

Exhibit H

| | |
|-----------|--|
| 1 | Letters and Articles of Support |
| 2 | Disposition of Site |
| 3 | Atlantic Yards |
| 4 | Atlantic Yards Concept Drawings and Plans |
| 5 | The New Vanderbilt Yard |
| 6 | Financing Plan |
| 7 | Project Completion Schedule |
| 8 | Development Team Information |
| 9 | Forms |
| 10 | List of Appendices |

Brooklyn's Future: A Proposal for Vanderbilt Yard

The development of the Long Island Rail Road (LIRR) parcels in downtown Brooklyn known as the Vanderbilt Yard presents a unique opportunity to our City and its history to realize a number of important economic development, housing and public transportation goals. The site, which for over a hundred years has separated many communities from one another, is strategically located at the crossroads of residential neighborhoods, the downtown Brooklyn commercial core, exciting new retail developments, and a thriving cultural district. While the site currently permits the daily storage of seventy-two LIRR cars in an open air environment, its development will create a secure, weather-protected facility designed to accommodate the LIRR's 40% system-wide fleet expansion.

The Atlantic Yards Project proposed by Forest City Ratner Companies for the Vanderbilt Yard exceeds all of the goals articulated in the May 24, 2005 Request for Proposals issued by the Metropolitan Transportation Authority (MTA). These goals include:

Maximize Economic Benefits to MTA for Improvement of Public Transportation Facilities and Functions

Forest City has proposed a total consideration to the MTA of \$329.4 million, consisting of: construction of the New Vanderbilt Yard storage facility (\$182 million); cash payment for the land and development rights (\$50 million); environmental remediation (\$20 million); present value estimate of ongoing MTA operating expenses (\$25.4 million); construction of mass transit improvements (\$29 million); approximately \$23 million in new sales tax revenues.

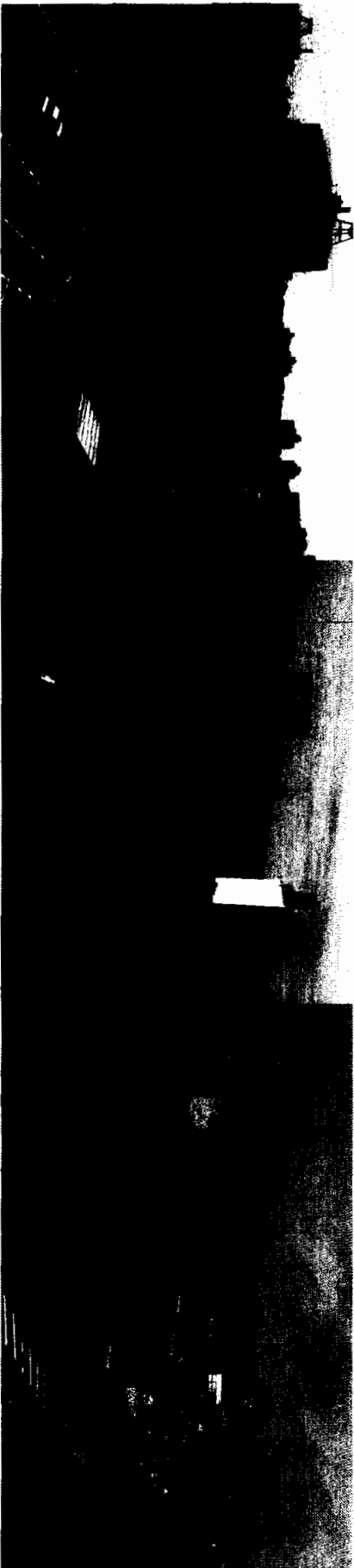
Minimize the Economic and Environmental Risk to the MTA

Forest City will subsume the cost of remediating the site, as well as creating the new Yard. In addition, Forest City has agreed to reimburse the MTA and LIRR staff for its review of this project and force account work.

The Economic Development, Planning, and Civic Needs and Desires of the City and the State

The Atlantic Yards Project will create more than 6,000 units of housing; over a million square feet of office space; a new 850,000 square foot Arena which will be the future home of the Brooklyn Nets; 15,000 construction jobs; over 7,500 permanent jobs; 180,000 square feet of retail space; and more than seven acres of new public open space. Because the Vanderbilt Yard parcels are situated adjacent to private land controlled by Forest City, the City and State will realize significantly more housing, jobs and revenues than if only the MTA parcels were developed. It is estimated that the project will generate more than approximately \$5.0 billion in net new tax revenues for the City and State over 30 years.

Tremendous care and thought has gone into the urban planning, design, and architectural characteristics of the Atlantic Yards Project. The world-renowned architect Frank Gehry has been selected to design the arena, as well as the commercial and residential buildings. Laurie Olin, known for his creativity at Battery Park City and Bryant Park, will design both the active and passive recreational spaces. Great attention has been given to connecting the project to public transportation, and to how the buildings and open spaces will relate to the surrounding communities.





The Atlantic Yards project has received broad support from community leaders, elected officials and grass-roots organizations. On June 27, 2005, Forest City entered into a legally binding and historic Community Benefits Agreement that will ensure jobs for community residents; business opportunities for community-, minority- and women-owned enterprises; affordable and middle income rental housing and co-operative home ownership units; and community facilities ranging from day care and senior centers to youth and health care programs.

The new Arena will once again allow Brooklyn to be home to a major league sports franchise, making it one of only twenty-nine NBA locations in the United States and Canada. The Arena will also be home to concerts, family entertainment events, high school and university athletic events, and other community uses.

Experience, Reputation and Creditworthiness of Developer

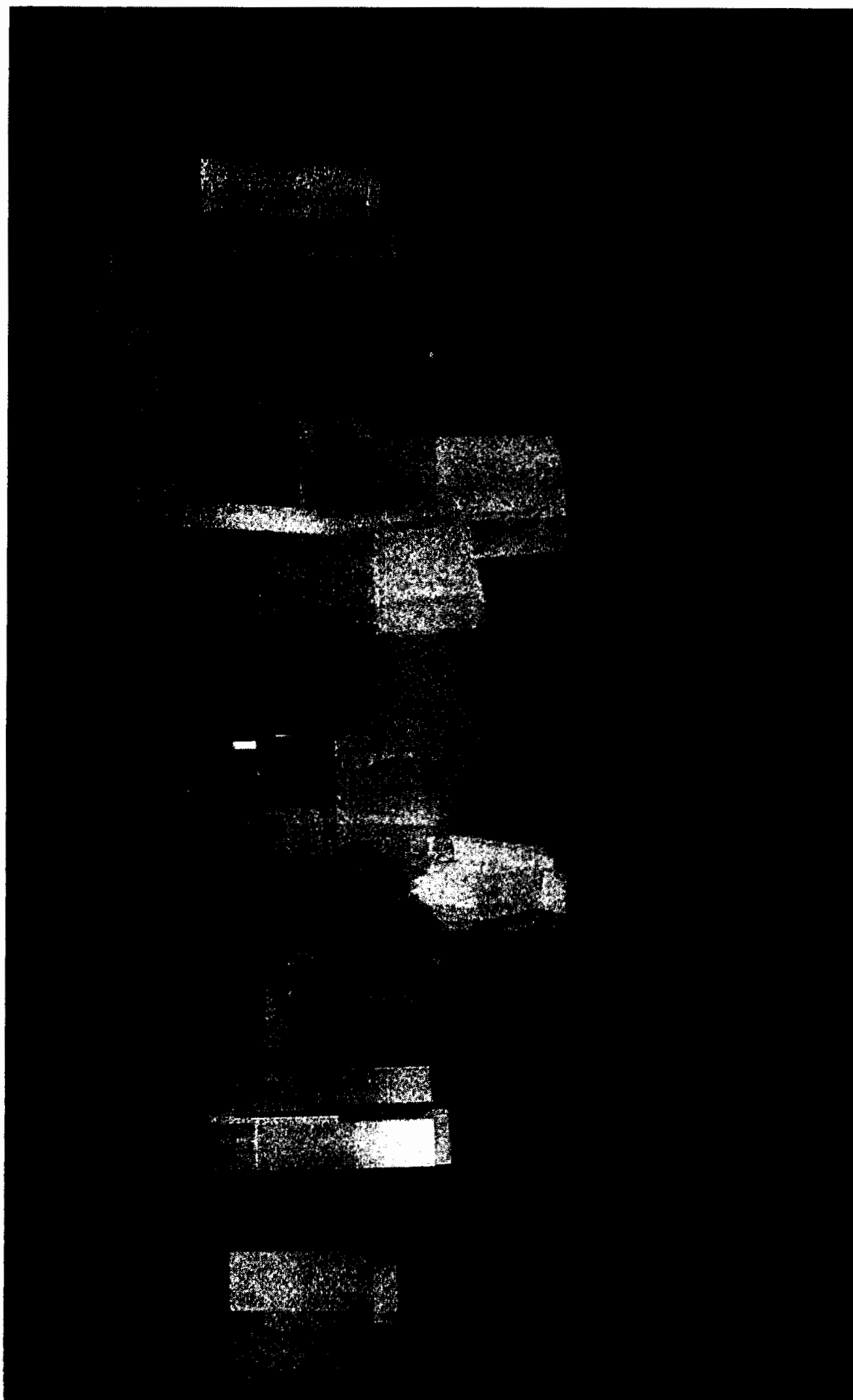
Forest City Ratner Companies and its staff have extensive experience in developing complex public/private development projects in New York City. Projects such as MetroTech, the 42nd Street Retail and Hilton Hotel complex, Atlantic Terminal, and the Embassy Suites Hotel in Battery Park City have changed the skyline of New York and added hundreds of millions of dollars to its tax base. In addition, Forest City has extensive experience working with the MTA to complete projects adjacent to or over active rail facilities. The Atlantic Terminal retail center and office building was closely coordinated with MTA and LIRR staff, with work to the station itself completed by Forest City.

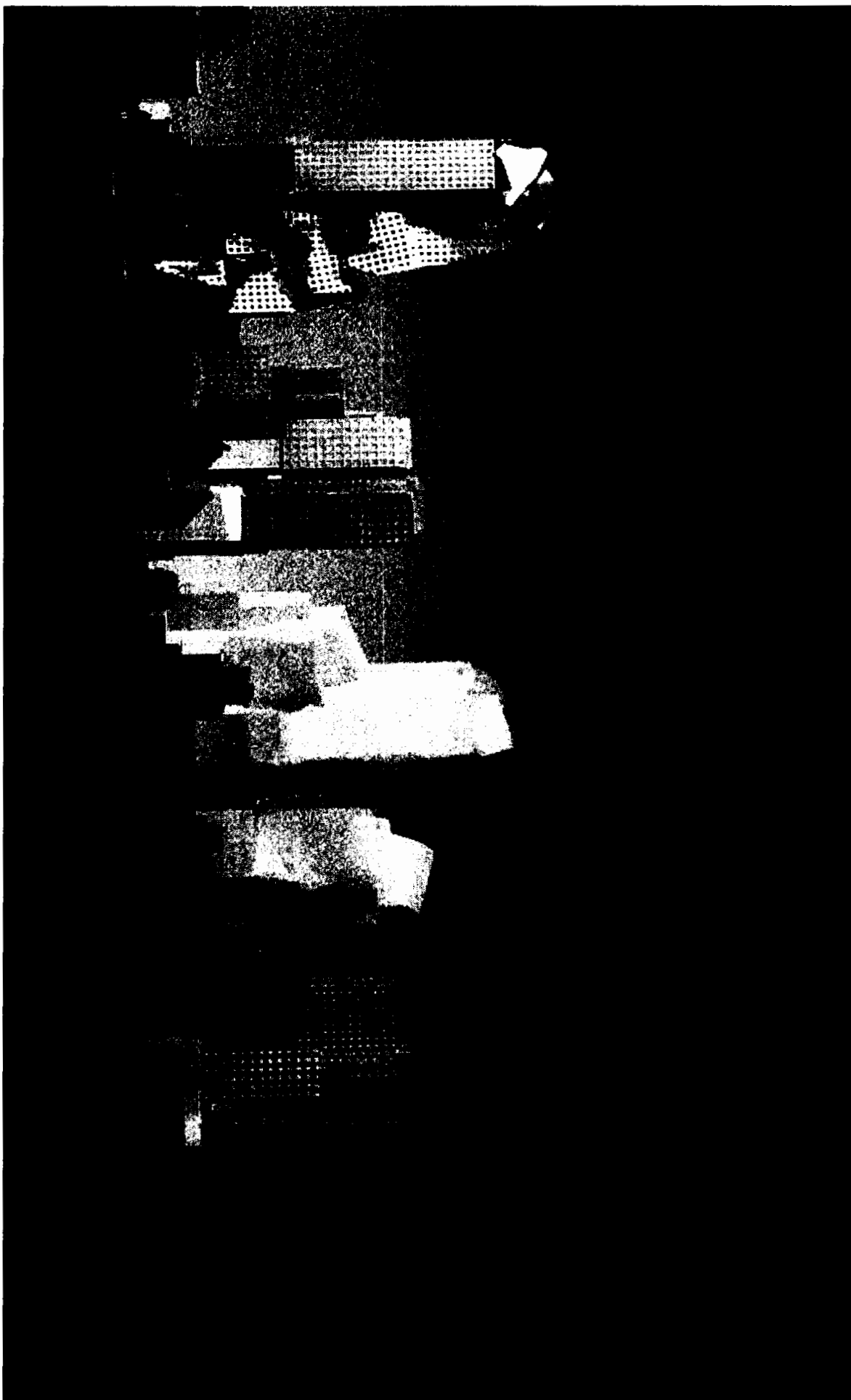
Forest City Ratner Companies is part of the publicly traded \$7 billion Forest City Enterprises. With significant development projects in downtown urban areas in over twenty-three states, Forest City has become one of the largest and best-recognized companies in the development industry.

Consistency with the LIRR's Need to Continually Operate Critical Transportation Services

The Atlantic Yards development has been designed to allow the continuous operation of the Yard throughout the construction of the Project. When completed, the new facility will provide the LIRR with significant upgrades and improvements including: increased storage capacity and potential for twenty-four-hour, seven-days-a-week use; a design solution to accommodate the new M-7 trains; a new portal to allow trains to move directly into the Yard from the Terminal; modern and efficient toilet servicing capabilities; new employee facilities; and a secure facility, protected from the public, weather, vandalism and trash.

In conclusion, the Atlantic Yards development will result in significant new revenues, facilities, and value for the MTA, with minimal economic and environmental risk. It will create thousands of jobs, affordable and middle-income housing, public open space, and bring a major league sports franchise to Brooklyn. The Project will knit neighborhoods together, and encourage the development of community-, minority- and women-owned businesses. Finally, the Atlantic Yards Project will add billions of dollars of new tax revenue to the City and State over many years to come.





South Elevation: skyline

Letters and Articles of Support

Letters and Articles of Support for Atlantic Yards

"This is an historic project that will continue to energize the borough of Brooklyn. While a new hometown team will give all of us something to cheer for, it's the jobs and housing that will have the greatest lasting impact on the borough and the people of Brooklyn. Development is not just about constructing buildings. It's about building a stronger future for this great City and State."

—Mayor Michael Bloomberg

"We are one step closer to bringing professional sports back to Brooklyn. But even more importantly, we are also a step closer to creating thousands of new jobs, much needed housing, including affordable housing, and providing greater hope and promise for the future."

—Governor George Pataki

"We are on the threshold of restoring Brooklyn to its rightful place on the national sports stage. Brooklyn is a world-class city, and it deserves a world-class team, in a world-class Arena, designed by a world-class architect. This plan goes even further—creating thousands of apartments affordable to Brooklynites of every income and producing thousands of jobs. I am confident this plan will be win-win for the communities surrounding the Arena, for all of Brooklyn, and indeed for all of New York City."

—Brooklyn Borough President Marty Markowitz

Elected Officials

US Senator Charles E. Schumer
New York City Public Advocate Betsy Gotbaum
Brooklyn Borough President, Marty Markowitz
Congressman Edolphus Towns, House of Representatives, 10th District
Senator Carl Andrews, District 20
Senator Martin J. Golden, District 22
Senator Carl Kruger, District 27
Senator Kevin Parker, District 21
Council Member Erik Martin Dilan, District 37
Council Member Lew Fidler, District 46
Council Member Mike Nelson, District 48
Council Member James Sanders, District 31
Assembly Member Roger Green, District 57

Unions & Labor Organizations

New York City Central Labor Council, Brian M. McLaughlin, President
Building & Construction Trades Council, Edward J. Malloy, President
New York Building Congress, Richard T. Anderson, President
United Federation of Teachers, Randi Weingarten, President
BU 32 SEU, Michael P. Fishman, President
United Brotherhood of Carpenters and Joiners of America,
Michael J. Forde, Executive Secretary/Treasurer
Building Material Teamsters Local 282, Gary LaBarbera, President
Plumbers and Gasfitters Local Union No. 1, George W. Reilly,
Business Manager
Stationary Engineers, Dallas Lucas, President
International Union of Painters and Allied Trades District Council 9,
Sandy Vegetalos, Business Manager/Secretary/Treasurer
Mason Tenders District Council, Robert Bonanza, Business Manager

Community, Business and Sports Organizations

300 Prospect Place Block Association, Tammy Meadows
407 Lincoln Place Tenants Association, Michael Cediando, President
600 Prospect Place Block Association, Melina Bernadine, President
ACORN, Bertha Lewis, Executive Director
Bergen Beach Youth Association, Paul Curiale, Administrator
Bergen Street 800 Block Association, Vivian Williams
Bingo's Allstars, Altinda Angerville, VP/Executive Director
Booksnball, Richard Kosik, Student-Athlete Advocate
Brooklyn Chamber of Commerce, Kenneth Adams, President
Brooklyn Friends School, David Gardella, Athletic Director and Coach
Brooklyn Saints, Joe Murphy, Director
Brooklyn United for Innovative Local Development,
James Caldwell, President & CEO
Community Board 8, Mr. Clement Calixte, Appointed Member

Crow Hill Community Association, Inc., Evangeline Porter, President

Dean Street Park Sports Association, Brian Mingo
Flatbush Youth Association, Coach Screen, Students
Grand Dean Block Association, Michelle Lane
Inner City Empowerment Foundation, Andie Ambrose
Lincoln Place Block Association, Mary Steele, President
Lincoln Place Tenants Association, Alice Long, President
Madison Boys & Girls Club, Monique McAllister,
Volunteer Sports Coordinator & Youth Mentor
Metrotech Business Improvement District, Michael A. Weiss,
Executive Director
Millennium Development, Nick Miller, Administrator
Neighborhood Improvement Association, Michael Bove, President
and Rosa Casella, Executive Director
North Brooklyn Community Council Inc., Jannitza Luna,
Executive Director
North Crown Heights Nstrand Ave Merchants Association,
Barbara Brown-Allen, Project Coordinator
NYC & Company, Cristyne L. Nicholas, President/CEO
NYS Chapter of the National Association of Minority Contractors,
Lennox Britton, Executive Director
Pile Real Estate, Philip Pile, Licensed Real Estate Broker
Police Athletic League, John J. Ryan, Executive Director
Right Bounce Basketball Showcase, Khalid Green, CEO
Rogmark Block Association, Barbara Brown-Allen, President
St. Francis College Basketball, Brian P. Nash, Head Men's
Basketball Coach
St. Francis College, Edward Aquilone, Director of Athletics
St. Johns Block Association, Regina Kinsey
St. John's/Albany/Kingston Block Association, Oretta Smith, President
Urban Alliance Community Organization, Gabriel Pearse, President
White Wing Educational Community Development,
Michael West, President

