

ATLANTIC YARDS CONSTRUCTION UPDATE
Weeks of June 20 through July 3

In an effort to keep the Atlantic Yards Community aware of upcoming construction activities, ESD and Forest City Ratner provide the following outline of anticipated upcoming construction activities.

Please note: the scope and nature of activities are subject to change based upon field conditions. In addition, during the utility work water shut-offs may be required; these shut downs are done under the oversight of DEP and property owners will be given advance notice. All work has been approved by appropriate City and State agencies where required.

If you have any questions please feel free to contact our project Ombudsperson, Forrest Taylor, at: 212-803-3233 or AtlanticYards@empire.state.ny.us

Weeks covering June 20, 2011 through July 3, 2011

Long Island Rail Road/Vanderbilt Yard/ Carlton Avenue Bridge

- Worked related to the raising of the grade at the bump area located in Block 1120 (near lots 19 & 28 and adjacent to the access ramp) for drilling of north side piles has been completed.
- Asbestos abatement of the old car shop boiler and its associated piping (specifically at the east end of Block 1121 and at the far east end of the car shop) may begin during this reporting period. The contractor has filed all the required paperwork and permits. Once these permits are in hand, work will commence. Excavation and soil removal work will continue during the reporting period.
- Posillico/Tully will continue to receive deliveries of material for lagging, tie back and mini pile pipe for the car shop during this reporting period.
- Work associated with the mid block SOE piles continues during this reporting period. This work is located on the south side of the jobsite located in block 1120.
- Work related to the fit out of Block 1129 (related to staging) continues. Work entails the installation of water, sewer and electric service to the new location of the LIRR Maintenance of Equipment department trailers for LIRR. These trailers will be located on the east end of this block at Vanderbilt Avenue and Pacific Street.
- Posillico/Tully will continue to drill Mini-Pile for load test in the CAB north abutment area.
- Posillico/Tully continues to install a line of 17 drilled piles located in the area of the former gas station located on block 1121, lot 42. This will be on-going for up to 2 months. A

construction fence was installed previously and will be maintained during all construction activities in this area.

- Posillico/Tully to start work for the drilling of the car shop mini piles. The first step to prepare for the placement of the drill rig will be the relocation of the timber barrier to consist of the parking lane and one of the travel lanes. This will be a continuation of the MPT already in place at Carlton Ave. Second, Survey crews will perform layout work required to locate all of the actual pile locations. Once that work is complete Posillico/Tully will cut open the sidewalk and expose the car shop roof below. Once this prep work is complete the drill rig used for this work will be mobilized on Atlantic Avenue within the MPT between Carlton Ave & Vanderbilt Ave. All DOT permits are in place. This work is scheduled to take approximately 2 months.
- New MPT will be put in place for the south abutment soil excavation from Pacific Street. The exact location is in the intersection of Carlton Avenue & Pacific Street. This will not have an impact on the traffic flow at this intersection.
- Additional soil characterization work will be conducted during this reporting period within the former Electric Car Shop and Block 1121. This soil characterization will be completed by test pits conducted by an excavator and or drill rig. All results will be used to determine final disposition of the excess soil to be removed as a result of construction activity.

Environmental Remediation

- Soil that has been classified as clean, contaminated or hazardous will be removed from the site as part of the excavation activities and brought to appropriate disposal locations.
- Where excavation and soil moving activities occur in areas of known Volatile Organic Compounds (VOC's) (BL 1119, lot 1 & 64, BL 1118, lot 1 and BL 1127, lot 1) VOC monitoring will be performed as required in the Community Air Monitoring Plan ("CAMP") and VOC Best Monitoring Practices documents.
- CAMP monitoring is continuing on all areas of soil disturbance per the project plan, including excavation, grading and demolition.
- Cleanup of the standing water and oil mixture in the basement at the one-story structure affiliated with 752 Pacific Street has been completed. Sub-slab soil samples have been collected for laboratory analyses; results are currently pending. The remaining aboveground storage tanks (ASTs), which have been cleaned, are scheduled to be removed during future demolition work. All waste generated from the AST cleaning and previously stored paint cans/drums have been removed from the Site. All work is being completed in accordance with and under jurisdiction of the DEC.
- Final groundwater injection performance monitoring will likely take place during this reporting period at Block 1127 Lot 1. Several soil borings will be conducted to complete this work. All work is being completed with and under jurisdiction of the DEC.

