing

Base membrane roofing is complete at the upper arena roof. Insulation panels and main roofing membrane is underway. The low roof areas base membrane is substantially complete.

HVAC

The chilled water and heating hot water loops have been installed. The central heating plant has been installed and has supplied temporary heat. Installation of the three 800-ton centrifugal chillers is almost complete. Air handling units (AHUs) have been installed and are in various stages of completion. Two AHUs in Quads B and D were made operational during the past heating season. The HVAC pumps are completed and need to be tested. The heating and ventilating (H&V) units have been installed. Insulation is being installed on the ductwork in the Quad B mechanical room, and ductwork in the Quad D mechanical room has been smoke tested. Ductwork and variable-airvolume (VAV) boxes have been installed in the Bunker Suites, Lower Level Suites, and Upper Suites. Kitchen exhaust fans are installed on the Upper Concourse roof and main ductwork has also been installed. In the Upper Mechanical Room stair pressurization and smoke purge fans are installed, 90% of the ductwork is in, the Lab AHU is being piped up, the Quad A and B mechanical rooms are 90% completed, the Quad C mechanical room is 40% completed, and the Quad D mechanical room is 60% completed. The cooling tower, located on the lower roof, is almost 100% completed and will be started and tested within the next 2 weeks. The plate and frame heat exchanger for the towers has been installed. Two fans on this roof are in place and need to have the ductwork installed. In the Main Lobby ductwork is completed on one side and ductwork has also been installed in the kitchen.

The Ice Floor Central Refrigeration Plant has been installed as well as the piping in the arena floor.

Plumbing

The building domestic water piping is in as is the wood suction tank and four booster pumps. The gas-fired water heaters and storage tanks are in place. Gas piping and meters have been installed and testing of the piping for domestic hot water and concessions needs to be done once the sprinkler systems have been completed and tested. Other plumbing pumps have also been installed. The majority of fixtures have been installed in the commissary kitchen on the event Level. Plumbing has been completed for the Bunker Suites and Upper Suites. On the Main Concourse fixtures for the men's and women's restrooms have been installed and of the concession area plumbing has been completed. Waterless urinals will be used. Work in the Upper Concourse concession areas is in progress. Fixtures and gas piping of the Main Lobby kitchen is completed. The fuel tank for the emergency generator is in place and final connection of the piping needs to be completed. The fuel oil pumps are in the tank room and need to be installed, wired, and piped.

Electrical

The installation of the main electrical switchgear equipment is completed and the site is operating on permanent power. The emergency generator has been installed and wiring is being installed between the generator and electrical panels. Electrical work is has to be done for the Bunker Suites. Cable trays for communication wiring are in. The electrical closets are about 95% completed and about 75% of the telecommunication/data closets are done. Transfer from temporary power to permanent power is to be done over the next 4 weeks.

Fire Protection

The majority of the sprinkle/standpipe piping has been installed and is awaiting final testing. The sprinkler system for the main electrical room needs to be installed. The fire pump is in place and piping needs to be completed. Installation of the fire alarm system components is ongoing.

LEED Progress

Commissioning of equipment and systems commenced 3 weeks ago and the project is on target to obtain its LEED Silver certification according to Zafar Ahmed, Senior MEP Manager, for Lend Lease.

We found that the equipment installed are of good quality, and essentially as specified in the contract documents or as approved by the design engineer. The construction work has been performed in a good workmanlike manner.

Transit Connection

Demolition within the BMT line and at the IRT line has been complete.

Excavation of the proposed connection has been completed with the cross-bracing round columns removed.

Piles have been driven within the excavated areas. The test pile is complete with the results having been deemed successful and approved by the Engineer of Record.

Underpinning of the southbound IRT line has been completed with the shoring installed.

Waterproofing of the slab area has been completed.

Reinforcing of the grade beams has been completed.

The concrete pour of the mat foundation has been completed. The concrete pour for the south wall has been completed.

Structural steel framing has been completed with trusses and girders installed, with miscellaneous steel installed.

The concrete pours for the south vents and the north vent have been completed with reinforcing and concrete along Flatbush Avenue.

The concrete pour at the 1st floor (grade level) has been completed, along with the concrete pours at the BMT passageway walls.

The main entrance stair and the southbound passageway stair have been poured. The escalator's truss assembly has been set. The elevator guide rails and the working platform are installed. Switchgear, transformers, and motors for the escalators and elevator are set in place.

Painting and tile work at the IRT southbound scrubber room have been completed. Painting of the fare area ceiling and walls above the tile work are substantially complete. Tile work along the ramp to the westbound IRT and the main fare area is well advanced, with the BMT passageway underway.

Track and drainage piping installation is complete along with the plumbing disconnects and capoffs. Sanitary waste vent piping and waste piping supports are complete.

Electrical rough-in work within the existing IRT station is complete with transformers and panels set in place.

Communication conduit installation for connection to the Arena's fire alarm system is in progress.

Ejector pit work is complete, with the sump pump and connections installed.

SUSTAINABILITY

General - LEED Summary

We have received an updated LEED scorecard of credits being sought, dated June 3, 2011 (note that the previous scorecard reviewed was as of January 14, 2011).

The Arena is pursuing a LEED certification as its guide map to sustainability. Subsequent to our previous review, the Project continues to identify 34 points that are likely achievable, but 3 of these are listed as deferred. The number of additional, possible points has been reduced to 2 (from 6), both of which are in the energy and atmosphere category. There are still 5 other potential points that are listed as difficult, but could be sought if needed. A Silver rating would require 33 - 38 points, based on LEED NC v2.2, which the Project was filed under; a Silver rating appears possible at this point. It is noted that a Gold rating would require at least 39 points; this is no longer considered possible without 3 of the difficult credits (and the 3 deferred credits still being counted.)

Within the Sustainable Sites (SS) category, there are still 9 points that are being sought and 1 that is now deferred. The deferred credit 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, but is listed as "deferred until construction document review." Of the credits being sought, there are 4 items that have been documented: 1 that is considered to qualify and 4 additional items that are in progress. The point not indicated to be in progress, but considered to qualify, relates to typical light gray sidewalks satisfying the requirement for non-roof heat island effect reduction; however, the actual construction of the sidewalks is not imminent. Certain credits are inherent in the Project's design and location, and exemplary performance has now been documented for SS4.1 (alternative transportation - public transportation access).

The same 4 Water Efficiency (WE) credits are still being sought. Half have been documented and half are in progress. The water use reduction of 32% is still planned for the public area restrooms.

In the Energy and Atmosphere (EA) category, the energy model and refrigerant use prerequisites have been documented, and a commissioning agent is on board (First New York) to satisfy the last prerequisite. Of the 5 credits still being sought, 3 have been documented and 2, related to enhanced commissioning, and measurement and verification, remain to be documented. 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. This credit is 1 of the 5 listed as difficult.

No changes were noted for the 5 credits in the Materials and Resources (MR) section, but progress was noted with respect to recycling prerequisite, which has now been documented. There are still 2 additional pending credits: 1 possible relating to the use of (FSC) certified wood, and 1 difficult relating to reaching a 20% level of products purchased locally.

No significant changes were noted in the Indoor Environmental Quality (EQ) section with 6 credits still being sought along with 1 possible and 1 difficult additional credit. Progress was noted with the prerequisites and 2 credits now listed as documented. The difficult point related to outdoor air delivery monitoring is in progress with F&K determining if the requirement is met by the original design. The other possible credit still being carried 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).

For the Innovation in Design (ID) section, changes have occurred, but there are still 5 credits included generally for exemplary performance. As noted above, the public transportation access has been documented, and the point for having a LEED AP involved is likely. There are 3 credits for a green cleaning program, additional water savings, and the reduction in personal automobile use by using an online payment system.

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 30, 2009, and is presently reviewing the 100% CD 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:

- General Contractor's Application and Certificate for Payment 29 (Arena), for the period ending May 31, 2012
- 2. Architect's Certificate for Payment 22 (Transit Connection) (AIA Document G702 Application and Certificate for Payment), covering the period through May 31, 2012
- 3. Architect's Certificate for Payment 22 (Site Work and Transit Canopy) (AIA Document G702 Application and Certificate for Payment), covering the period through May 31, 2012
- 4. Developer's Requisition Summary 27 for May 2012

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, 2010 April 12, 2011
 - b. Soil Compaction Test Reports, dated June 21, 2010 February 2, 2011
 - c. Daily Field Reports, dated June 16, 2010 February 18, 2011
 - d. Concrete Plant Inspection Daily Reports, dated June 16, 2010 March 2, 2011
 - e. Structural Steel Field Inspection Reports, dated July 23, 2010 December 17, 2011
 - f. Wall Embed Installation Report, dated August 4 19, 2010
 - g. Soils Reports, dated July 6, 2010 February 28, 2011
 - 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, 2010 February 8, 2011
 - k. Structural Steel Shop Inspection Reports, dated July 1, 2010 January 20, 2012
 - 1. Ultrasonic Examination Field Reports, dated May 6, 2011 November 17, 2011
 - m. Concrete Inspection Daily Field Reports, dated March 1 27, 2011
 - n. Floor Flatness Report, dated February 23 March 12, 2012
 - o. Visual Weld Examination Reports, dated July 1, 2010 November 18, 2011
 - p. Magnetic Particle Test Reports, dated July 1, 2010 November 18, 2011
- 2. Cole Technologies Group Reports:
 - a. Concrete Inspection Report, dated March 9 January 3, 2012
 - b. Water Content Test Report, dated March 14 August 23, 2011
 - c. Anchor Bolt Pull Test Reports, dated June 2 7, 2011
 - d. Fireproofing Inspection Reports, dated June 27 February 27, 2012
 - e. Grout Testing Report, dated June 9 September 23 2011
 - f. Mortar Testing Report, dated June 10 October 1, 2011

- g. Masonry Prism Compressive Strength Reports, dated June 20 September 9, 2011
- h. Fireproofing Thickness of Material on Beam, dated July 11 December 21, 2011
- i. Field Welding Inspection Report, dated August 17 December 12, 2011
- j. Intumescent Fireproofing Coating Inspection Reports, dated July 11 July 20, 2011
- k. Firestopping Inspection Reports, dated July 11 December 12, 2011
- 1. Floor Flatness and Levelness Inspection Reports, dated February 10, 2012
- 3. Langan Engineering & Environmental Services:
 - a. Geotechnical Site Inspection Reports, dated October 4, 2010 March 9, 2012
 - b. Soil Reports, dated February 12 24, 2011
- 4. Israel Berger & Associates Reports:
 - a. Firestopping Inspection Reports, dated July 11 March 16, 2012

Deficiency Items

Reference is made to the Israel Berger and Assoc, Field Report, dated June 4, 2012, with regard to the building envelope, specifically to the curtain wall installation.

- 1. Weathered Panels pinched power cables at panel lighting
- 2. Wedged bolt in the lattice not sitting flush
- 3. Missing washer stacks/nuts in 3 locations at curtain wall panel
- 4. Panel Anchorage field modified fist installation with no detail in shop drawings
- 5. Damaged insulation/vapor barrier on curtain wall panels
- 6. Fastener is sheared off at the header of the panel
- 7. Aluminum Shear Block no detail is included in shop drawings
- 8. The split mullion joint is out of tolerance as per curtain wall specs
- 9. Misaligned junction between curtain wall panels
- 10. Defective installation on the southern split mullion of panel

All of the above conditions were discussed with ASI in the field. ASI continues to address all the deficiencies and perform the corrective work with the reinspections underway by Israel Berger & Associates. Submittal of subsequent reports indicating acceptance and sign-off of all corrective work will be made available next period.

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 29 (Arena) (AIA Document G702 Application and Certificate for Payment), covering the period through May 31, 2012
- 2. Architect's Certificate for Payment 22 (Transit Connection) (AIA Document G702 Application and Certificate for Payment), covering the period through May 31, 2012
- 3. Architect's Certificate for Payment 22 (Site Work and Transit Canopy) (AIA Document G702 Application and Certificate for Payment), covering the period through May 31, 2012
- 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.	320100234-01-EQ-FN	New Building, Construction Equipment, Fence Review for Zoning, New Building Construction	08/31/11	08/30/12
b.	320100234-01-FO	New Building, Foundation/Earthwork Review for Zoning, New Building Construction	08/31/11	08/30/12
c.	320100234-01-FO-EA	New Building, Earthwork Review for Zoning, New Building Construction	08/31/11	08/30/12
d.	320100234-01-NB	New Building, Review for Zoning, New Building Construction	01/13/12	09/01/12
e.	320100234-04-PL	New Building, Plumbing, Partial Underground Piping	07/13/11	07/12/12
f.	320135491-01-EQ-FN	Alt. Type 2, Construction Equipment, Fence, application filed for temporary fence around site per attached Plans	08/31/11	08/30/12
g.	320135493-01-EQ-FN	Alt. Type 2, Construction Equipment, Fence	08/31/11	08/30/12
h.	320140682-01-EW-OT	Alt. Type 2, Foundation, application	08/31/11	08/31/12

	<u>Permit</u>	<u>Description</u>	<u>Issued</u>	Expires
		filed for foundation work along Atlantic Ave. to facilitate installation of utilities in Atlantic Ave.		
i.	320140682-02-EW-OT	Alt. Type 2, Sheet/Shor/Brac, application filed for sheeting, shoring, and bracing, details in conjunction with support of excavation along Atlantic Ave.	08/31/11	08/30/12
j.	320145856-01-EQ-QT	Alt. Type 3, Construction Equipment, other installation of protection platforms	03/29/12	10/01/12
k.	320148782-01-EW-OT	Alt. Type 2, Sheet/Shor/Brac, application filed for work along Flatbush Ave. to facilitate the installation of the utilities in Flatbush Ave., no foundation work will be done under this application	08/31/11	08/30/12
1.	320251473-01-EQ-SH	Alt. Type 3, Construction Equipment, Sidewalk Shed, installation of heavy- duty sidewalk shed ~390' long per Plans in conjunction with NB construction (DOB 320100234)	08/31/11	08/30/12
m.	320298726-01-EQ-OT	Alt. Type 2, Construction Equipment, Other Installation Foundations/Tower, for shoring of crane to install long span Arena roof, foundations to remain after Towers dismantled, filed with NB construction (DOB 320100234)	08/31/11	08/30/12
n.	B328732	Electrical Work Permit Descriptions 1 and 6	06/30/10	06/30/13
0.	B337222	Temporary Light and Power	03/29/11	03/29/14
p.	TR-3	Concrete Design Mix, signed and sealed	02/22/10	-
q.	TR-3	Technical Report Concrete Mix	-	-

^{2.} Department of Transportation Permits, issued March 30, 2012, expiring June 30, 2012*

^{*} Renewal permits from the Department of Transportation are to be submitted next period.

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 amount of \$484,594,525 with the following:

- 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 Form 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

The lump sum 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, and work under this Agreement has been completed.

Subcontracts

According to Mr. Hamburg, the Hunt Construction subcontracts are now approximately 97% contracted and are within budget. No major overruns are currently being anticipated.

The following executed subcontracts have been made available to date:

		General Contractor's	Original Subcontract
Subcontractor	Trade Description	Original Budget	
Almar Plumbing	Plumbing	\$14,990,000	\$14,758,000
American Stair	Steel Stairs	2,012,464	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(2)	51,450,673
Banker Steel	Structural Precast	8,279,500	5,920,560 (1)
CCC Custom Corp.	Drywall	3,744,411	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	7,400,858
EJ/Ermco	Technology (Low Voltage)	19,774,766	19,774,766
E-J/ERMCO	Electrical	46,511,724	46,231,954
Globe Overhead Doors	O.H. Doors/Vertical Lift/Loading Dock	1,616,875	1,298,000
H-Mak	Food Service	9,506,903	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	27,828,914	27,500,000
Master Craft	Masonry	13,853,402	10,485,300
MFM Contracting	Utility Improvements	133,594	39,536
Otis Elevators	Elevator & Escalators	6,847,250	5,500,000
Staging Concepts	Ornamental Metal	3,179,484	3,232,367
United Hoisting	Fencing	1,339,494	470,900
United Hoisting	Fencing	735,921	776,220
Simples-Grinnell	Fire Protection	7,125,176	6,606,314
United Hoisting	Hoisting	In fencing	439,500
A&B Caulking	Caulking	1,727,000	925,000
ADT Security Services	Security Equipment	3,323,847	3,323,847
American Seating	Seating	7,143,123	6,791,239
Berlin Steel	Misc. Metals	In Stl. Steel	2,996,000
Island International	Spray-on Fireproofing	3,877,000	4,000,000
L&L Painting	Painting/Intumescent/Wallcovering	5,001,326	2,756,500
Specialty Flooring	Terrazzo	2,074,708	2,044,380
Wolkow Braker	Roofing	4,297,000	4,656,000
American Industries	Glass & Glazing	1,773,074	2,014,000
Jantile	Ceramic Tile	1,162,329	1,162,329
Miller Blaker	Millwork	2,213,675	2,213,675
J.R. Jones Fixture	Millwork	1,229,000	1,229,000
Port Morris	Ceramic Tile	2,490,000	2,490,000
T.J. Signs	Signage	\$ 1,150,000	\$ 1,150,000

Subcontractor	Trade Description	General Contractor's <u>Original Budget</u>	Original Subcontract <u>Amount</u>
Fowler Equipment	Laundry Equipment	20,900	55,320
Costal Tile and Marble	Ceramic Tile	1,995,000	1,995,000
Consolidated Carpet	Carpet	1,662,854	1,150,000
Nickerson Corp.	Theater & Stage Equipment	1,256,500	1,163,925
Met Sales	Toilet Accessories Incl.		548,870
Kay & Sons	Window Treatments	312,500	146,848
	Totals	\$372,782,535	\$359.042.887

- (1) Refer to Change Order 11
- (2) 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, e.g., 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 \$10,166,553.

Bonds

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

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

<u>SUBCONTRACTOR</u> <u>TRADE</u>

<u>Arena</u>

Security Equipment
Glass & Glazing
Arena Fixed and Retractable Seating
Exterior Façade
Structural Steel
Misc. Steel
Drywall
Ice Rink
Superstructure Concrete
Gypsum Board Assemblies
Metal Wall panels

<u>SUBCONTRACTOR</u> <u>TRADE</u>

Daktronics Scoreboard
E-J/ERMCO Electrical
Fine Group Painting
Coastal Tile & Marble Ceramic Tile
Consolidated Carpet Carpet, VCT

Global Overhead Doors

HMak

Island International Enterprises

LaQuila Group

Overhead Ceiling Doors

Food Service Equipment

Spray Fireproofing

Excavation, Foundations

LIF Industries

HM Doors, Frames, & Hardware

Mastercraft Masonry Masonry

MFM Contracting Utility Improvements

Otis Elevator Elevator

Simplex-Grinnel Fire Protection Systems

United Hoisting Fencing

Staging Concepts Ornamental Metal

Miller Blaker Millwork Wolkow Braker Roofing

JE Thompson & Co. Truck Elevators and Turntable

Almar Plumbing
ASM Mechanical
A&B Caulking
Plumbing
HVAC/BMS
Caulking

American Industries Glass and Glazing
Jan Tile Ceramic Tile

Nickerson Corp. Theater & Stage Equipment

Transit Connection

ASI Limited Transit Canopy

A. Russo Wrecking Inc. Carting

Atlantic Reinforcing Concrete Co., Inc.

CapCo Steel LLC

Citistructure

Rebar & Concrete

Structural Steel

Tiling

Colgate Scaffolding & Equipment Corp. Scaffolding Crescent Contracting Corp. Scaffolding Plumbing

Crescent Contracting Corp. Plumbing
CS Bridge Corp. Scaffolding
E.J. Electric Electrical

FCS Group LLC Lead Abatement & Painting

Ferreira Construction

Flowerworks Landscape Contractor

Hayward Baker, Inc.

Heights Elevator

Vents

Arborist

Piles

Elevator

H&F Restoration and Construction Inc.

J. Giarnella & Sons, Inc.

Concrete Cutters
Waterproofing

L.D. Flecken Miscellaneous Metals

Schindler Elevator Escalator Wrecking Corporation of America Demolition

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 480 - 533, amounting to \$2,835,132, were provided this period and are included in the following list of executed Change Orders, amounting to \$17,805,147, that have been made available to date:

<u>CO</u>	Amount	<u>Description</u>
1	\$ 0	Budget transfer from Division 17 (Technology) to 16 (Electrical) for low voltage scope of work.
2	(895,700)	OCIP Deduct - Banker Steel
3	0	Structural quantities matrix; credits site security credit
4	(1,770,921)	OCIP Deduct - Laquila
5	(220,000)	OCIP deduct - Almar Plumbing
6	57,316	Bus Ramp Design
7	(29,500)	Design Credit for wind and falling ice
8	2,928	Hockey Sightline Study
9	249,994	Updated Construction Fence from chain link to plywood
10	0	Fence around Lot 21 during demolition
11	0	Structural precast concrete award assigned to Banker Steel
12	506,780	Fence upgrades
13	0	Disposal of on-site contaminated excavated materials - \$7,746,950
14	(53,162)	OCIP Deduct - Otis Elevator
15	(1,066,100)	OCIP Deduct - ASI Ltd.
$16^{(1)}$	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

<u>CO</u>	Amount	Description
31	(692,721)	Deduct Food Carts from H Mak scope
32	29,243	Design Elevator Hoistway
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 ⁽²⁾	0	LaQuila Haz. Material Disposal August 10, 2010
59	13,691	Concourse Flooring Mock-ups
60	1 260 480	Exterior Façade Canopy Structural Steel
61	1,369,480	Structural Steel to Support Halo & Lwr. Band Credit for Deletion of Sauna TM Locker Room
62 62	(15,000)	Additional Fixed and COW G.C.s
64	1,307,330 0	Budget Transfer - Temp. Power for Field Operations
65	(5,240)	Reclass Demo Part of United Hoist OCIP to Arena
66	0	Repair of Pacific Street Water Main (Environmental)
67	0	Relocate and Modify Concrete Barrier and Fence
68	94,699	ASI multi CORs Drilling Holes for Light Fixtures
69	(44,773)	Additional Design Elimination of Bus Ramp
70	9,822	Additional Design Vertical Circulation Studies
71	6,034	OME Design Services Alt Sports Lighting
72	13,980	Design Services Relocate Gas Meter Room
73	313,695	Furnish and Install Additional WiFi Points
74	0	Additional PPE at Mobil Lot
75	\$ 0	Grid Line 1 footing Replacement Resolution
76	0	Concrete Cap at Mobil Lot/VOC Reduction
77	(450,000)	Master Craft OCIP Credit
78	0	Deduct Alt to Remove Security from SC-16A
79	0	Transfer COW GCs to Fixed GC Office Build-Out

<u>CO</u>	Amount	<u>Description</u>
80	0	Removal of Underground Oil Tank (Environmental)
81	(262,299)	Deletion of Hydroworx 2000 Pool
82	324,733	Excavate and Install SOE for Con Edison Vault
83	0	Trucking and Disposal of Contaminated Material (Environmental)
84	700,769	Foundation and Concrete Work for Network ad Con Edison Vaults
85	0	Mobil Lot Extraction Wells (Environmental)
86	257,891	CM of Admetco Weathing Steel Panel
87	0	FCRC Void Change Order
88	0	FCRC Void Change Order
89	(97,942)	CCC Custom Carpentry Deduct
90	0	VDC Support Shop Construction Services
91	9,477	Design Services Relocate Found Wall Grid R - T
92	0	Rebar Couplers at Perimeter Wall
93	(144,545)	Component Assembly Carpentry OCIP Deduct
94	(26,055)	Global Gates OCIP Deduct
95	9,196	Façade Mockup Laquila at Pacific Street
96	42,877	Over Excavation and addition Fill at Footings
97	11,569	Modify SOE for Sewer at Flatbush Avenue
98	41,463	OME to Sweet Shop/Frozen Custer
99	14,256	MEP Associated with Food Service
100	(366,224)	Deduct for Practice Court Flooring
101	0	Downtime for Drilling Equipment Budget Transfer
102	0	Switch Kitchen Steamers
103	220,389	Addition and Deletion of Food Service Equipment
104	11,633	Furnish & Install Jones Soda Equipment & Storage
105	0	Cut & Cap Water main on Pacific
106	0	Excavate & Foundation Bulletin 4
107	(51,975)	Removal of Unsuitable Soil Crane Pad
108	9,937	Modification to Stair Hand Rail
109	3,000	Additional Design Exterior Façade Mock-up
110	1,759,133	Arena Security to ADT
111	1,142,691	Alternate Exterior Design Review
112	21,488	Design Services Barclays Suite Modification
113	62,758	Design Services Beers of Brooklyn
114	27,426	Design Services LL Toilet Modification
115	0	Budget Transfer Relocate Signal
116	32,943	Additional Cost for Down Time Laquila Pile Rig
117	95,572	Over Excavate and Fill for Footings that Support Roof
118	104,123	B2 Structure Impacts and Modification at Con Ed Vault
119	0	Transport & Disposal of Hazardous Spoil
120	0	Budget Transference for Delta on Network Compartment and Con Ed Vault
121	0	Transfer from Signage to COW GC sign Mock-up Transfer form signage to ADI for Mock up
122 123	0 \$ 2,629	Transfer form signage to ADI for Mock-up
123 124	\$ 2,629 0	Electric work for mock-up at Pacific Street Furnish and install Food Service Equipment for Community
124	•	
123	1,811,316	Cost Differential to fire protection award to Grinnell
128	0	Budget Transfer Freight Elevator Sill

<u>CO</u>	Amount	<u>Description</u>
129	42,376	Budget Transfer Crane Pad Area E
130	12,440	Provide wood arm rest club seating
131	82,856	Provide taller seat backs club seating
132	40,239	Design modifications to team and family lounge
133	0	Transfer from ASI to Banker steel install façade concrete
134	0	Transfer for fence modification access to Con Edison
135	0	Budget Transfer from cont for fence, gate, and stone staging area
136	71,378	Arena lighting design exceeding goldstick basic design
137	18,739	Custom color finish rooftop fan
138	0	Foundation design change
139	4,384	Backfill material req. for demolition operations
140	0	Added sprinkler coverage area 50' of roof
141	0	Modification of SOE along Flatbush Avenue
142	0	Removal and disposal of demo debris fire house
143	0	Modification to east storm water tank
144	0	Modification to installed SOE Flatbush Avenue
145	0	Area C crane pad
146	0	Permit for temporary standpipe
147	0	Increase technology award
148	0	Transfer portion of fall protection to miscellaneous metal
149	0	Banker credit for master mechanical budget transfer
150	3,820,372	Lighting options façade mega panels
151	2,170,006	Add Alternate for Oculus 15 mm display
152	38,390	Additional foundation work façade canopy revised drawings
153	0	FCRC Void Change Order
154	0	FCRC Void Change Order
155	0	FCRC Void Change Order
156	0	FCRC Void Change Order
157	0	FCRC Void Change Order
158	0	FCRC Void Change Order
159	4,297,000	Roofing Award SC-20C Wilkow Braker
160	25,152	1 st floor mock-up fit out on Pacific Street
161	(1,587)	Transfer funds for safety net at openings
162	(534)	Transfer funds for additional stone shake out area
163	0	Transfer to provide temporary power by banker
164	(3,385)	Install overhead protection northeast side of Arena
165	(3,532)	Transfer for temporary stair tower Pacific Street gate
166	0	Budget transfer for drywall buy-out for painting
167	0	Transfer for Con Edison vault Doka form rental
168	0	Furnish and install connection points by ASI for signage
169	0	Transfer from Contingency to commercial laundry buy-out
170	0	Transfer for Commodore to add crane picks
171	0	Transfer for fire hose cabinet to stainless
172	26,841	Addition to plumbing for commissary per Bulleting 17
173	\$(123,000)	OCIP credit for Island International
174	0	Transfer for food service overrun on COR 89