Businesses

42nd AD Republican Club Regular Organization, Honorable
Trisha K. Alleyne, State Committeewoman, 42nd Assembly District
Agbayewa & Roy, P.C., Esquire Emmanuel Roy
Annandale Contracting, Inc., Andrae Phillips, President
Ardern Construction Services, Inc., Marlene Chamber-Jackson,
President/CEO
Banquet Hall, Kings Court, Emmanuel Obi
Bim Auto Body, Hugh Reid, President
Bobtek Electrical Corp., Mark Bobb, President
Cepeda Grocery, Nelson Cepeda, Owner
Charls Diversified International, Inc., Rudy Richardson, President

Elizabeth Kennedy Landscape Architects, Elizabeth Kennedy,
R/LA Principal

F&R Installers, Barbara Monica Foster, President
Flowerworks Landscape Contractor, Marcia Melendez, President
Ginger Root Café, Lyra Petrie
Golden Development and Construction Corp.,
Anthony Clouden, President
H. Richardson Electric Co., Inc., Herbert Richardson
Humility Management, Kurt Lewis
MBC & Associates Inc., Kenneth Fitzpatrick
Mecca Contracting, Inc., Julio H. Salinas, President
Metropolitan Learning & Tutoring Center, Ms. Janet Lovell, President
Mr. Insurance Agency, Mr. Modesto Reyes, Owner
Northeastern Telephones, Inc., John Thompson, President/CEO
Paladin Construction Corp., Allen Jenkins, President
Petra B. Corporation, Elenora Bernard, President/CEO
R&L Heating & Air Conditioning, Inc., Rawle Lewis, President
R.B.'s Realty & Construction Corp., Rayer Headley
R.S. Painting Co., Inc., Reginald Swiney
S&L Industries Inc., Sharon Craddock, President
Shakir Enterprises, Umar Shakir
Smalls Electrical Construction, Inc., Jeffrey Smalls, President/CEO
Supermarket La Reyna, Radhames Mendez
Swift Contracting & Maintenance Corp., Winston Currie, President
Tar Hill Auto, Ernest Pender, Owner
Tom's Restaurant, Constantin Manaves

Religious Organizations

The house of the Lord Churches, Reverend Herbert Daughtry, Sr.
Greater Mount Pleasant Baptist Church, Reverend Randy Ware, Pastor
Mt Moriah COGIV, Reverend Jerry West, Pastor
Immanuel & First Spanish United Methodist Church, Reverend
Fils-Aime Wentler, Pastor
Ministry: Life in its Poetic Form Christian Ministries, Inc.,
Reverend Lydia Stoley
Churches United to Save and Heal, Pastor Orlando Findlayter, Chairman
New Hope Christian Fellowship, Orlando Findlayter, Senior Pastor
The Haitian Evangelical Clergy Association Inc., Pastor Samuel Nicolas
Evangelical Crusade of Fishers of Men Inc., Pastor Marc Mareus
Reverend Walter J. Morris
Miracle Church of Christ, Reverend Eddie A. Okyre, Pastor
First Calvary Baptist Church
Calvary Church of First Born, Reverend Cecil Henry, Pastor
Reverend N.R. Alexander
Pastor Clifford Carter

Individuals

Damon Archer, Resident, Clinton Hill
 Clarence Badam, Resident, Clinton Hill
 Carol Rembert, Resident, Clinton Hill
 Saadia Adossa, Resident, Fort Greene
 Theogy Brailford, Resident, Fort Greene
 Rila Cox, Resident, Fort Greene
 D Cumberbatch, Resident, Fort Greene
 K Drake, Resident, Fort Greene
 Jacqueline Durbie, Resident, Fort Greene
 Leonard Herod, Resident, Fort Greene
 Hattie Johnson, Resident, Fort Greene
 Michael Martin, Resident, Fort Greene
 Elaine Mitchell, Resident, Fort Greene
 Carla Parker, Resident, Fort Greene
 Darryl Porter, Resident, Fort Greene
 Laurie Reid, Resident, Fort Greene
 Ronald Ross, Resident, Fort Greene
 Lydia Skoley, Resident, Fort Greene
 Tania Solano, Resident, Fort Greene
 Norma Sullivan, Resident, Fort Greene
 Joanne Thorne, Resident, Fort Greene
 Patrick Wnt, Resident, Fort Greene
 Emaline Alston, Resident, Bedford-Stuyvesant
 Sean Andrews, Resident, Bedford-Stuyvesant
 Thomas Ballard, Resident, Bedford-Stuyvesant
 Camesha Barton, Resident, Bedford-Stuyvesant
 Siletha Bass, Resident, Bedford-Stuyvesant
 Sylvia Bishop, Resident, Bedford-Stuyvesant
 Gloria Blackman, Resident, Bedford-Stuyvesant
 Latasha Blount, Resident, Bedford-Stuyvesant
 Estelle Bonneau, Resident, Bedford-Stuyvesant
 Edward Brown, Resident, Bedford-Stuyvesant
 Danill Bryant, Resident, Bedford-Stuyvesant
 Eloise Bryant, Resident, Bedford-Stuyvesant
 Bernadette Cobb, Resident, Bedford-Stuyvesant
 Hallel Collins, Resident, Bedford-Stuyvesant
 Ken Cooke, Resident, Bedford-Stuyvesant
 Herbert Garnett, Resident, Bedford-Stuyvesant
 Pearl Graham, Resident, Bedford-Stuyvesant
 Petunia Hamilton, Resident, Bedford-Stuyvesant
 Kelvin Johnson, Resident, Bedford-Stuyvesant
 David Jones, Resident, Bedford-Stuyvesant
 Evang Eva Lewis, Resident, Bedford-Stuyvesant
 Trevor Lowry, Resident, Bedford-Stuyvesant
 Mary Miller, Resident, Bedford-Stuyvesant
 Jerod Novell, Resident, Bedford-Stuyvesant

Saa Hetep Obi, Resident, Bedford-Stuyvesant
 Sennet Odi, Resident, Bedford-Stuyvesant
 Evelyn Peek, Resident, Bedford-Stuyvesant
 Andrie Pender, Resident, Bedford-Stuyvesant
 Curtis Roine, Resident, Bedford-Stuyvesant
 Martha Ross, Resident, Bedford-Stuyvesant
 Shirley Smith, Resident, Bedford-Stuyvesant
 Peggie Taylor, Resident, Bedford-Stuyvesant
 Jenise Washington, Resident, Bedford-Stuyvesant
 Utak West, Resident, Bedford-Stuyvesant
 Betty White, Resident, Bedford-Stuyvesant
 Shari White, Resident, Bedford-Stuyvesant
 Clarence Emmon, Resident, Bushwick
 Monique Foster, Resident, Bushwick
 Joyce Pinckney, Resident, Bushwick
 Charlay Scott, Resident, Bushwick
 Alton Shaysion, Resident, Bushwick
 Christen Strong, Resident, Bushwick
 Marcus Valva, Resident, Bushwick
 Evelyn Yinkscrafts, Resident, Bushwick
 Vida Beckettta, Resident, East New York
 Michael Bernard, Resident, East New York
 Wendy Devalle, Resident, East New York
 Sabrina Ellis, Resident, East New York
 Mayra Ferreira, Resident, East New York
 Wayne Furr, Resident, East New York
 Sharon Grant, Resident, East New York
 Dorothy Irwin, Resident, East New York
 Frank Mas, Resident, East New York
 Priscilla Mas, Resident, East New York
 Pedro Mendez, Resident, East New York
 Frank Porter, Resident, East New York
 Mildred Queen, Resident, East New York
 Fitzpatrick Stewart, Resident, East New York
 James A. Stewart, Resident, East New York
 Richard Taylor, Resident, East New York
 Mavis Von, Resident, East New York
 Annun Jackson, Resident, Boerum Hill
 Ray Cook, Resident, Park Slope
 Jimmie Dickens, Resident, Park Slope
 Jamarr Felton, Resident, Park Slope
 George Jackson, Resident, Park Slope
 Elizabeth Jones, Resident, Park Slope
 Willie Jiles, Resident, Red Hook
 Harold Aarons, Resident, Crown Heights North
 John Alam, Resident, Crown Heights North
 Audrey Andrews, Resident, Crown Heights North

Mae F. Andrews, Resident, Crown Heights North
 Anita Best, Resident, Crown Heights North
 Sharon Best, Resident, Crown Heights North
 Tricia Breecyster, Resident, Crown Heights North
 Danisha Brown, Resident, Crown Heights North
 Danny Brown, Resident, Crown Heights North
 Debonie Carter, Resident, Crown Heights North
 Joyce Carter, Resident, Crown Heights North
 Karen-Christine Clarke, Resident, Crown Heights North
 Ernesta Cox, Resident, Crown Heights North
 Patricia Essome, Resident, Crown Heights North
 David Gerndew, Resident, Crown Heights North
 W Hinds, Resident, Crown Heights North
 Hazel Hurley, Resident, Crown Heights North
 Jorge Kelly, Resident, Crown Heights North
 Pascal Kelly, Resident, Crown Heights North
 Steven Kelly, Resident, Crown Heights North
 Monique LaVa-Small, Resident, Crown Heights North
 E. Lawry, Resident, Crown Heights North
 Walter Lewis, Resident, Crown Heights North
 Marie Renee Lucas, Resident, Crown Heights North
 Sandra Lynch, Resident, Crown Heights North
 Joseph Maddox, Resident, Crown Heights North
 Catherine Martin, Resident, Crown Heights North
 Edwin Mayers, Resident, Crown Heights North
 Sherena McEachern, Resident, Crown Heights North
 Rebecca Moore, Resident, Crown Heights North
 Tyon Moore, Resident, Crown Heights North
 Eunice Oden, Resident, Crown Heights North
 Anthony Parner, Resident, Crown Heights North
 Delores Pemberton, Resident, Crown Heights North
 Andrea Phillips-Merriman, Resident, Crown Heights North
 Betty Pierce, Resident, Crown Heights North
 Wynis Preston, Resident, Crown Heights North
 Len Quash, Resident, Crown Heights North
 Asante Salaam, Resident, Crown Heights North
 Barbara Sanderson, Resident, Crown Heights North
 Lyn Stif, Resident, Crown Heights North
 Randall Stevens, Resident, Crown Heights North
 Anthony Taylor, Resident, Crown Heights North
 Walter Thompson, Resident, Crown Heights North
 Eugene Ware, Resident, Crown Heights North
 Dana Whitehall, Resident, Crown Heights North
 Emmanuel Williams, Resident, Crown Heights North
 Lauraanda Williams, Resident, Crown Heights North

Madge Wright, Resident, Crown Heights North
 Nooreen Wyche, Resident, Crown Heights North
 Anthony Adorna, Resident, Prospect Heights
 L Adossa, Resident, Prospect Heights
 Pamela Aylisnigh, Resident, Prospect Heights
 Joyce Allen, Resident, Prospect Heights
 Pierre Antoin, Resident, Prospect Heights
 Eloise Balton, Resident, Prospect Heights
 Erikson Benoit, Resident, Prospect Heights
 Jason Blyden, Resident, Prospect Heights
 Carl Boyd, Resident, Prospect Heights
 Susie Boyd, Resident, Prospect Heights
 George Brown, Resident, Prospect Heights
 Joyce Brown, Resident, Prospect Heights
 Michelle Brown, Resident, Prospect Heights
 Velma Brown, Resident, Prospect Heights
 Sarah Bufia, Resident, Prospect Heights
 Daniel Carnegie, Resident, Prospect Heights
 Erik Casanova, Resident, Prospect Heights
 La-Gena Cook, Resident, Prospect Heights
 Franklin Cooke, Resident, Prospect Heights
 Mark Curtis, Resident, Prospect Heights
 Ella Edwards, Resident, Prospect Heights
 Brian Ellison, Resident, Prospect Heights
 Ian Ellison, Resident, Prospect Heights
 Mary Ellison, Resident, Prospect Heights
 Angel Felton, Resident, Prospect Heights
 Leonard Ford, Resident, Prospect Heights
 Lionel Foster, Resident, Prospect Heights
 Stacey Fuqua, Resident, Prospect Heights
 Jose Geulierrez, Resident, Prospect Heights
 Jon Grant, Resident, Prospect Heights
 Joseph Harris, Resident, Prospect Heights
 Glenn Hatcher, Resident, Prospect Heights
 Leola Holmes, Resident, Prospect Heights
 David Innes, Resident, Prospect Heights
 Lisa Johnson, Resident, Prospect Heights
 Wayne Joseph, Resident, Prospect Heights
 Joe Keaton, Resident, Prospect Heights
 Simeon Kilt, Resident, Prospect Heights
 Georges Lafortune, Resident, Prospect Heights
 Shirley Lee, Resident, Prospect Heights
 Jerry Lewis, Resident, Prospect Heights
 William Manuel, Resident, Prospect Heights
 Brian Marwin, Resident, Prospect Heights
 Leroy McDaniel, Resident, Prospect Heights
 Kathy McLean, Resident, Prospect Heights

| | | |
|--|---|-----------------------------|
| Howard McNeil, Resident, Prospect Heights | Sherwyn Sutton, Resident, Crown Heights South | Terrance Jackson, Resident |
| Della Meadows, Resident, Prospect Heights | Juanita Turner, Resident, Crown Heights South | Stella Kaufman, Resident |
| Brien Mingo, Resident, Prospect Heights | James Wilson, Resident, Crown Heights South | Thomas Maring, Resident |
| Betty Montgomery, Resident, Prospect Heights | H. Dowtin, Resident, Flatbush | Terrance Nicholas, Resident |
| Diane Morales, Resident, Prospect Heights | Josephine Elson, Resident, Flatbush | Kelly Rowley, Resident |
| Edward Munter, Resident, Prospect Heights | Deiores Howard, Resident, Flatbush | |
| Paul Nelson, Resident, Prospect Heights | Felicia Howell, Resident, Flatbush | |
| Tino Perry, Resident, Prospect Heights | Georgette Irick, Resident, Flatbush | |
| Rosamond Pryma, Resident, Prospect Heights | Marla Thomas, Resident, Flatbush | |
| Chris Quarless, Resident, Prospect Heights | Kevin Williams, Resident, Flatbush | |
| Maureen Rivera, Resident, Prospect Heights | Felicia Branch, Resident, Brownsville | |
| Bernard Robinson, Resident, Prospect Heights | Collene Bridgeman, Resident, Brownsville | |
| Carmen Rodriguez, Resident, Prospect Heights | Sylvan Clouden, Resident, Brownsville | |
| Juvon Smith, Resident, Prospect Heights | A. Edingorugh, Resident, Brownsville | |
| Sandra Soste, Resident, Prospect Heights | Jamie Holmes, Resident, Brownsville | |
| Leroy Spence, Resident, Prospect Heights | Melitha James, Resident, Brownsville | |
| Minnie Thiigpen, Resident, Prospect Heights | Eleanor Leacock, Resident, Brownsville | |
| James Thomas, Resident, Prospect Heights | James Leath, Resident, Brownsville | |
| Jovan Thomas, Resident, Prospect Heights | Alfredo Lvingston, Resident, Brownsville | |
| Melodine Thompson, Resident, Prospect Heights | Junia Moore, Resident, Brownsville | |
| Miranda Turner, Resident, Prospect Heights | Ebony Smith, Resident, Brownsville | |
| Rosa Turner, Resident, Prospect Heights | Eugene Times, Resident, Brownsville | |
| Nicholas Vazquez, Resident, Prospect Heights | George Harper, Resident, East Flatbush | |
| Dana Vesprey, Resident, Prospect Heights | Jason Hewitt, Resident, East Flatbush | |
| Kennel Washington, Resident, Prospect Heights | Sybil Jones, Resident, East Flatbush | |
| Bernard Welcome, Resident, Prospect Heights | Martha Leach, Resident, East Flatbush | |
| Eric Williams, Resident, Prospect Heights | Betty Moody, Resident, East Flatbush | |
| Keith Williams, Resident, Prospect Heights | Jean Woodburn, Resident, East Flatbush | |
| Helen Wilson, Resident, Prospect Heights | Megale Best, Resident, Canarsie | |
| Kimberly Wilson, Resident, Prospect Heights | Vera Campbell, Resident, Canarsie | |
| Kraig Wright, Resident, Prospect Heights | Damon Cooper, Resident, Canarsie | |
| Mayalyn Berry, Resident, Crown Heights South | Renee Marshall, Resident, Canarsie | |
| Wanda Brown, Resident, Crown Heights South | Virginia Smith, Resident, Canarsie | |
| Evelyn Bryan, Resident, Crown Heights South | Annmæe Wilkis, Resident, Canarsie | |
| Garth Chavvington, Resident, Crown Heights South | Juliet Woodard, Resident, Canarsie | |
| Velda Clark, Resident, Crown Heights South | Mary Auguste, Resident, East Flatbush | |
| Yvonne Davis, Resident, Crown Heights South | (Rev) Rebecca Hansen, Resident, Jamaica, Queens | |
| Auretha Dobney, Resident, Crown Heights South | Darlene Moore, Resident, Jamaica, Queens | |
| Veima Escalona, Resident, Crown Heights South | Mary Ann Hall, Resident, Kensington | |
| Jacqueline Fisher, Resident, Crown Heights South | Sharon Blackman, Resident | |
| Leonard Green, Resident, Crown Heights South | Willie Brown, Resident | |
| Ruth Green, Resident, Crown Heights South | Eugene Cornelius, Resident | |
| Antoine Jean-Pierre, Resident, Crown Heights South | Sally Davis, Resident | |
| Joe Lodon, Resident, Crown Heights South | Judy Dolby, Resident | |
| Caren Menton, Resident, Crown Heights South | Alvin Hall, Resident | |
| Deloris Purdie, Resident, Crown Heights South | Corey Hannah, Resident | |
| Roberta Salmon, Resident, Crown Heights South | Chris Heyward, Resident | |

CHARLES E. SCHUMER
NEW YORK

United States Senate

COMMITTEES:
JUDICIARY
BANKING
RULES

June 24, 2005

Board of Directors
Metropolitan Transportation Authority
347 Madison Ave.
New York, NY 10017

Dear Members of the Board:

I am writing to you to express my support for Forest City Ratner's Atlantic Yards Project.

Forest City Ratner's proposed development for Brooklyn's Atlantic Yards is part of the borough's ongoing evolution - as one of the premier places in New York City to live and to do business. Although the benefits to Brooklyn will be enormous, we shouldn't lose sight of the considerable state- and city-wide benefits this project will provide. I believe, the redevelopment and revitalization of the Vanderbilt Rail Yard, over which this project is planned, will allow safer and more efficient servicing of the railroad cars, translating into better service for the riders of the Long Island Rail Road.

While the media have naturally focused on the sports arena, it is but one part of the package. Brooklyn Atlantic Yards will create thousands of units of affordable and market-rate housing, which are desperately needed in Brooklyn, and bring thousands of new jobs to the area, both in offices and in new retail stores as well as 15,000 union construction jobs over the course of the project. According to the estimates, the Arena will add another 400 jobs and - most importantly - serve as an economic engine generating over \$6 billion in new tax revenues to the city and state over 30 years. It will also be a much-needed amenity for the community, providing a place for amateur athletes, graduation ceremonies and other events, commercial and non-commercial.

I urge you to support the Brooklyn Atlantic Yards development. Thank you.


Charles E. Schumer
United States Senator

MARTY MARKOWITZ
President

June 15, 2005

MTA Board of Directors
347 Madison Avenue
New York, NY 10017

Dear Members of the Board:

As Brooklyn Borough President, I am writing to express my support for the Atlantic Yards development proposal by Forest City Ratner because it reflects the best future for all of Brooklyn.


Brooklyn is experiencing unprecedented growth and investment. Although this success is yielding positive results across the borough, we must ensure that every Brooklynite has the opportunity to share in it. Significant numbers of residents remain unemployed or underemployed, and many tenants are being priced out of their neighborhoods. My support for the Forest City Ratner proposal is based on the fact that it will provide two things that Brooklyn desperately needs: jobs and affordable housing.