Infrastructure

- On behalf of the DEP, FCRC will manage the installation of new water trunk main and associated distribution mains on Flatbush and Atlantic Avenues. The work is divided into three stages.
 - Stage One is the work on the west side of Flatbush, north of the Atlantic intersection, continuing across Flatbush to the edge of the transit improvements on the arena block. This is called Stage One because the design of this section was critical to the remaining two stages. The actual installation will follow Stage Two.
 - Stage Two is the work along the south side of Atlantic Ave from a location just west of the former 5th Avenue bed, running eastward to a location west of the 6th Avenue intersection.
 - Stage Three is the area between Stages One and Two, across Flatbush Avenue and the top of the future new transit station improvements.
- Work on the new trunk water main continues during this period on Stage Two on the south side of Atlantic Avenue east of the Fort Green intersection and will continue eastward for the next few weeks. Contractors will be cleaning the water main in this section in order for it to be connected to the system. In late June after the Stage Two work is complete a portion of Atlantic Avenue across from Cumberland will be excavated to allow reconnection of the pipes and resumption of the water flow. The MPT is being revised to accommodate this work. A section west of the Fort Green intersection was essentially completed except for a bulkhead at the far west end of Stage Two. This will also be installed in June. All work will be performed behind MPT.
- Over the next few months, POEs (points of entry) will be installed between the new sewer main on the south side of Atlantic and east side of Flatbush and the arena foundation wall. This work will be performed behind MPT.
- During the course of utility installation work, the contractor may encounter unforeseen contaminants, underground storage tanks or other structures. In the event that this happens and where appropriate, notification will be given to the DEC, VOC monitoring will be continuously performed, and remediation steps will be implemented.
- The DEP will be continuing final inspections of the sewer and water work on Atlantic and Flatbush Avenues over the next 2-week period.

Demolition

Applications for demolition permits for 768 Pacific and 603 Dean and an Alt-2 alteration permit to remove a one-story addition on the east side of 752 Pacific were approved. All asbestos abatement work has been completed. Water and sewer cut offs for 768 Pacific and 603 Dean are complete. Rodent control measures, as required to secure a demolition permit, have been

instituted. Work will begin during the upcoming two-week period. Work will be completed through a combination of hand demolition at the top and edges to reduce the building to an extent that mechanical demolition is deemed safe.

Mitigation Site Work

The FEIS requires the construction of certain roadway, sidewalk and traffic signal improvements prior to arena opening to mitigate traffic projected traffic in the area. Work will be divided into two seasons – summer/fall 21011 and spring/summer 2012. The details of the work have been reviewed with City agencies, Community Boards and the general public.

The first element of the 2011 work includes the installation of curb extensions at the Pacific/4th Avenue and Pacific/Flatbush intersections and the reversal of traffic from westbound to eastbound. Permits for this work have been secured and work is expected to commence during this reporting period. This phase of the work is expected to take approximately 5 to 6 weeks.

Arena

- Hunt has implemented a revised local delivery truck route to the site from the Block 1129 Material Laydown/Staging Area to use the new Dean Street ramp access gate. The revised route is:
 1. Banker & IPS trucks waiting in Hunt Material Laydown Area adjacent to 752 Pacific Street (Block 1129)
 2. Truck will make right out of Lot and head East down Pacific.
 3. Truck will make right onto Vanderbilt
 4. Truck will make right onto Flatbush
 5. Truck will make right onto Dean
 6. Truck will make left into Dean Street Entrance

This route is projected to be in July when only the new ramp at 6th Ave & Pacific Street will be in service (it is also currently in service). The route may be used at a later date to assist with deliveries to a laydown area to be prepared adjacent to Dean Street within the construction fence line.

- The ramp at the Pacific Street & 6th Avenue gate has been re-installed and the ramp and gate are functional. However, deliveries continue to be made through the Dean Street gate while steel erection is done over the Pacific Street ramp.
- Waterproofing and backfilling along the outside of the arena Atlantic Avenue foundation wall will continue, subject to weather conditions, during this reporting period.
- Steel deliveries and steel erection will continue throughout this reporting period.
- Precast concrete erection will continue during this reporting period.