<u>co</u>	Amount	<u>Description</u>
175	0	Transfer for revolving door at Team Store
176	0	Credit for design to metal stairs
177	(8,856,536)	Credit for Hunt OCIP
178	3,876	Add for wine cooler modification at Foxwood Bar
179	0	Transfer for deletion of GWB from Administration Office
180	(71,712)	Commodore GBA #3 OCIP deduct
181	(4,000)	Long island Fire Door OCIP deduct
182	0	Transfer for deletion of Hydro therapy pool
183	0	Transfer for design cost associated with drank tables/Suite
184	(700,000)	Credit for POS system
185	13,779	Design service to relocate press seating for premium courtside seating
186	0	Transfer for added camera and ADA platforms
187	12,759	Add to change Suite sinks
188	(16,458)	Daktronics OCIP credit
189	0	Transfer for scoreboard buy-out
190	(163,021)	American Stair OCIP deduct
191	0	Transfer for foundation modification
192	17,123	Knock-out panels on foundation wall for future tower
193	(305)	Transfer for infill of elevator pits
194	(468)	Transfer for snow removal
195	26,282	Add for electric upgrade Levy Server Room
196	41,820	Install speakers in Oculus
197	(1,155)	Transfer for concession stand lights
198	(1,042)	Transfer lighting in Players facilities
199	50,107	Add for switchboard modification from Transit facility
200	0	Transfer for Generator Horizontal Sound Silencer
201	(65,000)	Berlin Steel OCIP deduct
202	0	Transfer for Laquila overtime for steel erection
203	0	Heat trace underground grease piping
204	12,148	Exterior glazing modification
205	0	TA Emergency Hatch Platform
206	18,045	Flowable fill for non-bearing soil
207	0	Deduct alternate, eliminate gypsum board ceiling suites
208	0	Deduct alternate, eliminate all GBA in bunker suite
209	0	OME for material hoist footing relocation
210	47,914	Additional stone Area D crane pad
211	0	Excavation and found cost assoc. with 10/15/10 Drawing Review
212	0	Contingency transfer. to thicken slab-on-grade
213	0	Additional stone Area D steel laydown area
214	3,726	Relocation of casing and soldier pile sewer conflict
215	0	Transport and disposal of hazardous soils
216	38,562	Structured cabling with patch panels in lieu of cords
217	31,465	Additional façade lighting design services
218	0	CCC custom carpentry ERPLA deduct alternate
219	1,678,521	Add alternate for center hung size and disp. increase
220	710,815	Center hung display upgrades

<u>CO</u>	Amount	<u>Description</u>
221	\$ 492,112	Add alternate for Entry lobby shop concept 15 mm
222	4,262	Added knockout panel foundation wall B2
223	0	Cont. trsfr. add'l design relocate kitchen exhaust fan
224	0	Cont. trsfr. import stone temp. ramp Pacific Street
225	0	Cont. trsfr. Area D crane pad
226	0	Component Assem. System ERPLA deduct alternate
227	24,059	Waterproofing network compartment Con Ed
228	0	Contingency trsfr. Reinstall equalizer line
229	0	Contingency trsfr. east storm tank mod.
230	0	Temp. connection at disconnect catch basin
231	54,017	Increase for PR2 modify quantity of court side seat
232	0	Commodore DW package ERPLA deduct alternative
233	0	Excavation of trench for temp. electric
234	0	FCRC void Change Order
235	0	IGMP transfer Observation and coordination of concrete
236	0	IGMP transfer for temp. roof at boiler plant
237	(16,911)	OCIP deduct Jantile
238	(12,946)	OCIP credit consolidated carpet
239	(1,130)	OCIP credit met sales installation
240	(37,424)	OCIP deduct Port Morris Tile
241	(90,849)	OCIP deduct A&B Caulking Co.
242	(81,484)	OCIP deduct L&L Painting
243	0	IGMP transfer for scope rev. precast to 10/10 doc.
244	0	IGMP transfer for Almar clkamping devices equalizer line
245	0	IGMP transfer. Retention tank suction pumps spec
246	0	IGMP transfer To MFM concrete level pad
247	6,502	Furnish & Install Clean Out Covers Event Level
248	0	IGMP transfer to MFM add'l. Concrete Level Pad
249	145,943	Plumbing Associated with Con Ed Vault
250	(40,899)	Credit to reduce Subwoofers and Amplifiers
251	0	IGMP Budget transfer Relocate exhaust fans
252	(46,607)	OCIP Deduct Costal Tile
253	248,199	Add to furnish and install closets in all Lower and Upper Suites
254	0	iGMP Budget Transfer temporary enclosure - Quad C
255	0	Furnish, install, and remove material hoist - Atlantic Avenue
256	0	iGMP Budget Transfer relocate project hoist and LD platform
257	3,158	Add for terrazzo mock-up costs
258	240,466	Add for exterior façade interim quantity take-off
259	1,435,601	Add for epoxy coating on Upper and Lower Bowl precast
260	22,542	Add for residential appliance change per Owner
261	189,927	Add for concrete curbs in coordination with façade design
262	16,365	Additional design services associated with Con Edison Network Room
263	9,336	Design services for modification of exterior storefronts
264	60,165	Design portion of B2 structural impacts at Con Edison vault
265	0	iGMP Budget Transfer OT cost - 02.26.11 - 09.17.11
266	61,486	Add for Stellar Seatbacks on General and Club seating

<u>CO</u>	Amount	<u>Description</u>	
267	\$ 0	iGMP Budget Transfer CMU size in security room sft and lobby	
268	0	iGMP Budget Transfer additional 40' sliding gate at Atlantic Avenue	
269	0	iGMP Budget Transfer CMU wall modification in Dean Street lobby	
270	0	iGMP Budget Transfer CMU wall modification at truck elevator	
271	0	iGMP Budget Transfer CMU at truck elevator entrance wall	
272	0	iGMP Budget Transfer reconcile the PPE allow. Mobil lot	
273	67,256	Add for steel cost with B2 structural impacts and Con Edison vault	
274	0	iGMP Budget Transfer design additional build code and life safety	
275	0	iGMP Budget Transfer costs associated with Bull. 5	
276	10,685	Barclays Sponsorship mock-up modification	
277	0	iGMP Budget Transfer revisions to Atlantic Avenue gate	
278	0	iGMP Budget Transfer install and remove trash chute	
279	0	iGMP Budget Transfer detail and roll structural steel per Addendum 1	
280	0	iGMP Budget Transfer install curb to term pit waterproof	
281	0	iGMP Budget Transfer delete exterior stair nosings	
282	0	iGMP Budget Transfer install additional man gate	
283	(34,400)	OCIP deduct component assembly	
284	(38,383)	OCIP deduct specialty flooring	
285	(61,000)	OCIP deduct American Industries	
286	(7,481)	OCIP deduct JR Jones	
287	(17,240)	OCIP deduct Miller Blaker	
288	0	iGMP Budget Transfer EB evaluation early backfill	
289	0	iGMP Budget Transfer Add Alternate 5 banker Stl. 2nd coat paint roof	
290	0	iGMP Transfer Laq. Strategic OT for steel erection	
291	0	iGMP Budget Transfer Waterproofing 2 retention tanks	
292	0	iGMP Budget Transfer Fine Group for Fire Stand Pipe	
293	0	FCRC Void Change Order	
294	0	iGMP Budget Transfer reverse OCO 256 Hoist Relocation	
295	0	iGMP Budget Transfer to reverse OCO 255 Atlantic Avenue Hoist	
296	20,631	Change Logos at Club Seating	
297	0	iGMP Budget Transfer Logos in Upper Bowl General Seating	
298	26,773	Press Seating Modification	
299	25,895	Design of Vehicle Barrier Dean Street entrance	
300	34,799	Modification to SOE at Flatbush and Dean	
301	6,590	Additional design Modify Press Seating Section 115	
302	6,592	Additional design for Octagon Lighting Project Participate	
303	33,103	Add for Additional Design Toilet Fixtures	
304	0	iGMP Budget Transfer Banker Steel Claim Settlement	
305	7,404	Added Electrical for YES Network	
306	0	iGMP Transfer Modification to Fan Room CMU walls	
307	0	iGMP Budget Transfer CMU Wall Revs. ice Equipment Room	
308	0	iGMP Budget Transfer Revise M8 wall to MS8	
309	0	iGMP Budget Transfer CMU at Truck Elevator and Tumble	
310	(250,000)	Deduct for OCIP Credit per GMP2	
311	0	iGMP Budget Transfer Truck Elevator Entrance Head Dtl.	
312	78,517	Add for Additional Toilet Fixtures	
313	0	iGMP Budget Transfer for Overhead Protection	
314	450,000	Add for Arena Roof Snow Fence Steel	
315	\$(200,000)	Transfer for GMP2 Fixed GC's	

<u>co</u>	Amount	<u>Description</u>
316	0	iGMP Budget Transfer Material Hoist at Practice Court
317	0	iGMP Budget Transfer Loading Platform Truck Elevation
318	0	iGMP Budget Transfer Ramp at Area C Event Level
319	0	iGMP Budget Transfer Stone for Staging Lot
320	(26,000)	Reduction OCIP Credit for OCO 291
321	0	iGMP Transfer Mastercraft Masonry Credit Main and Upper Conc.
322	0	iGMP Transfer Global Credit for Delete Side Coil Grille
323	0	iGMP Transfer Various ASR Design Revisions
324	0	iGMP Transfer Interior Allowance Sweep
325	0	iGMP Budget Transfer Arch. Millwork Pck. 1 to JR Jones
326	32,948	Add for HVAC Rev to Toilet Rooms Evt. Main and Upper Conc.
327	0	iGMP Budget Transfer Modify Flatbush Ave. Gate
328	0	iGMP Budget Transfer Banker Steel Crane Down Time
329	309,894	Add for Halo Martrix per GMP2 neg.
330	0	iGMP Budget Transfer Stair Landing 4H to FE5 Elevation Room
331	0	Credit to Delete Gate to Demo site Lot 21
332	0	iGMP Budget Transfer Temp. Enclosure to CCC
333	0	iGMP Budget Transfer Temp. Enclosure Upper and Lower Suite
334	0	iGMP Budget Transfer Temp. Enclosure Quad C
335	0	iGMP Budget Transfer Practice Court Lighting
336	(17,724)	Deduct for JP Jones OCIP Credit Package 1 Millwork
337	0	iGMP Budget Transfer CCC Temporary Enclosures
338	3,954	Add for Middle Cup Holder Lower and Upper Suite Chairs
339	68,895	Add for Storm Retention Tank Suction Pump Mod.
340	0	iGMP Budget Transfer Banker Second Shift
341	0	iGMP Budget Transfer Stand by Cost Area C
342	0	iGMP Budget Transfer Stand by Cost Expedite Steel Fonda, CC
343	0	iGMP Budget Transfer MC for Winter Protection Masonry
344	0	iGMP Budget Transfer Install Transition Slab Ice Rink
245	0	iGMP Budget Transfer Railing Mod all 6 GBA Package 3
346	0	iGMP Budget Transfer Shop Light Rail Fixture Detail
347	0	iGMP Budget Transfer Bulletin 15 Construction Cost Transfer
348	0	iGMP Budget Transfer Bulletin 12
349	0	Add for VE of Consolidated Carpet Subtract Alt 14.22
350	0	iGMP Contingency Sweep PCO 675/COR 552R2
351	0	iGMP VE of Costal Tile Alt. 12
352	0	iGMP Budget Transfer Railing Mod. At Upper Suite
353	8,443	Add for Blackboxes with Pivots in PE 1 and 3
354	0	iGMP Budget Transfer Wall Revisions at Truck Elevator
355	0	iGMP Budget Transfer Install & Remove Temporary Scaffolding
356	0	iGMP Budget Transfer CMU Wall at EV LV Plan Room
357	0	iGMP Budget Transfer Lower CMU Wall at SE 6
358	0	iGMP Budget Transfer Drink Rail and Guard Rail Rev.
359	0	iGMP Budget Transfer Bulletin 17 Staging Concepts
360	0	iGMP Budget Transfer VE JR Jones Deduct Alt 5 - 7
361	0	iGMP Budget Transfer VE JR Jones Add Alt 5 – 7 and 8, 10, 11
362	0	iGMP Budget Transfer Change GRRC Columns
363	\$ 0	iGMP Budget Transfer Remove Riser Platform System at evt. M
364	410,093	Add for Scaffold to Install Sprinkler Halo Coverage

<u>CO</u>	Amount	<u>Description</u>
365	(7,718)	Deduct for American Seat Alt 4
366	0	iGMP Budget Transfer Mastercraft Winter Protect
367	0	iGMP Budget Transfer Bulletin 17 in GMP Pt 1
368	0	iGMP Budget Transfer Bulletin 17 Outside GMP Interiors
369	0	iGMP Bulletin 7 Construction Cost Within the GMP
370	1,147,262	Added Cooking to the Retail Spaces on Flatbush Avenue
371	0	iGMP Budget Transfer for Toilet Light Revisions
372	0	iGMP Budget Transfer for Catwalk Lighting Deduct
373	0	iGMP Budget Transfer for Interior Light Fixtures – Bulletin 17
374	0	iGMP Budget Transfer for Stair Lighting
375	0	iGMP Upper Concourse Concession Stands and Weather Steel Cladding
376	0	iGMP Terrazzo FI and Base in VIP Entry Lobby
377	0	iGMP Terrazzo FI and Base in Atlantic Avenue Lobby
378	0	iGMP Terrazzo FI and Base at Dean Street Lobby
379	0	iGMP Terrazzo FI and Base at Upper Concourse
380	59,256	Add to provide Glass Door at Spandrel Glass Locations
381	0	iGMP Spandrel Glass At. VIP Entry Lobby
382	0	iGMP Upgrades to Practice Court Glazing at VIP Lobby
383	0	iGMP Reschedule Cimco Refridge Package
384	16,951	Add Stair Hand Rails Network Compartments
385	0	iGMP Transfer Cimco OT in Area D
386	143,638	Add Conduit and Electrical Exterior Door Signage
387	18,054	Add for Remove and Replace Fence for Con Ed Sub
388	0	iGMP Transfer Replace Glass for Duct Relocations
389	8,952	Design add for add'l Workstations
390	4,847	Design Add for MDF Room Revisions
391	0	iGMP Transfer New Con Ed NPR Door and Hardware
392	0	iGMP Transfer Price Support Lighting in TV Room
393	0	iGMP Transfer Temporary Enclosure Upper and Lower Suites
394	2,572	Design Service Team Space Rendering Rev.
395	0	iGMP Transfer Master Mechanical credit from Laquila COW GC's
396	0	iGMP Transfer Replacement of Shaftwall at Truck Elevator
397	0	iGMP Transfer Material for Fence along Flatbush Ave.
398	0	iGMP Transfer Banker Steel CD Documents
399	43,500	Add to ASI to Provide Aluminum Exterior Doors
400	0	iGMP Transfer to Commodore Partition Changes
401	0	iGMP Transfer to Ellerbe ASR 67 Irene Preparation
402	65,127	Add to Latticework at Canopy - Swoosh
403	0	iGMP Transfer Wolko Split Slab Waterproofing
404	107,705	Add Additional Toilet Fixtures Main, Upper & Event Level
405	0	iGMP Transfer Shop Installed Façade Connections
406	0	iGMP Transfer Ellerbe 2 month Extension Struct. Obser.
407	0	iGMP Transfer Commodore Repair Damage Framing
408	123,372	Add Additional Toilet Fixtures Lower Suite Level
409	127,302	Add Maintenance Outlets per Bulletin 17
410	0	iGMP Transfer VE Miller Blaker Alts. 5, 6, 7, and 8
411	\$16,319	Add Custom Color Roof Membrane at Cooling Tower
412	56,866	Add Exterior Sponsorship Signage Modification
413	0	iGMP Transfer Revised Lighting & Switching and Circuiting

<u>co</u>	Amount	Description	
414	0	iGMP Transfer Added Pull Stations at Stairs on Event Level	
415	0	iGMP Transfer Drink Rail Modifications	
416	(28,553)	Credit Electrical Work Associated with Con Ed Vault	
417	(42,750)	Credit for Epoxy Coating on Lower and Upper Bowl L&L	
418	0	iGMP Transfer Unsuitable Bearing Soil	
419	0	iGMP Transfer Added Shaftwall CCC Custom Carpentry	
420	0	iGMP Transfer Laquila Bulletin 11	
421	0	iGMP Transfer Temporary Wall at Cooling Tower Roof	
422	4,788	Add Due to Unsuitable Sols at A-35 and B-35	
423	0	iGMP Transfer Material Hoist Footing	
424	0	iGMP Transfer Commodore Light Coves	
425	0	iGMP Transfer Laquila Incrs. Footing Size BSC-BS3, and 42C	
426	1,214	Add Additional Drink Tables for Barclays Suite	
427	54,031	Add Electrical Scope 44 Additional Telephones	
428	0	Budget Transfer Main Vom Video Wall Display	
429	19,913	Add Quad Outlets at Pizza Wayfinding Sign	
430	380,951	Add Upgrades to Cisco Stadium Vision IPTV	
431	0	iGMP Transfer Framing Repair Upper and Lower Suites	
432	0	iGMP Transfer Electrical Revs. In Conference Room Suite	
433	392,504	Add Electrical Scope Additional Wireless Access Points	
434 435	57821	Add Electrical Scope of Work Relocation of JBT-3E1 iGMP Transfer EJ to ASM Relocation of 8" Chilled Water Line	
435 436	0 769,196		
437	0	Add Installation Metal Stud Framing for Clam Shells iGMP Transfer Add Trench, Backfill, and Electrical Ductbank Encasement	
437	4,092	Provide Master Mech. and Mainc. Fomn June 11, 2010 to August 3, 2010	
439	69,572	Provide Master Mech. & Maintc. Fomn September 14, 2010 – October 31,	
737	07,372	2010	
440	24,108	Provide Master Mech. & Maintc. Fomn August 24, 2010 to September 2, 2010	
441	91,339	Provide Master Mech. and Maintc. Fomn December 28, 2010 to April 26, 2010	
442	52,885	Provide Master Mech. and Maintc. Formn May 18, 2011 to August 7, 2011	
443	42,165	Provide Master Mech. and Maintc. Formn November 14, 2010 to December 23, 2010	
444	0	iGMP Transfer Roof Signage Add Alt. 6	
445	3,182	Provide Master Mech. and Maintc. Fomn May 2, 2011 to May 14, 2011	
446	0	iGMP Transfer Commodore Slab Reinforcing and Club Revisions	
447	0	iGMP Transfer Commodore Bulletin 4 Superstructure Concrete	
448	16,951	Add Internal illumination of Barcladys Log	
449	0	iGMP Transfer Laquila Removal of Shoring Tower Base	
450	0	iGMP Transfer from EJ to Mastercraft Wall Penetrations	
451	0	iGMP Transfer American Stair add Landing at 2C	
452	2,686	Add for Design Services for General Seating	
453	55,285	Add Column Encasement due to Exterior Façade Canopy	
454	19,065	Add Design Services Suite Ceiling Modifications Per ASR 52	
455	\$13,314	Relocation of Unit Heater at Dean Street lobby	
456	21,715	Design Service Suite Lighting and MEP Modification ASR 78	
457	0	iGMP Transfer MRM Leveling Pad at Atlantic Ave.	
458	0	iGMP Transfer Ice Melt Pit Hatch Cover	

<u>CO</u>	Amount	<u>Description</u>		
459	0	iGMP Transfer Design Services for ASR 57		
460	7,193	Removal of 40' of 16' High Fence along Dean Street for POE 5		
461	0	iGMP Transfer Dean Street Lobby Smoke Evac .per Bulletins 29 and 30		
462	29,473	Add gas Venting of Pressure Regulators per NYS Code		
463	28,126	Added Security Cameras of Event and Main Concourse		
464	154,843	Add SMPETE Cabling and Mounted Rocks		
465	0	iGMP Transfer Commodore Bulletin 23		
466	323,046	Added Plumbing per Bulletin 7		
467	6,542	Added Concrete for "Plinth" at Pouch to Close Off Latt. Work		
468	52,761	Add Design Services for MEP for Retail Spaces		
469	3,518	Added Plumbing Costs per Bulletin 13		
470	18,817	Add Security Access Control to Door Hardware		
471	0	iGMP Transfer Relocation of Dean Street Security Check in Door		
472	0	iGMP Transfer EJ Settlement Undersigned Spaces		
473	0	iGMP Transfer Removal and Modification of Flatbush Ave. Fence		
474	0	iGMP Transfer Removal and Modification Flatbush Ave. Fence POE Gas		
475	0	iGMP Transfer EJ T-Chart Settlement		
476	33,125	Provide Master Mech. And Maintc. Fomn September 7, 2011 to		
477	41.000	November 15, 2011		
477	41,829	Add Faux Finish Column Cap Enclosure		
478	23,509	Column Mockup Signage and Wayfinding		
479	0	EJ Settlement within GMP PCO 2300		
480	(10.990)	iGMP Transfer Bunker Suite & VE & Interior Allowance Transfer		
481 482	(10,889) 10,351	Credit for EJ Settlement Increase GMP Items		
483	3,548	Atlantic Avenue Retail Interior Glazing Signage Light Box Mockup		
484	34,851	Added 4" Backsplash at Coat closets & Ref. Cabinets		
485	12,996	Additional Design Services for Revised Oculus Geometry		
486	4,530	Sponsorship Modifications to Mockup per Night Viewing		
487	0	ASR 51 Additional Design Services for Signage Ext. Doors		
488	0	Add Shoring Boxes for Roof Shoring Tower Footings		
489	Ö	DOB Violation 34799648Y Sidewalk Clearance at Flatbush		
490	Ö	Design Service for Tie-In of Existing LIRR Retaining Wall		
491	Ö	Modifications to Suite Restaurant Bar		
492	Ö	Added ASM Scope of Work per CD Docs, dated October 15, 2010		
493	230,297	Add Roof Drain Revisions per Bulletin 37		
494	0	iGMP Budget Transfer for Added Water Curtain at Concessions		
495	18,700	Added Transaction Drawers & Modify Ticket Window		
496	11,887	Add Standard Factory Black Color Fintub Enclosure		
497	400,623	Replenish Contingency Terrazzo Alternates		
498	18,347	Upgrades to Finishes at Stairs 1A – 1B per ASR 27		
499	0	Design Services Modify Footprint for Satellite Truck per ASR 49		
500	0	Beers of Brooklyn Space OME		
501	131,950	Epoxy Terrazzo Flooring & Base Main Concourse Vomitories		
502	\$18,528	ASR 44 Integration of Art & History Exhibits		
503	7,176	ASR 66 Occupancy Load Reassessment		
504	75,528	ASR 43 Customized Sponsorship Signage & Branding		
505	4,361	Painting Revisions to Home Campus & Locker Room		
506	19,192	ASR 62 Reporting Canopy Deflection		

<u>co</u>	Amount	<u>Description</u>	
507	(14,278)	Deduct Riser Platforms and Replace with Fixed Seating	
508	630,738	Delete Specialty Flooring & Replace with Port Morris	
509	3,117	ASR 46 Provide 19" TV's in Each Home Locker	
510	2,679	Add Touch Screen Controller for Truck Turntable	
511	0	Transfer from Contingency to Simplex for MDF Ceiling Revisions	
512	0	iGMP Budget Transfer for Reprographic Services	
513	0	iGMP Budget Transfer Video Replay and Production to Trades	
514	800,766	Add Video Replay/Production System	
515	0	Transfer from Banker to Ellerbe ASR 60 Halo Columns	
516	0	Transfer EJ Settlement Costs	
517	0	Transfer to Laquila Expedite Area C SOG	
518	0	Transfer Added Shaft Wall & Rated Ceilings in Area B and C	
519	0	Transfer Laquila to Replace Clogged P-Trap	
520	0	Transfer to EJ Modifications to GM & GM1 Fixtures	
521	0	Transfer to Laquila for Chopping Slab at Commissary Kitchen	
522	0	Transfer to Laquila to Remove Fill Material at West Loading Area	
523	0	Transfer to L&L for Temporary Enclosures at South & East Elevation	
524	10,227	Add ASR 94 Calvin Klein Lounge	
525	0	Transfer to Laquila to Modify Piers at Lower Bowl	
526	0	Transfer to United Hoisting to Reinstall Overhead Protection	
527	0	Transfer to Laquila to Backfill Behind 752 Pacific Street	
528	0	Transfer to Laquila to Provide Support Scaffold for West Tank	
529	0	Transfer to Laquila for Labor, Operator, & Loader for Bowl Clean Up	
530	0	Transfer to Laquila to Infill Column for Embed Connections	
531	397,931	Add Main Lobby & Jones Soda Revisions PR 18	
532	0	Transfer to Laquila Atlas Fence for Site Security Repairs at Vanderbilt &	
		Pacific	
533	<u>11,976</u>	Toilet Relocation for Mero PCO Store	
	\$17,805,147	Total	

⁽¹⁾ OCO 16 amounting to a credit of \$8,839,018 addresses the costs of the preconstruction services provided by Hunt Construction prior to the start of construction and has been deducted from the current Budget and total work-in-place.

⁽²⁾ CO 58 amounting to \$84,922 and CO 215 amounting to \$119,076 have been reallocated to the Environmental Budget.