The Forest City Ratner commitment to building more than 2,000 units of affordable housing - including 10% set aside for seniors - is revolutionary. The more than 10,000 jobs that will be created at Atlantic Yards will be a historic achievement for the future of Brooklyn's economy. To document this commitment in a landmark Community Benefits Agreement demonstrates Forest City Ratner's devotion to making this project the best that it can be for Brooklyn. I am confident that as we continue to work together through a public process, community concerns such as traffic, parking, security, scale, urban design, and city-services, among others, will be addressed.

It is also important to remember that as a city of 2.6 million people, Brooklyn deserves an arena and a national sports franchise. An arena will not only be home to the Brooklyn Nets, it will be a valuable cultural venue, adjacent to the BAM Cultural District, for concerts, conventions, special events, circuses - and Hasside weddings, just to name a few.

I know that if the Forest City Ratner proposal is selected by the MTA and we move forward with community support, we can truly make Atlantic Yards a win-win for Brooklyn and New York City. In the end, we will all say, "How sweet it is!"

Sincerely,


Marty Markowitz
MM:glb/rlv/d

Brooklyn Borough Hall • 209 Joralemon Street • Brooklyn, New York 11201 • 718/602-3700 • Fax 718/602-3676



OFFICE OF THE BROOKLYN BOROUGH PRESIDENT



The Public Advocate for the City of New York

Betsy Gotbaum
Public Advocate

June 24, 2005

Forest City Ratner Companies
1 MetroTech Center North
Brooklyn, NY 11201

Dear Sirs:

I am writing in support of your proposed Atlantic Yards Project, a promising mixed-use development that would create jobs and much-needed housing, especially affordable housing.

In testimony before the City Council in May, 2004, I expressed support for the broad outline of the project and noted Forest City Ratner's positive record of working with the communities in which it builds, committing to affordable and middle-income housing, and creating jobs. I also urged you to negotiate with the community in good faith and respond appropriately to its concerns.

I am now satisfied that you are doing your part. In a city where large-scale development is often controversial—as we have seen recently on the West Side of Manhattan—I am impressed by the broad support for the Atlantic Yards Project from community leaders such as the Reverend Herbert Daughtry and public officials including Brooklyn Borough President Marty Markowitz, Speaker of the City Council Gifford Miller, Council Members Bill De Blasio, David Yasky, Sara Gonzalez, Yvette Clarke, James Sanders Jr., and Lew Fidler, State Senators Marty Golden and Kevin Parker, and State Assemblymen Roger Green and Joseph Lentol. In response to the strong affordable housing component, the Association of Community Organizations for Reform Now (ACORN) has also given its approval. This rare display of unity is a sign of how strong and beneficial to Brooklyn the project is.

Projections indicate that the Atlantic Yards Project will bring in more than 15,000 union construction jobs—for which priority will be given to minority and female workers—around 6,000 permanent jobs, and an additional 400 jobs attached to the Nets arena, as well as an estimated \$6.1 billion in tax revenue for the City and State over the next thirty years. Perhaps most significantly, the project will create 4,500 rental units, half of which will be set aside for low- and middle- income families. It is my understanding that current residents will be given priority for affordable units, and every renter displaced by construction will be offered a unit in the new buildings at the same rent they currently pay. In addition, you are negotiating a legally-binding Community Benefits Agreement, committing to local job training for residents, small business and affordable housing

development, and the construction of community facilities. The agreement is an act of cooperation between local developers and the community that is unprecedented in our city.

The Atlantic Yards Project has earned public support and the approval of a broad cross-section of elected officials. I remain concerned about a number of issues, including the use of eminent domain to obtain property in the area, the allocation of public space, and the potential for traffic congestion. I am confident, however, that these issues can be resolved to the satisfaction of all concerned. I commend Forest City Ratner on its efforts, which I believe will bring great benefits to the community.

Sincerely,

Betsy Gotbaum
Public Advocate for the City of New York



1 Centre Street New York, NY 10007 Tel (212) 669-7200 Fax (212) 669-4701
www.publicadvocate.nyc.gov



EDOLPHUS "ED" TOWNS
 MEMBER OF CONGRESS
 11th District, New York
 OFFICE: 11th Floor, 110 Broadway
 New York, NY 10038
 TELEPHONE: (212) 402-1234
 FAX: (212) 402-1235
 COMMERCIAL, TRADING, AND
 FINANCIAL INSTITUTIONS
 GOVERNMENT AGENCIES
 INDUSTRY AND ACADEMIA
 PRESS AND JOURNALISM

Congress of the United States
House of Representatives
 Washington, DC 20515-3210

June 23, 2005

Board of Directors
 Metropolitan Transportation Authority
 347 Madison Ave.
 New York, NY 10017

Dear Members of the Board:

I am writing to you to express my support for Forest City Ratner Companies' Atlantic Yards Project. I appreciate this opportunity to express my position on this important matter.

Forest City Ratner's proposed development for Brooklyn's Atlantic Yards is part of the borough's ongoing evolution - as one of the premier places in New York City to live and to do business. Although the benefits to Brooklyn will be enormous, we shouldn't lose sight of the tremendous state- and city-wide benefits this project will provide. Clearly, the redevelopment and revitalization of the Vanderbilt Rail Yard, over which this project is planned, will allow safer and more efficient servicing of the railroad cars, translating into better service for the riders of the Long Island Rail Road.

While there is much focus on the sports arena, it is but one part of the package. Brooklyn Atlantic Yards will create thousands of units of affordable and market-rate housing, which are desperately needed in Brooklyn, and bring 6,000 new jobs to the area, both in offices and in new retail stores as well as 15,000 union construction jobs. The Arena will add another 400 jobs and - most importantly - serve as an economic engine generating over \$6 billion in new tax revenues to the city and state over 30 years. It will also be a much-needed amenity for the community, providing a place for amateur athletics, graduation ceremonies and other events, commercial and non-commercial.

I urge you to support the Brooklyn Atlantic Yards development. If you have any questions regarding my support of this important project please do not hesitate to contact me or my Chief of Staff, Karen Johnson, at (718) 855-8018.

With warmest wishes, I remain

Sincerely yours,
 Edolphus "Ed" Towns
 Member of Congress

WASHINGTON OFFICE:
 Suite 2222
 Rayburn House Office Building
 Washington, DC 20515
 (202) 225-2800
 BROOKLYN OFFICE:
 26 COURT STREET, SUITE 1910
 BROOKLYN, NY 11247
 (718) 868-0018
 1110 FORTY-THIRD AVENUE
 BROOKLYN, NY 11237
 (718) 272-1175
 1890 FULTON STREET
 BROOKLYN, NY 11213
 (718) 774-4882
 2294 MORTIMER AVENUE
 BROOKLYN, NY 11230
 (718) 484-7201

05/26/05 12:12



THE ASSEMBLY
STATE OF NEW YORK
ALBANY

June 22, 2005

Board of Directors
 Metropolitan Transportation Authority
 347 Madison Ave.
 New York, NY 10017

Dear Members of the Board:

I am writing to you to express my support for Forest City Ratner Companies' Atlantic Yards Project.

Forest City Ratner's proposed development for Brooklyn's Atlantic Yards is part of the borough's ongoing evolution - as one of the premier places in New York City to live and to do business. Although the benefits to Brooklyn will be enormous, we shouldn't lose sight of the tremendous state- and city-wide benefits this project will provide. Clearly, the redevelopment and revitalization of the Vanderbilt Rail Yard, over which this project is planned, will allow safer and more efficient servicing of the railroad cars, translating into better service for the riders of the Long Island Rail Road.

While the media have naturally focused on the sports arena, it is but one part of the package. Brooklyn Atlantic Yards will create thousands of units of affordable and market-rate housing, which are desperately needed in Brooklyn, and bring 6,000 new jobs to the area, both in offices and in new retail stores as well as 15,000 union construction jobs. The Arena will add another 400 jobs and - most importantly - serve as an economic engine generating over \$6 billion in new tax revenues to the city and state over 30 years. It will also be a much-needed amenity for the community, providing a place for amateur athletics, graduation ceremonies and other events, commercial and non-commercial.

I urge you to support the Brooklyn Atlantic Yards development. Thank you.

Sincerely,
 Roger L. Green

COMMITTEE MEMBERS:
 Bill, James, Rick, Thomas and
 Adam Longshore
 Chair
 Development Committee
 Higher Education
 Labor

PLEASE REPLY TO:
 DIRECTOR OF OFFICE, 60 WESTERN PLAZA, 37th Floor, Brooklyn, New York 11217-1861, (718) 868-0100
 ALBANY OFFICE: 600 State St., Legislative Office Building, Albany, New York 12244, (518) 485-6255



THE ASSEMBLY
STATE OF NEW YORK
ALBANY

JOSEPH R. LENTOL
Assemblyman 28th District
Rensselaer County

PLEASE MAIL TO
D. David C. Lentol
Assemblyman 28th District
Brooklyn, New York 11211
(718) 283-3424

U. Albany Office
Room 602, L.O.B.
Albany, New York 12244
(518) 485-4477

Assemblyman 28th District

Metropolitan Transportation Authority
Board of Directors
347 Madison Avenue
New York, New York 10017

Dear Members of the Board:

I am writing to you to express my support for Forest City Ratner's Atlantic Yards Project.

Forest City Ratner Companies' (FCRC) proposed development for Brooklyn's Atlantic Yards (Vanderbilt Yards) is part of the borough's ongoing evolution as one of the premier places in New York City to live and to do business. Although the benefits to Brooklyn will be enormous, we should not lose sight of the tremendous statewide and citywide benefits this project will provide.

Clearly, the redevelopment and revitalization of the Vanderbilt Rail Yard, over which this project is planned, will allow safer and more efficient servicing of the railroad cars, translating into better service for the riders of the Long Island Railroad.

The Atlantic Yards Project will create thousands of units of desperately needed affordable and market-rate housing, bring 6,000 new jobs to the area, as well as 15,000 union construction jobs. The arena will add another 400 jobs and - most importantly - serve as an economic engine generating over \$6 billion in new tax revenues to the city and state over 30 years. It will also be a much-needed amenity for the community, providing a place for amateur athletics, graduation ceremonies and other events, commercial and non-commercial.

I urge you to support FCRC's Brooklyn Atlantic Yards development.

Sincerely,
Joseph R. Lentol
Assemblyman, 28th A.D.

JRL:kml

Committee on Codes
COMMITTEE
State
Housing & Labor
Education
Budget Law

June 21, 2005



THE SENATE
STATE OF NEW YORK

CARL ANDREWS
SENATOR 20th District

MINORITY WHIP

LEGISLATIVE OFFICE BUILDING
ROOM 418
ALBANY, NEW YORK 12247

PHONE: (518) 485-4424
FAX: (518) 485-4425

DISTRICT OFFICE
175 NASSAU AVENUE
BROOKLYN, NEW YORK 11235
(718) 344-4700
FAX: (718) 382-9355

June 23, 2005

Board of Directors
Metropolitan Transportation Authority
347 Madison Avenue
New York, NY 10017

Dear Members of the Board:

I am writing to you to express my support for Forest City Ratner Companies' Atlantic Yards Project.

Forest City Ratner's proposed development for Brooklyn's Atlantic Yards is part of the Borough's ongoing evolution as one of the premier places in New York City to live and to do business. Although the benefits to Brooklyn will be enormous, we shouldn't lose sight of the tremendous state and city-wide benefits that this project will generate. Clearly, the redevelopment and revitalization of the Vanderbilt Rail Yard, over which the project is planned, will allow a safer and more efficient servicing of the railroad cars, translating into better service for the riders of the Long Island Rail Road.

While the media has naturally focused on the sports arena portion of the project, that is but one segment of the entire package. The Brooklyn Atlantic Yards will create thousands of units of affordable and market rate housing, which is desperately needed in Brooklyn. It will bring 6,000 new jobs to the area, both in offices and in new retail stores. It will also generate approximately 15,000 unionized construction jobs. The Arena will add another 400 jobs and, most importantly, serve as an economic engine, generating over \$6 billion in new tax revenues to the city and state for over 30 years. A much needed amenity for the community, the Arena will provide a place for amateur athletics, graduation ceremonies and other events, commercial and non-commercial.

I respectfully request your consideration for the Brooklyn Atlantic Yards Development.

Sincerely,
Carl Andrews
Senator - 20th District

RANKING MINORITY MEMBER
CIVIL SERVICE & PENSIONS
COMMITTEE
FINANCE
COMMITTEE
ECONOMIC DEVELOPMENT &
SMALL BUSINESS
ENERGY & TELECOMMUNICATIONS
HEALTH
INSURANCE
JUDICIARY

CARL KRIEGER
SENATOR
17th DISTRICT
LEGISLATIVE SERVICE BUILDING
ALBANY, NEW YORK 12241
TELEPHONE: 518/487-7241
FAX: 518/487-7241
DIRECT OFFICE
LEGISLATIVE SERVICE BUILDING
ALBANY, NEW YORK 12241
TELEPHONE: 518/487-1124
FAX: 518/487-1124
HOME ADDRESS
3525 WEST 20TH STREET
ALBANY, NEW YORK 12219



THE SENATE
STATE OF NEW YORK

LEGISLATIVE SERVICE BUILDING
ALBANY, NEW YORK 12241
TELEPHONE: 518/487-7241
FAX: 518/487-7241
DIRECT OFFICE
LEGISLATIVE SERVICE BUILDING
ALBANY, NEW YORK 12241
TELEPHONE: 518/487-1124
FAX: 518/487-1124
HOME ADDRESS
3525 WEST 20TH STREET
ALBANY, NEW YORK 12219

June 17, 2005

Board of Directors
Metropolitan Transportation Authority
347 Madison Avenue
New York, New York 10017

Dear Members of the Board:

I am writing to express my strongest support for Forest City Ratner Companies' Atlantic Yards Project, which successfully addresses several urgent needs for Brooklyn and New York City -- the need for jobs, the need for housing, the need for office space, the need for a more efficient and revitalized transportation hub, and the need for a major new arena that will serve as an important venue and as an architectural icon.

With Brooklyn well on its way toward achieving its greatest renaissance in half a century, Atlantic Yards is a critical component in this master plan.

Since the development was first announced in December 2003, Forest City Ratner Companies has worked conscientiously and sensitively to balance the needs of the existing communities and those who will live in, work in and visit the new Atlantic Yards complex. Forest City's proposed resulting plan will create thousands of units of affordable and market-rate housing, which are desperately needed in Brooklyn. The project will bring 6,000 new jobs to the area, both in offices and new retail stores, along with 15,000 union construction jobs.

The Atlantic Yards sports arena -- with the obvious benefit of the Nets basketball team -- will add another 400 jobs and serve as an economic engine that will generate more than \$6 billion in new tax revenues to the city and state over 30 years. Atlantic Yards will also be a much-needed resource for the community, providing an ideal and accessible location for amateur athletics, graduation ceremonies and other events. The project will also result in the revitalization of the Vanderbilt Rail Yard, resulting in better service for many thousands of Long Island Rail Road (LIRR) riders each day.

Next page please...

Page 2 of 2.

Atlantic Yards is the culmination of a process that began, not coincidentally, with Forest City Ratner Companies' development of the MetroTech complex back in the 1980s. You will recall that many people were skeptical that MetroTech could achieve the goal of encouraging top-tier businesses from across the East River to Brooklyn. Forest City soon proved the skeptics wrong, and today, of course, MetroTech is a busy center of commerce, government and culture. Similarly, Atlantic Yards will help to further the profound and glorious vision that all of us with a stake in Brooklyn have seen coming: the day when Brooklyn rightfully assumes its place as an economic center of New York City, and a place that diverse communities are pleased to call home.

I urge you to support the Brooklyn Atlantic Yards development.

Sincerely,

Carl Krieger
Member of Senate

JAMES SANDERS, Jr.
COUNCIL MEMBER, 31st DISTRICT



THE COUNCIL
OF
THE CITY OF NEW YORK

CHAIR
ECONOMIC DEVELOPMENT
COMMITTEE
CONSUMER AFFAIRS
PROFESSIONAL, SERVICE SERVICE
WORKERS ISSUES

CLERK
CITY HALL OFFICE
200 BROADWAY
NEW YORK, NY 10007
ONE 784-7234
E-MAIL: clerk@cityofny.org

June 10, 2005

Board of Directors
Metropolitan Transportation Authority
347 Madison Avenue, 8th Floor
New York, New York 10017

Dear Members of the Board:

As Chair of the New York City Economic Development Committee, I believe the project will be a major boost to the residents and the economy of the Borough.

The Atlantic Yards project will generate economic activity beneficial to local businesses by employing some 15,000 construction workers and providing an estimated 6,000 new and permanent office jobs. Such economic activity will generate \$6.1 billion in new tax revenue to the City and State over a 30-year period. In addition, Forest City Ratner Companies is committed to building 2,250 units of affordable housing and another 2,250 units of market-rate rental apartment, as well as, 1,500 condominium units.

To this end, the development of the Atlantic Yards will make a major contribution not only to the Borough of Brooklyn, but also the City of New York.

Sincerely,

James Sanders Jr.

Chair of Economic Development Committee
Council Member, 31st District



THE COUNCIL
OF
THE CITY OF NEW YORK

CHAIRMAN
YOUTH SERVICES COMMITTEE
COMMITTEES
FINANCE
HEALTH & BUSINESS
LEGISLATION
NILES, PROTECTIONS & RELATIONS
STATE & FEDERAL LEGISLATION

LEWIS A. FIDLER
COUNCIL MEMBER, 46th DISTRICT

June 16, 2005

Board of Directors
Metropolitan Transportation Authority
347 Madison Ave.
New York, NY 10017

Dear Members of the Board,

I am writing to you to express my support for Forest City Ratner Companies' Atlantic Yards Project.

Forest City Ratner's proposed development for Brooklyn's Atlantic Yards is part of the borough's ongoing evolution - as one of the premier places in New York City to live and to do business. Although the benefits to Brooklyn will be enormous, we shouldn't lose sight of the tremendous state- and citywide benefits this project will provide. Clearly, the redevelopment and revitalization of the Vanderbilt Rail Yard, over which this project is planned, will allow safer and more efficient servicing of the railroad cars, translating into better service for the riders of the Long Island Rail Road.

While the media have naturally focused on the sports arena, it is but one part of the package. Brooklyn Atlantic Yards will create thousands of units of affordable and market-rate housing, which are desperately needed in Brooklyn, and bring 6,000 new jobs to the area, both in offices and in new retail stores as well as 15,000 union construction jobs. The Arena will add another 400 jobs and - most importantly - serve as an economic engine generating over \$6 billion in new tax revenues to the city and state over 30 years. It will also be a much-needed amenity for the community, providing a place for amateur athletics, graduation ceremonies and other events, commercial and non-commercial.

I urge you to support the Brooklyn Atlantic Yards development. Thank you.

Sincerely,

LEWIS FIDLER

Council Member 46th District - Brooklyn

ERIK MARTIN DILAN
COUNCIL MEMBER, 37th DISTRICT
BROOKLYN

✓ DISTRICT OFFICE
37 JACOBUS AVENUE
BROOKLYN, NY 11208
TEL: (718) 444-4400
FAX: (718) 444-4400

CITY HALL OFFICE
100 WALL STREET
NEW YORK, NY 10038
TEL: (212) 764-7244
FAX: (212) 764-7244

June 17, 2005

THE COUNCIL
OF
THE CITY OF NEW YORK



CHAIR, SUB COMMITTEE
SENATOR CUNY
COMMITTEES
ECONOMIC DEVELOPMENT
STATE & FEDERAL LEGISLATION
AGING
PARKS & RECREATION
PUBLIC SAFETY
BUDGET NEGOTIATION FOR BROOKLYN REPRESENTATION

Board of Directors
Metropolitan Transportation Authority
347 Madison Ave.
New York, NY 10017

Dear Members of the Board:

I am writing to you to express my support for Forest City Ratner Companies' Atlantic Yards Project.