- Excavation for the footings and walls will continue within the footprint of the arena during this reporting period.
- Large scale excavation has resumed along the Dean Street perimeter now that the Pacific Street ramp has been re-installed. The ramp concrete is projected to be placed during this reporting period.
- VOC monitoring as required by the CAMP continues. Installation of footings and perimeter walls is continuing at southeast corner of arena site.
- The application of waterproofing to the foundation walls from 6th Avenue at Pacific Street starting north and then west down Atlantic Avenue will continue during this reporting period, as weather allows. Backfilling at these locations will follow the waterproofing and is expected to continue during this reporting period.
- Layout/installation related to the underground plumbing will continue within arena footprint. Underground plumbing will continue within the arena footprint including in controlled access zones beneath the structural steel erection as needed this period.
- The spray fireproofing will continue throughout this reporting period. The contractor performing this work will use temporary electric to power their equipment.
- The masonry contractor will continue working at the Event Level and is expected to begin work at the Main Concourse Level during this reporting period.
- Pile installation and SOE is expected to continue during this reporting period, during the week of June 20th and June 27th.
- Underground electrical installation will continue as needed during this reporting period. This work is taking place within the entire arena footprint where the concrete foundations and footings are being poured and beneath the structural steel erection within control access zones.
- The maintenance of the site to accommodate steel erection will continue during this period. Steel erection will continue near the intersection of Dean Street & Flatbush Avenue throughout this reporting period.
- The placement of concrete on metal deck (SOD) will continue during this reporting period. Lathing (rebar placement) work will continue on the superstructure decks prior to concrete placement in this period.
- The drywall framing & construction subcontractor (GWB) will continue layout of walls during this reporting period.

- The placement of slab on grade (SOG) concrete will continue within the arena site at the event level during this reporting period.
- Installation of ductwork at the Event Level will continue during this reporting period. Installation of ductwork at the Main Concourse and Suite Levels will commence during this reporting period.
- The façade erector will begin the installation of erection clips on the Atlantic Avenue elevation during this reporting period.
- Preparation for the erection / installation of a material hoist near the intersection of Fort Green & Atlantic Avenues will continue during this reporting period. Modifications to the existing MPT will not be required.
- The placement of additional geo-textile fabric and stone on Block 1129 to assist with dust control and maintenance of streets will continue during this reporting period. Precast concrete risers, tubs and vomitory wall deliveries to the lay down area east of 752 Pacific Street will continue this period.
- Occupancy/Use of the laydown area due south of the 752 Pacific Street office will continue during this period.
- During the course of the excavation work, the contractor may encounter unforeseen contaminants, underground storage tanks or other structures. In the event that this happens and where appropriate, notification will be given to DEC, VOC monitoring will be continuously performed while excavating these materials and remediation steps will be implemented.
- The arena contractors are coordinating their concrete placement and structural steel activities on the Atlantic Avenue elevation with the utility contractor's water main installation within this same zone, inside the MPT barrier that is already in place.
- Weekend work will be scheduled no later than close of business on the preceding Thursday, where makeup work due to weather or other delays makes it necessary.
- Subject to receipt of permits, a second shift will be continued throughout this reporting period, from 3 – 11 PM, Monday-Friday only.

NYC Transit Improvements

- Work has now progressed at the tip of the site and the demolition of the IRT foundation wall continues. The last remaining sections of concrete floor slabs will continue over the next month in this area. The concrete at the center section over the BMT Tunnel will now be placed during the reporting period. Concrete placement is currently underway at the new

walls to support the future new staircase. The north, east and south walls have now been poured. Waterproofing behind the foundation walls is in process and backfill will then follow. Walls to tie to the existing structure will then follow at the tip as the construction progresses.

- Vibration and Tilt sensors have been installed and are being monitored per NYCT requirements.
- IRT and BMT Tunnel inspections have taken place and repair work will be implemented during scheduled NYCT track outages during evenings and weekends. BMT Track Outages (G.O.s) were conducted on March 5th, March 12th and April 16th. Additional GO's for both the IRT and BMT will be evaluated as the work progresses. The next IRT GO is schedule for the weekend of July 9th with a backup date if required for the weekend of July 23rd. The next BMT GO's will take place in September and October and are currently being scheduled with NYCT. Minor repair and cleanup work will occur on selective evenings under scheduled NYCT flagging protection.
- Permits have been secured for the portions of the street immediately adjacent to the "Tip" of the project area (at the corner of Flatbush and Atlantic). Concrete plank/decking in the roadway is now substantially complete. This work being done to allow the Fare Control Area excavation & demolition to continue below the street. Traffic will be restored every morning according to DOT stipulations. Barricades have now been installed at the southern end of the IRT platforms as approved by NYCT.
- Minor mechanical, electrical and plumbing work within the subway station below ground is underway to accommodate new station configuration.
- Structural steel erection at the main transit entrance area is now complete where the staircase/elevator will be installed. Steel installation at the lower levels of the BMT mezzanine is in progress. Once the concrete work is completed at the tip of the site, steel erection will take place in this area as well as over the new entrance to the BMT connection.
- Work at the southern vent shafts along Flatbush Avenue will continue during this reporting period.