Transit Connection

Change Order 30 - 37 amounting to \$1,044,651 was provided this period and are included the following list of executed Change Orders, amounting to \$6,965,968, which have been made available to date:

<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	
8	(13,500)	Backcharge - Redesign of the Pile Layout	
9	20,040	Change delineators and street cones on Flatbush Avenue	
10	27,511	Change delineators and street cones on Flatbush Avenue	
11	12,805	Form and pour concrete walkway and 2 pedestrian ramps	
12	4,279	Change delineators and street cones on Flatbush Avenue	
13	29,370	Rerouting of 4" NYCT (IRT) ejector line from Flatbush Avenue along Atlantic	
1.4	20.597	Avenue Flothych MPT and DOT sign installation during February 2011	
14 15	20,587	Flatbush MPT and DOT sign installation during February 2011	
13	30,101	Flatbush Avenue MPT and DOT sign replacement and DOT pavement markings for March 2011	
16	180,000	Additional subway repairs and IRT columns	
18	44,585	GFC elevator and escalator monitoring system	
19	47,434	Additional CMU infill of BMT Mezzanine	
20	175,000	Structural Steel Repairs - Vent D, IRT Track 4	
22	18,055	Prep for Department of Buildings	
23	238,448	Flatbush Avenue MPT – April 2011	
25	2,948,000	BMT Tunnel Steel and Concrete	
29	125,000	Signal and Lighting within BMT and IRT tunnels	
30	148,956	MPT Work November 2011 – March 2012	
31	140,000	Steel Repairs – Vent B&C	
32	145,000	Misc. Vent Repair Work	
33	30,295	Patch South Vent Walls & Vent Steel Bracing	
35	59,000	Concrete path above trains Structure for Water Main Work	
37	<u>521,400</u>	Civetta – EJ Electric Global CO Settlement	
	\$6,965,968	Total	

Change Order 17 amounting to \$965,000 for the canopy steel; Change Order 21 amounting to \$795,000 for the installation of bollards; Change Order 24 amounting to \$223,962 for paving plaza; Change Order 26 amounting to \$47,893 for the custom canopy sign; Change Order 27 amounting to \$781,500 for the canopy work; Change Order 28 amounting to \$448,000 for the canopy ceiling; Change Order 34 amounting to \$68,000 for "heat to cure SOF"; and Change Order 36 amounting to \$100,000 for "structural concrete slab" are being requisitioned as a separate Application and Certificate for Payment.

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 that result 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 June 18, 2012, amounts to \$2,338,575 for the Arena, \$250,000 for the Transit Connection, \$713,678 for Site Work \$0 for mitigation.

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

Additional costs for the upgrades directed by the Developer to the arena building include work associated with interior finishes, technological upgrade to equipment, the building façade and façade lighting.

The Developer's Total Hard Cost Design/Scope Contingency Reserve balance is as follows:

1. Design/Builder

a.	Change Order Increases (Excluding CCE)	\$36,200,000
b.	Change Order Savings	(18,800,000)
c.	GMP2 Change Orders Excluded from Change Order Log	2,700,00
d.	Interior Allowance Remain	(500,000)

Subtotal Design/Builder Items

\$19,600,000

2. Other Items

c. Testing/Controlled Inspection Subtotal Other Items	<u>500,000</u> \$17,900,000

3. Contingency Available

b. c.	Hard Cost Contingency Soft Cost Contingency Hard Cost Contingency Reserve Soft Cost Contingency Reserve	\$(14,500,000) (2,000,000) 3,000,000 2,000,000
٠.	Total Contingency Available	\$(11,500,000)
	Net Funding Required	\$26,000,000

The Developer will be contributing the amount of \$26,000,000 to cover costs associated with all additional work for the arena. The Developer will also be contributing the amount of \$4,000,000 to cover costs associated with all additional work related to the Transit Improvement for a total contribution of \$30,000,000.

SECTION VIII - REQUISITION REVIEW

Summary of Hunt GMP Costs

<u>Arena</u>

The following summary is based upon the General Contractor's Application and Certificate for Payment 29, covering the period through May 31, 2012:

Original Contract (Design/Build with GMP) Adjustments (Less CCE per OCO 16) Adjustments (C.O.s 1 - 533)		\$484,594,525 (8,839,018) 17,805,147
Revised Contract Budget		\$493,560,654
Work Previously Completed Work Completed This Period	69.4% 5.0%	\$342,509,461
Total Work Completed To Date Off-Site Stored Materials (Closing Inventory)	74.4% 4.1%	\$367,288,099
Total Work Completed and Stored To Date Less Retainage	78.5%	\$387,403,213 (17,917,929)
Total Completed and Stored Less Retainage Less Previous Payments		\$369,485,284 (344,090,545)
Current Payment Due and Recommended by Merritt & I	\$ 25,394,739*	
Balance to Complete based on Current Contract Value o	f \$493,560,654	\$106,157,441

^{*} Current Payment Due includes Hard Costs, \$22,924,968, GC/CM Fee, \$2,150,505, and associated A/E Soft Costs, \$319,266.

In our opinion, the remaining Contract Value funds of \$106,157,441 (net of Retainage), together with the remaining Developer's Arena Design/Scope Contingency, will be sufficient to complete the work as it was originally defined.

Developer-initiated changes to the arena, particularly upgrades to interior finishes, technological upgrades to equipment, building façade and lighting will exceed the remaining available Contingency.

Therefore, the Developer will be contributing the amount of \$26,000,000 to cover the additional costs.

See Developer's Hard Cost Contingency Reserve for a breakdown of all additional costs.

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 costs are 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 monthly as costs incurred.
- 5. An Imprest Account amounting to \$3,000,000 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 backup documentation was made available for our review. No modifications were made to the requested percentages submitted at the time of our site visit.
- 8. The GMP budget 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 22, covering the period through May 31, 2012:

Original Contract (Lump Sum) Adjustment (FC-001- 020, 22, 23, 25, 29, 33, 35, and 37)		\$50,581,000 <u>6,965,968</u>
Current Revised Budget		\$57,546,968
Work Previously Completed Work Completed This Period	89.8% 3.6%	\$51,654,748 2,048,918
Total Work Completed To Date Off-Site Stored Materials	93.3%	\$53,703,666 0
Total Work Completed and Stored To Date Less Retainage	93.3%	\$53,703,666 (2,795,265)*
Total Completed and Stored Less Retainage Less Previous Payments		\$50,908,401 (48,911,715)
Current Payment Due and Recommended by Merritt & Harris,	Inc.	\$ 1,996,686
Balance to Completed based on Current Contract Value of \$57 (Net of Retainage)	7,546,968	\$ 3,843,302

^{*} Retainage reduction to 2½% has been requested by the Laquila Group. Since their contract work is substantially completed, we have no objection to this request.

In our opinion, the remaining Contract Value funds of \$3,843,302, 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 \$20,115,114, represents the current closing inventory:

<u>Subcontractor</u>	Amount <u>Added</u>	Closing <u>Amount</u>
Bankers Steel Co.	\$ 0	\$75,000
Berline Steel	0	10,648
Staging Concepts	0	150,503
JR Jones	588,420	1,103,563
Miller Blaker	393,171	1,335,910
ASI Limited	217,240	2,202,182
Globe Gates	15,000	15,000
American Industries	457,569	772,569
Component Assembly	0	150,937
Jantile Inc.	0	43,069
Coastal Tile & Marble	0	100,950
Port Morris Tile	0	583,091
Consolidated Carpet	0	200,000
TJ Signs	102,500	634,336
Nickerson Corp.	0	45,318
H-Mak, Inc.	332,027	3,341,720
American Seat	524,113	1,788,091
Daktronics	191,500	3,681,630
Otis Elevators	0	389,850
ASM Mechanical	0	158,532
EJ/ERMCO JV	0	<u>3,332,215</u>
Totals	\$2,821,540	\$20,115,114

Of the closing inventory amounting to \$20,115,114, the new value of off-site stored materials added this period is \$2,821,540.

Transit Connection

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

Complete backup documentation will be made available for all 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:

Description	Previous <u>Budget</u>	Current <u>Budget</u>	Previously Completed	Current <u>Request</u>	Total <u>Completed</u>	% Complete	Remaining <u>Balance</u>	Retainage
Arena	\$509,256,625	\$523,956,625	\$365,013,530	\$25,133,055 *	\$390,146,585	74.5	\$133,810,040	\$19,064,058
Transit Connection	69,925,402	69,925,402	54,932,956	2,348,503	57,281,459	81.9	12,643,943	2,798,355
Arena Site Work	19,793,349	19,393,349	5,903,271	1,165,807	7,069,078	36.5	12,324,272	469,998
Arena Mitigation	4,010,886	4,010,886	1,263,160	141,048	1,404,208	35.0	2,606,678	100,755
Totals	\$602,986,262	\$617,286,262	\$427,112,917	\$28,788,413	\$455,901,3309	73.9	\$161,384,933	\$22,433,166

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

The \$28,788,413 being requested for these line items under the Requisition, covering May 2012, was reviewed by our office and found to be reasonable.

Soft Costs

<u>Description</u>	Previous <u>Budget</u>	Curren <u>t</u> <u>Budget</u>	Total <u>Completed</u>	Amount <u>Due</u>	Remaining <u>Balance</u>	% Complete
Architecture and Engineering	\$107,725,696	\$108,725,696	\$107,460,394	\$(232,935)	\$ 1,265,302	98.8
Legal	2,328,180	2,328,180	1,184,853	0	1,143,327	50.9
Development Costs	45,000,000	45,000,000	44,949,780	1,010,000	50,220	99.9
Project Expenses/Marketing	28,215,305	28,265,305	24,729,589	370,086	3,535,716	87.5
Insurance/Commissioning	6,581,225	6,531,225	4,278,245	10,139	2,252,980	65.5
Development Contingency	2,000,000	2,000,000	0	0	<u>2,000,000</u>	0.0
Totals	\$191,850,406	\$192,850,406	\$182,602,861	\$1,157,290	\$10,247,545	94.7
Current Revised Budget					\$192,850,406	
Total Amount Incurred to Date 94.7%					\$182,602,861	
Current Payment Due and Recommended by Merritt & Harris, Inc.					\$ 1,157,290	
Balance Amount based on Budget of \$192,850,406					\$ 10,247,546	

Soft Cost Items

<u>Description</u>	Previous <u>Budget</u>	Current <u>Budget</u>	Previously Completed	Current Request	Total <u>Completed</u>	% Complete	Remaining Balance
Arena	\$196,316,469	\$181,616,469	\$171,067,351	\$1,017,747	\$172,085,098	94.8	\$9,531,371
Transit Connection	6,043,349	6,043,349	5,666,732	39,910	5,706,643	94.4	336,707
Arena Site Work	4,134,332	4,534,332	4,089,616	92,133	4,181,750	92.2	352,582
Arena Mitigation	656,256	656,256	621,870	7,500	629,370	95.9	26,886
Totals	\$207,150,406	\$192,850,406	\$181,445,569	\$1,157,290	\$182,602,8610	94.7	\$10,247,546

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

<u>Description</u>	Budget	Previously Completed	Current <u>Request</u>	Total <u>Completed</u>	% Complete	Remaining <u>Balance</u>
Accounts Payable (AP) Financing	\$ 4,950,367 ⁽¹⁾ 29,715,483 ⁽²⁾	\$ 4,684,606 29,710,630	\$ 0 0	\$ 4,684,606 29,710,630	94.6 99.9	\$265,761 4,853
Totals	\$34,665,850	\$34,395,236	\$ 0	\$34,395,236	99.2	\$270,614

⁽¹⁾ Costs incurred prior to closing

Summaries of Recommended Payment Due

<u>Description</u>	Amount
Hard Costs - Arena	\$ 25,133,055.48
Hard Costs - Transit Connection	2,348,502.80
Hard Cost - Site Work	1,165,806.32
Hard Costs - Mitigation	141,048.11
Soft Costs	1,157,290.43
Accounts Payable (AP)	0.00
Financing	0.00
Total	\$29,945,703.14

SECTION IX - LIEN WAIVERS

The General Contractor's (Arena) Lien Waiver, dated May 31, 2012, amounting to \$344,090,544.99, including the current payment of \$25,394,739.21, 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 29, covering the period through May 31, 2012.

The General Contractor's (Transit Connection) Lien Waiver, dated June 5, 2012, amounting to \$48,911,716, including the current payment of \$1,996,686 for the period ending May 31, 2012, was made available.

The General Contractor's (Transit Canopy/Site Work) Lien Waiver, dated June 19, 2012, amounting to \$1,897,795.80, including the current payment of \$370,598 for the period ending May 31, 2012, was made available.

⁽²⁾ Costs of financing

The following Subcontractors' Lien Waivers have been made available to date:

Arena

Subcontractor	Cumulative Amount Paid	Period Ending
American Seating	\$ 1,594,859	03/31/12
American Stair	1,909,710	03/31/12
ASI Limited	21,344,072	02/29/12
ASM Mechanical	34,569,775	03/31/12
Almar Plumbing	12,117,383	03/31/12
Banker Steel	63,744,944	03/31/12
CCC Custom Carpentry	3,581,556	03/31/12
Daktronics	5,530,412	03/31/12
E-J/ERMCO	47,503,371	03/31/12
H-Mak	6,217,569	03/31/12
Hydro Work Int'l	67,681	10/31/11
Berlin Steel	2,525,385	03/31/12
A&B Caulking	601,442	03/31/12
L&L Painting	1,531,059	03/31/12
LaQuila Group	26,882,049	03/31/12
LaQuila Group - Environmental	8,640,548	09/30/11
United Hoisting - Arena	1,426,642	11/30/11
United Hoisting – Material Hoist	505,221	03/31/12
MFM Contracting	137,529	10/31/11
Commodore Construction - Concrete	9,049,673	03/31/12
Staging Concepts	820,327	03/31/12
Cimco Refrigeration	1,110,971	03/31/12
Otis Elevator	4,324,066	03/31/12
Grinnell-Simplex	5,847,974	03/31/12
Commodore Construction - Drywall	2,837,657	04/30/12
Mastercraft Masonry	6,203,768	03/31/12
LIF Industries	451,168	03/31/12
Globe Gates	726,682	02/29/12
Island International Ent.	3,362,127	03/31/12
Component Assembly	3,097,034	03/31/12
ADT	1,108,660	03/31/12
J.R. Jones Fixtures	821,322	03/31/12
Miller Blaker	1,036,868	03/31/12
Wolkow Braker	1,887,301	03/31/12
American Industries	507,690	02/29/12
T.J. Signs	914,594	03/31/12
Fine Group	3,270	11/30/11
JE Thompson	443,050	03/31/12
P.C. Richard	\$ 17,512	03/31/12

Subcontractor	Cumulative <u>Amount Paid</u>	Period Ending
Nickerson Corp.	55,146	03/31/12
United Hoisting – Arena	1,381,042	03/31/12
United Hoisting – Demo	216,862	02/29/12
Consolidated Carpet	259,065	03/31/12
Coastal Tile & Marble	706,138	03/31/12
Fowler Equipment	51,240	02/29/12
Jantile	441,214	04/30/12
Port Morris	1,483,929	03/31/12
Total Arena	\$289,597,557	

As of the current Application and Certificate for Payment 29 (Arena), the amount previously funded to the General Contractor totals \$344,090,545. 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 latest Executive Level Summary AS 23, dated January 11, 2012 (Data Date), indicates substantial completion of the Arena to be attained by September 5, 2012, and the Site Work will be substantially completed in concurrence with the Arena.

Punch list work and Subcontractor close-outs will extend the construction term to a final completion date of June 30, 2013.

The following Schedule indicates the latest important milestones:

Arena

Construction Phase	Early Start	Early Finish
Foundations and Footings	06/07/10	06/03/11
Slab-on-Grade	04/15/11	11/29/11
Structural Steel (excluding Catwalk)	11/23/10	10/17/11
Concrete on Metal Deck	02/28/11	11/01/11
Structural Precast	04/26/11	11/09/11
Metal Stairs	02/15/11	10/24/11
Interior Masonry Partitions	06/09/11	04/15/12
Interior Finishes	10/05/11	08/14/12
Fireproofing	05/16/11	01/27/12
MEP OVHD Rough-In	10/19/11	04/16/12
Vertical Transportation	04/07/11	06/01/12
Roof Steel	06/20/11	09/21/11
High Roof	08/16/11	02/06/12
Metal Deck Roofing	10/10/11	03/14/12
Exterior Skin	08/04/11	05/23/12
Con Edison Permanent Power Available	12/01/11	-
Phase 5 Structural Precast Lower Bowl	02/14/12	03/06/12
Seating	02/07/12	07/23/12
Scoring and Video Board Systems	03/06/12	07/18/12
AV, Broadcast, and Network Systems	01/20/12	08/08/12
Ice Rinks Systems	03/16/12	06/18/12
Substantial Completion	-	09/05/12
Site Work	03/22/12	09/05/12
First Entertainment Venue (Jay-Z Concert)	-	09/28/12
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.

The GMP provides for an early completion bonus, which under Schedule AS 23, would be earned with completion in July 2012. The following criteria would need 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

GMP2 Modification

The GMP2 modification, dated March 9, 2012 constitutes a modification of the contract documents and establishes a new substantial completion date, incorporates all design changes to date into the GMP documents, and resolves all issues between the Developer and the Design/Builder for adjustments to the GMP and arena schedule and constitutes full and final compensation for the following:

- 1. Change Orders approved by the Developer as of the date of the modification.
- 2. Work included in PCOs, Developer Change Directives and Developer Directives issued as of the date of the modification that have not been executed as approved Change Orders on the list indicated on the attached Exhibit 1, which are not included within the GMP value. Such costs will be negotiated by the Design/Builder but will not exceed the sum indicated in Exhibit 1.
- 3. Adjustments to the GMP or the arena schedule for costs that were made in written notices issued by the Design/Builder to the Developer as of the date the modification identified in the attached Exhibit 2, and are fully inclusive of all adjustments to the GMP or the arena schedule.
- 4. Interior design and other changes to the arena design documents made by the Design/Builder as requested by the Developer as of the date of this modification not included in the items identified in the attached Exhibit 3.
- 5. PCOs numbered 2261 or higher are not included.
- 6. Revised arena scheduled inclusive of all delays resulting from Change Order work, and other changes covered by the modification to currently show a substantial completion date of September 5, 2012.
- 7. Senior management representatives from the Developer and the design/builder in May 2012, and agreed to the shared savings provision of the contract.

Additional costs for the upgrades directed by the Developer to the arena building include work associated with interior finishes, technological upgrade to equipment, the building façade and façade lighting.

1. Design/Builder

	e. f. g. h.	Change Order Increases (Excluding CCE) Change Order Savings GMP2 Change Orders Excluded from Change Order Log Interior Allowance Remain	\$36,200,000 (18,800,000) 2,700,00 (500,000)
		Subtotal Design/Builder Items	\$19,600,000
2.	Ot	her Items	
	d. e. f.	Insurance Transit Enforcement Agents Testing/Controlled Inspection	\$14,700,000 2,700,000 500,000
		Subtotal Other Items	\$17,900,000
		Total Budget Increases	\$37,500,000
3.	Co	ntingency Available	
	e. f. g. h.	Hard Cost Contingency Soft Cost Contingency Hard Cost Contingency Reserve Soft Cost Contingency Reserve	\$(14,500,000) (2,000,000) 3,000,000 2,000,000
		Total Contingency Available	\$(11,500,000)
		Net Funding Required	\$26,000,000

The Developer will be contributing the amount of \$26,000,000 to cover costs associated with all additional work for the arena. The Developer will also be contributing the amount of \$4,000,000 to cover costs associated with all additional work related to the Transit Improvement for a total contribution of \$30,000,000.

The original Atlantic Yard and Mass Transit Improvement Construction Schedule, dated January 17, 2011, was provided for our review. The latest Schedule prepared by John Civetta & Sons, Inc., dated April 20, 2012, which includes completion of the canopy, indicates mobilization of the Project began on August 2, 2010, with completion scheduled for July 14, 2012.

The milestone dates for the transit connection including the canopy work based on the latest updated construction schedule dated April 20, 2012, are noted:

BMT Control Area Fit-Out		
Street Level Structure	02/14/12	04/11/12
Canopy Fit-Out	01/21/12	07/13/12
Elevator	01/26/12	06/15/12
Elevator Machine Room	01/30/12	03/28/12
Escalators	09/19/11	06/22/12
Grand Stair Finishes	06/15/12	07/13/12
Back-of-House Areas	03/22/12	04/30/12
Electric Distribution Room	01/05/12	04/25/12
Electric Panel Room	01/12/12	05/07/12
Room 324	03/12/12	04/12/12
Fire Smoke Doors	03/12/12	05/24/12
Fare Control Area	01/31/12	04/04/12
Fare Control Equipment	05/02/12	05/23/12
• •		
IRT NB & SB Ramp Fit Out		
IRT North Bound Ramp Finishes	12/01/11	04/26/12
IRT South Bound Ramp Finishes	12/01/11	04/26/12
Existing IRT Stair Reconstruction		
Southbound IRT Stair Work	02/13/12	05/04/12
New Tunnel Lighting Room	02/01/12	02/07/12
Scrubber Room 312	02/17/12	02/20/12
Existing Scrubber Room @ IRT Platform	02/27/12	03/16/12
Center Platform IRT Stair	03/22/12	04/12/12
IRT Sub-Passageway	02/01/12	04/10/12
BMT Passageway	00/40/40	0.4/20/4.2
BMT Passageway Stair Way	02/18/12	04/20/12
Misc. Structural Work	01/12/12	03/02/12
BMT Passageway Finishes	03/22/12	05/01/12
Arena Electrical Service	03/15/12	04/07/12
Arena Emergency Power	03/13/12	06/14/12
Low Voltage Utilities (by Arena Team)		06/01/12
Commissioning from TA Station	04/23/12	07/01/12
Commissioning from Arena Systems	06/15/12	07/01/12
Commissioning from Archa Systems	00/13/12	07/01/12

Project Completion (Base Scope of Work)		
Beneficial Use		07/01/12
Substantial Completion	03/22/12	05/30/12
Final Completion	05/31/12	07/14/12
Punch List	03/22/12	07/14/12
Project Completion (Canopy Add 3)		
Complete Canopy & Main Stair Work		07/14/12

The original construction term of 20 months (August 2, 2010 - April 2, 2012) was reasonable, but due to early delays, the Construction Schedule had slipped by approximately 4½ months. We feel that a mid-August 2012 completion date is more realistic.

Note that the Transit Connection is scheduled to open in conjunction with the Arena; therefore, the slippage will have no impact on the overall project schedule.

Manpower

According to the General Contractor and the Manpower Log, 550 persons have been on the job for the Arena and 48 persons for the Transit Connection this month. The increase in manpower for the arena is attributed to the roofing, carpentry, and finish trades. The Transit Connection is substantially complete with the interior work while the finish materials and canopy work is ongoing. Daily Manpower Logs, in chronological order, are being made available at the job site and will be reviewed periodically by our office.

Approximately 16.3% and 6.3% of the contract values on the project are attributed to MBE and WBE companies, respectively.

Construction Progress Chart

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

Note the Arena is slightly ahead of schedule, while the Transit Connection is currently 4½ months behind its original schedule.

Work Anticipated for the Next Period

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

Arena

- 1. Foundations
 - a. Slab-on-grade will be poured at the construction ramp area
- Slab-on-Metal Deck
 - a. Infill slabs and concrete at Area C will be complete
- 3. Masonry walls at vomitories on the Plaza Level will be complete
- 4. Structural Steel
 - a. Structural Steel framing at oculus will be complete
 - b. Punch list work will continue
- 5. Insulation and finish membrane layer on the main roof will be in progress
- 6. Spray-on Fireproofing
 - a. Patching will continue
- 7. Carpentry
 - a. Gypsum board, taping, and spackle operation will continue
 - b. Suspended ceiling system will be complete throughout the suites
 - c. Soffits and bulkhead framing and gypsum board installation will be complete
 - d. Temporary protection at the lobby, main, and upper concourse areas will be maintained
 - e. Plywood panels will continue at the vomitory entrances and concession storefronts on the main concourse, with finish panels to continue.

8. Finishes

- a. Prime painting at partition walls and door frames will continue
- b. Epoxy and sealer application at the concrete stadia will continue
- c. Tile work will continue at bathrooms corridor walls and start at concession areas
- d. Terrazzo flooring will continue at the Main and Upper Concourse areas
- 9. Concession Equipment
 - a. Equipment will continue installation

10. Preweathered Lattice Panels

a. Preweathered Lattice Panel will continue at the loading dock area

11. Fire Protection

- a. Pressure testing of branchwork will continue
- b. Branchwork piping will be complete at the seating area of the and upper concourse level

12. Plumbing

- a. Club kitchen, pantry rough-in, gas piping, and water piping will continue
- b. Piping insulation will continue
- c. Bathroom rough-in will continue
- d. Storm and sanitary piping will continue
- e. Connections at equipment will continue
- f. Domestic hot water circulator, sewage ejector pumps, elevator and turntable sump pumps, grease traps and water filtration system will be complete

13. Electrical

- a. Overhead conduit rough-in will continue
- b. Low voltage wiring will continue
- c. Rough-in at Lower/Upper Level Suites, and Upper Concourse will continue
- d. Fire alarm conduit rough-in will continue

14. HVAC

- a. Fuel oil piping and heat tracing system installation will continue
- b. Galvanized and black iron ductwork will continue
- c. Duct insulation will continue
- d. BMS controls will continue
- e. Firestopping at piping and sheetmetal penetrations will continue

Transit Connection

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

1. Site Work

- a. Curbing and light poles will be installed along Flatbush Avenue
- b. Concrete benches at the Atlantic Avenue and Flatbush Avenue intersection will continue

2. Transit Connection

- a. Tile work will continue at the walls and floors
- b. MEP will continue
- c. Elevator and escalator start-ups and inspections will be complete
- d. Ceiling framing at the entrance will continue
- e. Canopy framing will continue
- f. Staircases to the BMT platform level will be complete

In our opinion, the preceding projections, as stated by Messrs. Hamburg and Lowe, 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 27 (Arena), covering May 2012
- 3. General Contractor's Application and Certificate for Payment 29 (Arena), covering the period through May 31, 2012
- 4. General Contractor's Application and Certificate for Payment 22 (Transit Connection), covering the period through May 31, 2012
- 5. General Contractor's Application and Certificate for Payment 22 (Transit Canopy/Site Work), covering the period through May 31, 2012
- 6. Developer's Requisition for Payment (Arena)
- 7. Change Order Summary and Change Orders
- 8. Off-Site Stored Material Summary
- 9. Construction Progress Chart, prepared by Merritt & Harris, Inc. (Arena)
- 10. Construction Progress Chart, prepared by Merritt & Harris, Inc. (Transit Connection)
- 11. Progress Photographs (Arena)
- 12. Progress Photographs (Transit Connection)

EXHIBIT A BARCLAYS ARENA REQUISITION # 27 SUMMARY Not 2012 Billing

(F)+(0+E)

(G) = (G-F)

