

Airborne Express, Federal Express, Express Mail or other overnight mail service that provides a receipt to the sender. Receipt of a notice by the party to whom the notice is transmitted will be deemed to have occurred: (i) upon receipt, if hand delivered; (ii) five days from the date of mailing, if mailed; or (iii) the next business day after transmittal by Airborne Express, Express Mail or other overnight delivery service that provides a receipt to the sender.

(a) All notices and correspondence to the City must be delivered to the following addresses and addressees or to such other addresses or addressees of which the City or NYCEDC may notify Declarant its successors, heirs, assigns, legal representatives, lessees or transferees including, without limitation, any owners and/or users of the Premises from time to time:

Title: General Counsel
Address: NYC Office of Management and Budget
75 Park Place
New York, New York 10007

with copies to:

Title: Chief, Economic Development Division
Address: New York City Law Department
100 Church Street
New York, New York 10007

(b) All notices and correspondence to NYCEDC will be delivered to the following address(es) and addressee(s) or to such other address(es) or addressee(s) of which NYCEDC may notify Declarant its successors, heirs, assigns, legal representatives, lessees or transferees including, without limitation, any owners and/or users of the Premises from time to time:

Title: President
Address: New York City Economic Development Corporation
110 William Street, 6th Floor
New York, New York 10038

with copies to:

Title: General Counsel
Address: New York City Economic Development Corporation
110 William Street, 6th Floor
New York, New York 10038

and

Title: Chief, Economic Development Division
Address: New York City Law Department
100 Church Street
New York, New York 10007

and

Title: General Counsel
Address: New York City Office of Management and Budget
75 Park Place
New York, New York 10007

(c) All notices and correspondence to Declarant its successors, heirs, assigns, legal representatives, lessees and transferees including, without limitation, any owners and/or users of the Premises will be delivered to the following address(es) and addressee(s) or to such other address(es) or addressee(s) of which Declarant its successors, heirs, assigns, legal representatives, lessees or transferees including, without limitation, any owners and/or users of the Premises may notify the City and NYCEDC from time to time:

Address: Brooklyn Arena LLC and
Atlantic Yards Development Company LLC
c/o Forest City Ratner Companies
1 Metro Tech Center North
Brooklyn, New York 11201
Attention: David Berliner

with copies to:

Address: Forest City Enterprises, Inc.
Terminal Tower 50 Public Square
Cleveland, Ohio 44113-2267
Attention: General Counsel

and

Address: Fried, Frank, Harris, Shriver & Jacobson LLP
One New York Plaza
New York, New York 10004
Attention: Stephen Lefkowitz

(d) Declarant understands and agrees that all notices, demands and consents that may be given by the City may be given by NYCEDC in the name and stead of the City, and such notices, demands and consents shall have the same force and effect as if given by the City.

10. EFFECTIVE DATE AND TERMINATION. This Declaration shall become effective immediately upon execution by Declarant and shall, subject to paragraph 4 hereof, terminate upon expiration of the Performance Term with respect to the applicable portions of the Premises, except for rights and obligations that accrued prior to termination.

11. MISCELLANEOUS.

(a) Headings, Captions and Table of Contents. The descriptive headings and captions used in this Declaration are for the purposes of convenience only and do not constitute a part of this Declaration.

(b) Governing Law. This Declaration and its performance shall be governed by and construed in accordance with the laws of the State of New York, excluding New York's rules regarding conflict of laws and any rule requiring construction against the party drafting this Declaration.

(c) Amendments; Waiver. This Declaration may not be amended except by an instrument in writing signed by the City and NYCEDC and the Declarant. The failure by the City and/or NYCEDC to exercise in any respect any right provided for herein will not be deemed a waiver of any rights hereunder.

(d) Severability; Invalidity of Certain Provisions. The provisions of this Declaration are intended to be severable. If any term or provision of this Declaration or the application thereof to any Person or circumstances shall, to any extent, be invalid and unenforceable, the remainder of this Declaration, and the application of such term or provision to Persons or circumstances other than those as to which it is held invalid and unenforceable, shall not be affected thereby and each term and provision of this Declaration shall be valid and enforceable to the fullest extent permitted by law.