Forest City Ratner's proposed development for Brooklyn's Atlantic Yards is part of the borough's ongoing evolution - as one of the premier places in New York City to live and to do business. Although the benefits to Brooklyn will be enormous, we shouldn't lose sight of the tremendous state- and city-wide benefits this project will provide.

While the media have naturally focused on the sports arena, it is but one part of the package. Brooklyn Atlantic Yards will create thousands of units of affordable and market-rate housing, which are desperately needed in Brooklyn, and bring 6,000 new jobs to the area, both in offices and in new retail stores as well as 15,000 union construction jobs. The Arena will add another 400 jobs and - most importantly - serve as an economic engine generating over \$6 billion in new tax revenues to the city and state over 30 years. It will also be a much-needed amenity for the community, providing a place for amateur athletics, graduation ceremonies and other events, commercial and non-commercial.

I urge you to support the Brooklyn Atlantic Yards development. Thank you.

Sincerely,

Erik Martin Dilan

Erik Martin Dilan
Council Member, 37th District, Kings

06 06 74 2729

MICHAEL C. NELSON
COUNCIL MEMBER, 4th DISTRICT
MANHATTAN

CITY HALL OFFICE
100 WALL STREET
NEW YORK, NY 10038
TEL: (212) 764-7244
FAX: (212) 764-7244

DISTRICT OFFICE
347 MADISON AVENUE
NEW YORK, NY 10017
TEL: (212) 664-4110
FAX: (212) 664-4110

THE COUNCIL
OF
THE CITY OF NEW YORK



CHAIR
MAYOR'S COUNCIL
COMMITTEES
GOVERNMENTAL OPERATIONS
LAND USE
VETERANS
SUB-COMMITTEE
TRAINING, DISAPPORTS & CONTESTATIONS

Board of Directors
Metropolitan Transportation Authority
347 Madison Avenue
New York, New York 10017

Dear Members of the Board:

I am writing to express my support for the Atlantic Yards Project proposed by Forest City Ratner Companies.

Atlantic Yards is a critical part of the borough's on going evolution as one of the premier places in New York City in which to live and work. The proposed development will provide enormous benefits not just to Brooklyn but also to the entire city and state. In addition, the redevelopment of the Vanderbilt Rail Yard, over which the Atlantic Yards project is planned, will allow safer and more efficient servicing of the railroad cars, thereby improving service for the riders of the Long Island Rail Road (LIRR).

While great attention has been lavished on the sports arena and the obvious appeal of the Nets basketball team, Atlantic Yards presents numerous other benefits as well. The project will create thousands of units of affordable and market-rate housing, which are desperately needed in Brooklyn. It will bring 6,000 new jobs to the area, both in offices and new retail stores, along with 15,000 union construction jobs. The sports arena will add another 400 jobs and serve as an economic engine generating over \$6 billion in new tax revenues to the city and state over 30 years. Atlantic Yards will also be a much-needed amenity for the community, providing a place for amateur athletics, graduation ceremonies and other commercial and non-commercial events.

I urge you to support the Brooklyn Atlantic Yards development.

Sincerely,

Michael C. Nelson

Michael C. Nelson
Council Member



COMPTROLLER OF THE CITY OF NEW YORK
1 CENTRE STREET
NEW YORK, NY 10007-2341
(212) 669-3500

WILLIAM C. THOMPSON, JR.
COMPTROLLER

July 1, 2005

Board of Directors
Metropolitan Transportation Authority
347 Madison Ave.
New York, NY 10017

Dear Board Members:

I write to express my support for the Forest City Ratner Company's Atlantic Yards Project in Brooklyn.

The Atlantic Yards Development includes thousands of units of affordable and market rate housing, a sports and entertainment arena and 7.5 acres of publicly accessible retail, office and open space. It is an ideal project for Brooklyn and a fine example of the renaissance that is occurring in all parts of the borough.

As an elected official representing the entire City, I am mindful of the thousands of construction and permanent jobs this project will create and the millions of dollars in revenue it will generate for both New York City and New York State.

I also am impressed by the Community Benefits Agreement between Forest City Ratner and numerous community groups. This Agreement will further ensure that jobs and affordable housing will be available to community residents.

I urge your support of Forest City Ratner's Brooklyn Atlantic Yards proposal.

Very truly yours,

William C. Thompson, Jr.
William C. Thompson, Jr.



THE COUNCIL
OF
THE CITY OF NEW YORK

BILL DEBLASIO
GOVERNOR
OFFICE OF THE GOVERNOR
120 NASSAU ST.
NEW YORK, NY 10038
(212) 312-2000
WWW.GOV.NY.GOV

GOVERNOR
GOVERNOR'S OFFICE
120 NASSAU ST.
NEW YORK, NY 10038
(212) 312-2000
WWW.GOV.NY.GOV

June 2005

Board of Directors
Metropolitan Transportation Authority
347 Madison Ave.
New York, NY 10017

Dear Members of the Board:

I am writing to you to express my support for Forest City Ratner Companies' Atlantic Yards Project.

Forest City Ratner's proposed development for Brooklyn's Atlantic Yards is part of the borough's ongoing evolution - as one of the premier places in New York City to live and to do business. Although the benefits to Brooklyn will be enormous, we shouldn't lose sight of the tremendous state- and city-wide benefits this project will provide. Clearly, the redevelopment and revitalization of the Vanderbilt Rail Yards, over which this project is planned, will allow safer and more efficient servicing of the railroad cars, translating into better service for the riders of the Long Island Rail Road.

While the media have naturally focused on the sports arena, it is but one part of the package. Brooklyn Atlantic Yards will create thousands of units of affordable and market-rate housing, which are desperately needed in Brooklyn, and bring 6,000 new jobs to the area, both in offices and in new retail stores as well as 15,000 new construction jobs. The Arena will add another 400 jobs and - most importantly - serve as an economic engine generating over \$6 billion in new tax revenues to the city and state over 30 years. It will also be a much-needed amenity for the community, providing a place for amateur athletes, graduation ceremonies and other events, commercial and non-commercial.

I urge you to support the Brooklyn Atlantic Yards development. Thank you.

Sincerely,

Bill De Blasio



June 18, 2005

Board of Directors
Metropolitan Transportation Authority
347 Madison Avenue, 8th Floor
New York, New York 10017

Dear Members of the Board:

New York Association of Community Organization for Reform Now (NY ACORN) supports the Brooklyn Atlantic Yards project because it will bring new jobs, housing, and much needed services and amenities to the area. New York ACORN is the largest grassroots community organization representing thousands of low income families in New York's lowest income communities. For years we have watched vital resources, such as money and land, go towards creating housing that New York's working poor cannot afford, under the philosophy that too much low income housing would continue the deterioration of these communities. We believe the development of the Vanderbilt Yard will add to the vitality and identity of these communities.

This is indeed a historic opportunity for Brooklyn by the return of national sports to the borough, which will create a new sense of identity and add new boosters for the team. The generous sharing of the arena will provide a real opportunity for the youth of our community to pursue their dreams in a safe, spectacular facility. The plans for the yard will also revitalize the surrounding neighborhoods and add much-desired amenities for existing and new residents alike.

If this project goes forward as planned, however, it will be remembered not only for breaking new ground for an arena, but for breaking new ground by building truly affordable housing. New ground because we are building 4,500 units of mixed income housing in a way that actually allows people of mixed incomes to live together.

This is historical and groundbreaking. We have seen the changes that can happen in affordable housing from the West Side to Greenpoint Williamsburg. This agreement and program are truly extraordinary and Forest City Ratner Companies should be commended for taking this bold step that no other developer was willing to take. This is extraordinary because the Forest City Ratner Companies are not going the 80 - 20 route and building a majority of luxury apartments leaving little room for low-to moderate-income New

88 Third Avenue, Brooklyn, New York 11217 • 718-246-7900 • (F) 718-246-7938
www.acorn.org

Yorkers. They've committed to doing 50% of the housing over 2,250 units the way they should be built, for all the community, not just for some.

We look forward to continuing our work with Bruce Ratner as a developer who is willing to face the most critical need facing Brooklyn - the need for increased numbers of affordable housing. NY ACORN is excited to welcome the Atlantic Yards to Brooklyn.

Sincerely,

Bertha Lewis
Executive Director
NY ACORN

88 Third Avenue, Brooklyn, New York 11217 • 718-246-7900 • (F) 718-246-7938
www.acorn.org

"I was glad when they said unto me, let us go into the house of the Lord." - Psalm 122:1

The House of the Lord Churches

445 Atlantic Avenue
Brooklyn, New York 11217
718.596.1991 (voice) 718.625.3410 (fax)

June 27, 2005

Reverend Herbert Daughtry, Sr.
National Presiding Minister

National Board of Elders
Herbert Daughtry, Sr.
Chair

James Williams, Sr.
Senior Member
William E. Daniels
James E. Daughtry, D.Min.
James E. Daughtry, Jr. D.
Francis C. Pearce
Elmer Johnson

National Board of Trustees
Herbert Daughtry, Sr.
Chair

Frederick Madison
D. Williams, Jr.
Charles Smith Washington
Leah D. Daughtry
Easter Smith

National Administrative
Leah D. Daughtry

Board of Directors
Metropolitan Transportation Authority
347 Madison Avenue, 8th Floor
New York, New York 10017

Dear Members of the Board:

As Pastor of The House of The Lord Church located in Downtown Brooklyn, I would like to express my support for the development of the Vanderbilt Yard by Forest City Ratner Companies. I believe the project will add to the vitality and strength of our community because it will bring new jobs, housing, and much desired amenities to the area such as child care and health care services.

This is indeed a historic opportunity for Brooklyn not only by the return of national sports to the Borough, but also by the generous sharing of the arena. The youths of our community will have the opportunity to pursue their dreams in a safe and spectacular facility.

Sincerely,

Rev. Herbert D. Daughtry Sr.
National Presiding Minister

1995

Decade of the Harvest

2005



June 24th 2005

Board of Directors
Metropolitan Transportation Authority
347 Madison Avenue, 8th Floor
New York, New York 10017

Dear Members of the Board:

We support the Brooklyn Atlantic Yards project because it will bring much needed economic development, housing and other opportunities. Brooklyn has been lagging behind economically for decades. For too long our community has been starved of amenities and services other communities take for granted. The community can only benefit from development of the Vanderbilt Yards which has been blighted and an eyesore in the community for far too many years. I have lived in Prospect Heights for over 30 years.

We are particularly excited about the legally binding Community Benefits Agreement that we have been a part of negotiating. Our community needs the economic development this project will bring to the neighborhood. FCRC's progressiveness and forward thinking in embracing the agreement is incredible. We applaud Mr. Ratner for recognizing that grassroots leaders, organizations and residents want to be a part of the development process in our community. He and his organization has worked with us to create innovative and powerful strategies to ensure that community residents and entrepreneurs connect to business, housing and job opportunities.

Our CBA heralds a long needed change in the paradigm for how development occurs in our community. We believe that Mr. Ratner, his company and this project are gifts from God to our community. This project won't solve all of our socio-economic ills, but it brings hope and vision.

Sincerely,

James E. Caldwell
James E. Caldwell
President & CEO

June 15, 2005

Board of Directors
Metropolitan Transportation Authority
347 Madison Avenue
New York, NY 10017

Dear Members of the Board:

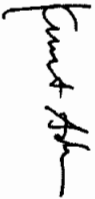
I am writing in support of Forest City Ratner's Brooklyn Atlantic Yards proposal for the Atlantic Avenue rail yards site in Downtown Brooklyn.

Downtown Brooklyn has experienced an historic renaissance over the past 20 years. With the development of MetroTech, the Marriott Hotel, Atlantic Terminal and other major anchors, Downtown Brooklyn is now the region's third largest business district, and a prime location for further retail, residential and business growth. The Brooklyn Atlantic Yards project will take Downtown Brooklyn to its next level of success. From its iconic Nets basketball arena to its much-needed housing, the project will reinvigorate this area of downtown and provide significant citywide benefits.

The Brooklyn Atlantic Yards proposal will create 15,000 construction jobs and over 10,000 permanent jobs. Its commercial space will help attract and retain major corporate tenants, and provide opportunities for a diverse range of national, regional and local retail. Its residential development will add thousands of units of housing for all income levels, as well as seven acres of public open space for community use. And of course the Nets Arena will be a major addition to downtown, attracting national attention to the continued renaissance of Brooklyn.

Brooklyn Atlantic Yards will further strengthen Downtown Brooklyn, and bring significant jobs, housing and investment to the entire borough and city. I urge the MTA Board of Directors to support this development proposal.

Sincerely,



Kenneth Adams
President

1-718-575-1000
F-718-527-4274



POLICE ATHLETIC LEAGUE, INC.
34 1/2 EAST 13TH STREET NEW YORK, N.Y. 10003
(212) 477-9488 FAX (212) 477-4792 EMAIL WWW.PALNYC.ORG

June 21, 2005

Executive Director
RICHARD E. ELLIS

VIA FACSIMILE
Mr. Peter Kellow
Chairman
Metropolitan Transportation Authority
347 Madison Avenue
New York, New York 10017

Dear Mr. Kellow:

I am writing to you to express the enthusiastic support of The Police Athletic League for The Atlantic Yards development and, most importantly, the return of professional sports to Brooklyn. As someone who has worked with young people in many different neighborhoods throughout the city, I can tell you that the Nets presence in Brooklyn will mean a great deal to the youth growing up there.

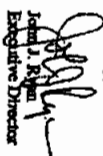
This support is about the promise that the Forest City Ratner organization has made to all of us and in particular to the youth of the city. The Police Athletic League is pleased that the Nets and Forest City will be partners with the excellent athletic community, not only in Brooklyn, but also throughout New York City.

Forest City has already begun to work with P.A.L. in the creation of a Brooklyn Sports Alliance, a collaborative effort that will promote youth sports activity and, most importantly, also promote the use of sports as an educational motivation and a positive character builder for our young people.

We have also heard a great deal about the economic development and housing benefits of The Atlantic Yards project. While this development is important to New York City and to Brooklyn, P.A.L. believes that the planned role of the Nets in the development of our youth athletic programs is as great a benefit as any of those that have been mentioned.

We urge you to work with the Forest City Ratner organization to help make Atlantic Yards a reality.

Sincerely,



Richard E. Ellis
Executive Director

GO WHERE OTHERS DON'T



*New York State Chapter of the National
Association of Minority Contractors, Inc.*
Brooklyn Navy Yard, 63 Flushing Ave., Dist. #310, Brooklyn, NY 11206
Tel: (718) 246-6580 • Fax: (718) 246-6578 E-Mail: nyamc@nyamcnet.net

June 16, 2005

Board of Directors
Metropolitan Transportation Authority
347 Madison Avenue, 8th Floor
New York, New York 10017

Dear Members of the Board,

I am writing in support of the proposal by Forest City Ratner Companies to develop the Vanderbilt Yard.

The proposed development will create new jobs in construction with employment assurances of at least 35% minority-owned businesses and 10% woman-owned businesses. Preferences will also be given to workers in the neighboring and surrounding communities. NYSAAMC, located in the Brooklyn Navy Yard, represents some 250 minority and woman-owned construction firms.

We applaud Forest City Ratner Companies for their efforts to support and encourage minority and woman-owned businesses and employment in the local community.

Sincerely,

Lennox Bryant
Executive Director



**BUILDING &
CONSTRUCTION
TRADES COUNCIL
OF GREATER NEW YORK**

EDWARD J. MULLART
PRESIDENT

June 21, 2005

Board of Directors
Metropolitan Transportation Authority
374 Madison Avenue
New York, NY 10017

Dear Members of the Board:

On behalf of the affiliated unions of the Building and Construction Trades Council of Greater New York and the 100,000 working men and women we represent, please know that we strongly support Forest City Ratner's development of the Atlantic Yards.

This project will create 15,000 union construction jobs. These will be solid middle class jobs with good wages, health insurance and pensions. The Atlantic Yards project will spur economic development that benefits not only Brooklyn, but the entire city and state.

It is estimated that \$6 billion in new tax revenues will be generated by this effort to invest in our critical transportation, infrastructure, health, education and public safety needs.

If New York City is to remain a vibrant center of commerce, culture and great events, we must support responsible economic development initiatives like the Atlantic Yards plan. We therefore urge you to support it.

Sincerely,

Edward J. Mullart

71 WEST 22ND STREET • SUITE 501-03 • NEW YORK, NEW YORK 10010
TEL: (212) 647-0700 • FAX: (212) 647-0705

AFFILIATED WITH THE
BUILDING AND CONSTRUCTION TRADES DEPARTMENT
OF THE INTERNATIONAL BROTHERHOOD OF
BUILDERS AND CONSTRUCTION TRADES COUNCIL
OF NEW YORK STATE
AMERICAN REPRESENTATIVE OF LABOR IN CONGRESS
ON INDUSTRIAL ORGANIZATION



**NEW YORK CITY
CENTRAL LABOR COUNCIL
AFL-CIO**



June 16, 2005

Board of Directors
Metropolitan Transportation Authority
347 Madison Avenue
New York, NY 10017

Dear Members of the Board:

In addition, the Atlantic Yards project will be building thousands of units of affordable housing and 4,500 units of rental housing of which 50% will be set aside for affordable/middle income tenants, for people like these hardworking union members.

We urge you to support the Atlantic Yards project. Good jobs will be created in the borough of Brooklyn and in a city that really needs this economic boost. We would welcome an opportunity to come before you to discuss these matters further.

Sincerely,

Brian M. McLaughlin
President

**BANK
OPEIU 153**

Public Policy & Higher Education Director
1-213-714-1171
Lester is the Public Policy Director
for the H. Rouse Elliott
Community Services Unit Director
at the University of Wisconsin
Campus Foundation on the Faculty of Journalism
and Mass Communication
Department of Journalism
University of Wisconsin
480 Lincoln Drive
Madison, WI 53706-1300
Phone: 608/262-2222
Fax: 608/262-2222

1.18

June 16, 2005

Board of Directors
Metropolitan Transportation Authority
374 Madison Avenue
New York, NY 10017

Members of the Board:

Forest City Ratner Companies has before you a comprehensive development plan to transform a major portion of downtown Brooklyn into a vibrant residential, commercial and entertainment district. The Atlantic Yards project promises to be a growth engine for Brooklyn and the entire City.

The Building Congress believes that the Atlantic Yards proposal, taking advantage of the third largest transportation hub in New York City, is the best development choice for this location. The nine subway lines and Long Island Rail Road provide the most environmentally-friendly means of access to the proposed mixed-use development.

The project will generate approximately 15,000 union construction jobs, 6,000 permanent jobs, and \$6 billion in new tax revenue over the next thirty years. The exciting new neighborhood, including the arena housed in an iconic structure, will draw visitors to Brooklyn who will patronize surrounding restaurants, businesses and cultural institutions.

Forest City Ratner's commitment to community concerns is evident from its announcement that 50 percent of the housing in the development will be affordable. Working with community organizations like ACCORN, Forest City Ratner has developed a plan that integrates the needs of a world-class city with those of the local community.

The Building Congress and its 1,500 individual members urge you to enable this important initiative to become reality as soon as possible.

Sincerely,


Richard T. Anderson
President

[illegible]

NEW YORK
BUILDING
CONGRESS



United Federation of Teachers
A Union of Professionals

June 14, 2005

Board of Directors
Metropolitan Transportation Authority
374 Madison Avenue
New York, New York 10017

Dear Members of the Board:

As President of the United Federation of Teachers, representing over 140,000 members, many of whom live and reside in Brooklyn, I am writing to voice our support for Forest City Ratner Companies' Atlantic Yards Project.