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		Gigns	Resigni	Revised	Promotory	Convert	Twisi Expension	Acesting :
		Swight	Respons:	Фиорог	Seprend	Regulation	so date	Metanco
1	Site Acoustilion Costs:	124,125,125		184,125,125	194,125,125	53	194,125,125	(6
	Hiral Girdai							
	Tredox GC / CM Fee	491,394,918	35,665,715	527,080,992	360,483,666	76,368,241	387,841,807	144,238,888
:	GIP Cortegoray	60,694,032	6,301,704	67,065,738	54,147,168	2,342,061	56,489,220	10,280,510
- 7	Hard Add / Allemate Allowence for Sile Plays, & PFSE		- 6	ě	100	20	4	3.4
	Preconstruction Estimating Services	11,330,805	(280,314)	\$1,907,496	10,089,093	28	10,000,003	318,400
	Permits, Bonds	2,301,494	4900.000	1,801,464	1,210,348	25,260	1,236,629	965,855
100	Owners Tasking/Survey	1,540,908	3,629,664	5,170,812	4,282,641	42,645	4,345,482	925,390 5-040,000
7	Owner's Design/Scope Continguity Total Hard Costs	30,711,746 596,039,666	19,354,469	5,040,083	427,117,916	20740,413	458,961,351	181,184,612
-14	A Company of Street, S	200,000,000	18,255,783	E-1,480,414	421,112,210	an, myers	100,000 1,000	- National State of the Land
114	Soft Costs and Other:	100000000000000000000000000000000000000	- 10000	77.50	0.0467288	2:35230	2 conversed	
118	Architecture & Engineering	90,940,749	9,879,947	108,725,690	107,690,328	(239.935)	107,460,394	1,265,500
14	Cagel	2,826,180	4509,0094	2,325,160	1,784,853		1,164,863	1,643,327
14	Development Costs	45,000,000	********	45,000,000	43,699,766	1,010,000	44,948,780	3,555,717
10	Project Expenses / Marketing Insurance / Commissioning / Other	39,346,365	(500,000) 3,010,386	38,385,365 6,531,225	4,369,503	379,086 93,439	4,278,345	2,252,981
	Devisioneri Confingercy	2,571,795	(671,790	2,000,000		*****		2,000,600
80	Total Soft Coats & Other	187,106,669	16,743,537	192,865,466	191,445,579	1,197,290	182,662,661	10,247,545
the			100,000	100000000000000000000000000000000000000				
=	Total Project Costs	994,761,763	36,000,100	\$94,261,793	712,681,013	29,646,703	761,626,518	171,852,477
n	Total AP				(265,761)	375	(268,761)	266,761
65	Total Unitary			_	(205,761)	- 1	(356,791)	364,765
100	TOTAL USES	9908090	30,004,000	954,391,793	732,417,862	25,645,793	PALMALISA	171,846,254
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de	The factors of			- 1		I	I	
26	sounces							
36	Countington from WYCNYS	(121,008,000)	31	(101,000,000)	(121,000,000)		(131,640,590)	
46				100000000000000000000000000000000000000	- 100000		2000000000	
.00	Tiar-Exampl Bond Proceeds	(510,950,607)		(210.999,007)	(219,710,136)	(27,587,290)	(347,257,427)	(163,782,670
28	Funds to Construction Account from Hon Augus Account Eactow				a marine	1		
36	Projected Interest Samings on Bond Fund (Prior to Vacant Possessors) Projected Interest Earnings on Construction Assesses	(1,697,350)	9,260	(1,937,360) (8,052,464)	(1,037,360)	10	(1,807,050)	(0,002,464
-	Control of the Contro	O(A)CC27	2.000	90,000,40-7	100	*	175	Acres 144
**	Costs of Financing Inco Bond Proceeds and certain Interest Exchange	115,536,280	0	115,538,788	115,538,760	411	116,838,786	
48		5 2000000000000000000000000000000000000	1100					-
40	Yotal Construction Account Sources	1408.480.7835	1,363	(450, 560, 650)	(254,164,764)	(27,587,366)	(253,665,667)	(TH, HX, HX)
464		(396,712,880)	0	(200.712,550)	(996,712,600)	3.5	(296,712,860)	
434		10 (10 (a) € 10 (a)		0		411	2000	
-10	Additional Floral	(366,712,880)	0	(206.712,890)	(298,717,683)	+11	(390,712,000)	
*	Administ Rare - Hoy-2012	0	(30,000,0004	(000,000,000)	(27,526,363)	(2,268,413)	(29,516,796)	(85,304
47	Projected Interest Evenings on Ron-Asset Account Projected Interest Correngs on Additional Rent Account thru 5-13-11 **	(23,850) (754,258)		(34,890)	(39,460)	18	(30,630)	3.5
	Surplus Costs of Issuance Deposit to Additional Rest Account	1754.2008	150,7969	(787,6-11)	(787,541)	7.0	1787,8418	
	Him Asset Account Escrew	ě		ő		33		- 12
21	Autobiosus Real Appoint Soleme	(187,481,984)	(MCMS)296)	(427,544,378)	(367,340,270)	0.388,4176	(207,540,170)	182,554
87	Cours of Fivenesing from Additional Rent and certain Interest Exertings	29,715,463	44,125	31,754,856	29,759,698	10	25,759,494	
54	Total Additional Rant Sources (Nat of CO)	40 70 00	207.604.00		1007 900 900	10 100 170	OUT WATER	(85.78)
-		(347,771,591)	(90,909,360)	(187,280,764)	(387,786,764)	\$384,418	(367,766,764)	-
	TOTAL SOURCES (NET OF COS)	(\$64,261,798)	(90,000,000)	634,391,7946	(764,889,4766)	(28,548,765)	(722,446.76)	(171.80A.357
68		40.0				40.150		
40	Additional Rent Account at Venera Procession (5-12-10)	215,976,762.66			213.578,792.00	* 1	213,078,782.40	
:	" Interest Served is ensions of Projected Earnings on of 9-13-11	53,365.76			\$5,385,78	-	\$1,381.75	
-67	Total Faceling Additional Rest Account Additional Rest - May 2(12)	254,032,685.78 35,362,666.66		1	214232.887.76 2 17.838.383.23	1,368,473,72	214,652,007,74	81,361
-	Total Funding Additional Rent Account as of May-2012	244,052,667.79		100	207.882.470.98	1,382,462,72	26,01E,748,68	
-	Construction Account Datance at Vacanti Possession (5-12-16)	458,481,856.27		1	200,100,703,86	27,587,291,42	203,444,645,78	171 ATE 334
40	Total Sources of Bunds for Current Organ				447,668,175.84		CTT_ATLETTERS	

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:	22,216,465 176,671
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	27,433,164
ł	27,433,166

ATTACHMENT 2

EXHIBIT A BARCLAYS ARENA REQUISITION # 27 ARENA BUILDING

No.	(A)	(8)	(C)	(0)	(E)	(F) = (D+E)	(G) = (C-F)	(H)
	Arena Building Budget	Budget Revisions	Revised Budget	Previously Expanded	Current Requisition	Total Expended to date	Remaining Balance	Retainage To Date
Site Acquisition Costs:	124,125,125	0	124,125,125	124,125,125	٥	124,125,125	0	
Hard Costs:	7001 (File-16-90.18 127)	A H CONTROLUTA	CAMPANIETO A MASO	000000000000000000000000000000000000000	5000000000000000		220000000000000000000000000000000000000	
Trades	414.925,457	29,306,815	444,234,072	299,648,592	22,882,568	322,531,160	121,702,912	- 19,064,05
GC / CM Fee	58,642,649	3,855,000	62,497,649	51,901,361	2,174,872	54,076,233	8,421,416	
GMP Contingency	0	0	9	9	9	0	0	*
Hunt Add / Alternate Allowance for Site Regs. & FF&E	o	0	o	0	9	0	9	*
Preconstruction Estimating Services	8,914,565	61,690	8,976,255	8,976,255	0	8,976,255	0	•
Permits, Bonds	750,000	0	750,000	862,844	25,280	688,124	61,876	*
Owner's Testing/Survey	1,341,007	3,129,964	4,470,971	3,824,478	50,336	3,874,814	596,157	
Owner's Design/Scope Contingency	22,619,332	(19,591,654)	3,027,678	0	0	0	3,027,678	
Total Hard Costs	507,193,010	18,783,615	523,956,825	365,013,530	25,133,055	390,148,585	133,810,040	19,064,08
Soft Costs and Other:	1.010.00 1700.00.00				59 1002	340,000,000,000	20000000000	
Architecture & Engineering	93,238,819	5,477,000	98,715,819	98,372,517	(364,407)	98,008,110	707,709	-
Logal	2,665,000	(500,000)	2,185,000	1,021,673	0	1,021,673	1,143,327	
Development Costs	45,000,000	0	45,000,000	43,939,780	1,010,000	44,949,780	50,220	
Project Expenses / Marketing	29,085,305	(1,200,000)	27,885,305	24,037,885	362,015	24,399,900	3,485,405	9
Insurance / Commissioning / Other	3,126,084	2,724,261	5,850,345	3,695,496	10,139	3,705,635	2,144,710	
Development Contingency	2,671,795	(671.795)	2,000,000	0	0	0	2,000,000	
Total Soft Costs & Other	175,787,003	5,829,466	181,616,469	171,067,351	1,017,747	172,085,098	9,531,371	
Total Project Costs	807,105,138	22,593,081	829,698,219	660,206,006	26,150,802	686,356,808	143,341,411	19,064,08
Total AP	٥	٥	0	(257,940)	0	(257,940)	257,940	
Total Liability			0	(257,940)	0	(257,940)	257,940	
Shall wown from the property of	- 1	-		1000	2015		Andreas sugar	
TOTAL USES	807,105,138	22,593,081	\$29,638,219	659,948,066	26,150,802	686,098,868	143,599,351	19,064,08

EXHIBIT A BARCLAYS ARENA REQUISITION # 27 TRANSIT CONNECTION

	(A)	(9)	(C)	(D)	(2)	(F) ~ (D+E)	(G) = (C-F)	(H)
	Transit Connection Budget	Budget Revisions	Havised Budget	Previously Expended	Gurrent Requisition	Total Expended to date	Femalling Balance	Retainage To Ωnte
Site Acquisition Costs;	0	۰	0	0	0	0	0	2.2
Hard Costs: Trades GC / CM Fee GMP Contegency	58.524,500 0 0	4,873,864 2,760,600 0	63,398,364 2,700,000 0	49,867,571 2,245,808 0	2,168,818 167,179	52,036,389 2,412,987 0	11,361,974 287,013 0	- 2,621,68 - 176,67
Hunt Add / Alternate Allowance for Site Reqs. & FF&E Preconstruction Estimating Services Permits, Bonds Owner's Testing/Survey Owner's Design/Scope Contingency	2,282,244 1,166,850 0 6,033,960	(501,004) (500,000) 500,000 (5,355,012)	1,981,240 666,850 500,000 678,948	1,981,240 399,188 439,150	0 0 12,505	1,961,240 309,168 451,055 0	(0) 267,862 48,345 678,948	
Total Hard Costs	68,007,554	1,917,848	60,925,402	54,912,966	2,348,502	\$7,281,459	12,843,942	2,798,35
Soft Costs and Other; Anti-tecture & Engineering Legal Development Costs Project Expenses / Marketing Insurance / Commissioning / Other Development Costingency Total Soft Costs & Other	3,117,848 163,180 0 0 285,070 0	2,082,152 0 0 175,000 220,099 0 2,477,281	5,200,060 163,180 0 175,000 565,169 0	4,942,151 163,180 0 121,241 440,180 0 5,646,732	33,867 0 0 6,043 0	4,976,018 163,180 0 127,284 440,180 0 5,708,642	223,982 6 6 47,715 65,009 6 334,707	
		3.450,451.49	2 (10.0000)		(8.0)).			2,795,35
Total Project Costs	71,573,862	4,395,099	75,966,751	653,602,689	2,386,413	62,958,102	12,990,648	2,798,32
Total AP	0			(7,820)	0	(7,520)	7,820	1
Total Liability		- 0	.0	(7,A29)	0	(7,820)	7,825	
TOTAL USES	71,573,682	4,395,098	75,968,781	60,591,868	2,388,413	62,980,281	12,985,480	2,798,351

EXHIBIT A BARCLAYS ARENA REQUISITION # 27 ARENA SITEWORK

22	(A)	(8)	(C)	(D)	(E)	(F) × (D+E)	(G) = (C-F)	(H)
2-	Arena Sitework Budget	Budget Revisions	Reviews Sudget	Previously Expended	Current Requisition	Total Expended to date	Remaining Balance	Retainage To Date
Site Acquisition Costs:	0	o	0	0	0	0	0	
Hard Costs: Trailes GC / CM Fee GMP Contingency Hunt Add / Atternate Allowance for Site Reqs. & FF&II Preconstruction Estimating Services Permits, Bonds Owner's Testing/Survey Owner's Design/Scope Contingency	15,734,660 1,588,067 0 0 150,600 354,916 166,901 1,817,284	(100,000) 0 0 0 0 0 0 0	15.834,080 1,086,087 0 0 150,000 354,016 199,901 1,167,284	5,721,836 0 0 0 31,598 130,822 19,013	1,165,806 0 0 0 0	8.887,845 0 0 0 31,598 139,822 19,013	8,745,415 1,888,087 0 0 118,402 223,195 100,888 1,107,284	459,99
Total Hard Costs	20,143,349	(750,000)	19,393,349	5,803,271	1,165,806	7,069,078	12,324,272	469,99
Soft Costs and Other; Architecture & Engineering Legal Osvetoperani Costs Project Expenses / Marketing Insurance / Commissioning / Other Development Contingency	2,460,631 0 0 160,600 86,676	1,710,000 0 0 45,000 72,025	4,170,631 0 0 205,600 158,701 0	3,756,790 0 0 200,376 132,449 0	90,105 0 0 2,028 0 0	3,845,896 0 0 202,404 132,449 0	323,735 0 0 2,596 26,251 0	
Total 3oft Costs & Other	2,767,367	1,827,825	4,534,332	4,068,616	92,134	4,181,749	352,582	H
Total Project Coats	22,850,886	1,077,025	25,527,681	9,992,857	1,257,940	11,250,827	12,678,854	469,99
Total AP	0				0	0	0	
Total Liability	0	0	0	0	0	0		
TOTAL USES	22,850,456	1,077,025	23,927,681	9,992,887	1,257,840	11,250,827	12,676,654	469,99

EXHIBIT A BARCLAYS ARENA REQUISITION # 27 ARENA MITIGATION

į	(A)	(8)	(C)	(D)	(E)	(F) = (O+E)	(G) = (C-F)	(H)
	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	8
Hard Costs:	- WAY 2000 KINDS	220000000000000000000000000000000000000	50000 5561 0000	2000-200-200-200-200-200-200-200-200-20				
Trades	2,200,800	1,613,296	3,814,096	1,245,664	141,048	1,386,712	2,427,384	100,75
GC / CM Fee	163,296	(163,296)	0	0	0	0	0	*
GMP Contingency	0	0	0	0	0	0	0	1
Hunt Add / Alternate Allowance for Site Regs. & FF&E	0	0	0	0	0	0	0	*
Preconstruction Estimating Services	50,000	(\$0,000)	0	0	0	0	0	-
Permits, Bonds	30,818	0	30,618	17,496	0	17,496	13,122	3
Owner's Testing/Survey	0	0	0	0	0	0	0	2
Owner's Design/Scope Contingency	241,172	(75,000)	166,172	0	0	0	166,172	1.0
Total Hard Costs	2,685,886	1,325,000	4,010,886	1,263,160	141,048	1,404,208	2,606,678	100,75
Soft Costs and Other: Architecture & Engineering Legal Development Costs Project Expenses / Marketing Insurance / Commissioning / Other Development Costs & Other	29,451 0 0 0 17,010 0 48,451	809,795 0 0 0 0 0 0 0 0	639,246 0 0 0 17,010 0 656,256	621,870 0 0 0 0 0 0 0 621,870	7,500 0 0 0 0 0 0 0 7,500	629,370 0 0 0 0 0 0 629,370	9,876 0 0 0 17,010 0 26,886	
Total Project Costs	2,732,347	1,934,795	4,667,142	1,885,031	148,548	2,033,579	2,633,564	100,75
Total AP	o			0	0	0	0	
Total Liability	0	0	0	0	0	0	0	
TOTAL USES	2,732,347	1,934,795	4,667,142	1,885,031	148,548	2,033,579	2,533,564	100,75

ARENA BLDG REQUISITION #27 Bring - 05/17/12 thru 05/18/12

Sum of Req #27	THE PERSON NAMED IN COLUMN TWO IN THE PERSON NAMED IN THE PERSON NAMED IN COLUMN TWO IN THE PERSON NAMED I		Requistion Sheet				
Requistion Line	Vendor_name	Invalce	ARENA-BLDG	ARENA-TRANSIT	ARENA-BITEWORK	ARENA-MITIGATION	Grand Total
04 - Trades	Con Edison	AR 14345	(92,400.00				(92,400.0
	Con Edison Total		(\$2,400.01		A CONTRACTOR OF THE PARTY OF TH		(32,400.0
	E-J Electric Installation Co.	APP005-2173			14,850,00		14,850.0
	E-J Electric Installation Co. Total	THE RESERVE OF THE PERSON NAMED IN		ALPHANOLIS CONTRACTOR	54,850.00	CONTRACTOR OF THE PARTY OF THE	14,850.0
	Global Spectrum	28947	50,000.00				50,000.0
	Global Spectrum Total	The state of the s	50,000.00				H\$,000.00
	Hunt Construction Group Inc.	APP1287-29 BA	22,824,907,93				22,924,967,93
	Nunt Construction Group Inc. Total		22,924,867.83	The State of the S			22,924,967.93
	Intricate Construction	APP001-2240			192,415.00		152,415.00
		APP002-2240			256,500,00		256,500.0
	Intricate Construction Total	THE PERSON NAMED IN	RESIDENCE COLORS		404,915.09		400,916.00
	John Civetta and Sons, Inc.	APP22-1876		1,854,967.75	444 444 44		1,854,967.75
		APP22A-1878		A AN LUMB OF	370.686.22		370,598,2
	John Civette and Sons, inc. Total	Tribact Late	STATE OF THE PARTY	1,894,967,75	370,896.22		104,281.04
	MFM Contracting, Corp.	APP002-2232			104,281.00	133,674,11	133,674.1
		APP005-2125 APP005-2135			169,926.00		109,926.0
	Mark Water and Services	APP000-2135	-			133,874.11	407,881.1
	MFM Contracting Corp. Total NYC Transif Authority	0080426		19,153.36	274,207.00	344,979.33	19,153.34
	WTC Tremen Authority	0080827		10,000.13			10,900.13
		80169		2,269.29			2,269.21
		80341		607.14			837.14
		80936		18,074.41			18,074.41
		81291		262,616.22			262,616.23
	NYC Trapais Authority Total	01421	CONTRACTOR OF STREET	313,850.54	THE RESERVE TO SERVE THE PARTY OF THE PARTY	SECURIOR SANCTON	313,650.51
	RSA Protective TechnologiesLLC	APP009-1936	Name and Address of the Owner, where the Owner, which is the Owner, which	210,990.04	48,124.00		48,124.00
	RSA Protective TechnologiesLLC Total	PE 1 000F 1300	CONTRACTOR INC.	TANKS OF THE PARTY	48,124.00		48,124,00
	San Schwartz Engineering PLLC	APP009-1821			- 10.45	B.490.00	8,490.00
		APP10-1821				854.00	554.06
	Sem Schwartz Engineering PELG Sctal					7,874.90	7,374.0
	United Holsting & Scaffolding.	APP004-2119			49,112,10		49,112.10
	United Holesting & Scatteriding, Total	OF THE OWNER, WHEN	DESCRIPTION OF THE	THE PERSON NAMED IN COLUMN	49,112,10		49,112,10
04 - Tradee Total	AND DATE OF THE PARTY OF THE PA		22,582,547.93	2,168,918.30	1,165,806.32		26,368,240.66
06 -GC/CM Fee	Con Edition	50912-085500003	2,950.90		- Alderson	- CANADA	5,930.90
		51112-065500003	20,435.43				20,435.43
	Con Edison Total	AND STATE OF THE PARTY OF THE P	24,366.23	PROPERTY AND PERSONS NAMED IN	SINGLESSIES AND STREET	SEA THE PARTY OF T	24,309.33
	Hunt Construction Group Inc.	APP1287-29/8A	2,150,505,28				2,150,505.28
	Hunt Construction Group Inc. Total	The second second	2,150,505,28		CONTRACTOR OF THE PARTY OF	SHOW A THE RESIDENCE AND ADDRESS OF THE PARTY OF THE PART	2,160,606,28
	John Civetta and Sons, Inc.	APP22-1878		141,718.20			141,718.20
	John Clietta and Sona, Inc. Total	The same of the same	THE REAL PROPERTY.	341,716.20	A STATE OF THE PARTY.		141738.24
	The McRissack Group Inc	APP022N-1709		25,461.00			25,461.00
	The McKasack Group Inc Total	Service Control of the Control of th	The Mary Landson	25,461.00	THE RESERVE OF THE PARTY OF THE	A CONTRACTOR OF THE PARTY OF	25,461.00
05-GC/CM Fee Total			2,174,871.61				2,342,060.61
09 - Permits & Bonds	Jam Consultants Inc.	116863	25,280.00				25,280 oc
	Jam Consultanta Inc. Total	POR STATE OF THE PARTY OF THE P	25,780.00	MILE THE PARTY OF		THE RESIDENCE OF THE PARTY OF T	25,290.00
09 - Permits & Bonds Total			25,280.00				25,280.00
10 - Owners Testing	Atlantic Engineering Laborator	APP14-1941		4,661.50			4,661.50
		APP15-1941		2,453.00			2,463.00
		APP16-1941		1,273.00			1,273.00
	Allegiis Engineering Laborator Total	A STATE OF THE PARTY OF THE PAR		0,357.00	THE PERSON NAMED IN	HARLING THE PARTY OF THE PARTY	8,387.50
	Israel Gerger & Associates Inc	APP10-2077	49,431,09				49,431.09
	levest therony & Associates Inc Total	100 200 200 200 200 200 200 200 200 200	49,431.09			A COMPANY OF THE PARK OF THE P	A9,421.04

ARENA BLOG REQUISITION #27 Baling - 05/17/12 thru 06/18/12

Sum of Req #17		THE PARTY OF THE PARTY	Regulation Sheet	A CONTRACTOR OF THE PARTY OF TH	problem from proper	CONTRACTOR OF THE PARTY OF THE	LA PRINTER DE
Requistion Line	Vandor name	invoice	ARENA-BLDG	ARENA-TRANSIT	ARENA-SITEWORK	ARENA-MITIGATION	Grand Total
10 - Owners Tusting	Langan Engineering & Environ.	26-0189664	904.85				904.5
	Langer Engineering & Environ. Total	開ルーデルを引きる方がは	904.85			THE RESERVE AND ADDRESS OF THE PERSONS	106.1
	PB Americas, Inc.	APP003-1902		4,117.80			4,117.8
	Pill Americas, Inc. Total	加州市政府 (6)		4,157,00		(1) (1) (1) (1) (1) (1) (1) (1) (1)	4,117.8
10 - Owners Testing Total	THE RESERVE OF THE PERSON OF T	NEWSCHOOL SERVICE	50,335.94	12,505.30	distribution of the		62,841.2
15 - Architecture & Engineering	A.Eateben & Company	778626		1,447.66			1,447.6
		788476	14.04				14.0
		796326	14.70				14.7
		798297	212.63				212.6
	A:Estaban & Company Total	THE RESERVE OF THE PARTY OF THE	241,37	1,447,64	The second second	The state of the state of	.1,649,5
	Burwood Group, Inc.	APP25-1616	14,392.10				14,392.1
	Murwood Group, Igo Total	THE COURSE OF THE PARTY OF	14,392.10	ACCOUNTS NOT THE	MARKET CHARLES	STREET, SQUARE PARTY AND ADDRESS.	14,263.1
	e4, Inc.	21041	3,000.00				3,000.0
	e4, Inc. Total	AND DESCRIPTION OF THE PARTY OF	3,000.00		STATE OF THE PARTY OF	CONTROL SPECIAL	3,000.0
	Gehry Architects New York PC	1662	(701,107.00)				(701,107.0
	and the second s	1663	(110,000.00)				(110,000.0
		1004	(26,077.11)				(26,077.1
		1005	(6,152.77)				(0,152.7
		1679	(17,500.00)				(17,500.0
		1680	(2,106.96)				(3,106.9
		1696	(3,165.84)				(3,165 8
							(497.6
		1701	(497.04)				
		1710	(17,500.00)				(17,500 0
		1712	(5,689.50)				(5,689.0
		1725	(9.935.76)				(9.935.7
	Galley Architects New York PC Total		(900,722,00)		CEMILE SUITE	THE PROPERTY	(990,752.0
	Hunt Construction Group Inc.	APP1207-29 BA	319,296.00				319,266.0
	Hunt Construction Broup Inc. Yotal		219,29/5.00				3(9,266.0
	Joseph Note & Associates Inc.	APP12-2056		1,755.00			1,756.0
	Joseph Nato & Associates, Inc. Tutel	開設を設定を開発	The second second	1,755.00	CALL DESIGNATION OF THE PARTY O		1,716.0
	Shop Architects PC	090705-37	140,913.89			The state of the s	140,913.8
		090706-37 PLAZA			10,550.27	ť	10,550.2
	Stop Architecia PC Total		140,913,69	Secretary and the second	10,550.27	The second second second	157,464.9
	Stanter Consulting Services Inc.	APP005-593729	4,577.88				4,577.8
		APP27-1500			31,540.13	ř.	31,540.1
		APP29-1589		30,486.83			30,486.6
	Stantes Consulting Servicesing Total		4,577.80	30,486.63	31,540.13	AND DESCRIPTION OF THE PARTY OF	86,504.6
	Turner Construction Company	APP17-1980	53,304,11	040404-144	41,000 11		53,934.1
	Turner Construction Company Total	THE STATE OF THE S	83,834.11	ALC: N. GIO ALLIE MA	No. of Concession, Name of Street, or other Designation of Concession, Name of Street, or other Designation of Concession, Name of Street, Online of Street,	CARL STREET, S	53,934.1
	Voltraith & Bouth	API*003-2121	- Mineral 1	-	THE RESERVE OF THE PARTY OF THE	7,500.00	7,500.0
	Comments & Drivers	APP005-2118			30,480.00		30,480.0
							17,535.0
	MORE AND ARCHIVE	APP007-2118			17,535.00		
	Noticeath & Brief Total	ADD-17-000	A STATE OF THE PARTY OF THE PAR	7970	68,015.0	7,550.00	55,518,0
	WSP Fleck & Kurtz Inc.	APP17-1588		177.24			177.2
	WSP Flack & Kurtz Inc. Total			177.34		AND DESCRIPTION OF THE PARTY OF	177.2
15 - Architecture & Engineering			(384,406.86)	33,866.73	90,105.40	7,500.00	232,934.5
17 - Development Cost	Forest City Ratner Co.	SM043012C	600,000.00				500,000.0
		SM053112C	610,000.00				510,000,0
	Forest City Rather Co. Total	MINISTER OF THE PERSON NAMED IN	1,010,000,00	THE RESIDENCE OF THE PERSON NAMED IN COLUMN TWO IS NOT THE PERSON NAMED IN COLUMN TO THE PERSON	AND DESCRIPTIONS OF THE PARTY.	THE RESERVE OF THE PARTY OF THE	1,010,000 8
17 - Development Cost Total	日本の大学の大学の大学 (1977年1月1日)	STONE STONE	1,010,000.00				1,010,000.0
18 - Project Expenses/Marketing	Clarion Research	2012-932	20,432.25				20,632.2
	Claries Research Total	CHISLESS CONTRACTOR	20,441,25	NAME AND ADDRESS OF THE OWNER,		THE RESERVE AND ADDRESS OF THE PERSON NAMED IN	20,632.2
	Darryl E. Greene & Associates	BEC-2012-7 (25)	45,068.62	6.043.10	2,028,19	ATT TO THE REAL PROPERTY.	53,140.0
	Derryl E. Greene & Associates Total	THE RESERVE OF THE PERSON	45,065.82	0.043.18	2,028-11		53,140.0
	Fast Signs	153-30318	(90.95)				(90.9
	Fest Signs Total		(49.95)			The Real Property lies in which the last	790.8
	CARCHINE I VAL.	THE RESERVE OF THE PARTY OF THE	186/893			The second secon	177.5