Permanent Changes to Roadway Network on Fourth Avenue & Pacific Street

- As part of the transportation improvements related to the Atlantic Yards project, beginning on or around July 29, 2011, the following changes will be made to the roadway network:

Fourth Avenue (between Atlantic & Flatbush Avenues only) will be converted to one-way southbound to improve traffic flow at the Flatbush Avenue/Atlantic Avenue/Fourth Avenue intersection. Pacific Street (between Fourth & Flatbush Avenues only) will be reversed, changing from one-way westbound to one-way eastbound. To accommodate this change, a new traffic signal will be installed at the intersection of Pacific Street & Flatbush Avenue, as will a new crosswalk across Flatbush Avenue. Vehicles will be able to make right or left turns onto Flatbush Avenue at this location. This block can be accessed from both

northbound and southbound Fourth Avenue. Fourth Avenue northbound traffic, including all commercial vehicles, can use Third Avenue via Atlantic Avenue to access Flatbush Avenue. Pacific Street will offer secondary access to Flatbush Avenue. No through truck traffic will be permitted on Pacific Street.

Anticipated Night Time & Weekend Work

During this reporting period the following work will be performed either at night or during the weekend as noted. All work will be done pursuant to approved permits:

- Long Island Rail Road/Vanderbilt Yard/ Carlton Avenue Bridge:
 - As of May 2nd, yard construction hours are 6am – 4:30pm.
 - In addition, as of Saturday May 7, 2011, construction work will take place on Saturdays during the hours of 7am – 5:30pm for a period of at least three months. Work will consist of the installation of SOE piles along the south side of the jobsite within block 1120 & 1121; along “the bump” on Block 1120 (Lots 19, 28 and 35) and near the former gas station on Block 1121, lot 42.

- Arena Site:

Arena weekend work will be scheduled no later than close of business on the preceding Thursday, where make-up work due to weather or other delays makes it necessary. Saturday work is expected to continue for this reporting period.

Subject to receipt of permits, a second shift will be continued throughout this reporting period, from 3 – 11 PM, Monday-Friday only.

The Developer has been requested to advise ESDC and STV of what contractors will be working over the weekend and what they will be working on.

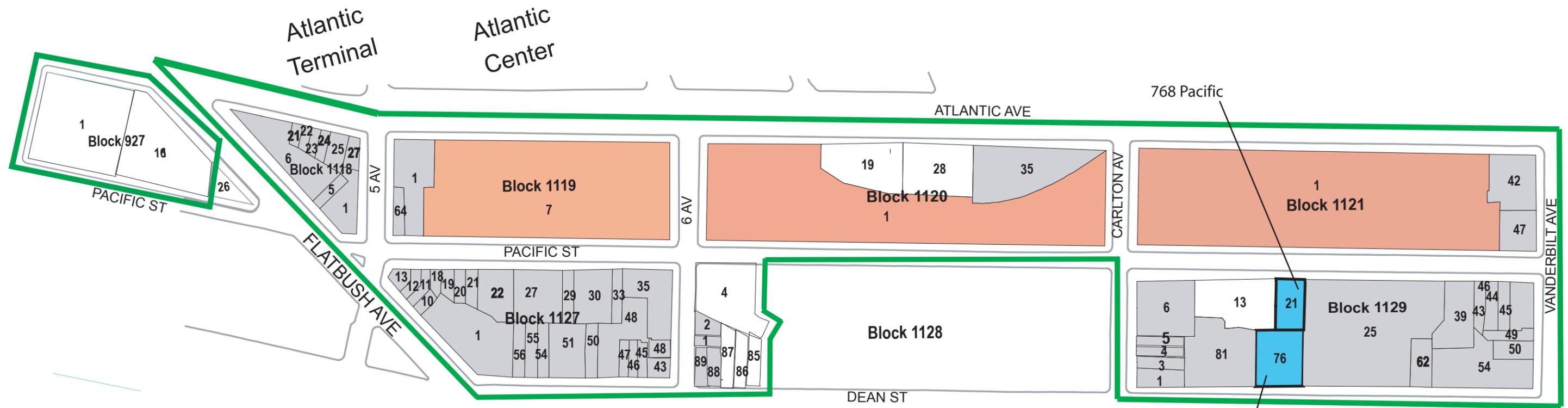
- NYC Transit Improvements:
 - Temporary concrete road decking is substantially complete, however, in the event there is a need to do any related work, such work will be performed at night per DOT regulations. Traffic will be restored every morning according to DOT stipulations.
 - Work related to demolition of BMT structure and below grade concrete, steel and MEP work may be conducted on Saturdays, June 25th and July 3rd, during this reporting period. All such work will take place within the site.
- Demolition:
 - None anticipated at this time.
- Block 1129 – staging arena:
 - Contractors conducting night work may have cause to enter and exit this area as it serves as a staging and material/equipment storage area.