(e) "Including". **"Including"** as used in this Declaration, shall be deemed to mean "including, without limitation."

(f) Required Provisions of Law Controlling. It is the intention and understanding of the parties hereto that each and every provision of law required to be inserted in this Declaration should be and is inserted herein. Furthermore, it is hereby stipulated that every such provision is deemed to be inserted and if, through mistake or otherwise, any such provision is not inserted herein or is not inserted in correct form, then this Declaration shall forthwith, upon the application of either party, be amended by such insertion so as to comply strictly with the law and without prejudice to the rights of either party.

(g) Construction of Terms and Words. All terms and words used in this Declaration regardless of the number and gender in which they are used shall be deemed and construed to include any other gender, masculine, feminine or neuter, as the context or sense may require, with the same effect as if such numbers and words had been fully and properly written in the required number and gender.

IN WITNESS WHEREOF, Declarant has executed this Declaration as of the day and year first above written and, by a duly authorized signatory, agrees for Brooklyn Arena, LLC, Atlantic Yards Development Company, LLC and their respective Affiliates listed on Schedule 1 hereto and on behalf of their respective successors, heirs, assigns, legal

representatives, lessees and transferees including, without limitation, any owners and/or users of the Premises, to be bound by this Declaration.

BROOKLYN ARENA, LLC

By: _____
Name:
Title:

ATLANTIC YARDS DEVELOPMENT COMPANY, LLC

By: _____
Name:
Title:

ATLANTIC ARTS DEVELOPMENT COMPANY, LLC

By: Brooklyn Arena, LLC
By: Nets Sports and Entertainment, LLC

By: _____
David L. Berliner
Senior Vice President and Secretary

ARENA NOMINEE SUB B, LLC

By: Brooklyn Arena, LLC
By: Nets Sports and Entertainment, LLC

By: _____
David L. Berliner
Senior Vice President and Secretary

ARENA NOMINEE SUB C, LLC

By: Brooklyn Arena, LLC
By: Nets Sports and Entertainment, LLC

By: _____
David L. Berliner
Senior Vice President and Secretary

ARENA NOMINEE SUB E, LLC

By: Brooklyn Arena, LLC
By: Nets Sports and Entertainment, LLC

By: _____
David L. Berliner
Senior Vice President and Secretary

ARENA NOMINEE SUB F, LLC

By: Brooklyn Arena, LLC

By: Nets Sports and Entertainment, LLC

By: _____

David L. Berliner

Senior Vice President and Secretary

BROOKLYN ARENA SUB A, LLC

By: Brooklyn Arena, LLC

By: Nets Sports and Entertainment, LLC

By: _____

David L. Berliner

Senior Vice President and Secretary

ATLANTIC YARDS NOMINEE SUB A, LLC

By: Atlantic Yards Development Company, LLC

By: _____

David L. Berliner

Senior Vice President and Secretary

SEAGOING DEVELOPMENT COMPANY, LLC
By: Atlantic Yards Development Company, LLC

By: _____
David L. Berliner
Senior Vice President and Secretary

ATLANTIC YARDS DEVELOPMENT SUB C, LLC
By: Atlantic Yards Development Company, LLC

By: _____
David L. Berliner
Senior Vice President and Secretary

ATLANTIC YARDS NOMINEE SUB B, LLC
By: Atlantic Yards Development Company, LLC

By: _____
David L. Berliner
Senior Vice President and Secretary

AY 185 FLATBUSH, LLC
By: Atlantic Yards Development Company, LLC

By: _____
David L. Berliner
Senior Vice President and Secretary

AY 195 FLATBUSH, LLC
By: Atlantic Yards Development Company, LLC

By: _____
David L. Berliner
Senior Vice President and Secretary

AY 814 PACIFIC, LLC
By: Atlantic Yards Development Company, LLC

By: _____
David L. Berliner
Senior Vice President and Secretary

AY 644 PACIFIC II, LLC
By: Atlantic Yards Development Company, LLC

By: _____
David L. Berliner
Senior Vice President and Secretary

ATLANTIC YARDS DEVELOPMENT SUB A, LLC
By: Atlantic Yards Development Company, LLC