ARENA BLDO REQUISMON #27 BMng - 05/17/12 thru 96/18/12

Sum of Reg #27	THE RESERVE OF THE PARTY OF THE	Contract of the second	Requistion Sheet	Design of the second	Division on the second	are the second second
Requistion Line	Vendor name	lovoice	ARENA-BLDG	ARENA-TRANSIT	ARENA-SITEWORK	ARENA-MITIGATION Grand Total
18 - Project Expenses/Marketing	Forest City Rainer Co.	ER033112H	11,158.54			11,150.54
		ER043012N	3,273,25			3,273.25
	Forest City Rather Co. Total National	DUDANCA.	8014,421.79	North Control of the last	1200208313234	14,451.79
	Harmony Murphy	1	18,000.00			18,000.00
		2	21,000.00			21,000.00
	Sarmony Murphy Total disessa	MOSSESSION OF	30,000.00	(U) - U - U - U - U - U - U - U - U - U -	Design Colors	39,000.00 5,050.00 5,890.00
	Morritt & Plame Inc.	23041A28	5,850.00			5,850.00
	Merritt & Harris inc. Potsi	82000	A,160,06	The second second	THE RESERVE TO SERVE THE PARTY OF THE PARTY	5,850.00
	Sam Schwartz Engineering PLLC	APP10-1817	112,654.00			112,854.00
		APP11-1817	33,576.00			33,578.00
	Carried States and Carried State	APP12-1817	70,893.00	Spanner and the second		70,893.00
	Self Schwartz Engineering PLLC Tot	MO CONTRACTOR	217,123.50	PERSONAL PROPERTY.		217,123.00
	Sorah Lewis	218	10,000.00			10,000.00
		219	10,000.00			10,000.00
	Servit Lewis Total 6/70/00/00/00/00/00/00	TATION PROPERTY.	20,000.00	NO PERSONAL PROPERTY OF STREET	THE REAL PROPERTY.	20,000.00
18 - Project Expenses/Marketing			342,014,71	6,043,11	2,028.19	370,086.00
19 - Insurance/Commissioning/Othe	er AFCO Credit Corporation	2000-088112	9,623.02			9,623.02
	SAFCO Gradit Composition Total		9.623.02	STATE OF THE PERSON NAMED IN	PROPERTY OF STREET	9.623.02
	Willia of New York, Inc.	1014565	217.80			217.60
		1014566	298.04	Samuel and the second		298.04
	Willia of New York; Inc. Total Withfile	STREET,	TO THE PROPERTY OF STREET	DEPOSITOR DEPOSIT	STATE OF THE PARTY NAMED IN	298.04 818.04
19 - Insurance/Commissioning/O	ther Total		10,138.86	CONTRACTOR OF THE PARTY OF THE		10,138.84
Grand Total			26,150,802.40	2,386,412,72	1,257,039,91	148,548.11 29,945,793,14

APPLICATION AND CERTIF	ICATION FOR PA	YMENT	AIA DOCUMENT G70	2	PAGE ONE OF PAGES	
TO OWNER:	PROJECT:	Barclay's Center Arena	APPLICATION NO:	1287-029 (001)	Distribution to:	
Brooklyn Events Certer, LLC One Metrotech Center North, 11th Floor Brooklyn, NY 11201		at Atlantic Yards	PERIOD TO:	05/31/12	Y OWNER ARCHITECT CONTRACTOR	
FROM CONTRACTOR: Hunt Construction Group, Inc 625 Atlantic Avenue, 3rd Floor Brooklyn, NY 11217 CONTRACT FOR:	VIA ARCHITECT: Ellerbe Beckett 2380 McGee Street Kansas City, MO 64108		PROJECT NOS: CONTRACT DATE:			
CONTRACTOR'S APPLICAT Application is made for payment, as shown below, Continuation Sheet, AIA Document G703, is attach IA. ORIGINAL CONTRACT SUM - GMP IB. LESS CCE PER OCO 16 I. TOTAL PROJECT COST 2. Net change by Change Orders Thru 533 3. CONTRACT SUM TO DATE (Line 1 ± 2) 4. TOTAL COMPLETED & STORED TO DATE (Cohuran G on G703) 5. RETAINAGE: a. % of Completed Work (Column D + E on G703) b. % of Stored Material (Column F on G703) Total Retainage (Lines 5a + 5b or Total in Column I of G703) 6. TOTAL EARNED LESS RETAINAGE (Line 4 Less Line 5 Total) 7. LESS PREVIOUS CERTIFICATES FOR PAYMENT (Line 6 from prior Certificate) 8. CURRENT PAYMENT DUE 9. BALANCE TO FINISH, INCLUDING RETAIN (Line 3 less Line 6)	in connection with the Contract, ed. \$		By: State of: Subscribed and sworn to before Notary Public: My Commission expires: ARCHITECT'S CE In accordance with the Contractomprising the application, the Architect's knowledge, information of the Contractom of the Contra	k covered by this App the Contract Document tich previous Certifica- wher, and that current ruction Group, Inc. The methis The Cortification of the Cortification of the Cortification and belief the Woordance with the Cortification and the Cort	Date:	
CHANGE ORDER SUMMARY	ADDITIONS	DEDUCTIONS	(Attach explanation if amount of	ceptified differs from t	the amount applied. Initial all figures on this	
Total changes approved in previous months by Owner	\$33,787,795.00	\$18,817,780.00	Application fine onther Canting ARCHITESTY Eller to Becker	ition Sheet that and c	changed to conform with the amount certified.)	
Total approved this Month OCO 481-533	\$2,860,299.00	\$25,167.00	By:	HILLAND	Date: 5/29/12	
TOTALS	\$36,648,094.00	\$18,842,947.00			ERTIFIED is payable only to the expression of payment are without	
NET CHANGES by Change Order	\$17.805.147	00	prejudice to any rights of the O			

ANNUAL TO HER SECURIOR THE ANALYSIS ANNUAL CONTROL OF THE CONTROL OF T

Appendix Street Street Appendix Street Stree

OPINE OPINE	SCHOOL HOUSE NOW	ther	AEVOCAL)	ABBURNES Ser- Ser-AB	60%1	COLUMBIA COLUMBIA	Special Co.	Winds	BOARINI WYLEANOR	margapage pages (a-f)	TOTAL SOMPLETED AND STOKED TO BASE STOKED	business of stationers	PRINCE PRINCE PORTE POR	000FF -9475	represent nemetions	BET PARTIES ONE THIS APPLICATION 0445	CORP. MIL. MITTERNAL MARY PARTY NAMED IN CO.	TRANSPORTE	THE PERSON	SA/S
		W.	- 14									30 - 10 - I								
-	ent's terbone	3941500	1,94100	14.5.46,044	de Naciola	1 please	# 05 W	20 10 00	orkibil		ki gares	39.46	20/04000	ARK	10 (21.00)	005.400	FITTER	1,041,000	9450e	Make
1994	GO CONCORTE	19,019,184	= director	11 010 762	400,504	1,045,067	10.796,157	101767.344	161,889		45234-306	38.49	5,500 902	10%	6504364	151.666	9 100,410	UR out		200,446
ENR.	PRODUCT CONSIDERY	1311000	5305500	1,000,000		S000	- 4			1 1	٥		0.75	188	C000000	- C	3-386-60	3/24		
84	MARGRAPY	12,989,866	0.000000	10.114.691	14.195.000	SHAME	2,662,68	4.500,000	99-000	3.0	4.500.661	24.70	3.400 HE	1.00	0.000,000	140,046	430530	371,000	(117,218)	
105	REPORT AND AFTER THESE	19,544,130	29,04,50	16.94(30)	11/28/97	16042 160	18.46.45	46,144,61	186(11)	1.0	44,402,403	5360.66	24775160	NO.	mary facilities	415,004	1,000	1,271,60	21.00	STRUM
100	METER, AMERICA BOOM	FARRAGE	1,000,000	8.505/234	4.094.90	attiene	9205400	2,000,000	Fact, 244		0.000 000	200,004	\$100,000	AND	1,240,04	180.510	5.454339	300.006	15,489	338.69
-	w300	9,409,700	339.00	4-141.001	144130	5146407	6758398	TripAssia	200.000	140-121	10141706	384,400	2 866 221	184	1,898 100	1.04.00	0.000.000	701-4X	79.69	334,46
100	province/shidewis	1.105,006	4 804,568	7 (15, 10)	305,895	400,000	80H 104	6340164	41,044	0.00	6313,200	360,360	2 day bec	14294	2,498,744	104 700	4-565 (mile)	201,486	21/804	563.56
ire	After the related to	1,66,40	Contracts.	4 100 (TE	4,650,000	1800-0800	3.811300	3006a00	No. oliv		LUALITY.	OWNE	200004	660	3,380,407	100,000	1,001,488	160.000	104,108	GLOS
Andre .	WELL WAS PRINTED		21,000,000	17 398.003	Despe	LIMPAGE	56,089,000	forderer.	1.00(0)	3696	10011304	4.891,766	27,366,040	680	23,376,277	4.048.697	4641679	1,761,203	- 4	1791,703
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HUNT CONSTRUCTION GROUP, INC INVOICE NO. 1287-29-May 2012

FEE CALCULATION

1)	Total Completed & Stored to Date Less CM Fee	\$381,518,372.02
2)	Less Ellerbe & ShOp Design Fees	\$15,778,626.00
3)	Less CCE Fee	\$8,839,018.00
4)	Total Cost of Work to Date	\$356,900,728.02
5)	Total Adinated CMD	8501 700 671 00
6)	Total Adjusted GMP Less Design Builders Fee	\$502,399,672.00 \$19,220,963.00
7)	Less Ellerbe Design Fees	\$19,220,903.00
8)	Less ShOp Design Fees	\$405,810.00
9)	Less CCE Fee	\$8,839,018.00
10)	Total Adjusted Contract Amount	\$457,675,686.00
10)	Total Adjusted Contract Amount	3437,073,000.00
	Percent Complete	77.98%
	DESIGN BUILD FEE	\$ 18,200,000.00
	Percent Complete	77.98%
	Tercent complete	11.5676
	Fee Earned	\$ 14,192,567.90
=	Construction Phase Fee Earned	\$ 14,192,567.90
	Less Fee Earned Previously	\$ 13,290,034.10
	Fee for May 2012	\$ 902,533.80
	Total Fee Earned to Date	\$ 14,192,567.90
	Total Fee Lamed to Date	a 14,192,307.90
	Less Fee Paid To Date	\$ 13,290,034.10
	Fee Due This Month	\$ 902,533.80

⁽¹⁾ Amount equals AIA 703 Grand Total Column G minus CM Fee to date from AIA 703 Column G

LIEN WAIVER

MECHANIC'S LIEN WAIVER

				1287-029 Arena
Contractor:	Hunt Construct	ion Group, Inc	Date:	06/01/2012
Trade:	Design / Builde	er	Period Ending:	05/31/2012
Project:	The Barclays C	enter Project	Contract Price:	\$ 475,755,507.00
			Net Extras &	
			Deductions:	\$17,805,147.00
Site:	600 Atlantic Av	venue	Adjusted Contract Price:	\$493,560,654.00
	Kings County,	Block	Amount Paid to Date:	\$344,090,544.99
			Amount of Current	
		•	Payment:	\$ 25 ,394, 739.21
STATE OF	NEW YORK)		
	_	SS.		
COUNTY C	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 31st day of May 2012.

Hunt Construction Group, Inc

Name: M. Mark Gladden Title: Project Executive

Sworn to before me this

ZAFAR I. AHMED
NOTARY PUBLIC, State of New York
No. 01AH5020844
Qualified In Suffolk County
Commission Expires November 29,

ADDL ICATION	N AND CERTIFICATE	EOD DAVM	-NT						
APPLICATION	AND CERTIFICATE	FUR PAYME	241				22-		Distribution to:
TO (Owner):	8/coldyn Events Center LLC		Projec		N'APPLICATION # 22-1878	APPLICATION #	Q#7-1678	X	OWNER
	c/o Forest City Rather Comp				AFAPPLICATION DATE	APPLICATION DATE	06/05/12		ARCHITECT
	1 Metrotech Center			Brooklyn, NY	PERIOD TO:	PERIOD TO:	08/31/12		CONTRACTOR
	Brooklyn, NY 11201				***		****		OWNER'S REP
			MA (ADDINERATE)		PROJECT NO:	PROJECT NO:	2032		
PROM (CONTRACTO	RJ: John Civetta & Sons, inc.		VIA (ARCHITECT):						
	1123 Bronx River Avenue								
	Broms, NY 10472								
						_			
CONTRACT FOR:	General Contra	ector			CONTRACT DATE:	CONTRACT DA	re:		
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Number App	Date Approved				TOTAL COME	TED & STORED TO DATE			53,703,668
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CONTRACTOR:	John Civetta	& Sons, Inc.			State of: New York	k.	County a	Now Jord 2	V19-7
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Authorized S	oignature		DATE		My Commission s	XDIF68: VICENT	Jumo	•	ramission Expires Aug. 31
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					Contractor named herein. Issuance,				,
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MECHANIC'S LIEN WAIVER

Contractor:	John Civetta & Sons, Inc.	Date:	\$06/05/2012
Trade:	General Construction	Period Ending:	\$005/31/2012
Project:	Atlantic Yards - Transit Improvements	Contract Price:	\$50,581,000
Owner:	Atlantic Rail Yards, LLC	Net Extras & Deductions:	\$ 6,965,968
Site:	Rings County Tax Blocks 1118, 1119 and	Adjusted Contract Price:	\$57,546,968
	1127, and the beds of 5th Avenue, between Flatbush Avenue and Atlantic Avenue, and	Amount Paid to Date:	\$48,911,716
	Pacific Street, between Flatbush Avenue and 6th Avenue.	Amount of Current Payment:	\$ 1,996,686
	•		
STATE OF N	YEW YORK)		

STATE OF NEW YORK)
STORY OF Kings)

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 bereby 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.

WITNESS the signature and seal of the undersigned as of this 5th day of June, 2012,

JOHN CIVETTA & SONS, INC.

Name: Theodore Sivens Ir Title: Authorized Signer

Sworn to before me this 5th day of June, 2012.

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ANTHOMY CHARANTA Notary Public, State of New York No. 310U:47036C0 Qualified in Kings County Commission Expires Aug. 31, 2013 CONTRIBUTION MIST

DETAIL

THE CONTRACT OF CONTRACTOR AND CONTRACT FOR PAYINGET, COMMING.

CONTRACTOR SIGNATURE OF THE SERVICE OF THE CONTRACT OF THE CON

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CONTINUATION SHEET

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MECHANIC'S LIEN WAIVER

Contractor:	John Civerta & Sons, Inc.	Date:	\$06/19/12
Trade:	General Construction	Period Ending:	\$05/31/12
Project:	Atlantic Yards - Transit Improvements	Contract Price:	\$0
Owner:	Atlantic Rail Yards, LLC	Net Extras & Deductions:	\$ 3,429,355 /
Site:	Kings County Tax Blocks 1118, 1119 and	Adjusted Contract Price:	\$3,429,355
	1127, and the bods of 5th Avenue, between Flatbush Avenue and Atlantic Avenue, and	Amount Paid to Date:	\$1,897,795.80
	Pacific Street, between Flatbush Avenue and	Amount of Current Physicient:	\$ 370,598

STATE OF NEW YORK

COUNTY OF Kings BRONK

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 2s of the date of this Lien Walver.

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 tien 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 Lion Waiver.

WITNESS the signature and seal of the undersigned as of this 19th day of June 2012, 200.

JOHN CIVETTA & SONS, INC.

Name: John G. Civetta
Title: Vice Presidens

Sworn to before me this 19th day of June, 2012 2014.

Notary Public

DAMIELLE THOMPSON
NOTARY PUBLIC-STATE OF NEW YORK*
NO. 01TH6211228
Qualified in Potnom County

ascelle Humpin

My Commission Explices September 14, 2013

REQUISITION FOR PAYMENT

TO:

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

FROM:

Merritt & Harris ("Construction Monitor").

RE:

Master PILOT Indenture of Trust, between Brooklyn Arena Local Development Corporation (the "Agency") and the Bond Trustee, dated as of December 1, 2009 (the "PILOT Indenture"), with respect to the financing of a project (the

"Project") as defined in the PILOT Indenture.

REQUISITION NO.: _____27

AMOUNT OF DRAW REQUESTED: \$ 29,945,703.14

DATE: June 21, 2012

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 \$29,945,703.14. \$2,388,412.72 of the Draw will be an Additional Rent Draw and \$27,557,290.42 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 \$29,945,703.14 requested hereby, when added to all prior Draws in the aggregate amount of \$447,669,176.84, will result in aggregate Draws of \$477,614,879.98. The Additional Rent Draw of \$2,388,412.72 requested hereby, when added to all prior Additional Rent Draws in the aggregate amount of \$241,560,470.98, will result in aggregate Additional Rent Draws of \$243,948,883.70. The Bond Proceeds Draw of \$27,557,290.42 requested hereby, when added to all prior Bond Proceeds Draws in the aggregate amount of \$206,108,705.86, will result in aggregate Bond Proceeds Draws of \$233,665,996.28.

(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 <u>Exhibit B</u> 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 <u>Exhibit C</u> 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 <u>Exhibit A</u> 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 reinbursement 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.

(d) If this Requisition is approved for payment and all other conditions precedent to the PILOT Bond Trustee's obligation to make the Draw are satisfied, please disburse the Draw on 2012, as follows:

(i) \$ 29,945,703.14 by wire transfer to:

Bank Name:

JPMorgan Chase Bank

ABA#

021000021

Account Name:

Brooklyn Events Center, LLC

Account Number:

837 489 632

IN WITNESS WHEREOF, the Conduly executed as of	struction Monitor has caused this Requisition to be , 2012.
	Merritt & Harris, Inc As Construction Monitor By James G. Cockings Nome: Senjor Arrociate
ACKNOWLEDGED BY: THE BANK OF NEW YORK MELLON	
By Name: Title:	
BROOKLYN EVENTS CENTER, LLC	
Name: Matthew Messinger Title: Treasurer	

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

SEE ATTACHED

Exhibit B to Requisition for Payment
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. 27

Amount	Payee (with address)	Purpose
	t is hereby acknowledged of a photograph the submission of the attached I	payment in the amount of \$ 447,669,176.84 in Requisition.
		BROOKLYN EVENTS CENTER LLC]
		Name: Matthew Messinger. Title: Treasurer
Date:		

	- -									
			Fotal Previous Change Orders	Cha	inge Order Value		Cumulative Total	Δα	Budgeted on OPA	
	Onlying Contract Value Inc. 005	١,	vitable Otdere	CIII	•			S	475,755,607.00	
1	Original Contract Value less CCE Budget Transfer (Low Voltage Scope from Division 17 to Division 18		0	\$		\$ \$	475,755,507.00 475,755,507.00	S	410,100,000	
2		~	Ü	\$	(895,700,00)	•	• •	3	(895,700.00)	
3	Banker Steel OCIP Deduct	-	(805 700 00)	•		\$ \$	474,859,807.00	\$	(083,700.00)	
3	Budget Transfer		(895,700.00)			•	474,859,807.00	ş S	/4 770 D21 DD)	
4	Laquila OCIP Deduct SCO #1		(895,700.00)		(1,770,921.00)		473,088,886.00	ş S	(1,770,921.00)	
5	Almar OCIP Deduct	-	(2,686,621.00)		(220,000.00)		472,868,886.00		(220,000.00)	
6	Design - On Grade Bus Ramp		(2,886,621.00)		57,316.00		472,926,202.00	\$	57,316.00	
7	Design - Wind/Falling Ice		(2,829,305.00)		(29,500.00)		472,896,702.00	5	(29,500.00)	
8	Design - Sight line Study for Hockey		(2,858,805.00)		2,928.00		472,899,530.00	\$	2,928.00	
9	United Hoist - Upgrade Fence		(2,855,677.00)		249,994.00		473,149,624.00	\$	249,994.00	4007.00
10	United Holst - Fence @ Lot 21 Demo		(2,605,883.00)		228,372.00	-	473,375,996.00	\$	226,372.00	1287-02
11	Reassign Structural Precast to Banker		(2,379,511.00)			\$	473,375,996.00	\$		
12	United Holst Ph 2 Upgrade		(2,379,511.00)		,	\$	473,930,778.00	\$	554,780.00	48K to Demo
13	Laquila - Waste Disposal SCO #2		(1,824,731.00)		7,746,950.00		481,677,728.00	\$	7,746,950.00	1287-03
14	Otls OCIP Deduct	-	5,922,219.00	\$	(53,162.00)		481,624,584.00	\$	(53,162.00)	
15	ASI OCIP Deduct	\$	5,869,057.00	\$	(1,066,100.00)	\$	480,558,484.00	\$	(1,066,100.00)	
16	Separate CCE and GMP	\$	4,802,957.00		\$0.00	\$	480,558,484.00	\$	-	
17	H Mak Inc OCIP	\$	4,802,957.00	\$	(153,200.00)	\$	480,405,264.00	\$	(153,200.00)	
18	American Stair OCIP		4,649,757.00	\$	(20,916.00)	\$	480,384,348.00	\$	(20,918.00)	
19	GC's & Fee to Hunt for Fence Upgrade Addition OCO 12	\$	4,628,841.00	\$	51,918.00	\$	480,436,266.00	\$	51,918.00	\$4,492 to Demo
20	Con Ed Network Room Relocate	\$	4,680,759.00	\$	75,000.00	\$	480,511,266.00	\$	75,000.00	
21	Reconciliation of prevolus OCO 1 thru 20	\$	4,755,759.00	\$	•	3	480,511,266.00	\$	-	
22	Super Haz Material Trucking	\$	4,755,759.00	\$	323,255.00	\$	480,834,521.00	\$	323,265.00	1287-03
23	Budget Transfer Façade Allowance to ASI for Signage	\$	5,079,014.00	\$	-	\$	480,834,521.00	\$		
24	For Early Payment to ASI		5,079,014.00	\$	(435,000.00)	\$	480,399,521.00	\$	(435,000.00)	
25	United Holst Ph 2 OCIP		4,644,014.00	\$	(131,000.00)	\$	480,268,521.00	\$	(131,000.00)	(\$5,240) to Demo
26	OCIP Deduct EJ/Ermco	\$		\$	(455,625.00)		479,812,898.00	\$	(455,625.00)	
27	JE Thompson OCIP Deduct			5	(5,000.00)		479,807,896.00	\$	(5,000.00)	
28	Staging Concept OCIP Deduct	-	4,052,389.00	\$	(79,888.00)		479,728,008.00	\$	(79,888.00)	
29	Site Security COW-GC transfer		3,972,501.00	-		\$	479,728,008.00	\$	-	
30	Commodore OCIP Deduct			\$	(279,000.00)	S	479,449,008.00	\$	(279,000.00)	
31	Deduct Food carts from H Mak scope	-	3,693,501.00		(692,721.00)	-	478,756,287.00	S	(692,721.00)	
32	Design Elevator Holstway			\$	29,243.00		478,785,530.00	Š	29,243.00	
33	Hunt Laquita Haz & Super Haz Disposal		3,030,023.00		32,330.00	-	478,817,860.00	Š	32,330.00	1287-03
34	Design Con Ed Network Rev Rm Layout			\$,	\$	478,820,980.00	\$	3,120.00	
35	Partial September Reconcilliation			\$	•	\$	478,820,980.00	Š	-	
36	Add Pass thru Window w/ Heat lamp		3,065,473.00			\$	478,882,775.00	Š	61,795.00	
37	Relocate gate;renove plywood; replace chainfink fence per DOT / DOB		3,127,268.00			\$	478,902,874.00	Š	20,099.00	
38	Budget Transfer for Laquilla SCO-8		3,147,367.00			3	478,902,874.00	Š	-	
39	Budget Transfer Ceveta from excav to COW GC		3,147,367.00			\$	478,902,874.00	Š	_	
40	Budget Transfer from site reg to United Fence	-	3,147,367.00			Š	478,902,874.00	\$		
41	Budget Transfer Temps site to MFM Contract	-		\$		\$	478,902,874.00	\$		
42	Budget Transfer Temps site to MFM SCO-01		•	\$		\$	478,902,874.00	\$		
43	Additional SOE for Con Ed Vault			\$		\$	478,923,879.00	\$	21,005.00	
44	Add'l Egineering to Previous SOE Plans			\$	•	\$ \$	478,946,9 5 6.00	3 3	23,077.00	
45	OT work in prep for Owner Visit			\$		5	478,963,753.00	3	16,797.00	
46	Budget Tranfr Install of 1st Phase of Crane Pad	-	3,208,248.00	5		5	478,963,753.00	\$	10,191,00	
47	Budget Tranfi EJ Ermco Generator enclosure	•	3,208,246.00	•		\$	478,963,753.00	\$	-	
71	Coager Fixing Ly Lines Control and Disclosure	4	U, EVU, ETU.UU	¥	-	Ψ	410,000,100.00	•	•	