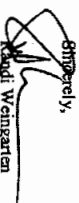
Like all of New York City, Brooklyn has a shortage of housing. With escalating real estate prices and rents, housing for working families is in even shorter supply. Brooklyn retains a large population of working people that needs access to affordable housing.

As professionals who earn a moderate-income, we recognize the significance of the Brooklyn Atlantic Yards Project, with its 4,500 rental units, half of which are dedicated to low and moderate income working families. This project will allow working professionals, such as teachers and other unionized laborers, the opportunity to live in a new and exciting Brooklyn.

Never before have I heard of a developer setting aside half of the rental housing that it will build for low and middle income residents. Never before have I heard of a developer setting aside 10% of its housing for seniors. Never before have I heard of a developer working to ensure that the displaced residents are given an opportunity to return to the neighborhood, in a better apartment, at the same rent. This project is unprecedented in its benefits for the entire community.

Moreover, the economic development benefits this project will bring to this city in terms of jobs and millions of dollars in tax revenue for vital services is something New York should not, and cannot, ignore.

It seems to me that the Atlantic Yards Project is a win-win for the city, the state, the borough and the working men and women that make New York the exciting, cosmopolitan place we love to call home.

Sincerely,

Rodi Wengarten
President

32 Broadway, New York, NY 10004 P 212 777 7500 www.uft.org
©2005 United Federation of Teachers. All rights reserved. Secretary: 347 Madison Avenue, 37th Floor, New York, NY 10017
Vice President: 347 Madison Avenue, 37th Floor, New York, NY 10017



June 17, 2005

Board of Directors
Metropolitan Transportation Authority
347 Madison Ave.
New York, NY 10017

Dear Members of the Board:

Brooklyn Atlantic Yards will create 15,000 union jobs to build the arena, the office space, the retail stores and the new residential buildings and hundreds of permanent prevailing wage building service jobs to clean and maintain these facilities.

You can ensure a bright future for the working men and women of New York City who will work at, live in, and visit Brooklyn Atlantic Yards. Please support Brooklyn Atlantic Yards.

Sincerely,



Michael P. Fishman
President

Brooklyn/Manhattan Office
140 Nassau Street
New York, NY 10038
914 637 7000
212 360 1800
www.seiunyc.org
Local 32BJ Headquarters
101 Avenue of the Americas
New York, NY 10013
212 360 1800
212 360 1800
Long Island Office
2745 Hempstead Turnpike
Suite 302
East Meadow, NY 11554
516 571 4020
New Jersey Office
540 Broad Street, 4th Fl.
Newark, NJ 07102
973 824 3280
1 800 544 0106
Midwest Chapter Office
101 Avenue of the Americas
20th Floor
New York, NY 10013
212 539 7001
Texas Chapter Office
4 Cultural District
101 Avenue of the Americas
20th Floor
New York, NY 10013
212 360 3974

UNITED BROTHERHOOD OF CARPENTERS AND JOINERS OF AMERICA
NEW YORK CITY DISTRICT COUNCIL OF CARPENTERS

Michael J. Forde
Executive Secretary Treasurer
PETER THOMAS
President
DEAN STEIN III
Vice President



INSTITUTED AUGUST 17TH, 1881

395 HUNTON STREET
NEW YORK, N.Y. 10014
PHONE: (212) 366-7500
FAX: (212) 675-3118

June 14, 2005

Board of Directors
Metropolitan Transportation Authority
347 Madison Ave
New York, NY 10017

Dear Members of the Board:

The Atlantic Yards Project addresses several important issues for the local community and for the greater Brooklyn area. The development will create 15,000 union jobs for an area of Brooklyn that has one of the highest unemployment rates in the borough. This is an opportunity for residents of Brooklyn who need a good paying job, to find one. The development of the Atlantic Yards by Forest City Ratner Companies is finally a response to the residents of Brooklyn, their continuing housing crisis and their dire need for economic growth and prosperity.

Thanks to Forest City Ratner Companies, the men and women of the New York City District Council of Carpenters will be able to take part in giving back to the Brooklyn community. Not only will the Atlantic Yards Project create and retain thousands of jobs, but by pledging to use union workers, it also shows Forest City Ratner Companies' commitment and dedication to the hardworking men and women of the Carpenter's Union.

Please join me in supporting the Atlantic Yards Project for the betterment of Brooklyn, and in acknowledging Forest City Ratner Companies in its devotion and foresight for a stronger, more unified Brooklyn.

Sincerely,

Michael J. Forde

CC: Jonathan M. Tisch, Chairman

Daniel L. Doctoroff, Deputy Mayor for Economic Development and Rebuilding

NYC & Company

Christy A. Nicholas

President & CEO

Sincerely,

The Atlantic Yards Development, which includes a sports and entertainment area, 7.5 acres of publicly accessible open space, retail and office space, and possibly a hotel, is an ideal project to build tourism to New York City as well as promote Brooklyn's renaissance as it becomes a world renowned place to live, work and visit.

Naturally, we are excited about the thousands of construction and permanent jobs, and the \$6 billion in new tax revenues for both the city and state the project will generate. However, our organization is equally energized by the arena that will be built, the sports games, concerts, conventions and the multitude of other special events the new venue can host.

On behalf of NYC & Company, and our 1,700 member businesses which include hotels, restaurants, retail stores, theaters, tour organizations, attractions, service businesses and more from all five boroughs, we ask that you support FCR's Atlantic Yards Project.

June 23, 2005

Board of Directors
Metropolitan Transportation Authority
347 Madison Ave.
New York, NY 10017

Dear Members of the Board:

As New York City's official tourism marketing organization, we proudly support Forest City Ratner Companies' Atlantic Yards Project in Brooklyn.

NYC & Company is dedicated to building New York City's economy by marketing the city on a worldwide basis as the premier destination for convention, business and leisure travel. Tourism is a \$24 billion industry in New York City, supporting nearly 300,000 jobs in all five boroughs and generating \$5 billion in city, state and federal tax revenues.





Building Material Teamsters Local 282

GARY LA BARBERA
President

THOMAS GESUALDI
Secretary-Treasurer

June 10, 2005

Board of Directors
Metropolitan Transportation Authority
347 Madison Ave.
New York, N.Y.

Dear Members of the Board:

Brooklyn Atlantic Yards will be:

- Good for the community
- Good for the city.

And-most important to the union members I represent- it will be:

- Good for workers

Generating 15,000 union jobs during the construction and 10,000 permanent jobs in offices and retail space, not to mention the Arena, Brooklyn Atlantic Yards will put New Yorkers back to work. The economic impact of the buildings will resonate throughout the surrounding neighborhoods, as the Arena draws visitors who will shop in the area stores and eat in area restaurants, and the housing draws new families to live in the area.

We understand that half of the rental housing planned for Brooklyn Atlantic Yards will be priced for low-and moderate-income families. This means that the working people who keep this city running - police officers, fire-fighters and teachers- will be able to live in the communities they serve.

While no one development can meet the enormous need for low-income and affordable housing in this city, we commend the developers of the Brooklyn Atlantic Yards for their commitment to the working families and seniors of Brooklyn. They also plan to have affordably priced basketball tickets at the Arena. Again- recognizing the importance of Brooklyn's working people.

On behalf of International Brotherhood of Teamsters, Local 282 and its 4,000 members, I urge you to support Brooklyn Atlantic Yards.

Sincerely,
Gary La Barbera
Gary La Barbera

GL:kc

Affiliated with the International Brotherhood of Teamsters



PLUMBERS AND GASFITTERS LOCAL UNION NO. 1
OF THE
UNITED ASSOCIATION OF JOURNEMEN AND APPRENTICES OF THE PLUMBING
AND PIPE FITTING INDUSTRY OF THE UNITED STATES AND CANADA
NEW YORK CITY

GEORGE W. REILLY
Business Manager
JOHN J. MURPHY
Financial Secretary-Treasurer

June 14, 2005

Board of Directors
Metropolitan Transportation Authority
347 Madison Avenue
New York, NY 10017

Dear Members of the Board:

Brooklyn Atlantic Yards will create 15,000 union jobs to build the arena, the office space, the retail stores and the new residential buildings. And many of those jobs will go to the hardworking members of Plumbers Local # 1.

You can ensure a bright future for the city's men and women in our union who will help build Brooklyn Atlantic Yards and for the hundreds of New Yorkers who will live there and the thousands of people from across the city and around the world who will visit. Please support Brooklyn Atlantic Yards.

Sincerely,

George W. Reilly
George W. Reilly
Business Manager

GWR/mnz

Business Manager
DONALD T. COHEN, Jr.
Business Agent
MICHAEL ALIZZO
JOHN BARRY
ROBERT CORRETT
FRED DELICATTI
JOHN W. REEVE, Jr.
CLAYTON WHEAT
CHAS. MARINE
DANIEL LUCASZAK
ANTHONY NISZEM
President
MICHAEL LUDWIG
Vice President
JOHN KECZ
According Secretary
ROBERT CARROLL
Executive Board
JACK FLORENTIN
ALAN FINELLAY
TERRY ALDEROS
ROBERT STEVEN
Finance Committee
OSWALD BRADLEY
ROGER CHAM
FRANK CONNOLLY
Committee Chair
MICHAEL ALIZZO
DOMENEC BRAD
JOHN FLORE
REGINALD JAMES
WILLIAM MOORE
PAUL OGDONALON



Mason Tenders District Council
OF GREATER NEW YORK & LONG ISLAND

June 16, 2005

Board of Directors
Metropolitan Transportation Authority
347 Madison Avenue
New York, NY 10017

Dear Ladies and Gentlemen:

I take this opportunity to write to you today in support of the Atlantic Yards project. As Business Manager of the Mason Tenders District Council of Greater New York and Long Island I write on behalf of more than 45,000 members in six local unions of the Laborers' International Union of North America. These locals represent men and women working throughout the five boroughs and Long Island as building construction laborers, mason tenders, plasterers' helpers, office and professional personnel, demolition workers, recycling plant employees, high school teachers and substitute and hazardous material abatement laborers.

Our members are the middle-class base that keep our New York metropolitan region on stable ground by the very act of getting up each day and going to work. They pay the subway fares and the bridge tolls, and most importantly, the lion's share of state and local income taxes. The 15,000 construction jobs and 6,000 permanent jobs that will be created by the Brooklyn Atlantic Yards development are essential to keeping this middle-class base employed.

This project is a winner on the merits. From the more than \$6 billion in new tax revenue that will be generated for the city and state, to the ground-breaking new formula that makes half of the 4,500 housing units to be built affordable to average New Yorkers, the value and forward thinking of this project is undeniable.

On behalf of the 15,000 members of the Mason Tenders District Council, I urge you to move forward with Forest City Ratner's Atlantic Yards proposal with all due haste.

Sincerely,

Robert Boranza
Robert Boranza
Business Manager

Additional info:
Building & Construction Trades
Council of Greater New York
New York City Council
Labor Council
Building & Construction Trades
Council of Nassau
& Suffolk Counties
New York State AFL-CIO



Business Manager
Secretary Treasurer
Sandy A. Vardane

President
William O'Brien

NYC & BOROS
45 West 14th Street
New York, NY 10011
TEL: 212-235-2950
FAX: 212-235-1131

STRUCTURAL STEEL &
BRIDGE PAINTERS
40 West 27th Street
New York, NY 10001
TEL: 212-447-0188
FAX: 212-545-4386

NASSAU-SUFFOLK
101 Oakdale Avenue
East Patchogue, NY 11730
TEL: 631-381-4900
FAX: 631-381-0189

WESTCHESTER-PUTNAM
14 Saw Mill River Road
Hawthorne, NY 10532
TEL: 914-972-5895
FAX: 914-972-1232

POUGHKEEPSIE
P.O. Box 1246
Poughkeepsie, NY 12602
TEL: 845-479-0664
FAX: 845-479-6350

ALBANY
890 3rd Street
Albany, NY 12206
TEL: 518-489-5791
FAX: 518-451-3518

CLATSOP FALLS
P.O. Box 58
Olney Falls, NY 12801
TEL: 518-761-0034
FAX: 518-761-0984

PLATTSBURGH
P.O. Box 1661
Plattsburgh, NY 12901
TEL: 518-582-5424

www.dcs.net

PAINTERS - DECORATORS - WALL COVERERS - DRY WALL FRAMERS - STRUCTURAL STEEL - CIVIL SERVICE - GLAZERS & GLASS WORKERS - SIGN PAINTERS - METAL POLISHERS - PAINT MAKERS & ALLIED INDUSTRIAL WORKERS -

June 14, 2005

Board of Directors
Metropolitan Transportation Authority
347 Madison Ave.
New York, NY 10017

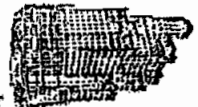
Dear Members of the Board:

On behalf of the 10,000 members of this union, I write to you today to urge you to positively consider the application by Forest City Ratner for the Atlantic Yards project. I am sure you will hear many different opinions on this issue, but to us it is about jobs. The project will create up to 16,000 construction jobs. These are good jobs that provide decent wages and benefits. This type of project will serve as a catalyst for economic activity for this area and for the entire city.

Thank you for your consideration in this matter.

Sincerely,

Sandy Vardane
Business Manager/Secretary Treasurer



Stationary Engineers

Framing, Maintenance and Building Services Union
Local 670, A.F.L.-C.I.O.
AFFILIATED WITH R.102.01

289 BROADWAY, NEW YORK, NY 10007
AREA CODE 212-267-8650

President and Business Manager
DALLAS LUCAS

Secretary - Treasurer
THELMA WINSTON

June 13, 2005

Board of Directors
Metropolitan Transportation Authority
347 Madison Ave.
New York, NY 10017

Dear Board of Directors:

As someone in the business of maintaining one of the world's largest transportation systems you know doubt appreciate the great investment in public works our City once invested in and the on-going construction and rebuilding that have kept us vital and employed.

Unfortunately those days seem to be further and further behind us. In Brooklyn, home of the proposed Atlantic Yards project, most new construction is non-union. Throughout the City, large projects are stalling and jobs as a result are fleeing.

Atlantic Yards is a critical project - not just for the housing and the pride it will bring this great borough. It's also for the work. Forest City Ratner is a proud union employer but they are also an innovative union employer and will work with us to provide job training for local residents and ensure participation of women and minority owned business throughout the construction process.

We always need to weigh the overall merits of a project. In this, nearly all elected officials are on board because the developer, whose corporate office is in downtown Brooklyn, is a trusted and valued member of the community.

He's also a friend of labor.

We look forward to taking the New York City subway to a new game at Atlantic Yards.

Best regards,

Dallas Lucas
Dallas Lucas
President

Newspaper

LONG ISLAND

WEDNESDAY, JUNE 27, 1968 (100th Anniversary)

104

EDITORIALS

'Taking' for public good

Supreme Court's property decision is logical but could easily be abused

The Supreme Court's decision in a recent case, *Hawaii v. United States*, is a landmark one. It is a decision that will have far-reaching implications for the future of property rights in this country. The Court has ruled that the government has the right to take private property for public use, provided that it pays just compensation. This is a principle that has been a part of our Constitution since 1787. However, the Court's decision in this case is not without its problems. The Court has not clearly defined what constitutes "public use." This leaves a great deal of room for interpretation. It is possible that the government could use this decision to take private property for any purpose it sees fit. This would be a serious abuse of the power. The Court's decision is a logical one, but it could easily be abused. It is up to the courts and the public to ensure that the government does not overstep its bounds.

"A Garden of Eden grows in Brooklyn. This one will have its own basketball team."

Designed for the Brooklyn developers Forest City Ratner Companies by Frank Gehry with landscape architect Laurie Olin, Brooklyn Atlantic Yards is the most important piece of urban design New York has seen since the Battery Park City master plan was produced in 1979."

"Ratner's project—complete with a pro basketball arena and office and residential towers—is the most promising revitalization plan Brooklyn has seen in decades."

The New York Times

NEW YORK, THURSDAY, DECEMBER 11, 2003

The Metro Section



A rendering of a proposed arena in Brooklyn, where the NBA's Nets could play.

Courtside Seats to an Urban Garden

By HERBERT ROTHCRAFT

A Garden of Eden grows in Brooklyn. This one will have its own basketball hoop. Also, an arena surrounded by office towers, apartment buildings and shops—everything public transportation, and above all, a terrific skyline, with an arena of new architecture at its heart. Almost everything the yard developed urban paradise must have, in fact.

Designed for the Brooklyn development Forest City Ratner Companies by Frank Gehry with the landscape architect, Robert

One, Brooklyn Atlantic Yards is the most important piece of urban design New York has seen since the Battery Park City master plan was produced in 1979. The plan is a collage of ideas, from a new office building to a new park, and an urban garden. The garden, which is the heart of the plan, is a place where people can sit and watch the game. It is a place where people can sit and watch the game. It is a place where people can sit and watch the game.

Continued on Page B10

Take Your Courtside Seats At Brooklyn's Urban Garden

Continued from Page B1

supporting another 5,000 jobs in the area. The garden will be a place where people can sit and watch the game. It is a place where people can sit and watch the game. It is a place where people can sit and watch the game.

The garden is a place where people can sit and watch the game. It is a place where people can sit and watch the game. It is a place where people can sit and watch the game. It is a place where people can sit and watch the game. It is a place where people can sit and watch the game.

It has been almost a quarter-century since Battery Park City was added to 1979. New York's skyline has changed from the fiscal crisis. The city's skyline has changed from the fiscal crisis. The city's skyline has changed from the fiscal crisis.

The garden is a place where people can sit and watch the game. It is a place where people can sit and watch the game. It is a place where people can sit and watch the game. It is a place where people can sit and watch the game. It is a place where people can sit and watch the game.

Mr. Gehry's design is a place where people can sit and watch the game. It is a place where people can sit and watch the game. It is a place where people can sit and watch the game. It is a place where people can sit and watch the game. It is a place where people can sit and watch the game.



The complex would be where Forest City Ratner's new arena, office towers and Atlantic Avenue street.

I have not heard of the garden yet. I have not heard of the garden yet. I have not heard of the garden yet. I have not heard of the garden yet. I have not heard of the garden yet.

What's been learned in the two-day hearing? The House committee's staff has learned that the FBI's investigation of the assassination of Martin Luther King Jr. is hampered by a lack of cooperation from the FBI's own field offices. The committee staff has learned that the FBI's investigation of the assassination of Martin Luther King Jr. is hampered by a lack of cooperation from the FBI's own field offices. The committee staff has learned that the FBI's investigation of the assassination of Martin Luther King Jr. is hampered by a lack of cooperation from the FBI's own field offices.

1.27

"Ratner's arena is a transformative, visionary project that would make Brooklyn the preeminent business center and tourist destination between Manhattan and Boston."

"Some of the best news the city has heard in months came yesterday with the disclosure of plans to build a basketball arena and office and residential towers at the intersection of Atlantic and Flatbush avenues in Brooklyn... It will be a good thing to see some office and residential towers rising in Brooklyn instead of in New Jersey or some city in the Sunbelt."

The NEW YORK Sun

DECEMBER 11, 2003

Building in Brooklyn

Some of the best news the city has heard in months came yesterday with the disclosure of plans to build a basketball arena and office and residential towers at the intersection of Atlantic and Flatbush avenues in Brooklyn.

Much of the attention, naturally, will be focused on the basketball arena part of the project. About this we would say that if the Nets can be lured to New York City from New Jersey, it would be a good thing for New York City. A basketball-arena would be used for more than 40 home games, unlike a football stadium, which would be used for fewer than 10. Doubts about how this can work can be allayed by the experience of Washington, D.C. There, the move a few years ago of an NBA team to a new arena in downtown Washington from suburban Landover, Md., helped turn a once-shabby district neighborhood into an area that now bustles with fine restaurants and new condominiums.