By: _____
David L. Berliner
Senior Vice President and Secretary

AY 608-620 ATLANTIC, LLC
By: Atlantic Yards Development Company, LLC

By: _____
David L. Berliner
Senior Vice President and Secretary

AY 620 PACIFIC, LLC

By: Atlantic Yards Development Company, LLC

By: _____

David L. Berliner
Senior Vice President and Secretary

AY 177 FLATBUSH, LLC

By: Atlantic Yards Development Company, LLC

By: _____

David L. Berliner
Senior Vice President and Secretary

AY 622 PACIFIC, LLC

By: Atlantic Yards Development Company, LLC

By: _____

David L. Berliner
Senior Vice President and Secretary

AY 485 DEAN, LLC

By: Atlantic Yards Development Company, LLC

By: _____

David L. Berliner
Senior Vice President and Secretary

**475 DEAN STREET DEVELOPMENT
COMPANY, LLC**

By: Seagoing Development Company, LLC

By: Atlantic Yards Development Company, LLC

By: _____

David L. Berliner
Senior Vice President and Secretary

**PACIFIC VANDERBILT DEVELOPMENT
COMPANY, LLC**

By: Atlantic Yards Development Company, LLC

By: _____
David L. Berliner
Senior Vice President and Secretary

AY 473 DEAN, LLC

By: Atlantic Yards Development Company, LLC

By: _____
David L. Berliner
Senior Vice President and Secretary

AY 489 DEAN, LLC

By: Atlantic Yards Development Company, LLC

By: _____
David L. Berliner
Senior Vice President and Secretary

AY 818 PACIFIC, LLC

By: Atlantic Yards Development Company, LLC

By: _____
David L. Berliner
Senior Vice President and Secretary

AY 524 VANDERBILT, LLC

By: Atlantic Yards Development Company, LLC

By: _____
David L. Berliner
Senior Vice President and Secretary

AY 645 DEAN, LLC

By: Atlantic Yards Development Company, LLC

By: _____

David L. Berliner
Senior Vice President and Secretary

AY 622 ATLANTIC, LLC

By: Atlantic Yards Development Company, LLC

By: _____

David L. Berliner
Senior Vice President and Secretary

AY 542 VANDERBILT, LLC

By: Atlantic Yards Development Company, LLC

By: _____

David L. Berliner
Senior Vice President and Secretary

AY 35-37 SIXTH, LLC

By: Atlantic Yards Development Company, LLC

By: _____

David L. Berliner
Senior Vice President and Secretary

AY 618 PACIFIC, LLC

By: Atlantic Yards Development Company, LLC

By: _____

David L. Berliner
Senior Vice President and Secretary

AY 487 DEAN, LLC

By: Atlantic Yards Development Company, LLC

By: _____

David L. Berliner

Senior Vice President and Secretary

CHEST REALTY CORPORATION,

a New York corporation

By: _____

David L. Berliner

Senior Vice President and Secretary

Declaration

FOR PURPOSES OF SECTIONS 1(d), 4, 6(d), 9 AND 11 HEREOF:

Approved as to form

THE CITY OF NEW YORK

Acting Corporation Counsel

By: _____
Name:
Title:

Attest:

City Clerk

NEW YORK CITY ECONOMIC DEVELOPMENT
CORPORATION

By: _____

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On the ____ of _____ the year 2007 before me, the undersigned, a Notary Public in and for said State, personally appeared _____ personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On the ____ of _____ the year 2007 before me, the undersigned, a Notary Public in and for said State, personally appeared _____ personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On the ____ of _____ the year 2007 before me, the undersigned, a Notary Public in and for said State, personally appeared _____ personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary Public