		~						
		Total Previous	Change Order Value		Cumulative Total	Λο Ε	Budgeted on OPA	
49	Budget Transfer Laquila PPE Mobil Lot	Change Orders	Change Order Value	æ		S	and de con our	
48 49	Budget Transfer Laquila Lay Down Area Banker	, -, -,	•	\$ \$	478,963,753.00	3 S	•	
50	Budget Transfer United Hoist Ph 2 Sidewalk Br			\$	478,963,753.00	Š	_	
51	FCRC Vold Change Order	• •• ••			478,963,753.00	3	•	
51 52	Budget Transfer COW GC Mockups			\$	478,963,753.00 478,963,753.00	9	•	
53	Temp Bowl Drainage	• • • • • • • • • • • • • • • • • • • •	-	\$		\$		
53 54	ERPLA Deduct alternate	, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		\$	478,963,763.00	\$	•	
55	EB Con Ed Vauit Rev & Life Safety Evalu	• • • • • • • • • • • • • • • • • • • •		\$ \$	478,963,753.00	\$		
56 56	Relocate Con Barriers & Privacy fence			\$	478,963,753.00 479,000,282.00	\$	36,529.00	
57	Concorse Floor Mock-ups			\$		\$	55,677.00	
58	Laquilla Haz Material disposal 8/10/10				479,055,959.00	\$		1287-03
58	Concourse Flooring Mock-ups				479,140,881.00	\$	13,691.00	1201-03
90 28	Exterior Façade Canapy Structual Steel	, .,. ,	. ,	\$	479,154,572.00	Š	10,081.00	
61	Structural Steel to support Halo & Lwr Band	. , , ,		\$	479,154,572.00	\$	1,369,480.00	
	Credit for Deletion of sauna Tim Locker Rm		,	\$	480,524,052.00	-	. ,	
62 63	Add'l Fixed & COW GC's				480,509,052.00	\$ \$	(15,000.00)	
64	Budget Traft Temp power for Fleid Operations	• .,, , ,			481,816,382.00	\$	1,307,330.00	
65	Reclass Demo Part of United Holst OCIP to Arena		:	\$	481,816,382.00	\$	-	
66	Repair of Pacific St Water Main	• -,	•	\$	481,816,382.00	35 55	4,303.00	1287-03 MFM
67	Relocate & modify Concrete barrier & fonce			\$ \$	481,820,685.00	\$	4,303.00	1201-03 MCW
68	•			-	481,820,685.00	\$	94,698.00	
	ASI multi COR's Drilling Holes for light Flatures (Add'i design Elimination of Bus Ramp				481,915,384.00	•		
69 70	Add'l Design veritical Circulation Studies			-	481,870,611.00	\$ 5	(44,773.00) 9,822.00	
71	OME Design Service Alt Sports lighting		•		481,880,433.00	\$	6,034.00	
72					481,886,487.00			
73	Design Services Relocate Gas Meter Rm : Furnish & Install add'i WiFl Points :			\$	481,900,447.00	\$ \$	13,980.00 313,695.00	
74	Add) PPE at Mobil Lot		_		482,214,142.00	\$	313,085.00	
7 5	Grid Line 1 Footing replacement resolution	, ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	\$	\$	482,214,142.00	\$	•	
75 76		* *************************************	•	\$	482,214,142.00	•	•	
	Concrete Cap at Mobil Lot NOC Reduction		\$ -	\$	482,214,142.00	\$	/460 000 00\	
7 7 7 8	Master Craft OCIP Credit		\$ (450,000.00)		481,764,142.00	\$	(450,000.00)	
	Deduct Alt to Remove Secrity from SC-16A : Trir COW GC's to Fixed GCOffice bild Out		\$ -	\$ \$	481,764,142.00	\$ 5	•	
79 80		,,	\$ -	•	481,764,142.00	\$ \$	8,108.00	1287-03
81	Removal of Undergrd Oil Tank : Deletion of Hydroworx 2000 Pool :	-1	\$ 6,108.00	\$	481,770,250.00	\$	(262,299.00)	1267-03
82	Ecav & Install SOE for ConEd Vault		\$ (262,299.00)		481,507,951.00	-	, ·,	
83	Trucking & Disposal of Contaminated mating		\$ 324,733.00	-	481,832,684.00	\$ \$	324,733.00 212,794.00	1287-03
84	Found & Conc Wk for Netwick & ConEd vaults	•	,		482,045,478.00	₹ \$	700,769.00	1201-03
86	Mobil Lot extraction wells:	-,	\$ 700,769,00 \$ 69,826.00		482,746,247.00 482,816,073.00	\$		1287-03
86	CM of Admetco Weathing Steel Panels	• • • • • • • • • • • • • • • • • • • •				\$ \$	257,891.00	1287-00
87	FCRC Void Change Order				483,073,964.00	\$	•	
88	FCRC Void Change Order		\$ -	\$ \$	483,073,964.00	\$	•	
89	CCC Custom Carpentry OCIP Deduct	, , , , , , ,	\$ - \$ (97,942.00)	•	483,073,964.00	\$	(97,942.00)	
90	VDC support Shop Construction Services		\$ (97,942.00) \$	\$	482,976,022.00 482,976,022.00	\$ \$	(37,344,00)	
91	Design Services Relocate Found wall Grid R to T		\$ 9,477.00	\$	482,985,499.00	\$ \$	9,477.00	
92	Rebar Couplers at Perimeter Wall		\$ 9,477.00	\$		\$ \$	9,477.00	
93	Component Assembly Carpentry OCIP Deduct		\$ (144,545.00)	-	482,985,499.00 482,840,954.00	\$	(144,545.00)	
94	Global Gates OCIP Deduct		\$ (26,055.00)	-	482,814,899.00	\$	(26,055.00)	
95	Façade Mockup Lagulla Pacific St		. , ,		482,824,095.00	\$	9,196.00	
90	r agove muchap Ladung Facilio Of	# 1,000,032.00	Δ 5' 120'00	4	402,024,085.00	Φ	0,180.00	

	•	*****								
			Total Previous							
			Change Orders		ange Order Value		Cumulative Total		Sudgeted on OPA	
96	Over Excavation and Addl fill at Footings	•	7,068,588.00	\$	42,877.00		482,868,972.00	\$	42,877.00	
97	Modify SOE for Sewer at Flatbush Ave	•	.,,	\$	11,569.00	-	482,878,541.00	\$	11,569.00	
98	OME to Sweet Shop / Frozen Custer	-			41,483.00	\$	482,920,004.00	\$	41,463.00	
99	MEP associated with Food Service		7,184,497.00	\$	14,256.00	\$	482,934,260.00	\$	14,256.00	
100	Deduct for Practice Court Flooring	\$	7,178,753.00	\$	(368,224.00)	\$	482,568,036.00	\$	(386,224.00)	
101	DownTime for Drilling Equip Sudget Transfr	\$	6,812,529.00	\$	-	\$	482,568,038.00	\$	•	
102	Switch kitchen Steamers	\$	6,812,529.00	\$	•	\$	482,568,036.00	\$	-	
103	Addition and deletion of Food service Equipm't	\$	6,812,529.00	\$	220,389.00	\$	482,788,425.00	\$	220,389.00	
104	Furnish & Install Jones Soda Equip & Storage	\$	7,032,918.00	\$	11,633.00	\$	482,800,058.00	\$	11,633.00	
106	Cut & Cap Watermain on Pacific	\$	7,044,551.00	\$	-	5	482,800,058.00	\$		
106	Excavate & Foundation Bulletin 4	\$	7,044,551.00	\$	-	\$	482,800,058.00	\$	•	
107	Removal of Unsutable Soil Crane Pad	\$	7,044,551.00	\$	•	\$	482,800,058.00	\$	•	1287-03
108	Modification to Stair Hand Rail	\$	7,044,551.00	\$	9,937.00	\$	482,809,995.00	\$	9,937.00	
109	Add'l design Exterior Façade Mockup	\$	7,054,488.00	\$	3,000.00	\$	482,812,996.00	\$	3,000.00	design
110	Arena Security to ADT	•			1,759,133.00	-	484,572,128.00	\$	1,759,133.00	_
111	Alternate Exterior Design review		8,816,621.00		1,142,691.00	\$	485,714,819.00	\$	1,142,691.00	design
112	Design Services Barclays Suite Mod	-	9,959,312.00		21,488.00	-	485,736,307.00	\$	21,488.00	design
113	Design Services Beers of Brooklyn	-			62,768.00		485,799,065.00	\$	82,758.00	design
114	Design Services LL Toilet Modification	-			27,426.00		485,826,491.00	\$	27,426.00	~
115	Budget Trsfr Relocate Pedestrian Signal		10,070,984.00	\$	2,7120,00	\$	485,826,491.00	\$	31,123.20	200.9
116	Add'l cost for Down time Laquilla Pile Rig	•	10,070,984.00		32,943.00	Š	485,869,434.00	\$	32,943,00	
117	Over Excavate & fill for footings that support roof	•	10,103,927.00		95,672.00	\$	485,955,006.00	\$	95,572.00	
118	B2 Struct Impacts & mod at Con ed Vault	-	10,199,499.00	\$	104,123.00	\$	486,058,129.00	\$	104,123.00	
119	Transport & Disposal of Hazardous Spotl	•	10,303,622.00	\$	123,507.00	\$	486,182,636.00	\$	•	1287-03
120	Bdgt Trsfr for delta on Netwk Compartment & ConEd Vault		10,427,129.00	\$	123,307.00	\$	486,182,836.00	\$	120,001.00	120, 00
121	Trefit from Signage to COW GC sign Mockup		10,427,129.00		-	Š	486,182,636.00	\$	_	
122	Transfer from signage to ASI for mock up		10,427,129.00		•	\$	486,182,638.00	\$	_	
123	Electric work for Mock Up at Pacific St	-	10,427,129.00		2,629.00	\$	486,185,285.00	\$	2,629.00	
123	•	•		-	2,029.00	\$		\$	2,029.00	
125	Furnish & Instal Food Service Equip for Commissary	-	10,429,758.00		4 044 240 00	\$	486,185,265.00	\$	1,811, 316 .00	
	Cost Differential to Fire protection Award to Grinnell		10,429,758.00	\$	1,811,316.00	•	487,996,581.00		1,011,310.00	
126	Budget Traff Freight Elevator SIII		12,241,074.00		•	\$	487,996,581.00	\$	•	
127	Budget Trsfr Crane Pad Area E		12,241,074.00	\$	40.076.00	\$	487,998,581.00	\$	42 226 00	
128	Provide Wood Arm Rest Club seating		12,241,074.00		42,376.00	\$	488,038,957.00	\$	42,376.00	
129	Provide Taller Seat Backs Club Seating	-	12,283,450.00	\$	12,440.00	\$	488,051,397.00	\$	12,440.00	
130	Design Modifications to Team & Family Lounge		12,295,890.00	ş	82,856.00	\$	488,134,253.00	\$ \$	82,856.00	
131	Design Servicesfor Customized Sponsorship Signage	-			40,239.00	\$	488,174,492.00	•	40,239.00	
132	Transfer from ASI to Banker Steel Install Façade Con		12,418,985.00	\$	-	\$	488,174,492.00	\$	-	
133	Transfer for Fence Modification access to ConEd		12,418,985.00		-	\$	488,174,492.00	\$	•	
134	Budget Tmsfr for Fence relocation 6th Ave Demo	_	12,418,985.00	\$	•	\$	488,174,492.00	\$	-	
135	Budget Trefer from Cont for fence, gate & Stone staging Area		12,418,985.00	\$		\$	488,174,492.00	\$	74.070.00	
136	Arena Lighting Design Exceeding Goldstick basic Design		12,418,985.00	\$	71,378.00	\$	488,245,870.00	\$	71,378.00	
137	Custom Color finish Roof Top Fan	•	.,		18,739.00	\$	488,284,609.00	\$	18,739.00	
138	Foundation Design Change		12,509,102.00		-	\$	488,264,609.00	\$	4.004.00	
139	Backfill Material Reg for Demo Operations		12,509,102.00		4,384.00	\$	488,268,993.00	\$	4,384.00	
140	Added Sprinkler Coverage area 50ft of Roof	-	12,513,488.00	\$	-	\$	488,268,993.00	\$	-	
141	Mod of SOE along Flatbush Ave		12,513,486.00	\$	•	\$	488,268,993.00	\$	•	
142	Removi & Disposal of Demo debris Fire house	•	12,513,488.00	\$	-	\$	488,268,993.00	\$	•	
143	Modification to East Stomwater Tank	\$	12,513,486.00	\$	-	\$	488,268,993.00	\$	-	

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			Total Previous					
		- (Change Orders	Ch	ange Order Value	Cumulative Total	As	Budgeted on OPA
144	Mod to Installed SQE Flatbush Ave	\$	12,613,486.00	\$		488,268,993.00	\$	•
145	Area C Crane Pad	\$	12,513,486.00	\$	- :	488,268,993.00	\$	• -
146	Permit for Temp Stand Pipe	\$	12,513,486.00	\$	- (488,268,993.00	\$	-
147	increase Technology Award	\$	12,513,488.00	\$	- :	\$ 488,268,993.00	\$	-
148	Transfer Portion of Fall Protection to Misc Metal	\$	12,513,486.00	\$	- (\$ 488,288,993.00	\$	-
149	Banker Credit for Master Mech Budget Transfer	\$	12,613,486.00	\$	- ;	\$ 488,268,993.00	\$	•
150	Lighting Options Façade Mega Pnis	\$	12,513,486.00	\$	3,820,372.00	492,089,365.00	\$	3,820,372.00
151	Add Alternate for Oculus 15mm Display	\$	16,333,858.00	\$	2,170,006.00	494,259,371.00	\$	2,170,006.00
152	Addl Foundation Wk Façade Conopy revised Drawings	\$	18,603,864.00	\$	38,390.00	494,297,761.00	\$	38,390.00
153	FCRC Void Change Order	\$	18,542,254.00	\$	- 5	494,297,761.00	\$	•
154	FCRC Vold Change Order	\$	18,542,254.00	\$	- (494,297,761.00	\$	-
155	FCRC Void Change Order	\$	18,542,254.00	\$	- ;	\$ 494,297,781.00	\$	-
156	FCRC Void Change Order	\$	18,542,254.00	\$	- '	494,297,761.00	\$	-
157	FCRC Vold Change Order	\$	18,542,254.00	\$	- (\$ 494,297,781.00	\$	-
158	FCRC Void Change Order	\$	18,542,254.00	3	- !	\$ 494,297,761.00	\$	-
159	Roofing Award SC-20C Wilkow Braker	\$	18,542,254.00	\$	4,297,000.00	498,594,761.00	\$	4,297,000.00
160	First Floor Mockup Fit Out on Pacific St	s	22,839,254.00	\$	25,152.00	498,619,913.00	\$	26,152,00
161	Transfr Funds for Safety net at Openings	\$	22,864,406.00	\$	(1,587.00)	498,618,326.00	\$	(1,587.00)
162	Transfer Funds for Additional Stone Shake out area	Š	22,862,819.00	S	(534.00)		\$	(534.00)
163	Transfer To provide Temp Power by Banker	\$	22,862,285.00	\$	• •	498,617,792.00	\$	•
164	Install Overhead Protection NE Side of Arena	•	22,862,285.00	\$	(3,385.00)		\$	(3,385.00)
185	Transfer for Temp Stair Tower Pacific St Gate	•	22,858,900.00	Š	(3,532.00)		\$	(3,532.00)
166	Budget Transfer for Drywall Buy out for Painting	•	22,855,368.00	\$		498,610,875.00	\$	•
167	Transfer for ConEd Vault Doka Form Rental	-	22,855,368.00	\$		498,810,875.00	\$	-
168	Furnish & Install Conection Pts by ASI for Signage	•	22,855,368.00	\$		498,610,875.00	\$	•
169	Transfer from Contingency for Com Laundry buy		22,855,368.00	\$		\$ 498,610,875.00	\$	•
170	Transfer for Commodore to add Crane Picks		22,855,368.00	\$		498,610,875.00	\$	•
171	Transfer for Fire Hose Cabinet to Stainless	-	22.855,368.00	\$		498,610,876.00	\$	-
172	Addition Plumbing for Commisary Bul # 17	Š	22,855,368.00	Š		498,837,718.00	\$	26,841.00
173	OCIP Credit for Island International	-	22,882,209.00	\$	(123,000.00)		\$	(123,000.00)
174	Transfer for Food service Overrun on COR 89	-	22,759,209.00	\$		498,514,716.00	Š	•
175	Transfer for Revolving Door at Team Store	•	22,759,209.00	\$		498,614,716.00	\$	-
178	Credit for Design to Metal Stairs		22,759,209.00	\$		\$ 498,514,716.00	\$	
177	Credit for Hunt OCIP		22,769,209.00	Š	(8,856,536.00)		\$	(8,855,536.00)
178	Add for Wine Cooler mod at Foxwood 8ar	Š	13,902,673.00	\$	3,876.00		\$	3,876.00
179	Transfer for Detetion of GWB from Admin Office	\$	13,906,549.00		•	489,662,058.00	\$	•
180	Commodore GBA# 3 OCIP Deduct	\$	13,906,549.00	\$	(71,712.00)		\$	(71,712.00)
181	Long Island Fire Door OCIP Deduct	-	13,834,837.00	Ś	(4,000.00)		\$	(4,000.00)
182	Transfer for deletion of Hydro therapy pool		13,830,837.00	\$		489,586,344.00	\$	`` -
183	Transfer for dealgroost assoc with Drink Tables /suite	-	13,830,837.00	\$		489,586,344.00	\$	
184	Credit for POS System	-	13,830,837.00	\$	(700,000.00)		\$	(700,000.00)
185	Design Service to Relocate Press Seat for Premium	•	13,130,837.00	\$	13,779.00		\$	13,779.00
186	Transfer for Added Camera Platform and ADA		13,144,818.00	\$		468,900,123.00	\$	*
187	Add to Change Suite Sinks	•	•	\$	12,769.00		Š	12,759.00
188	Daktronics OCIP Credit		13,157,375.00	-	(16,458.00)	, -, ,	\$	(16,458.00)
189	Transfer for Scoreboard Buyout	•	·	\$	• •	488,896,424.00	\$	<u>, -,</u>
190	Am Seating OCIP Deduct	-	13,140,917,00	\$	(163,021.00)		\$	(163,021.00)
191	Transfer for Foundation Modification	\$	12,977,896.00	\$	•	488,733,403.00	\$	

			Total Previous	~	O-d Value		Cumulative Total	٨٠	Budgeted on OPA	
	And the second of the second o		Change Orders		ange Order Value	_			-	
192	Knock Out Panels on Foundation Wall for Future Tower	•	12,977,896.00		17,123.00		488,750,526.00	\$	17,123.00	
193	Transfer for Infill of Elevator Pitss	•	12,895,019.00		(305.00)		488,750,221.00	\$	(305.00)	
194	Transfer for Snow Removal	•	12,994,714.00		(468.00)		488,749,753.00	\$	(488.00)	
195	Add for Electric upgade Levy Server Room		12,994,248.00		26,282.00		488,776,035.00	\$	26,282.00	
196	install Speakers in Oculus	•	13,020,528.00		41,820.00		488,817,855.00	\$	41,820.00	
197	Transfer for Concession Stand lights	-	13,062,348.00	\$	(1,155.00)	\$	488,818,700.00	\$	(1,155.00)	
198	Transfer Lighting in Players Facilities	\$	13,061,193.00	\$	(1,042.00)	\$	488,815,658.00	\$	(1,042.00)	
199	Add for Switchboard mod from Transit Facility	\$	13,060,151.00	\$	50,107.00	\$	488,865,765.00	\$	50,107.00	
200	Transfer for Gen Horizontal Sound Silencer	\$	13,110,258.00	\$	-	\$	488,865,765.00	\$	◄	
201	Berlin Steel OCIP Deduct	\$	13,110,258.00	\$	(65,000.00)	\$	488,800,765.00	\$	(65,000.00)	
202	Transfer for Lquila OT for Steel erection	\$	13,045,258.00	\$	-	\$	488,800,765.00	\$	-	
203	Heat Trace Underground Greese piping at Evt Lvt	\$	13,045,258.00			\$	488,800,765.00	\$	-	
204	Exterior Glazing Modification		13,045,258.00	5	12,148.00	S	488,812,913.00	\$	12,148.00	
205	Installation of TA Emergency Halch Platform	•	13,067,406.00			Š	488,812,913.00	\$	· -	
206	Flowable Fill for non Bearing Soil	•	13,057,406.00		18,045.00	Š	488,830,958.00	\$	18,045.00	
207	Deduct Alternate Eleminate Gyp boad Celling Suites	-	13,075,451.00		10,0 1-100	\$	488,830,958.00	\$		
208	Deduct Atternate Ellminate all GBA in Sundker Suite		13,075,451.00		_	\$	488,830,958.00	\$		
209	OME for material Hoist Footing Relocation	-	13,075,451.00			Š	488,830,958.00	Š	_	
	Additional Stone Area D Crane Pad		•		47,914.00	\$	488,878,872.00	\$	47,914.00	
210		-	13,075,451.00		41,814.00			\$	47,314.00	
211	Excav & Found Cost assoc w 10/15/10 Drawing rev		13,123,365.00		-	\$	488,878,872.00	S	-	
212	Contengency Transfr to Thicken Slab On Grade		13,123,385.00		7	\$	488,878,872.00	-	•	
213	Add'l Stone Area D Steel Laydown Area		13,123,365.00	- 1		\$	488,878,872.00	\$	3 700 00	
214	Relocation of Casing & Soldier Pile Sewer Conflict	-	13,123,365.00		3,728.00	\$	488,882,598.00	\$	3,726.00	4007.63
215	Transport & Disposal of hazardous Solls	-	13,127,091.00		119,076.00	\$	489,001,674.00	\$		1287-03
218	Structured Cabling w patch panels in lule of Cords	•	13,246,167.00		38,562.00	\$	489,040,236.00	\$	38,562.00	
217	Add'l Façade Lighting Design services		13,284,729.00	- 1	31,485.00		489,071,701.00	\$	31,465.00	
218	CCC Custom Carpentry ERPLA Deduct Afternate	•	13,318,194.00		-	\$	489,071,701.00	\$		
219	Add Alternate for Center hung Size & Disp increase		13,316,194.00	\$	• • •	\$	490,760,222.00	\$	1,678,521.00	
220	Centerhung Display upgrades	-	14,994,715.00	\$	710,815.00	\$	491,461,037.00	5	710,815.00	
221	Add Alternate for Entry lobby Shop Concept 15mm		15,705,530.00	\$	492,112.00	\$	491,983,149.00	\$	492,112.00	
222	Added Knockout panel Founsdilon wall B2	\$	16,197,642.00	\$	4,262.00	\$	491,957,411.00	\$	4,262.00	
223	Cont Trefr Add'i design Relocat Kitch exhaust Fan	\$	16,201,904.00	\$	-	\$	491,957,411.00	\$	-	
224	Cont Traft Import Stone Temp Ramp Pacif Street	\$	18,201,904.00	\$	-	\$	491,967,411.00	\$		
225	Cont Traft Area D Crane pad	\$	16,201,904.00	\$	-	\$	491,957,411.00	\$	-	
226	Componante Assem Syst ERPLA deduct Alternate	\$	16,201,904.00	\$	-	\$	491,957,411.00	\$	-	
227	Waterproofing network compartment Con ed	\$	16,201,904.00	\$	24,059.00	\$	491,981,470.00	\$	24,059.00	
228	Contgency Trafr Reinstall Equalizer line	S	16,225,963.00			\$	491,981,470.00	\$	•	
229	Contingency Trsfr East Storm tank Mod	\$	16,225,963.00		•	5	491,981,470.00	\$	-	
230	Temp Connection at disconnect catch basin	-	16,225,963.00		-	\$	491,981,470.00	\$	_	
231	Increase for PR2 Modify Quantity of Court Side Seat	,	16,225,963,00		54,017.00	3	492,035,487.00	\$	54,017.00	
232	Commodore DW Pkg ERPLA deduct Atternative		16,279,980.00		01,011.00	\$	492,035,487.00	\$	- 1,- 1.1	
233	Excavation of Trench for Temp electric		16,279,980.00			\$	492,035,487.00	Š	_	
234	FCRC Void Change Order		16,279,980.00		_	\$	492,035,487.00	3	_	
23 4 235	IGMP Transfr Observation & Coordination of Concrete		16,279,980.00		•	\$	492,035,487.00	\$	-	
	IGMP Traffi for Temp roof at Boiler Plant		18,279,980.00		-	\$	492,035,487.00	S.	•	
238	OCIP Deduct Jantile	-			(48.044.00)	-		\$	(16,911.00)	
237		•	16,279,980.00		(16,911.00)		492,018,576.00		•	
238	OCIP Credit Consolidated Carpet	-	16,263,069.00		(12,946.00)		492,005,630.00	\$	(12,948.00)	
239	OCIP Credit Met Sales Installation	2	16,250,123.00	\$	(1,130.00)	2	492,004,500.00	\$	(1,130.00)	

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			Total Previous						
		(Change Orders	Chai	nge Order Value		Cumulative Total	As l	Budgeted on OPA
240	OCIP Deduct Port Morris Tile	\$	16,248,993.00	\$	(37,424.00)	\$	491,967,076.00	\$	(37,424.00)
241	OCIP Deduct A&B Caulking Co	\$	16,211,569.00	\$	(90,849.00)	\$	491,876,227.00	\$	(90,849.00)
242	OCIP Deduct L&L Painting	\$	16,120,720.00	\$	(81,484.00)	\$	491,794,743.00	\$	(81,484.00)
243	IGMP trsfr for Scope rev Precast to 10/10 Doc	\$	18,039,236.00	\$	_	\$	491,794,743.00	\$	-
244	IGMP traft for Almar Clkemping Devices Equalizer line	\$	16,039,236.00	\$	-	\$	491,794,743.00	\$	-
245	IGMP Transfr retentin tank suction Pumps Spec	\$	16,039,238.00	\$	•	\$	491,794,743.00	\$	
246	IGMP Transfr to MFM Concrete Level Pad	\$	16,039,236.00	\$	_	\$	491,794,743.00	\$	-
247	Furnish & Install Clean Out Covers Event Lvf	\$	16,039,236.00	\$	6,502.00	\$	491,801,245.00	\$	6,502.00
248	IGMP Trsfr to MFM addi Concrete Level Pad	\$	16,045,738.00	\$	-	\$	491,801,245.00	\$	
249	Plumbing Assocted with Con ed Vauli	\$	16,045,738.00	\$	145,943.00	\$	491,947,188.00	\$	145,943.00
250	Credit to reduce Subwoofers & Amplifiers	\$	16,191,881.00	5	(40,899.00)	\$	491,906,289.00	\$	(40,899,00)
251	IGMP Budget Trsfr Relocate exhaust Fans	\$	18,150,782.00		-	5	491,906,289.00	\$	
252	QCIP Deduct Costal Tile	\$	16,150,782.00		(46,507.00)	\$	491,859,682.00	\$	(46,607.00)
253	Add to Furnish & Install Closts In all fwr & upr Suites	\$	16,104,175.00			\$	492,107,881.00	\$	248,199.00
254	IGMP Budget Traft Temp Enclosure Quad C	•	18,352,374.00		_	Š	492,107,881.00	\$	•
255	Furnish , Install & remove Matl Hoist Atl Ave	•	16,352,374.00			Š	492,107,881.00	\$	
256	IGMP Budget Trafr relocate Project hoist & LD platform	•	16,352,374.00		-	\$	492,107,881.00	\$	-
257	add for Terrazzo Mock-up Costs		16,352,374.00		3,158.00	\$	492,111,039.00	\$	3,158.00
258	Add for Exterior Façade Interim Quantity Take off	•	16,355,532.00			\$	492,351,505.00	\$	240,466.00
259	Add for Epoxy Coating on Uper & Lwr Bowl Precast	-	18,595,998.00			\$	493,787,106.00	\$	1,435,601.00
260	Add for Residential Appliance Change per Owner					3	493,809,648.00	\$	22,542.00
261	Add for Concrete Curbs in Coord with Façade Design		18,054,141.00		_ '	\$	493,999,574.00	\$	189,926.00
262	Add't Design services assoc with ConEd Network Room	-	18,244,067.00			\$	494,015,939.00	\$	16,365,00
263	Design Services for Modification of exter Storefmts	-	18,280,432.00			\$	494,025,275.00	\$	9,336.00
264	Design portion of B2 Structural impacts at Con ed Vauli		18,269,768.00	,		\$	494,085,440.00	\$	60,165.00
265	IGMP Budget Traf OT Cost 2/26/11 to 9/17/11	•	18,329,933.00		00,100.00	\$	494,085,440.00	\$	00,100,50
268	Add for Stellar Seatbacks on Gen & Club sealing	•	18,329,933.00	\$	61,486.00	\$	494,146,926.00	\$	61,486.00
267	IGMP Budget Trisfr CMU Size in security Rm sft & lby	•	18,391,419.00		01,100.00	\$	494,148,926.00	Š	-
268	IGMP Budget Trsfr addl 40' sliding gate at All ave		18,391,419.00	\$		\$	494,146,926.00	\$	
269	IGMP Budget Trsfr CMU Wall Mod In Dean st lobby	•	18,391,419.00	\$	_	\$	494,146,928.00	\$	
270	IGMP budget Traft CMU Wall Mod at Truck Elevator		18,391,419.00	\$	-	\$	494,146,928.00	\$	_
271	IGMP Budget Traff CMU at Truck Elevator Entrance wall		18,391,419.00	\$	-	\$	494,146,926.00	\$	_
272	IGMP Budget Traff Reconcile the PPE Allow Mobil lot	•	18,391,419.00	\$		\$	494,146,926.00	\$	_
273	Add for steel Cost with 82 Struct Impacts & Con ed vault		18,391,419.00		67,256.00	\$	494,214,182.00	\$	87,258.00
274	IGMP Budget Trefr Design Add) Build Code & life sity		18,458,875.00	•	00,003,10	\$	494,214,182.00	\$	07,230.00
275	IGMP Budget Traft Cosyl associated with bull 5		18,458,675.00			ě	494,214,182.00	\$	_
276	Barclays Sponsorship Mackup Modification	-	18,458,676.00		10,685.00	\$	494,224,867.00	\$	10,885.00
277	IGMP Budget Traft Revisions to Atlantic Ave Gate	-			10,000,00	\$	494,224,867.00	\$	10,000.00
278	IGMP Budget Traft Install & remove Trash Suite	•	18,469,360.00		-	S	494,224,867.00	\$	_
279	IGMP Budget Traft Detail & Roll Struct at per Adum 1		18,489,360.00	\$	7	\$	494,224,867.00	\$	_
280	IGMP Budget Traff install curb to term pit watr Proof	-	18,469,360.00	\$		\$	494,224,867.00	\$	_
281	IGMP Budget Traff Delete Exterior Stair Nosings	-	18,489,360.00	\$	-	Š	494,224,867.00	\$	-
282	IGMP Budget Trair Install add't man Gate		18,469,360.00	\$	-	\$	494,224,867.00	\$	_
283	OCIP Deduct Component Assembly	-	18,469,360.00	\$	(34,400.00)	\$	494,190,467.00	\$	(34,400.00)
284	OCIP Deduct Specialty Flooring		18,434,960.00	\$	• • • •	\$	494,152,084.00	\$	(38,383.00)
285	OCIP deduct American Industries	-	18,398,577.00		(61,000.00)	,	494,091,084.00	\$	(61,000.00)
286	OCIP deduct JR Jones	•	18,336,577.00		(7,481.00)		494,083,803.00	\$	(7,481.00)
287	OCIP Deduct Miller Blaker	•	18,328,096.00		(17,240.00)		494,066,363.00	\$	(17,240.00)
-0,	CON POUCH INNE	~	10,020,000,00	•	(17,240.00)	*	10/1000,000.00	•	(,= +0.00)