But the most important part of this project is the scale of the new construction. 2.1 million square feet of office space, about the amount in the Empire State Building, and 4,500 residential units. The reflective neighborhood groups were already out complaining yesterday about potential traffic and a "land grab." The general concerns about eminent domain laws and their abuse are well founded. But in this case, most of the site is already publicly

owned rail yards of the Long Island Rail Road. And the activists opposing the project have gone beyond "nimbly" or not in any backyard, to "banana," or build absolutely nothing anywhere near anyone. What they are really opposed to is the kind of economic growth that this project represents.

Worth noting as well is developer Bruce Ratner's assertion yesterday that the \$2.5 billion project will be financed "almost exclusively" with private funds. That will be a promise to keep an eye on as the project progresses. The plan sketched by Mr. Ratner and the architect Frank Gehry deserves quick clearance from the city and state when it comes to the logistics and approvals necessary. But in a city where residents face the highest combined state and local tax burden in the nation, any tax relief should be distributed equitably to those who pay the most taxes, not on an ad-hoc basis by politicians as targeted subsidies to politically powerful developers.

It seems the intersection of Atlantic and Flatbush avenues has been under construction for one reason or another for the past century. For all the construction work and underground improvements made, however, the fruits of the work have been sometimes difficult to detect above ground. It will be a good thing to see some office and residential towers rising in Brooklyn instead of in New Jersey or some city in the Sunbelt.

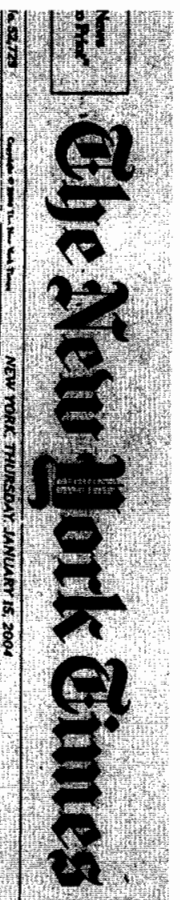
"For many residents, politicians and economists, a move by the Nets to Brooklyn would crystalize the rejuvenation of the borough and repudiate a 50-year cycle of decline that saw the departure of the Brooklyn Dodgers in 1957, the closing of the Navy Yard, the loss of thousands of manufacturing jobs and the riots during the blackout of 1977."

"To have the team on the same corner where Walter O'Malley wanted to build a domed stadium would close the sorry chapter on the Dodgers leaving. It would be enormous."

—Michael Shapiro, author of *The Last Good Season: Brooklyn, The Dodgers and Their Last Pennant Race Together*

"It would cap the rebirth of Brooklyn."

—Professor Fred Siegel, Cooper Union



Yo, Dodgers? No Way! Brooklyn Is Betting on the Nets for Revival

By CHARLES V. BAGLI and RICHARD SANDOMIR

The revival of Brooklyn has been painfully slow, an effort abetted out neighborhood by neighborhood, with chic new restaurants in Fort Greene, artists' lofts in Williamsburg, new businesses in industrial Red Hook and the transformation of derelict factory buildings into million-dollar condominiums in an area with the unlikely name of Dumbo.

But the prospect of a professional basketball team moving across two

rivers to Brooklyn seemed, until recently, as remote as hipbuilding returning to the sprawling Brooklyn Navy Yard complex. Now, Bruce Ratner, the developer, is negotiating to buy the New Jersey Nets and install the team in a glamorous new home designed by a world-renowned architect at the corner of Flatbush and Atlantic Avenues.

For many residents, politicians and economists, a move by the Nets to Brooklyn would crystalize the rejuvenation of the borough and repudiate a 50-year cycle of decline that saw the departure of the Brooklyn Dodgers in 1957, the closing of the Navy Yard, the loss of thousands of manufacturing jobs and the riots during the blackout of 1977.

"It would cap the rebirth of Brooklyn," said Fred Siegel, a history pro-

Continued on Page B7

Dodgers? No Way! Brooklyn Revival Is Betting on Nets

Continued From Page A1

leaser as Odeger Union who lives in Flatbush. "You'd have some of the old money from the Dodgers having left, and people would discover all the other changes in Brooklyn."

The borough's resurgence will probably continue whether Mr. Rafter and his investors succeed in his effort to buy the Nets. Mr. Rafter, who has had about \$200 million, is vying with a New Jersey group headed by Charles Kushner, a developer, and Leonard Jay, a lawyer that intends to keep the team at its current home in New Jersey. Mr. Kushner has offered \$275 million for the team and suggested that he may yet raise his bid.

"We're reviewing all the financial information and due diligence to see if an adjustment in price is warranted," Mr. Kushner said in a telephone interview from Jerusalem. "I can tell you that I believe it's not done."

Even if Mr. Rafter did win the auction and get the necessary approval of the National Basketball Association, he would still face some daunting challenges in trying to move the team to Brooklyn. He would have to move the Nets to a 24,000-seat, glass-walled arena over 1,500 Island Mall Road yards. The arena would be the centerpiece of a \$2.5 billion commercial and residential development that would stretch for three blocks along Atlantic Avenue, one of the borough's two main thoroughfares.

Mr. Rafter needs the state to condemn the properties not already owned by the railroad, as well as up to \$150 million in government funds for streets and rail connections. The



The proposed Brooklyn arena would have 19,000 seats.

project faces stringent environmental reviews and local opposition, much of it from people who missed just what was a rough neighborhood 10 and 20 years ago and made it better.

"He is proposing to knock out a significant portion of Prospect Heights to create Kew-Forest," said Parly Hagan, a leader of the Prospect Heights Action Coalition and a 25-year resident. "This neighborhood is involved in a gradual, organic way, a most building by building. It's solid. The businesses that relied opening here have grown with the neighborhood."

But elsewhere the idea of a professional team moving into Brooklyn is dazzling. Max Stephenson, manager

of the nearby Model's sports store at Flatbush and Atlantic, envisions the team in a great recreation, watching against the Knicks.

"It would be great rivalry," Mr. Stephenson said. "We could have a subway basketball arena."

The borough's resurgence centers the revival of other areas of the city like parts of the South Bronx and Harlem. But in Brooklyn, the transformation scope goes beyond the Flatbush area. The Flatbush College graduates now often move toward Brooklyn instead of Manhattan, chief of staff of Manhattan's two restaurants regularly open up restaurants across the five, and companies like the bank of New York are moving large numbers of employees there, signaling the return of the borough as a commercial hub.

Over the last 20 years, Brooklyn has crawled along," said Kathryn S. Wylie, president of the New York City Partnership, who lives in Bay Ridge. "This would catapult us into being a destination location for business."

Many Brooklynites mark the beginning of the borough's downward slide to 1957, when Walter O'Reilly decided to move the Dodgers to Los Angeles. In the decades that followed, the Navy yard closed. Many of the borough's breweries and printers also shut down or moved. Between 1961 and 1976, 170 major manufacturers left Brooklyn.

Brooklyn Heights and Park Slope were among the first neighborhoods to turn around benefiting from the resurgence of Lower Manhattan in the 1980's as young people, artists and Wall Street executives returned to the borough.

The revival spread slowly to other

The centerpiece of a \$2.5 billion commercial and residential plan.

neighborhood. New businesses and small manufacturers moved into South Brooklyn. Mr. Rafter, who is also planning to build a new headquarters for The New York Times in Manhattan, is completing another big complex in Brooklyn, Westside, a seven-million square foot office development.

The Brooklyn Cyclones, a minor league team, recently took up residence at a new ballpark in Coney Island. Now even the Cunard Line wants to bring the Queen Mary II, the first trans-Atlantic liner built in 20 years, to a new passenger terminal at the foot of Atlantic Avenue.

Coincidentally, the Nets would be based at the same site that Walter O'Reilly wanted as a new home for the Dodgers before moving the team to California.

To have a team on the same corner where Walter O'Reilly wanted to build a stadium would close the sorry chapter on the Dodgers leaving," said Michael Shapiro, author of "The Last Good Season: Brooklyn, the Dodgers and Their Last Season Race Together." "It would be enormous."

Over at Borough Hall, Brooklyn's most visible cheerleader awaits word of a deal.

"I have my fingers crossed and my legs crossed," said the Brooklyn borough president, MARY MANTOVITZ,

The New York Times

NEW YORK, WEDNESDAY, OCTOBER 13, 1967

Sports

Nets in Brooklyn? These Stars Support It

By CHRIS BROUSSARD

Some of Brooklyn's finest home-grown basketball talent gathered at Junior's Restaurant yesterday to support Bruce Ratner's attempt to buy the Nets and move them to Brooklyn.

Camille Hawkins, World B. Free, Albert King, Sidney Green, Pearl Washington, Fly Williams, Greg Jackson, Sonny Hertzberg, Geoff Huston and Ritchie Gaines flanked Ratner, a New York developer, and Marty Markowitz, the Brooklyn borough president, as they shared their vision of the Brooklyn Nets at a news conference.

"Basketball is a part of Brooklyn," said Free, a former N.B.A. star who now works in community relations for the Philadelphia 76ers. "All of the players that I've talked to and been around said, 'If you haven't been to Brooklyn, you haven't played basket-

ball. If you get a team like the New

Jersey Nets being the Brooklyn Nets, this place would be crazy. Nuts."

Jackson, who played briefly for the Knicks and the Phoenix Suns, said he thought a relocation of the Nets would benefit the borough's children because of the potential for community outreach.

Hawkins, who lives in Phoenix, said he would be willing to move back to Brooklyn to help Nets players get involved in the community.

"I always felt that Brooklyn was the Mecca for basketball and if they had a pro team here, I would love to come back and work with the team," said Hawkins, who works in community relations for the Suns. "Athletes are role models, and if they were around for these young kids to look up to, I don't think they would be involved in a lot of the stuff they're involved in."

At the news conference, Ratner, the leader of one of three groups that

have submitted bids to buy the Nets, and Markowitz spoke with fervor.

"As a 12-year-old, I cried like a baby when the Brooklyn Dodgers left us for L.A. land," Markowitz said, referring to the Dodgers' move to Los Angeles after the 1957 season. "Now, at 35 years of age, I can't wait to shed tears of joy because I predict that the Brooklyn Nets will be the most successful team in the N.B.A."

Ratner said: "You're going to have Brooklyn versus Manhattan, the Nets versus the Knicks. This is going to be like the Yankees and the Dodgers. It's going to be unbelievable."

Other prospective buyers of the Nets are Charles Wang, the Islanders' owner, who would move the Nets to Long Island, and the real estate developer Charles Kushner, who has teamed with Senator Jon S. Corzine in an effort to keep the Nets in the Meadowlands.

"Basketball is a part of Brooklyn. All of the players that I've talked to and been around said, 'If you haven't been to Brooklyn, you haven't played basketball.' If you get a team like the New Jersey Nets being the Brooklyn Nets, this place would be crazy. Nuts."

—World B. Free, former NBA star

"This is an historic project that will continue to energize the borough of Brooklyn."

—Mayor Bloomberg

NEW YORK POST
LATE CITY EDITION

Brooklyn's Not Cautious

From Robert Moses' island, Walker O'Connell's response to the 1970s to the 1980s, the borough has been a hotbed of urban renewal and economic development. O'Connell's response to the 1990s is to build a new, more vibrant Brooklyn.

Mayor Bloomberg's response to the 1990s is to build a new, more vibrant Brooklyn. He has a plan to build a new, more vibrant Brooklyn. He has a plan to build a new, more vibrant Brooklyn. He has a plan to build a new, more vibrant Brooklyn.

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"It's not often that I applaud a landlord. But when we first heard about this project we took a hard look and approached Ratner. Unlike other developers who rebuff and patronize you, he listened and treated us with dignity and respect."

—Bertha Lewis, Executive Director, ACORN

"I think this place could be a model village of mixed classes and races, which is what Brooklyn should be."

—Rev. Herbert Daughtry

DAAILY @ NEWS

NEW YORK'S HOMETOWN NEWSPAPER

Tenant activist joins hands with developer

TENANTS WITH what may be the most powerful ally in their fight to save their jobs from being lost to the private sector. That ally, Rev. Herbert Daughtry, is the pastor of the Church of the Holy Spirit, one of the most powerful religious organizations in the city, and president of the United Negro College Fund. Daughtry, who is also a member of the ACORN (Association of Community Organizations for Reform Now) board, is the only religious leader who has ever been named to the board of a major city agency. He is also a member of the board of the New York City Housing Department, and a member of the board of the New York City Department of Social Services. Daughtry, who is also a member of the board of the New York City Department of Social Services, is the only religious leader who has ever been named to the board of a major city agency. He is also a member of the board of the New York City Housing Department, and a member of the board of the New York City Department of Social Services.



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The New York Times

Seeking First to Reinvent the Sports Arena, and Then Brooklyn

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An Architect Seeks First to Reinvent the Sports Arena, and Then the Borough

Anybody reading of *Frank Castle's* design by the new New series in Brooklyn and the

List of Appendices

Appendix 1

Exhibits to the RFP Response

Exhibit A: Letters of Support

Exhibit B: New York City and State Memorandum of Understanding,
dated February 18, 2005

Exhibit C: ACORN Memorandum of Understanding,
dated May 19, 2005

Exhibit D: Estimated Fiscal Impact of the Atlantic Yards Project
by Professor Andrew Zimbalist

Exhibit E: Forest City Enterprises 2004 Annual Report

Exhibit F: Community Benefits Agreement

Appendix 2

Financial Projections

Appendix 3

*Vanderbilt Yard: Design Definition Report and Staging Narrative
and Drawings*

Appendix 4

Vanderbilt Yard: Temporary Yard Design Documents

Appendix 5

Vanderbilt Yard: Temporary Yard Specifications

Appendix 6

Vanderbilt Yard: Permanent Yard Design Documents

Appendix 7

Vanderbilt Yard: Permanent Yard Specifications

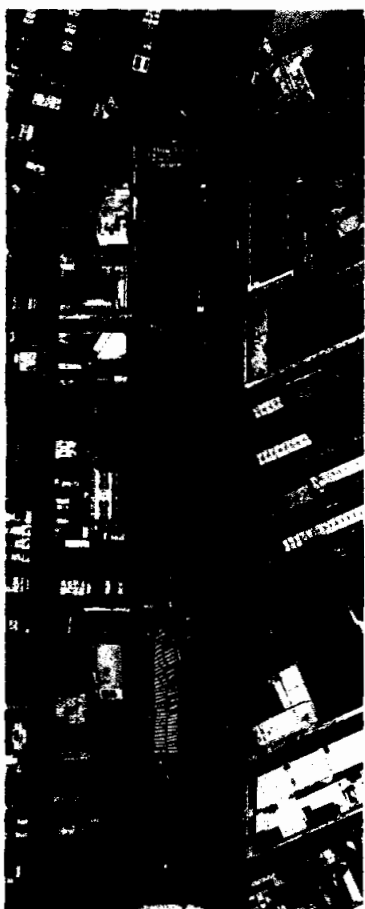
Appendix 8

Arena 30% Schematic Design Documents

Disposition of Site

Total Purchase Price

This proposal is submitted by Forest City Ratner Companies, on behalf of itself and/or affiliated entities (collectively, "Forest City"), Forest City proposes to purchase fee interests in the land or in the air space, as applicable, in the three parcels known as Vanderbilt Yard (the "Yard") from the MTA. Forest City will enter into a contract to purchase (i) a fee interest in a volume of air space over those portions of the Yard which are in active railroad use, and (ii) a fee interest in those portions of the Yard which are not in active railroad use. As requested by the MTA, Forest City will design and construct a new platform and under-platform systems servicing the Yard, and will take responsibility for all costs associated with this design and construction. In addition, Forest City proposes to build, at its cost, a new, state-of-the-art Yard for the Long Island Rail Road (LIRR). The development rights over Vanderbilt Yard are part of a larger Master Plan called "Atlantic Yards," (also the "Atlantic Yards Project" or "Project") comprised of twenty-one acres, first announced by Forest City in December 2003. The Atlantic Yards Master Plan includes 7.8 million total zoning square feet (zsf) comprised of a sports arena and more than 6,000 units of housing, commercial office space, and retail space, all as described in Section 3: Atlantic Yards. Above the platform and on those portions of the Yard not in active railroad use, Forest City will develop approximately 3,300,000 zsf, which will include a portion of the arena, housing units, retail stores, and public open space.



21-Acre Site

- ☐ Atlantic Yards Project
☐ Vanderbilt Yard

| | |
|--|-----------------------|
| Total Purchase Price | |
| Total Payments to the MTA | \$ 329,400,000 |
| Cash Payment | 50,000,000 |
| Construction of New Vanderbilt Yard | 182,000,000 |
| Environmental Remediation and Clean-up | 20,000,000 |
| Estimated Payment to MTA for Net Operating Increases (PV) | 25,400,000 |
| Construction of Mass Transit Improvements | 29,000,000 |
| Estimated Revenues to MTA from Atlantic Yards Sales Taxes (PV) | 23,000,000 |

Payment Terms

Forest City will pay \$329,400,000 in total consideration to the MTA for the Vanderbilt Yard development rights—this is approximately \$100 per sq ft. A \$50,000,000 Cash Payment will be made in full at the closing of the transaction, when all discretionary approvals for the Project have been granted and are final. Prior to closing, Forest City will enter into a contract with the MTA and pay 1.0% of the cash purchase price (or \$5,000,000) upon the signing of the contract.

In order to meet the future needs of the LIRR, Forest City will spend an estimated \$182,000,000 to design and build a new, state-of-the-art storage facility to the specifications of the MTA/LIRR, as described in Section 5: The New Vanderbilt Yard. This brand-new, secure facility will: 1) increase the capacity of the Yard; 2) improve LIRR operational efficiency; 3) modernize track facilities and equipment; 4) upgrade and expand the substation; and 5) fully interlock the Yard signal system. Forest City will build the new Yard in stages starting with a Temporary Yard, followed by the Permanent Yard. This staging will ensure that all Yard operations will be maintained during construction of the new facility. Prior to the closing, Forest City may request a license from the MTA to enter the Yard and begin work on the construction of the Temporary Yard and on the Permanent Yard. This work would be done at Forest City's risk. A completion guarantee from a guarantor reasonably satisfactory to the MTA/LIRR will be provided as a condition to the commencement of each stage of construction.

To date no environmental testing has occurred at Vanderbilt Yard by the MTA or Forest City. Forest City will be responsible for any remediation required to the parcels that comprise Vanderbilt Yard resulting from Forest City's investigation or construction. Initial estimates indicate this cost to be approximately \$20,000,000. As part of the environmental review of the Project, Forest City will enter into a license agreement with the MTA to perform Phase I and Phase II environmental investigations of the Yard. A \$20 million letter of credit will be provided to secure obligations under the license agreement with environmental indemnities reasonably satisfactory to the MTA/LIRR. Forest City reserves the right to apply for and use Brownfield Tax Credits for the entire Project, including Vanderbilt Yard.

Forest City will make annual payments to cover the LIRR's net incremental costs of operating in an enclosed Yard, which are estimated at \$25,400,000 on a present value basis over 50 years. These payments will include the cost of repair and maintenance of under-platform LIRR mechanical and electrical systems, which will be the responsibility of the LIRR. It is estimated that the net increase in operating costs to the LIRR in this facility will be approximately \$1,000,000/year and that there will be operating increases of approximately 3% annually.

Forest City will make mass transit improvements which will reopen the southern Atlantic Terminal IRT/BMT subway station entrance, and provide free access to the LIRR from the south side of Atlantic Avenue. It is estimated that these improvements will cost approximately \$29,000,000. Two existing tunnels to the IRT and BMT lines will be refurbished and re-opened, and a new tunnel will be built under Atlantic Avenue, all as described in Section 3: Atlantic Yards. A completion guarantee from a guarantor reasonably satisfactory to the MTA/LIRR will be provided as a condition to commence the mass transit improvements.