During the course of work, conditions may be encountered at the site which may warrant the need for night and/or weekend work. Work will be done pursuant to approved permits.

Community Liaison Office (CLO)

Persons seeking access should do so from Carlton Avenue. Both the CLO phone line (866-923-5315) and email (communityliaison@atlanticyards.com) are operational and community residents are encouraged to use both when making inquiries about the project.

Atlantic Yards Abatement & Demolition Status

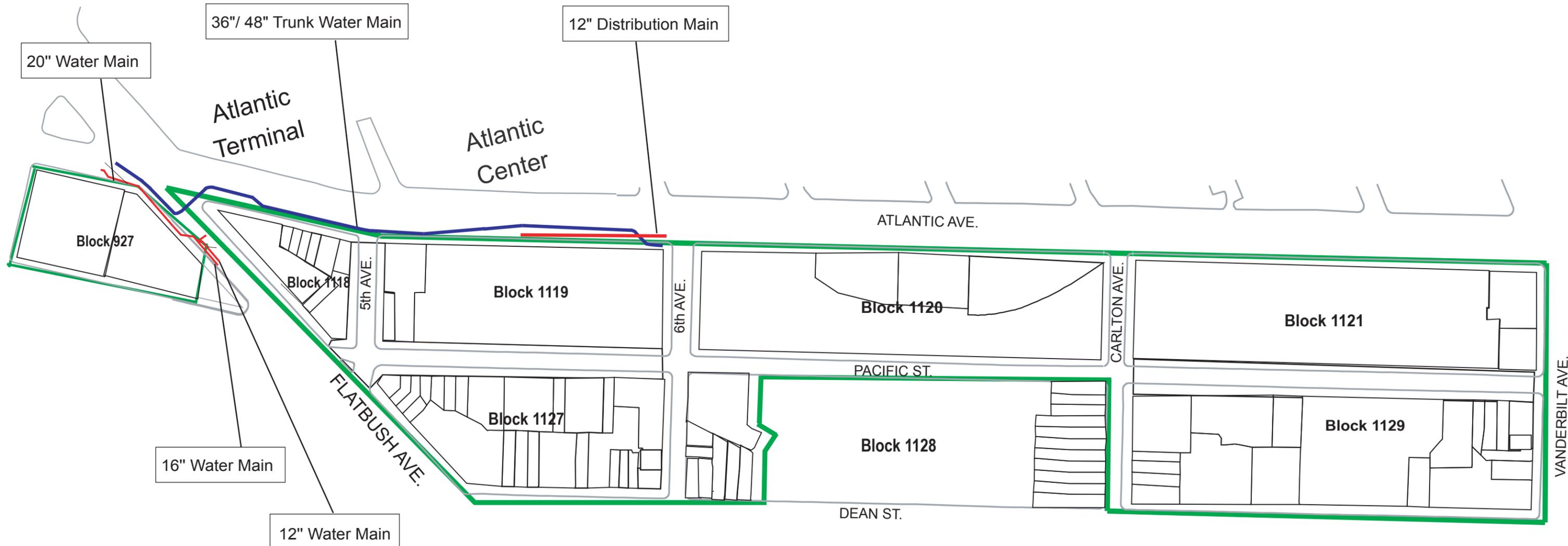


- vacant lot
- demolition permit granted/demolition is pending
- LIRR Yard

as of MAY 9, 2011

Trunk & Water Main

July 2010



-  36"/ 48" Trunk Water Main
-  12", 16", & 20" Water Main & 12" Distribution Main