Total Previous	
Change Orders Change Order	Value Cumulative Total As Budgeted on OPA
	- \$ 494,066,363.00 \$ -
288 IGMP Budget Trisfr EB Evaluation Early backfill \$ 18,310,856.00 \$ 289 IGMP Budget Trisfr Add Aft 5 banker Stil Seed Coat pnt Roof \$ 18,310,856.00 \$	- \$ 494,066,363.00 \$
	- \$ 494,066,363.00 \$ -
· · · · · · · · · · · · · · · · · · ·	• • • • • • • • • • • • • • • • • • • •
291 IGMP Budget Trefr Waterproofing Two retention Tanks \$ 18,310,856.00 \$	•
292 IGMP Budget Trsfr Fine Group for Fire Stand Pipe \$ 18,310,856.00 \$	
293 FCRC Void Change Order \$ 18,310,856.00 \$	* *************************************
294 IGMP Budget Trafrto reverse OCO 256 Holst Relocation \$ 18,310,856.00 \$	- \$ 494,066,383.00 \$
295 IGMP Budget Trsfr to reverese OCO 255 Atl Ave Holst \$ 18,310,856.00 \$	- \$ 494,068,363.00 \$ -
	331,00 \$ 494,086,994.00 \$ 20,631.00
297 IGMP Budget Traft Logos in Upper Bowl Gen Seating \$ 18,331,487.00 \$	- \$ 484,086,984.00 \$ -
	773.00 \$ 494,113,787.00 \$ 26,773.00
	395.00 \$ 494,139,662,00 \$ 25,895.00
300 Modification to SOE at Flatbush & Dean \$ 18,384,165.00 \$ 34,7	799.00 \$ 494,174,481.00 \$ 34,799.00
301 Add't design Modify Press Seating Sec115 \$ 18,418,954.00 \$ 6,5	590.00 \$ 494,181,051.00 \$ 6,590.00
302 Add'i design for Octogon Lighting Proj Participate \$ 18,425,544.00 \$ 8,5	392.00 \$ 494,187,643.00 \$ 6,592.00
303 Add for Add't Design Tollet Fixtures \$ 18,432,136.00 \$ 33,1	103.00 \$ 494,220,746.00 \$ 33,103.00
304 IGMP Budget Trsfr Banker Steel Claim Settlement \$ 16,485,239.00	\$ 494,220,746.00
	404.00 \$ 494,228,150.00 \$ 7,404.00
308 IGMP Transfer Mod to Fan Rm CMU Walls \$ 18,472,843.00	\$ 494,228,150.00
307 IGMP Budget Trsfr CMU Wall Revs Ice Equp Rm \$ 18,472,643.00 \$	- \$ 494,228,160.00 \$ -
308 IGMP Budget Trsfr Revise M8 wall to MS8 \$ 18,472,643.00 \$	- \$ 494,228,150.00 \$ -
309 IGMP Budget Trisfr CMU at Truck Elevator & Turntble \$ 18,472,643.00 \$	- \$ 494,228,150.00 \$
	000.00) \$ 493,978,150.00 \$ (250,000.00)
311 IGMP Budget Trisfr Truck Elevator Entrance Head Off \$ 18,222,643.00 \$	- \$ 493,878,150.00 \$ -
	517.00 \$ 494,056,687.00 \$ 78,517.00
	- \$ 494,056,667.00 \$ -
	000.00 \$ 494,506,687.00 \$ 450,000.00
316 IGMP Budget Trefr Material Holst at Practice court \$ 18,551,180.00 \$	~ \$ 494,306,667.00 \$ -
317 IGMP Budget Trsfr Loading Platform Truck Elev \$ 18,551,160.00 \$	- \$ 494,306,667.00 \$ -
318 IGMP Budget Trafr Ramp at Area C Event Levi \$ 18,551,160.00 \$	- \$ 494,306,667.00 \$ -
319 IGMP Budget Traft Stone for Staging Lot \$ 18,551,180.00 \$	- \$ 494,306,667.00
	000.00) \$ 494,280,667.00 \$ (26,000.00)
321 IGMP Traffr Mastercraft Mesonry Credit Mn & Upr Concra \$ 18,525,160.00 \$	- \$ 494,280,867.00 \$ -
322 IGMP Trisfr Global Credit for Delete Side Coll Grille \$ 18,525,160.00 \$	- \$ 494,280,667.00 \$
323 IGMP Trafi Various ASR Design Revisions \$ 18,525,160,00 \$	- \$ 494,280,687,00 \$ -
324 IGMP Traff Interior Allowance Sweep \$ 18,525,160.00 \$	- \$ 494,280,867.00 \$ -
325 IGMP budget Trafr Arch Milltwrk Pck 1 to JR Jones \$ 18,626,160.00 \$	- \$ 494,280,667.00 \$ -
326 Add for HVAC Rev to Tollet Rms Evt, Min & Upr Conc. \$ 18,525,180.00 \$ 32,9	348.00 \$ 494,313,615.00 \$ 32,948.00
327 IGMP Budget Trefr Modify Flatbush Ave Gate \$ 18,568,108.00 \$	- \$ 494,313,615.00 \$ -
328 IGMP Budget Traff Benker Steel Crane Dwn Time \$ 18,558,108.00 \$	- \$ 494,313,615.00 \$ -
	394.00 \$ 494,623,509.00 \$ 309,894.00
330 IGMP budget Trsfr Stalr landing 4H to FE5 Elv Rm \$ 18,868,002.00 \$	- \$ 494,623,509.00 \$ -
331 Credit to Delete Gate at Demo Site Lot 21 \$ 18,868,002.00 \$ (26,7	724.00) \$ 494,596,785.00 \$ (25,724.00) 1287-02
332 IGMP budget Trisft Temp Enclosure to CCC \$ 18,841,278.00 \$	- \$ 494,596,785.00 \$ -
333 IGMP 8udget Trefr Temp Encloser Upper & lower Suite \$ 18,841,278.00 \$	- \$ 494,596,785.00 \$ -
334 IGMP 8udget Traft Temp Enclosure Quad C \$ 18,841,278.00 \$	- \$ 494,596,785.00 \$ -
335 KGMP Budget Trisfr Practice Court lighting \$ 18,841,278.00 \$	- \$ 494,596,785.00 \$ -

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	•		Tatal Brandana					
			Total Previous	Ch	anna Ordan Makua	Cumulative Total	٨۵	Budgeted on OPA
^~-	Dard and Star ID James COID Count's Olive 4 Milliote		Change Orders		ange Order Value			(17,724.00)
336	Deduct for JR Jones OCIP Credit Pkg 1 Millwk		18,841,278.00	\$	(17,724.00) \$ - \$	494,579,061.00	\$ \$	(11,124.00)
337	IGMP Budget Traff CCC Temp Enclosures		18,823,554.00		-			3,954.00
338	Add for Middle Cup holder Lwr & upr suite Chairs	•		-	3,954.00 \$	494,583,015.00	\$	·
339	Add for Storm Retantion Tank Suction pump Mod		18,827,506.00		68,896.00 \$	494,651,911.00	3	00.968,88
340	IGMP Budget Trair Banker Second shift	•	18,898,404.00	\$	- \$	494,651,911.00	\$	•
341	IGMP Budget Trefr Stand By Cost Area C	•	18,896,404.00		- \$	494,651,911.00	\$	-
342	IGMP Budget Trsfr Stand by Cost Expedite Steel Fonds, CC		18,896,404.00		- \$	494,661,911.00	\$	-
343	IGMP Budget Traft MC for Winter Protec masonary	-	18,896,404.00	\$	- \$		\$	•
344	IGMP Budget Traff Install Transition Stab Ice rink	-	18,898,404.00		- \$	494,651,911.00	\$	-
345	IGMP Budget Trefr Railing Mod Alt 6 GBA Pkg 3	-	18,896,404.00		- \$	494,651,911.00	\$	•
346	IGMP Budget Traft Shop Light Rail Fodure detail		18,896,404.00	\$	- \$	494,851,911.00	\$	-
347	IGMP Budget Traft Bulletin 15 Construction Cost Traft	-	18,896,404.00	\$	- \$	494,651,911.00	\$	-
348	IGMP Budget Trsfr Bulletin # 12	\$	18,896,404.00	\$	· . \$	494,651,911.00	\$	-
349	Add for VE of Consolidated Carpet Subtract Alt 14,22	\$	18,896,404.00	\$	- \$	494,861,911.00	\$	-
350	IGMP Contingeny Sweep PCO 875 / COR 552R2	\$	18,898,404.00	\$	- \$	494,651,911.00	\$	•
351	IGMP VE of Costal Title Alt. #12	\$	18,896,404.00	\$	- \$	494,651,911.00	\$	•
352	IGMP Budget Traff railing Mod at Upper Suite	\$	18,896,404.00	\$	- \$	494,651,911.00	\$	-
353	Add for blackboxes with Plvots in PE 1 & 3	\$	18,896,404.00	\$	8,443.00 \$	494,660,354.00	\$	8,443.00
354	IGMP Budget Trsfr Wall Revisions at Truck Elevator	\$	18,904,847.00	\$	- \$	494,660,354.00	\$	-
355	IGMP Budget Traft install & Remove Temp Scaffolding		18,904,847.00		- \$	494,660,354.00	\$	•
356	IGMP Budget Trefr CMU Wall at EV LV Plan Rm		18,904,847.00		- \$	494,880,354.00	\$	
357	IGMP Budget Trsfr Lower CMU Wall at SE-6	S	18,904.847.00	\$	- \$	494,680,354.00	\$	-
358	IGMP Budget Trefr Drink Rail & Guard Rail Rev	s	18,904,847.00		- \$	494,660,354.00	\$	
359	IGMP Budget Trsfr Bulletin 17 Staging Concepts	-	18,904,847.00		- \$	494,660,354.00	\$	
360	IGMP Budget Traft VE JR Jones Deduct Alt 5-7		18,904,847.00	-	- \$	494,660,354.00	\$	-
361	iGMP Budget Traft VE JR Jones Add alt 57 & 8,10,11	-	18,904,847.00		- \$	494,860,354.00	\$	
362	IGMP Budget Trsfr Change GRRC Columns		18,904,847.00		- \$	494,660,354.00	\$	
363	IGMP Sudget Trsfr Remove Riser platform sys at evt ivi		18,904,847.00		- \$	494,680,354,00	\$	_
364	Add for Scaffold to Install Sprinkler Halo Coverage	-	18,904,847,00		410,093.00 \$	495,070,447.00	\$	410,093.00
365	Deduct for American Seat Alt 4		19,314,940.00		(7,718.00) \$	495,062,729.00	\$	(7,718.00)
366	IGMP Budget Traft Mestercraft Winter Protect	-	19,307,222.00		- \$	495,062,729.00	\$	(,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
367	IGMP Budget Trafr Bulletin 17 in GMP pt1	•	19,307,222.00	-	- \$	495,062,729.00	\$	_
388	IGMP Budget Trefr Bulletin 17 Outside GMP Interiors	•	19,307,222.00	\$	- \$	496,062,729.00	\$	_
369	IGMP Bulletin 7 Construction Cast Within the GMP	-	19,307,222.00		- S	495,082,729.00	\$	_
370	Added Cooking to the Retail Spaces on Flatbush Ave.	•	19,307,222.00	\$	1,147,262.00 \$	496,209,991.00	\$	1,147,262.00
370	IGMP Budget Transfer for Toffet Light Revisions	•	20,454,484.00		- \$	496,209,991.00	\$	1,141,202.00
372	IGMP Budget Transfer for Catwalk Lighting Deduct	•			- \$ - \$			_
	IGMP Budget Transfer for Interior Light Focures - Bulletin 17	•	20,454,484.00			498,209,991.00 496,209,991.00	\$ \$	_
373	IGMP Budget Transfer for Stair Lighting	•	20,454,484.00	\$	- \$ - \$	496,209,991.00	\$	•
374	IGMP Uppr Concrs Concession Stands & Weether Steel Cladding	•	20,454,484.00	\$	- \$	in the second	\$	•
375	IGMP Terrazo FI & base in VIP Entry Lobby		20,454,484.00	\$		496,209,991.00	\$	_
376	IGMP Terrazo FI & base in Atit Ave Lobby	-	20,454,484.00	\$	- \$	498,209,991.00	\$	-
377	•	-	20,454,484.00		- \$	496,209,991.00		•
378	IGMP Terrazo FI & Base at Dean St Lobby	-	20,454,484.00		- \$	496,209,991.00	\$ æ	•
379	IGMP Terrazo FI & 8ase at Uppr Concourse	-	20,454,484.00	\$	- \$ - 0.05e.00	496,209,991.00	\$	50.256.00
380	Add to provide Glass Door at Spandrel Glass locations	•	20,454,484.00	\$	59,256.00 \$	496,269,247.00	\$	59,256.00
381	IGMP Spandrel Glass At VIP Entry Lobby		20,513,740.00		- \$	496,269,247.00	\$	•
382	IGMP Upgrades to Practice Court Glazing at ViP lobby		20,513,740.00		- 2	496,289,247.00	\$	-
383	IGMP Reschedule Cirnco refridge Package	3	20,513,740.00	₽	- \$	496,289,247.00	\$	-

	•		Total Previous						
			Change Orders	Chan	ge Order Value		Cumulative Total	As	Budgeted on OPA
384	Add Stair hand Rails Network Compartmts		20,513,740.00	\$	16,951.00	•	496,286,198.00	\$	16,951.00
385	IGMP Trsfr Cirnco OT In Area D	-	20,530,691.00	\$	10,951.00	\$	496,286,198.00	Š	10,001.00
365	Add Conduit & Electrical Exterior Door Signage	•	20,530,691.00	\$	143,638.00	\$	496,429,836.00	\$	143,838.00
387	Add for remove and Repaice Fence for Con Ed Sub	•	20,674,329.00	Š	18,054.00	\$	496,447,890.00	8	18,054.00
388	IGMP Trsfr Replace Glass for Duct Relocation	•	20,692,383.00	S	10,007.00	S	496,447,890.00	\$	10,000.00
389	Design add for add? Workstalons	•	20,692,383.00	S	8,952.00	\$	496,456,842.00	\$	8,952.00
390	Design Add for MDF Room Revisions	•	20,701,335.00	\$	4,847.00	\$	496,461,889.00	\$	4,847.00
391	IGMP Traft New Con Ed NPR Door & Hardwr	•	20,706,182.00	\$	4,047,00	\$	496,451,689.00	\$	4,047,90
392	IGMP Trisfir Pipe Support Lighting In TV Rm	•	20,708,182.00	\$	_	\$	496,461,689.00	\$	_
393	IGMP Traft Temp enclosure Upper & lower Sultes	-	20,706,182.00	\$	-	Š	496,461,689.00	\$	_
	Design Serv Team Space rendering Rev		20,706,182.00		2,572.00	\$	496,464,261.00	Š	2,572.00
394	IGMP Trisfr Master Mech.credit from Lag. COW GC's			\$ \$	2,372.00	\$		\$	2,072.00
395	IGMP Traff Replacement of Shaftwall at Truck Elevator		20,708,754.00		•	s S	496,484,281.00	\$	_
396			20,708,754.00	\$	•	-	496,484,261.00	\$ \$	•
397	IGMP Trefr Material for Fence along Flatbush Ave		20,708,754.00	\$	•	\$	496,484,261.00		-
398	IGMP Trsfr Banker Steel CD Documents	•	20,708,754.00	\$	40 500 00	3	496,464,261.00	\$	40 600 00
399	Add to ASI to Provide Aluminum Exterior Doors	•	20,708,754.00	\$	43,500.00	\$	496,507,781.00	\$	43,500.00
400	IGMP Trisfit to Commorodre Partition Changes		20,752,254.00	\$	-	\$	496,507,761.00	\$	-
401	IGMP Traff to Ellerge ASR 67 Irane Preparation	-	20,752,254.00	\$		\$	496,607,761.00	\$	05 407 00
402	Add to Latticework at Canopy - Swoosh	•	20,752,254.00	\$	65,127.00	\$	496,572,888.00	\$	65,127.00
403	IGMP Trsfr Wolko Split Slab Waterproofing		20,817,381.00	\$	-	\$	496,572,888.00	\$	407 705 60
404	Add Additional Toilet Fixtures Main, Upper & Event Lvl		20,817,381.00	\$	107,705.00	\$	496,680,593.00	\$	107,705.00
405	IGMP Traft Shop Installed Façade Connections	-	20,925,088.D0	\$	-	\$	496,880,593,00	\$	•
406	IGMP Trafr Ellerbe Two Month Extension Struct. Obser.	\$	20,925,085.00	\$	-	\$	496,680,593.00	\$	-
407	IGMP Traft Commodore Repair Damage Framing	\$	20,925,086.00	\$		\$	496,680,593.00	\$	
408	Add Additional Toilet Fixtures Lower Suite Lvl	•	20,925,086.00	\$	123,372.00	\$	496,803,965.00	\$	123,372.00
409	Add Maintenance Outlets per Bull #17	-	21,048,458.00	\$	127,302.00	\$	496,931,267.00	\$	127,302.00
410	IGMP Trsfr VE Miller Blaker Alts. 5,6,7,8	•	21,1 7 5,7 6 0.00	\$	-	\$	496,931,267.00	\$	-
411	Add Custom Color Roof Membrane at Cooling Tower	-	21,175,760.00	\$	16,319.00	\$	496,947,586.00	\$	16,319.00
412	Add Exterior Sponsorship Signage Modification	-	21,192,079.00	\$	56,866.00	\$	497,004,452.00	\$	56,866.00
413	IGMP Trafr Revised Lighting & Switching & Circuiting	•	21,248,945.00	\$	•	\$	497,004,462.00	\$	-
414	IGMP Trefr Added Pull Stations at Stairs on Event Lvl		21,248,945.00	\$	-	\$	497,004,462.00	\$	•
415	IGMP Trsfr Drink Rail Modifications	\$	21,248,845.00	\$	-	\$	497,004,452.00	\$	•
416	Credit Electrical Work Associated with Con Ed Vault	\$	21,248,945.00	\$	(28,553.00)		496,975,899.00	\$	(28,553.00)
417	Credit for Expoxy Coating on Lower & Upper Bowl L&L	\$	21,220,392.00	\$	(42,750.00)	\$	496,933,149.00	\$	(42,750.00)
418	IGMP Treft Unsuitable Bearing Soll		21,177,642.00	\$	-	\$	496,933,149.00	\$ \$	-
419	IGMP Trsfr Added Shaftwall CCC Custom Carpentry	\$	21,177,642.00	\$	-	\$	496,933,149.00		•
420	IGMP Trsfr Laquita Bulletin #11	\$	21,177,642.00	\$	•	\$	496,933,149.00	\$	-
421	IGMP Traft Tempoary Wall at Cooling Tower Roof	\$	21,177,642.00	\$	-	\$	496,933,149.00	\$	_
422	Add Due to Unsultable Soils at A-35 & B-35	\$	21,177,642.00	\$	4,788.00	\$	496,937,937.00	\$	4,788.00
423	IGMP Traft Material Hoist Footing	\$	21,182,430.00	\$	_	\$	496,937,937.00	\$	-
424		\$	21,182,430.00	\$	_	\$	498,937,937.00	\$	-
425	IGMP Trsfr Laquila Incrs Footing Size BSC-BS3 &42C	\$	21,182,430.00	\$	•	\$	496,937,937.00	\$	-
426	Add Additional Drink Tables for Barclays Suite	\$	21,182,430.00	\$	1,214.00	\$	496,939,151.00	\$	1,214.00
427	Add Electrical Scope 44 Additional Telephones	\$	21,183,644.00	\$	54,031.00	\$	496,993,182.00	\$	54,031.00
428	Budget Trsfr Main Vom Video Wall Display	\$	21,237,675.00	\$	-	\$	496,993,182.00	\$	
429	Add Quad Outlets at Plaza Wayfinding Sign	\$	21,237,676.00	\$	19,913.00	\$	497,013,095.00	\$	19,913.00
430	Add Upgrades to Cisco Stadium Vision IPTV		21,257,588.00	\$	380,951.00	\$	497,394,048.00	\$	380,951,00
431	IGMP Traft Framing Repair Upper & Lower Suites	\$	21,638,539.00	\$	-	\$	497,394,046.00	\$	*

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	•		Total Previous						
			Change Orders	Cha	ange Order Value		Cumulativa Total	A	a Budgeted on OPA
432	IGMP Trsfr Electrical Revs in Conference Rm Suite		21,638,539.00	\$		\$	497,394,046.00	\$	-
433	Add Electrical Scope Additional Wireless Access Points	\$	21,638,539.00	\$	392,504,00		497,786,550.00	\$	392,504.00
434	Add Electrical Scope of Work Relocation of JBT-3E1		22,031,043.00	\$	57,821.00	\$	497,844,371.00	\$	57,821.00
435	IGMP Trsfr EJ to ASM Relocation of 8" Chilled Water Line	Š	22,088,864.00	\$	_	\$	497,844,371.00	\$	
436	Add Install Metal Stud Framing for Clam Shells		22,088,864.00	\$	769,196.00	\$	498,613,567.00	\$	769,196.00
437	IGMP Traft Add Trench, Backfill & Elec Ductbank Encasemt	-	22,858,060.00	\$	•	\$	498,613,567.00	\$	•
438	Provide Master Mech & MaintcFormn 6/11/10 to 8/3/10	•	22,858,060.00	\$	4,092.00	\$	498,817,659.00	\$	4,092.00
439	Provide Master Mech & MaintcFormn 9/14/10 to 10/31/10	\$	22,862,152.00	\$	69,572.00	\$	498,687,231.00	\$	69,572.00
440	Provide Master Mech & MaintcFormn 8/24/10 to 9/2/10	\$	22,931,724.00	\$	24,108.00	\$	498,711,339.00	\$	24,108.00
441	Provide Master Mech & MaintcFormn 12/28/10 to 4/26/11	\$	22,955,832.00	\$	91,339.00	\$	498,802,678.00	\$	91,339.00
442	Provide Master Mech & MaintoFormin 5/18/11 to 8/7/11	\$	23,047,171.00	\$	52,885.00		498,655,563.00	\$	52,885.00
443	Provide Master Mech & MaintcFormn 11/4/10 to 12/23/10	\$	23,100,058.00	\$	42,165.00		498,897,728.00	\$	42,165.00
444	IGMP Trisfir Roof Signage Add Alt. #6	Ś	23,142,221.00	\$	-	\$	498,887,728.00	\$	
445	Provide Master Mech & MaintcFormn 5/4/11 to 5/14/11	\$	23,142,221.00	\$	3,182.00	\$	498,900,910.00	\$	3,182.00
446	IGMP Traft Commodore Stab Reinforcing & Curb Revisons	ŝ	23,145,403.00	\$		\$	498,900,910.00	\$	
447	IGMP Trair Commodore Bulletin #4 Superstructure Concrete		23,145,403.00	\$	-	\$	498,900,910.00	\$	-
448	Add Internal likumination of Barclays Logo	-	23,145,403.00	\$	16,951.00	\$	498,917,861.00	\$	16,951.00
449	IGMP Trsfr Laquilla Removal of Shoring Tower Base	•	23,162,354.00	\$		\$	498,917,861.00	\$	-
450	IGMP Trsfr from EJ to Mastercraft Wall Penetrations		23,162,354.00	\$		\$	498,917,861.00	\$	
451	JGMP Trsfr American Stair Add Landing at #2C		23,162,354.00	\$	_	\$	498,917,861.00	\$	•
452	Add for Design Services for General Seating		23,182,354.00	\$	2,686.00	\$	498,920,547.00	\$	2,686.00
453	Add Column Encasement due to Exterior Façade Canopy	_	23,165,040.00	\$	•	\$	498,975,832.00	\$	55,285.00
454	Add Design Servies Suite Celling Modifications Per ASR #52	-	23,220,325.00	\$	19,065.00		498,994,897.00	\$	19,065.00
455	Relocation of Unit Heater at Dean Street Lobby	-	23,239,390,00	\$	13,314.00		499,008,211.00	\$	13,314.00
456	Design Services Suite Lighting & MEP Mod ASR #78	•	23,252,704.00	Š	21,715.00		499,029,928.00	\$	21,715.00
457	IGMP Trsfr MFM Leveling Pad at Atlantic Ave	•	23,274,419.00	\$		\$	499,029,928.00	\$	
458	IGMP Traft Ice Mell Pit Hatch Cover	\$	23,274,419.00	\$	_	\$	499,029,926.00	\$	_
459	IGMP Trstr Design Services for ASR #57	Š	23,274,419.00	\$		\$	499,029,926.00	\$	-
460	Removal of 40lf of 18' High Fence Along Dean for POE 5	Š	23,274,419.00	\$	7,193.00	\$	499,037,119.00	\$	7,193.00
461	IGMP Trsfr Dean St Lobby Smoke Evac per Bulletin #29 & 30	-	23,281,812.00	\$	-	\$	499,037,119.00	\$	-
462	Added Gas Venting of Pressure Regulators per NYS Code	-	23,281,812.00	\$	29,473.00	\$	499,066,592.00	\$	29,473.00
463	Added Security Cameras at Event & Main Concourse	\$	23,311,085.00	\$	28,126,00	-	499,094,718.00	\$	28,126.00
464	Add SMPTE Cabling and Mounted Racks	\$	23,339,211.00	\$	154,843.00	\$	499,249,581.00	\$	154,843.00
465	IGMP Traft Commodore Bulletin #23		23,494,054.00	\$	-	s	499,249,561.00	\$	-
466	Added Plubming per Bulletin #7		23,494,054.00	\$	323,046.00	\$	499,572,607.00	\$	323,048.00
467	Added Concrete for 'Plinth' at Pouch to Close Off Latt Wrk		23,817,100.00	\$	6,542.00		499,579,149.00	\$	6,542.00
468	Added Design Services for MEP for Retall Spaces	Š	23,823,642.00	\$	52,761.00	\$	499,631,910.00	\$	52,761.00
469	Added Plumbing Costs Per Bulletin #13	\$	23,876,403.00	\$		\$	499,635,428.00	\$	3,518,00
470	Add Security Access Control to Door Hardware		23,879,921,00	\$	18,817.00		499,654,245.00	\$	18,817.00
471	IGMP Traft Relocation of Dean St Security Check in Door	Š	23,898,738.00	Š	-	\$	499,854,245.00	\$	-
472	IGMP Trsfr EJ Settlement Un-Designed Spaces	Š	23,898,738.00	\$	_	\$	499,654,245.00	Ś	•
473	IGMP Trsfr Removal & Modification of Flatbush Ave Fence	Ś	23,898,738.00	\$	-	\$	499,654,245.00	\$ \$	-
474	IGMP Trsfr Removal & Modification Flat, Ave Fence POE Gas	\$	23,898,738.00	\$	-	\$	498,654,245.00	\$	-
475	iGMP Trsfr EJ T-Chart Settlement		23,898,738.00	\$	-	\$	499,654,245.00	\$	-
476	Provide Master Mech & MaintcFormn 9/7/11 to 11/15/11	•	23,898,738.00	\$	33,125.00	\$	499,687,370.00	\$	33,125.00
477	Add Faux Finish Column Cap Enclosure		23,931,863.00	\$	41,829.00	\$	499,729,199.00	\$	41,829.00
478	Column Mockup Signage and Wayfinding	\$	23,973,692.00	\$	23,509.00	\$	499,752,708.00	\$	23,509.00
479	EJ Settlement within GMP PCO 2300	\$	23,997,201.00		-	\$	499,752,708.00	\$	•
							•		