The MTA will benefit from revenues from sales taxes generated by the Atlantic Yards Project. According to an economic analysis by Professor Andrew Zimbalist, the MTA will collect \$60,000,000 in aggregate tax revenues over 30 years, or \$23,000,000 in present-value terms. These represent new additional revenues to the MTA as a direct result of the Atlantic Yard. Since Vanderbilt Yard is part of the larger Atlantic Yards Project, the MTA will benefit from the collection of tax revenue which will be greater than that from the Yard alone. The Zimbalist Report is summarized in Section 3: Atlantic Yards, and the full report is included in Appendix 1.

Additional Value to the MTA

Transferable Development Rights \$ 55,000,000

The Vanderbilt Yard is currently zoned M1-1. As stated in the RFP, the site is situated near the expanded Downtown Brooklyn Special Purpose District, which allows for development of 10 FAR (floor area ratio) with a bonus of up to 12 FAR. Under Forest City's proposal, the MTA would retain all zoning floor area development rights which are now or may hereafter be appurtenant to the Yard. The excess zoning floor area is estimated to be approximately 1,100,000 zsf based on a zoning change equivalent to 12 FAR. With appropriate rezoning, including identification of receiving sites, the MTA could transfer these excess development rights to receiving sites. Conservatively valued at \$50 per zsf, these rights could realize additional value to the MTA worth over \$55,000,000. Forest City will cooperate with the MTA to seek a rezoning of the Yard, which will permit the transfer of any excess development rights to receiving sites.

Total Payments and Value to the MTA

| | |
|---------------------------------|----------------|
| Total to the MTA | \$ 384,400,000 |
| Total Payments to the MTA | 329,400,000 |
| Transferable Development Rights | 55,000,000 |

Extraordinary Infrastructure Costs

Extraordinary Infrastructure Costs Incurred By the Developer to Build on the MTA Parcels

| | |
|---|----------------|
| Total Extraordinary Infrastructure Costs | \$ 163,000,000 |
| Platform over Blocks 1120 and 1121 | 99,000,000 |
| Additional Retaining Walls | 14,000,000 |
| Foundation Premium for Building over Tracks | 36,000,000 |
| Public Open Space on MTA Parcels | 14,000,000 |

In addition to the Total Payments and Value provided to the MTA of \$384.4 million to be made in connection with the acquisition of the land, Forest City will incur additional costs to prepare the MTA parcels for development. These costs total approximately \$163 million. Taking the total MTA consideration of \$329.4 million together with the total extraordinary infrastructure costs of \$163 million, Forest City will invest \$492.4 million in land and infrastructure on the MTA parcels, or \$149 per zsf for development on or over the Yard.

Transaction Structure

Atlantic Yards Development Company LLC ("AYDC") or one of its affiliates will purchase certain portions of the Yard, while Nets Sports and Entertainment, LLC or one of its affiliates ("NSE") will purchase certain other portions of the Yard. AYDC is the master development entity for the residential and commercial portion of the Atlantic Yards Project. AYDC, through a number of affiliates, has already acquired or is under contract to acquire a number of properties within the Project area. AYDC will develop these properties with residential, commercial and retail uses, as described in Section 3: Atlantic Yards. NSE, through an affiliate, owns the New Jersey Nets professional basketball team. In addition, NSE will develop and operate the Arena proposed to be built as part of the Project. Forest City Ratner Companies will serve as development manager of both the Arena and non-Arena portions of the Project.

Forest City expects that the Project, including development over the Yard, will be carried out as a land use improvement Project of the New York State Urban Development Corporation d/b/a Empire State Development Corporation ("ESDC"), pursuant to a General Project Plan ("GPP") to be adopted by ESDC under the New York State Urban Development Corporation Act. In February 2005, Forest City, the ESDC, the New York City Economic Development Corporation ("EDC"), and the City of New York signed a Memorandum of Understanding ("MOU") which contemplates the Project being carried out in this manner. Accordingly, Forest City will reserve the right under the contract of sale to direct that the MTA convey all or portions of the acquired property directly to the ESDC or an ESDC subsidiary. (All payments to the MTA will remain the obligation of Forest City.) It is expected that fee title to all Project property (including property acquired from the MTA) will be held by ESDC and leased to Forest City under long-term ground leases, with options to purchase. Some parcels may be purchased for the development of condominium for-sale housing. In the case of the Arena, it is expected that, for financing purposes, the ground lease will run from ESDC to a local development corporation and thence to NSE or its affiliate.

Sequence of Project

At the closing, Forest City will purchase all of the property interests which are described in the Request for Proposals. Prior to the closing, Forest City may request a license from the MTA to enter upon the Yard and begin work on the Temporary Yard and/or on the Permanent Yard. This work would be done at Forest City's risk.

For each phase of construction in the Yard which affects the railroad—Temporary Yard construction, Permanent Yard construction, platform construction, and mass transit improvements—a completion guarantee from a guarantor reasonably satisfactory to the MTA/LIRR will be provided as a condition to commencement.

Upon the completion of the Temporary Yard and during construction of the Permanent Yard, Forest City will begin construction on the Arena. Arena construction will last for 2 years, from Fall 2006 to Fall 2008. During the same time period, Forest City intends to develop and construct an office building and residential buildings adjacent to the Arena. The build-out of the entire Project will continue through 2013.

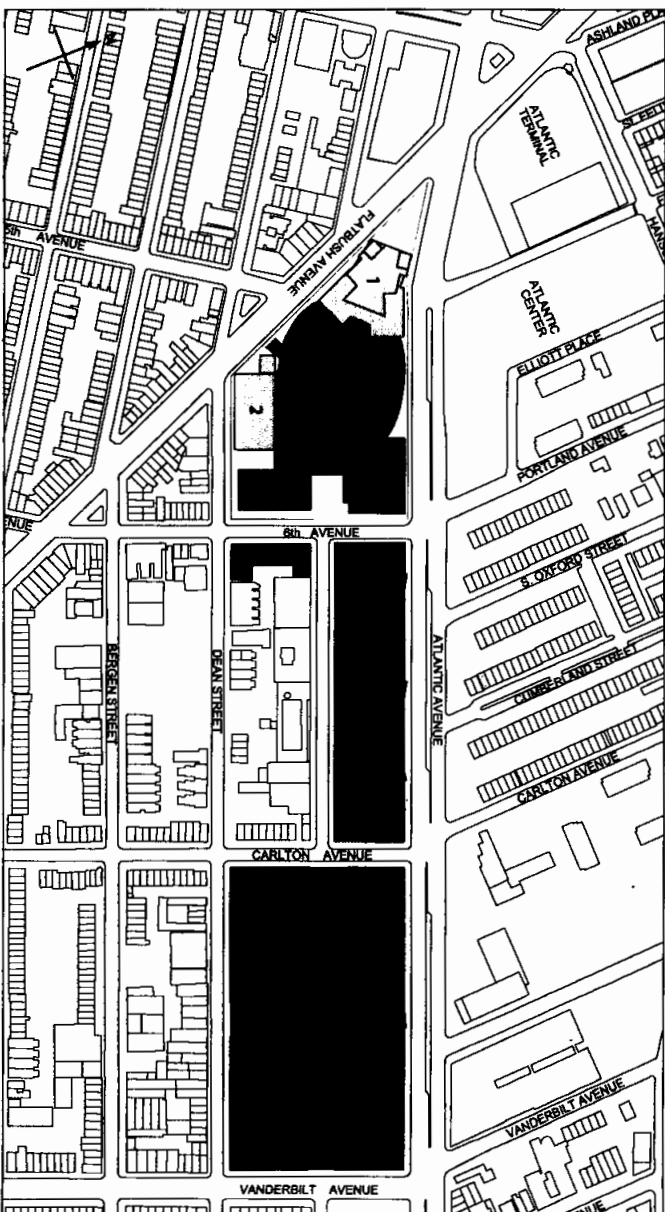
Atlantic Yards

Atlantic Yards Master Plan

Forest City's Atlantic Yards Project responds to pressing needs in Brooklyn and New York City. New York City requires new housing for all levels of income, additional office space to create and retain new jobs, and an increase in new tax revenue for the City, State and MTA. By building over and around the existing LIRR Vanderbilt Yard, the Atlantic Yards Project seizes an historic opportunity to revitalize and reuse this prominently-located yet blighted site, and connect the communities now separated by it. Designed by architect Frank Gehry, the Brooklyn Arena and the residential and commercial buildings surrounding it will be important new architectural icons, making downtown Brooklyn a must-see destination, while the "Brooklyn Nets" will offer Brooklyn the chance to watch a major-league hometown sports team once again.

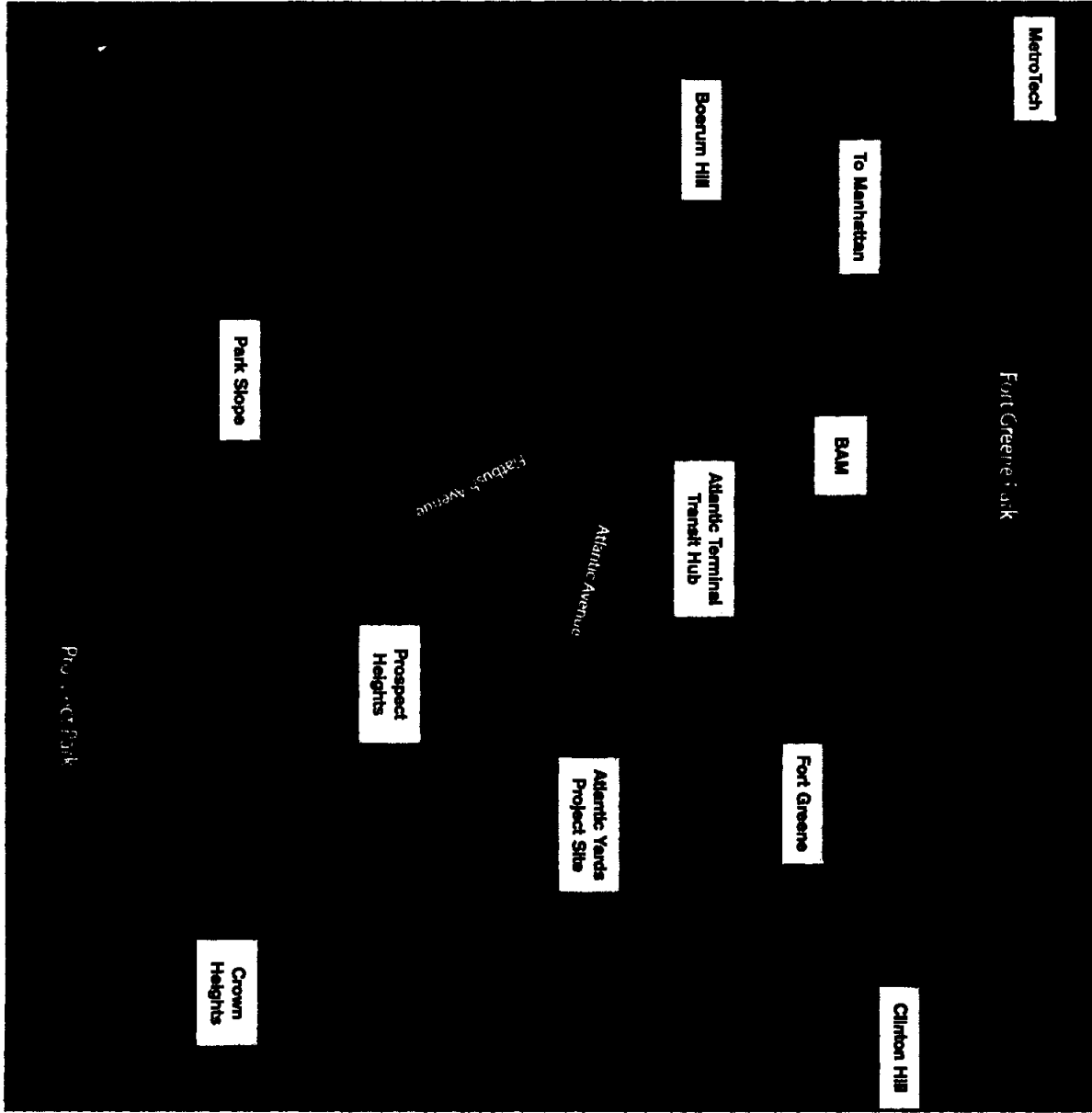
The Project as proposed has five essential components: an 850,000 square foot Arena, 1.2 million square feet of office space, 5.6 million square feet of residential space (about 6,000 units), approximately 180,000 square feet of retail space, and over seven acres of landscaped public open space. Including the Arena, the Project totals 78 million square feet, with approximately 3.3 million square feet over Vanderbilt Yard.

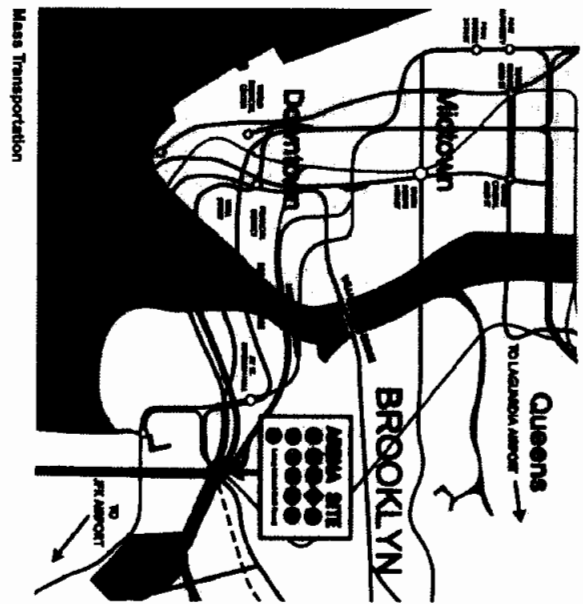
Site Plan



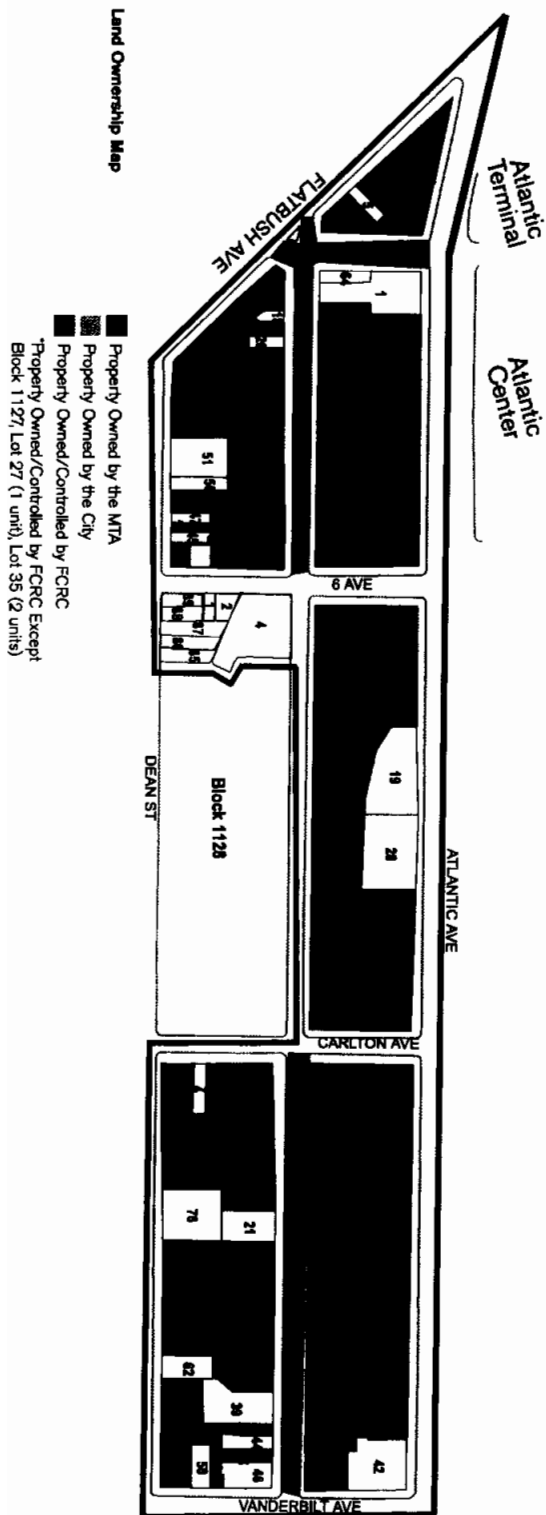
The proposed Project will be developed on twenty-one acres, including privately-controlled parcels and land owned by the City of New York and the LIRR. The site is roughly bounded by Flatbush Avenue, Atlantic Avenue, Dean Street, and Vanderbilt Avenue, and consists of seven blocks of varying size. Approximately halfway between the Brooklyn Bridge and Prospect Park, the site sits south of the Brooklyn Academy of Music (BAM) and the neighborhoods of Fort Greene and Clinton Hill, north of Prospect Heights and Park Slope, and east of Boerum Hill.

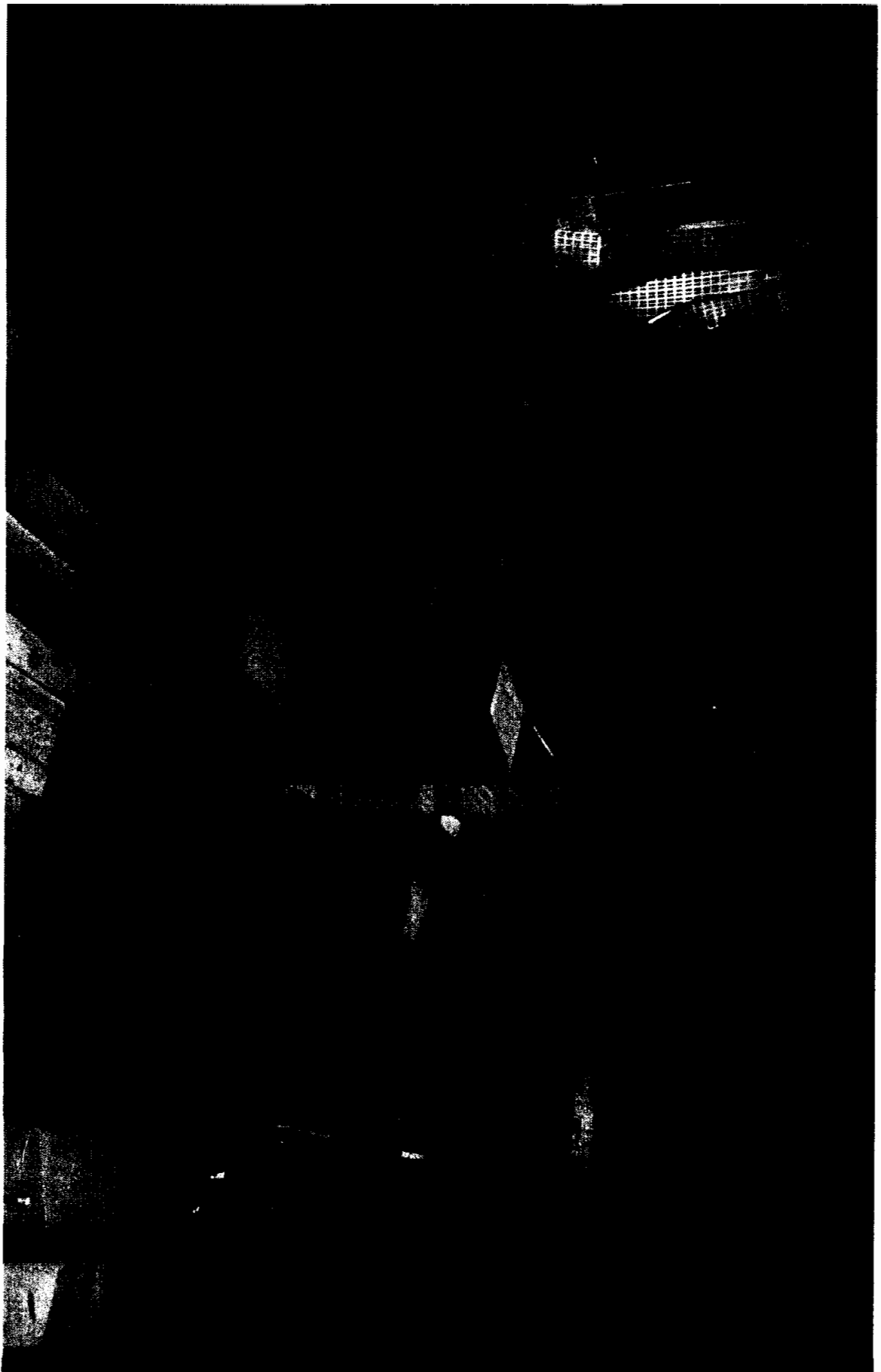
Context Map





The site is ideally situated for large-scale development. It is adjacent to the Atlantic Terminal, the third-largest transportation hub in New York City, and at the crossing of Brooklyn's two principal roadways, Atlantic and Flatbush Avenues. Ten subway lines and the LIRR converge at the Terminal, providing quick and convenient access to all five boroughs and Long Island. The site is also served by the B41, B45, B63, B65, and B67 bus lines. The Atlantic Yards Project will produce gains in jobs and tax revenue for the City, State, MTA, and the surrounding communities. Forest City's plan will also develop parcels surrounding the Vanderbilt Yard, including land that is currently blighted and underutilized. This additional area, approximately 550,860 square feet (1.26 acres), allows the development to revitalize the entire Project area by constructing two commercial office buildings on the western portion of the Arena site, and additional residential development to the east. In 2004, Forest City stated publicly that one of its goals was to reduce or eliminate the need for condemnation of properties through eminent domain. Through acquisition of private properties, Forest City controls 93% of the residential condominiums and co-operatives, 63% of the residential rental buildings, and 54% of the commercial properties within the Project.