			Total Previous					
		1	Change Orders	Ch	ange Order Value	Cumulative Total	A:	Budgeted on OPA
480	IGMP Trsfr Bunker Suite & VE & Interior Allowance Trsfr	\$	23,997,201.00	\$	-	\$ 499,752,708.00	\$	~
481	Credit for EJ Settlement Increase GMP Items	\$	23,997,201.00	\$	(10,889.00)	\$ 499,741,819.00	\$	(10,889.00)
482	Atlantic Ave Retail Interior Glazing	\$	23,986,312.00	\$	10,351.00	\$ 489,752,170.00	\$	10,351.00
483	Signage Light Box Mock Up	\$	23,996,663.00	\$	3,548.00	\$ 499,755,718.00	\$	3,548.00
484	Added 4" Backsplash at Coat closets & Ref. Cabinets	\$	24,000,211.00	\$	34,851.00	\$ 499,790,569,00	\$	34,851.00
485	Additional Design Services for Revised Oculus Geometry	\$	24,035,062.00	\$	12,996.00	\$ 499,803,585.00		12,996.00
486	Sponsorship Modifications to Mockup per Night Viewing	\$	24,048,058.00	\$	4,530.00	\$ 499,808,095.00	\$ \$ \$	4,530.00
487	ASR #51 Additional Design Services for Sigange Ext Doors	\$	24,052,588.00	\$	•	\$ 499,808,095.00	\$	-
488	Add Shoring Boxes for Roof Shoring Tower Footings	\$	24,052,588.00	\$		\$ 499,808,095.00	\$	•
489	DOS Vilation #34799648Y Sidewalk Clearanceat Flatbush	\$	24,052,588.00	\$	-	\$ 499,808,095.00	\$	•
490	Design Service for Tle-In of Existing LIRR Retaining Wall	\$	24,052,588.00	\$		\$ 499,808,095.00	\$	-
491	Modifications to Suite Resturant Bar	\$	24,052,688.00	\$	-	\$ 499,808,095.00	\$	-
492	Added ASM Scope of Work per CD Docs dated 10.15.10	\$	24,052,588.00	\$	-	\$ 499,808,095.00	\$	-
493	Add Roof Drain Revisions per Bulletin 37	\$	24,052,588.00	\$	230,297.00	\$ 500,038,392.00	\$	230,297.00
494	IGMP Budget Transfer for Added Water Curtian at Concessions	\$	24,282,885.00	\$	· -	\$ 600,038,392.00	\$	-
495	Added Transaction Drawers & Modify Ticket Window	\$	24,282,885.00	\$	18,700.00	\$ 500,057,092.00	\$	18,700.00
496	Add Standard Factory Black Color Fintube Enclosure		24,301,585.00	\$		\$ 500,068,979.00	\$	11,887.00
497	Replenish Contingnecy Terrazzo Alternates		24,313,472.00	\$	400,623.00	500,469,602.00	\$	400,623.00
498	Upgrades to Finishes at Stairs 1A -1B per ASR #27		24,714,095.00	\$	18,347.00	\$ 500,487,949.00	\$	18,347.00
499	Design Services Moxility Footprint for Satellite Truck per ASR #49		24,732,442.00	\$	· -	\$ 500,487,949.00	\$	•
500	Seers of Brooklyn Space OME	\$	24,732,442.00	\$	-	\$ 500,487,949.00	\$	-
501	Epoxy Terrazzo Flooring & Base Main Concourse Vomitories	\$	24,732,442.00	\$	131,950.00	\$ 500,619,899.00	\$	131,950.00
502	ASR #44 Integration of Art & History Exhibits		24,884,392.00	\$		\$ 500,638,427.00	\$	18,528.00
503	ASR #66 Occupants Load Reassessment	\$	24,882,920.00	\$		\$ 500,645,603.00	\$	7,176.00
504	ASR #43 Customized Sponsorswhip Signage & Branding	5	24,890,098.00	\$	75,528.00	\$ 500,721,131.00	\$	75,528.00
505	Paiting Revisions to Home Campus & Locker Room	5	24,965,624.00	\$	4,361.00	\$ 500,725,492.00	\$	4,361.00
506	ASR #62 Reporting Canopy Deflection	\$	24,969,985.00	\$	19,192.00	\$ 500,744,684.00	\$	19,192.00
507	Deduct Riser Platforms and Replace with Fixed Seating	\$	24,989,177.00	\$	(14,278.00)	500,730,406.00	\$	(14,278.00)
508	Delete Specialty Flooring & Replace with Port Morris	\$	24,974,899.00	\$	630,738.00	\$ 501,361,144.00	\$	630,738.00
509	ASR #46 Provide 19" TV's in Each Home Locker	\$	25,605,637.00	\$		\$ 501,364,281.00	\$	3,117.00
510	Add Touch Screen Controller for Truck Turntable	\$	25,608,754.00	\$	2,679.00	\$ 501,366,940.00	\$	2,679.00
511	Traff from Contingency to Simplex for MDF Ceiling Revisons	\$	25,611,433.00	\$		\$ 501,368,940.00	\$	· -
512	IGMP Budget Traft for Reprographic Services	\$	25,611,433.00	\$	-	\$ 501,368,940.00	\$	-
513	tGMP Budget Traft Vedio Replay and Production to Trades	\$	25,811,433.00	\$	•	\$ 501,366,940.00	\$	-
514	Add Video Replay/Production System	\$	25,611,433.00	\$	800,766.00	\$ 602,187,706.00	\$	800,766.00
515	Traft from Banker to Ellerbe ASR #60 Halo Columns	\$	28,412,199.00	\$	•	\$ 502,167,708.00	\$	•
516	Trafr EJ Settlement Costs	\$	28,412,199.00	\$	~	\$ 502,157,706.00	\$	-
517	Trsfr to Laquita Expedite Area C SOG	\$	26,412,199.00	\$	•	\$ 602,167,706.00	\$	-
518	Trefr Added Shaft Wall & Rated Cellings In Area 8 &C	5	28,412,199.00	\$	ь.	\$ 502,187,700.00	\$	•
519	Trsfr Laquifa to Replace Clogged P-Trap	\$	28,412,199.00	\$	•	\$ 502,167,706.00	\$	-
520	Trsfr to EJ Modifications to GM & GM1 Fixtures	\$	26,412,199.00	\$		\$ 502,187,706.00	\$	-
521	Trefr to Laquilla for Chopping Slab at Commissary Kitchen	\$	28,412,199.00	\$	-	\$ 502.167,706.00	\$	=
522	Trsfr to Laquila to Remove FIII Material at West Loading Area	\$	26,412,199.00	\$	· ·	\$ 502,187,706.00	\$	-
523	Traft to L&L for Tampoary Enclosurers @ South & East Elev.	\$	28,412,199.00	\$	-	\$ 502,167,706.00	\$	-
524	Add ASR #94 Calvin Klein Lounge	\$	26,412,199.00	\$	10,227.00	\$ 502,177,933.00	\$	10,227.00
525	Trsfr to Laquila to Modify Piers at Lower Bowl	\$	26,422,426.00	\$		\$ 502,177,933.00	\$	•
528	Trsfr to United Holsting to Reinstall Overhead Protection	\$	28,422,426.00	\$	-	\$ 502,177,933.00	\$	-
527	Trefr to Laquila to Backfill Behind 752 Pacific St	\$	26,422,426.00	\$	-	\$ 502,177,933.00	\$	-

12

			Total Previous						
			Change Orders	Cha	inge Order Value		Cumulative Total	As I	Budgeted on OPA
528	Traft to Laquilla to Provide Support Scaffold for West Tan	k \$	26,422,426.00	\$		\$	502,177,933.00	\$	-
529	Trafr to Legulia for Labor, Operator & Loader for Bowl Clean U	Р\$	28,422,426.00	\$	-	\$	502,177,933.00	\$	-
530	Traft Leguille to Infili Column for Embed Connection	8 \$	28,422,428.00	\$	-	\$	502,177,933.00	\$	-
531	Add Main Lobby & Jones Soda Revisions PR#1	8 3	26,422,426.00	\$	397,931.00	\$	502,575,884.00	\$	397,931.00
632	Tristr Attas Fence for Site Security Repairs at Vanerbilt & Pacif	c Ś	26,820,357.00	- :	•	\$	502,575,864.00	\$	•
633	Toilet Relocation for Mero PCO Stor		26,820,357,00		11,976.00	\$	502,587,840.00	\$	11,976.00
				\$	26,832,333.00				
						FC	RC Contract Value	\$	502,687,840.00
						CÇE		\$	8,839,018.00
	Should metch contract value on Com							\$	511.426.858.00



Change Order

Ownership: Attantic Rail Yards, LLC Change Order No: 2000-00001878-0036

To: John Civetta and Sons, Inc

1123 Bronx River Avenue

Bronx, NY 10472

Title: JCS - Structural Slab and Contour Slab for the Transit Canopy

Description: This change order includes the following Civetta EWO's –

EWO # 60 - structural contour slab per SHoP and Stantec transit and site work drawings - \$58,691

EWO # 83 - concrete contour slab per SHoP design drawings - \$ 56,010.

This change order has been negotiated and settled for \$100,000

When paid by the Owner the compensation specified in this Change Order shall constitute full payment for additional work covered thereby and for any delay, disruption, cost, or expense occasioned by reason of such change and shall release Owner from any further liability. All other terms and conditions of the contract are unchanged. This document constitutes Owner's direction to Vendor to proceed.

 The Original Contract Amount
 \$50,581,000.00

 Approved Change Orders
 \$9,182,672.00

 Pending Change Orders
 \$591,251.00

 This Change Order
 \$100,000.00

 Total
 \$60,454,923.00

Signature: John Civetta and Sons, Inc. Accepted: Bv: John Civetta and Sons, Inc. Contact Print Atlantic Rail Yards, LLC Accepted: GLOGORY LOWE By: Sign Print Accepted: By: Date Print Sign



Change Order

Ownership: Attantic Rail Yards, LLC Change Order No: 2000-00001878-0034

To: John Civetta and Sons, Inc

1123 Bronx River Avenue

Bronx, NY 10472

Title: JCS - Protection and Heat for Canopy and Fireproofing

Description: Install protection, set up heaters, spray fireproofing and provide heat to cure fireproofing as per JCS

EWO# 64 for the negotiated amount of \$68,000

When paid by the Owner the compensation specified in this Change Order shall constitute full payment for additional work covered thereby and for any delay, disruption, cost, or expense occasioned by reason of such change and shall release Owner from any further liability. All other terms and conditions of the contract are unchanged. This document constitutes Owner's direction to Vendor to proceed.

 The Original Contract Amount
 \$50,581,000.00

 Approved Change Orders
 \$9,182,672.00

 Pending Change Orders
 \$ 464,251.00

 This Change Order
 \$68,000.00

 Total
 \$60,295,923.00

Signature:			
Accepted:	John Civetta and Sons, Inc.		
By:	John Civette and Sons, Inc. Conta	ict— Jack	-5/18/12
	Print	Sign	Date
Accepted:	Atlantic Rafi Yards, LLC	S. Can	5/18/12.
	Print	Sign	Date.
Accepted:	·		
By:			
	Print	Sign	Date

EXHIBIT A

Hunt Construction Inventory of Stored Material Contractor Name

SUMMARY OF MATERIALS IN STORAGE- REQUISITION NO. 1287-029 May 2012

PROJECT NAME

Barclays Center Arens Brooklya, NY GENERAL CONTRACTOR

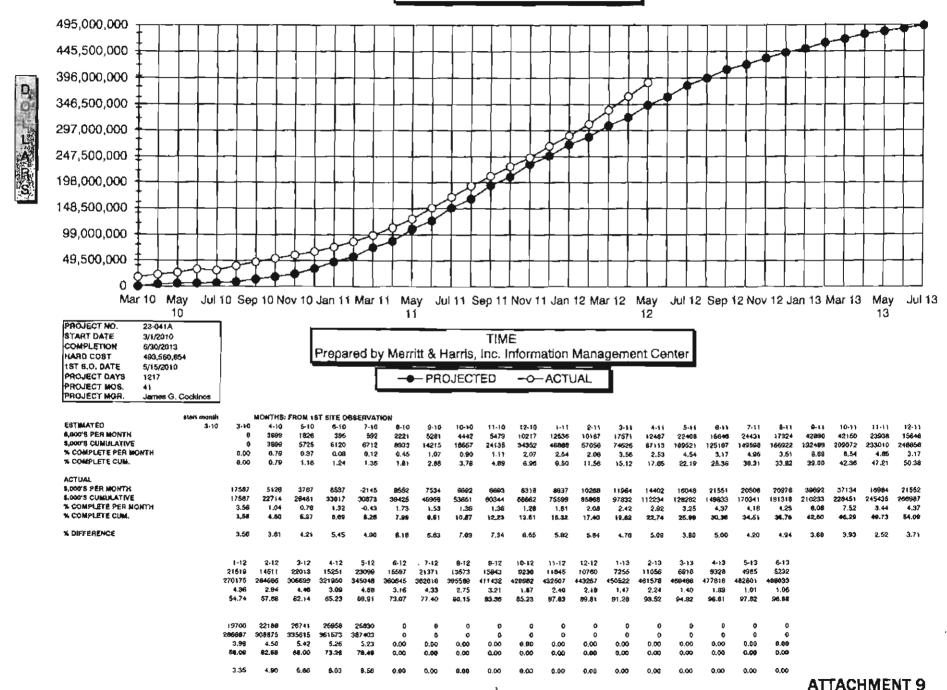
Hunt Construction Group, Inc.

MATERIALS LOCATED AT:

Various Subcontractors Listed

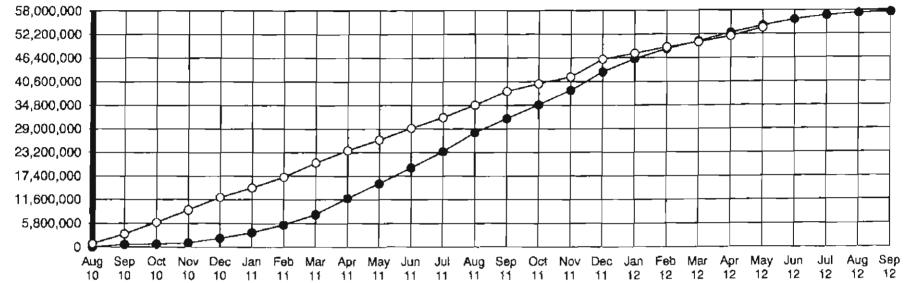
			"							Presently in	Amount of this			
Description of Material	Quantity	Unit Price	P	reviouly Stored	V	due Withdrawn		Value Added		Storage		Requistion		
Bankers Steel Co			\$	75,000.00	\$		\$	-	S	75,000.00	\$	•		
Berlin Steel			\$	10,648.00	\$		\$		\$	10,648.00	\$			
Staging Concepts			\$	185,585.80	\$	35,083.00	\$		\$	150,502.80	3	• •		
JR Jones			\$	640,672,90	\$	125,530.00	\$	588,420.00	\$	1,103,562.90	\$	588,420.00		
Miller Blaker			\$	942,739.00			\$	393,171.00	\$	1,335,910.00	\$	393,171.00		
ASI Limited			\$	2,499,660.89	\$	514,718.92	2	217,240.10	\$	2,202,182.07	\$	217,240.10		
Globe Gates			\$	76,000.00	\$	76,000.00	S	15,000.00	\$	15,000.00	\$	15,000.00		
American Industries			\$	315,000.00			S	457,569.00	\$	772,569.00	\$	457,569.00		
Component Assembly			\$	150,937.50					\$	150,937.50				
Jantile Inc			S	43,068.88					\$	43,068.88				
Costal Tile & Marble			\$	343,540.00	\$	242,590.00			\$	100,950.00				
Port Morris Tile			\$	787,804.00	S	204,713.00			\$	583,091.00				
Consolidated Carpet			\$	200,000.00					\$	200,000.00				
TJ Signs			\$	549,836.01	S	18,000.00	\$	102,500.00	\$	634,336.01	\$	102,500.00		
Nickerson Corporation			\$	45,318.00					\$	45,318.00				
H Mak, Inc			\$	3,257,832.97	\$	248,139.22	\$	332,026,68	\$	3,341,720.43	S	332,026.68		
American Seat			\$	1,263,977.62	\$	-	\$	524,113.28	\$	1,788,090.90	\$	524,113.28		
Daktronics			\$	3,744,730.00	\$	254,600.00	\$	191,500.00	\$	3,681,630.00	\$	191,500.00		
Otis Elevator			\$	389,850.00	\$	-	\$		\$	389,850.00	S	-		
ASM Mechanical			\$	158,532.00	\$		\$	_	\$	158,532.00	\$	-		
EJ/ERMCO IV			\$	3,382,894.93	\$	50,680.00	S	•	\$	3,332,214.93	\$	-		
Totals			\$	19,063,628.50	5	1,770,054.14	S	2,821,540.06	S	20,115,114.42	\$	2,821,540.06		

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



* NETS ARENA * TRANSIT CONNECTION BROOKLYN, NEW YORK PROGRESS: PROJECTED VS. ACTUAL





PROJECT NO. 23-041A-TC
START DATE 6/2/2010
COMPLETION 9/16/2012
KARD-008T 57,546,969
1ST S.O. DATE 8/31/2010
PROJECT OAYS 744
PROJECT MOS. 24
PROJECT MOR. James G. Cockinos

ESTIMATED \$,000'S PER MONTH \$,000'S CUMPLATIVE %, COMPLETE PER MONTH %, COMPLETE CUM.	spari miensh 8-10	8-10 0 0 0.00 0.00	9-10 9-10 650 650 1,13 1,13	PROM 1: 10-10 68 737 0.16 1.28	8T 8ITE 11-10 305 1042 0.53 1.61	005ERV 12-10 1134 2175 1.87 3.78	ATION 1-11 1390 3566 2.42 6.20	2-11 1869 6467 3,30 8,50	3-14 2503 7870 4.05 13.65	4-14 3830 11901 6,83 20,68	5-11 3643 15543 6.33 27.01	8-11 3019 19452 6.51 37.82	7-14 3948 23410 6.66 40.68	8-14 4673 28083 8.12 48.80	9-11 3418 31501 5.94 54.74	10-11 3401 34902 5,91 60.85	11-11 3529 36430 6.13 68.78	12-11 4529 42959 7.67 74.65	1-12 3166 46124 5.50 80.15	2-12 2463 46587 4.28 84.43	3-12 1842 50428 3.80 87.63	4-12 2100 52529 3.66 91,28	5-12 1892 54221 2-94 94,22	6-12 1490 \$6711 2.59 96.81	7-12 1030 58741 1.79 98.60	5-12 581 57323 1,01 99.51	8:12 224 57547 0.39 100.00
ACTUAL 1,000'S PER MONTH 1,000'S CUMULATIVE % COMPLETE PER MONTH % COMPLETE CUM.		849 849 1.47 1.47	2374 3223 4.13 5.60	2821 6044 4.90 10.60	3002 9045 5.22 15.72	3089 12128 5.36 21.67	2350 14478 4.09 25.18	2665 17144 4.63 29.78	3538 20682 6.15 25.44	2964 23666 5,19 41,12	2634 26300 4.58 45.70	2072 25172 4.99 50,69	2608 31780 4.53 95.22	3052 34832 5.30 80,63	3378 38210 5.87 86.40	1695 40105 3,29 69,86	1627 41703 2.83 72.62	4315 46048 7.50 60,02	1429 47476 2.48 82.50	1568 49034 2,71 85,21	6176 50211 2.04 87.25	(444 51866 2.5) 89.76	2049 53704 3,56 93,32	0 0 0,00 0,00	0,00	0 0.00 0.00	0 0 0,00 0,00
% OFFERENCE		3.47	4.47	9.22	13.51	17.29	18.96	20.29	22.00	20.44	18.69	18.87	14.54	11.79	11.66	9.04	5.74	5.37	2.35	0.78	-0.3B	-1,52	-0.90	0.00	0,00	0.00	0.00



1. Arena with canopy on Atlantic Avenue



2. Arena east façade on 6th Avenue



3. Slab prepped for concrete pour at east side of Main Concourse



4. Ice Arena piping



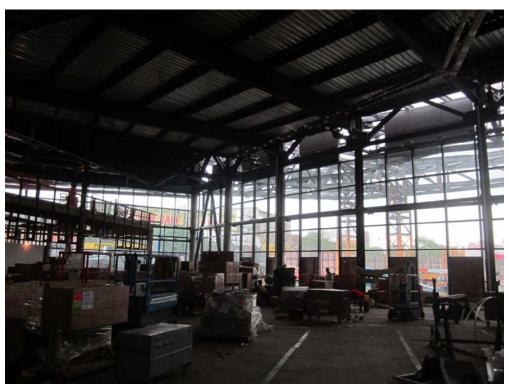
5. Courtyard bar under construction



6. Nets locker room



7. Terrazzo floor at Main Concourse



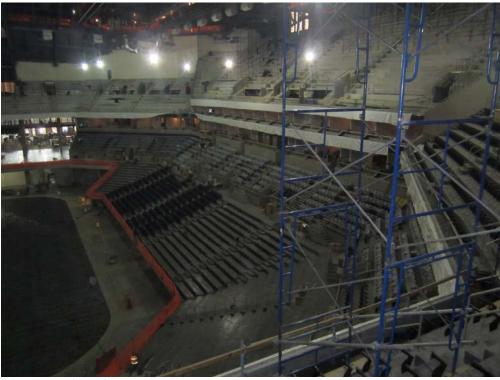
8. Arena main entrance



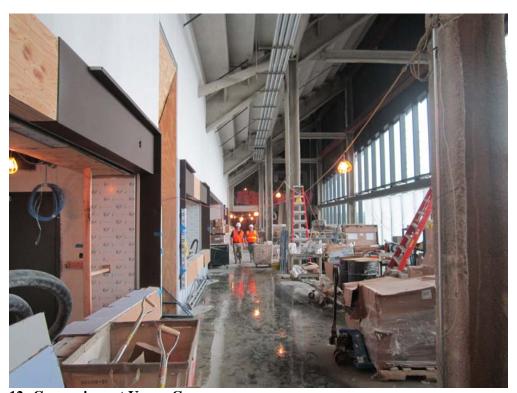
9. Millwork at typical suite



10 Seating brackets anchored to precast stadia



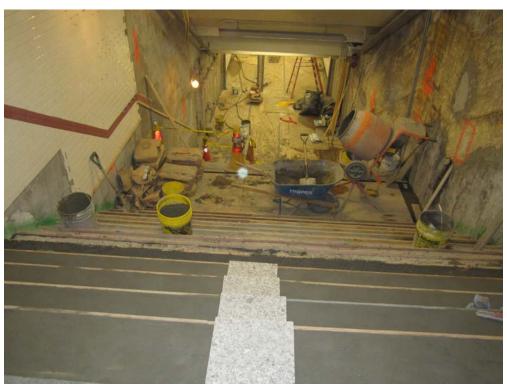
11. North side of arena



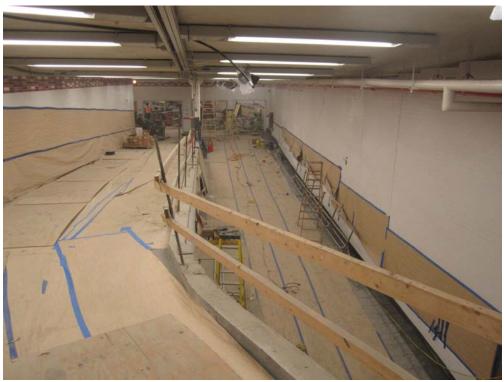
12. Concessions at Upper Concourse



1. Main Fare Area



2. Stair leading BMT passageway



3. Ramp at IRT passageway



4. Sub passageway to IRT



5. Stair to 4 and 5 train



6. Framing at canopy fascia



7. Concrete curb at Flatbush Avenue



8. Bollards along Flatbush Avenue