Atlantic Yards Housing Development
Dean Street and Vanderbilt Avenue looking north

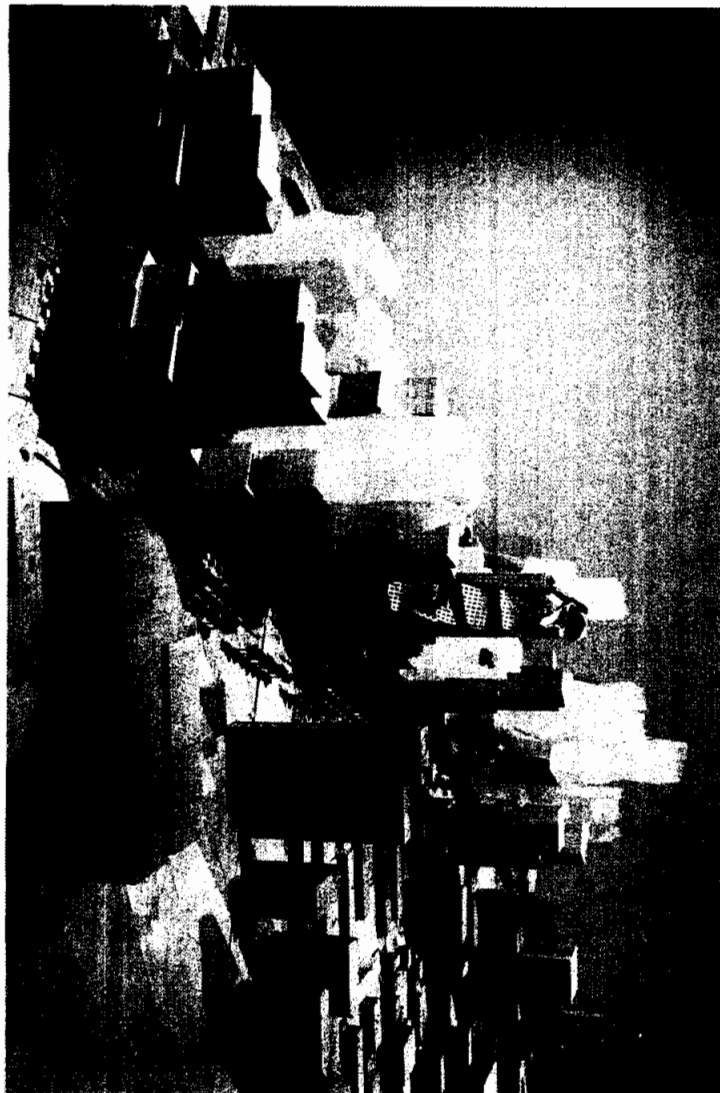
The Project's commitment to affordable housing is historic in scope and impact, and has been carefully tailored to meet community needs and demand. For example, the plan includes a requirement that 50% of the affordable units (on a square foot basis) be two- and three-bedroom apartments, in order to retain neighborhood families already experiencing secondary displacement. The Project will provide affordable housing for families with an annual income of between \$13,181 (for a family of one in the lowest income bracket) and \$116,600 (for a family of six in the highest income bracket). Forest City's goal is that no family pay more than 30% of income in rent. The chart below indicates in more detail the levels of income that Forest City and ACORN are targeting for the affordable housing program.

The affordable and market-rate units will be distributed throughout each rental building, ensuring that the all buildings will be economically integrated.

In addition to 4,500 units of rental housing, Forest City proposes to develop approximately 1,500 condominium units on-site, for a total of 6,000 units. The final number of both rental and condominium units will be determined by the public review process, actual building design, unit layouts, and market demand.

It is anticipated that the rental units will be financed through a program like the Housing Development Corporation (HDC) 50/30/20 Program. Forest City is in discussions with HDC and the Department of Housing Preservation and Development to create a financing vehicle for "income banding," which makes affordable units available to families in a wide range of income brackets.

Atlantic Avenue at Vanderbilt looking west

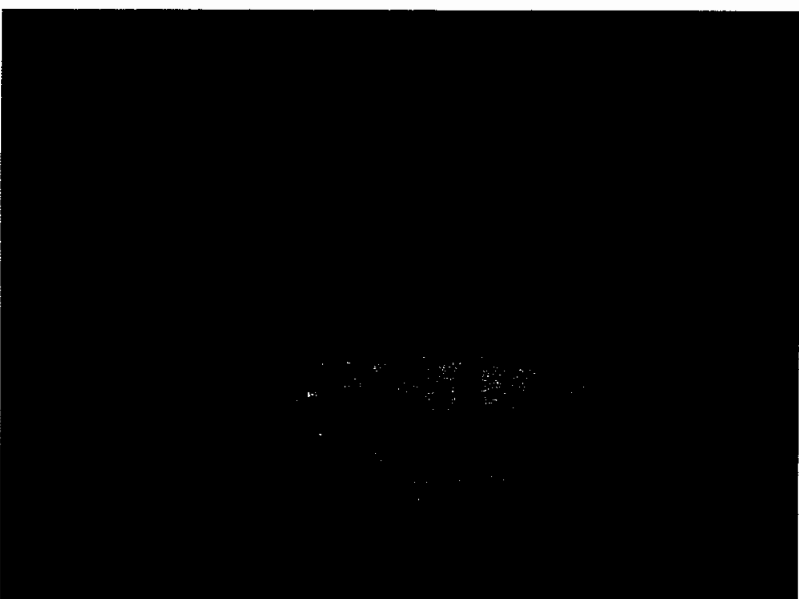


ACORN/Forest City 50/30 Housing Program

| Percentage of Affordable Apartments | Number of Affordable Housing Units—Based pm 4,500 Total/2,250 Total | Income Based on % of Area Median Income (AMI) = \$22,800 for Family of 4 | Income in \$ Range Reflecting Different Family Sizes | |
|-------------------------------------|---|--|--|-------------|
| 10% | 225 | 30%-40% of AMI | Family of 1 | Family of 8 |
| 30% | 675 | 41%-50% of AMI | \$ 13,181 | \$ 28,150 |
| 20% | 450 | 51%-80% of AMI | 18,014 | 36,438 |
| 20% | 450 | 81%-100% of AMI | 21,969 | 58,300 |
| 20% | 450 | 101%-140% of AMI | 35,589 | 72,875 |
| | | 141%-150% of AMI | 44,376 | 102,025 |
| | | 151%-160% of AMI | 48,770 | 108,313 |
| | | | 61,951 | 116,600 |

Jobs and Economic Development

Intersection of Flatbush and Atlantic Avenues



The Atlantic Yards Project is an economic development engine. The \$3.5 billion total Project cost will generate significant value to the City, State, and MTA in tax revenues, and will create economic development opportunities for small business growth, as well as retail, office, Arena-related, and construction jobs. Based on the economic benefits of Atlantic Yards City and State agencies entered into a Memorandum of Understanding ("MOU") with Forest City in February 2005. The MOU describes the Project and announces the intention of the City and State to each contribute \$100 million towards infrastructure necessary to develop the Project. In total, the Project will generate:

- 15,000 construction jobs
- 6,400 office jobs
- 1,120 retail and Arena-related jobs
- \$6.0 billion in new tax revenue to the City and State over 30 years
- \$5.0 billion net new tax revenue to the City and State over 30 years
- \$1.6 billion net present value of tax revenues

| Sales and Income Taxes (\$M) | Aggregate | | | Present Value | | |
|-------------------------------|-------------|----------------------|----------------|---------------|----------------------|----------------|
| | MTA | NY City/ NY State | Total | MTA | NY City/ NY State | Total |
| Town and Arena | 20.5 | 1,099.0 | 1,119.5 | 75 | 388.2 | 395.7 |
| Residential | 32.9 | 3,693.3 | 3,726.2 | 12.9 | 1,349.0 | 1,361.9 |
| Commercial | 71 | 452.2 | 459.3 | 25 | 161.2 | 186.8 |
| Ground Rent and Other Taxes | | 719.2 | 719.2 | | 205.0 | 205.0 |
| Total New Taxes | 80.4 | 5,903.7 | 6,024.2 | 29.0 | 2,103.4 | 2,126.4 |
| Direct Public Contribution | | | 200.0 | | | 200.0 |
| Public Sector Operating Costs | | | 903.0 | | | 372.6 |
| Net Fiscal Impact | | | 4,921.2 | | | 1,553.8 |

The Zimbalist Report
Professor Andrew Zimbalist, Professor of Economics at Smith College, has studied the Atlantic Yards Project's likely fiscal impact on the budgets of New York City and the State of New York. The full report is included in Appendix 1.

Professor Zimbalist finds that the Atlantic Yards development will generate new tax revenues for the City, State, and MTA of approximately \$6.0 billion over thirty years, or a present value of \$2.1 billion. The total public sector capital contribution and operating costs of the Project are estimated at a present value of \$572.6 million.

\$572.6 million represents the value of all costs to the Public Sector including sanitation, schools, police, fire, and the \$200 million investment that the City and State have committed to the Project. Thus, the net fiscal benefit to the City, State, and MTA from the Atlantic Yards Project is estimated to have a present value of at least \$1.6 billion over thirty years. The chart below summarizes the revenues that will flow to the City, the State and the MTA.

As shown below, sales taxes generated through the Arena, residential and commercial components of the Atlantic Yards Project will provide additional revenue streams for the MTA. Professor Zimbalist forecasts that the MTA will receive an aggregate of \$60.4 million in revenues from the Atlantic Yards Project over 30 years, or a present value of \$23.0 million.

Forest City MWBE History

The scope and size of the Atlantic Yards Project translates directly into greater economic opportunity, particularly for Minority and Women's Business Enterprises (MWBE) participation and small business development, as set forth in the Community Benefits Agreement (CBA). The MWBE program Forest City developed in the mid-1980's for MetroTech Center, a six-million square foot office complex in Downtown Brooklyn, provides the foundation for the Atlantic Yards CBA.

The initial MWBE goals at MetroTech were 14% for contracts awarded to MWBE contractors and 25% for women and minorities in workforce participation. Those goals were vastly exceeded: 25% of contracts went to MWBE contractors, and 35% of the workforce were women and minorities.

Through its commitment to minority- and women-owned businesses, Forest City has seen local MWBEs grow and prosper. With the proposed Atlantic Yards Project, Forest City is seeking to raise the bar and has entered into a legally-binding CBA that lays out strategies to reach and help grow even more companies and businesses, and to focus on predevelopment and post-development opportunities in addition to the construction work.



Forest City MWBE Performance

| Project | Total Contracts | MWBE Contracts | MWBE Contract % | Workforce % |
|------------------------|-----------------------|-----------------------|-----------------|-------------|
| Atlantic Center | \$ 48,941,000 | 10,277,610 | 21% | 31% |
| Harlem Center (Retail) | 16,892,089 | 5,008,880 | 30% | 46% |
| 9 MetroTech | 87,758,048 | 15,958,534 | 18% | 40% |
| 11 MetroTech | 47,193,491 | 18,189,811 | 39% | 39% |
| 42nd St. (Retail) | 50,092,811 | 9,619,733 | 19% | 31% |
| 42nd St. (Hotel) | 49,674,803 | 9,789,772 | 20% | 31% |
| Embassy Suites | 78,298,424 | 36,130,775 | 45% | 37% |
| 330 Jay St. | 373,633,465 | 86,872,015 | 23% | 31% |
| Atlantic Terminal | 61,839,211 | 8,493,228 | 14% | 38% |
| Total | \$ 814,223,322 | \$ 198,439,358 | 25% | 35% |

Community Benefits Agreement

Community Benefits Agreement

On June 27, 2005, Forest City signed a legally-binding Community Benefits Agreement (CBA) with a diverse group of community organizations. These groups include: ACORN, Brooklyn United for Innovative Local Development (BUILD), Downtown Brooklyn Neighborhood Alliance (DBNA), All-Faith Councils of Brooklyn (AFCB), Downtown Brooklyn Educational Consortium, First Atlantic Terminal Housing Committee (FATHC), New York State Association of Minority Contractors (NYSAMC), and Public Housing Communities (PHC). Other groups helped shape the agreement including the Brooklyn Borough President's Office, Community Boards 2, 6 and 8, the Downtown Brooklyn Advisory and Oversight Committee, and the Minority Business Leadership Council.

The CBA requirements are split into six basic categories: job development, small business contracting, affordable housing, educational services, environmental assurances and community amenities.

Jobs Development

The CBA addresses the problems of long-term and disproportionately high unemployment within the surrounding communities by stipulating that Forest City will employ, or cause to be employed, 35% minority and 10% women construction workers. A Pre-Apprenticeship Training Program, initiated and coordinated by Forest City and coalition members, will prepare potential workers for the coming opportunities, and provide job training programs prior to the start of construction of Atlantic Yards. Community residents will be offered assistance obtaining GED certificates. Forest City expects to enter into a Project Labor Agreement with local unions to ensure local participation of both women and minority businesses in the Project, and uniformity of wages and benefits. Public housing residents and low- to moderate-income individuals in neighboring and surrounding communities will be given priority for employment and participation in programs set forth in the CBA.

Small Business Contracting

Forest City has historically fostered successful growth and establishment of MWBEs. The CBA states that not less than 5% of pre-construction contract dollars will be awarded to minority-owned firms and not less than 3% to women-owned firms. Not less than 20% of total construction contract dollars will be awarded to minority-owned firms and not less than 10% to women-owned businesses. Not less than 20% of total contract dollars will be awarded to MWBEs for purchasing and service contracts, exclusive of Forest City affiliates. Forest City will also initially seek to lease not less than 15% of the gross retail leasing space in each development phase to community-based businesses. Preference will be given to MWBEs.

Affordable Housing

The CBA provides for long-term affordable housing to stem the growing trend of displacement through gentrification in Brooklyn. Forest City will make 50% of the residential rental units built in the Project affordable

to low- and moderate-income families in accordance with the ACORN/Forest City SO-50 Program set forth in the Memorandum of Understanding with ACORN, dated May 17, 2005 (See Appendix 1). Additionally, 10% of the rental units at the Project may also be provided for senior citizens. All residential tenants currently renting and legally occupying a unit on the Project site will be offered a new comparable unit within the Project site at their current rent (adjusted for rent stabilization increases).

Community Amenities

To help foster a vibrant community, the CBA provides for many community amenities. Forest City will work with DBNA to establish an Intergenerational Community Program initiative comprised of a child care center, a youth center and a senior center to be connected by a common area and/or atrium. Additionally, Forest City and DBNA will work with providers to open an on-site health care facility. Finally, the CBA ensures the development of approximately 7.4 acres of public open space on the Project site.

Environmental Assurances

Forest City encourages community involvement relating to environmental issues caused by the development of the Project, and the CBA provides a vehicle to address specific concerns. Forest City will work with the First Atlantic Terminal Housing Council to establish a Committee on Environmental Assurances to address short- and long-term environmental issues. Some specific mitigation measures stipulated by the CBA include a staging plan for construction that minimizes the effects of idling trucks; a pedestrian and vehicular traffic plan; and encouragement of all contractors to use low-sulfur diesel in trucks operating at the Project. Additionally, Forest City will adopt the most prudent building practices to ensure that the development of the Project has a minimal environmental impact on the surrounding community.

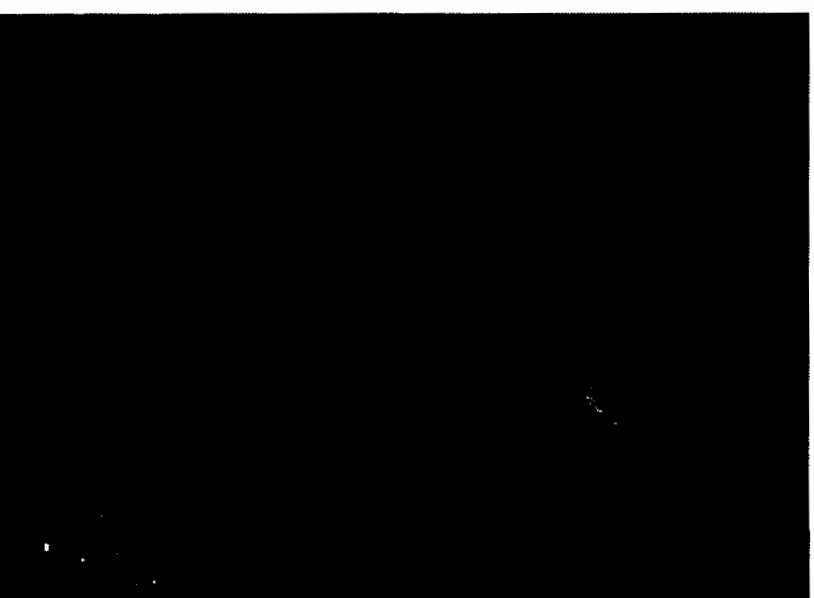
Educational Initiatives

The CBA also provides for the establishment of planning and development programs for primary education, higher education, and related services. In this regard, Forest City will work with the Downtown Brooklyn Educational Consortium (DBEC) towards the development of educational programs and services including the creation of four schools in the surrounding community, a child health initiative, and a Youth Enterprise Program which will consist of the development of a student-operated retail space within the Project. Forest City will also work with DBEC towards the creation of an after-school program uniting non-custodial fathers with children and strengthening family building. DBEC will work with ACORN to insure that the 10% of rental units set aside for seniors includes housing for grandparents who have custody of their grandchildren. A formal relationship with a university research center and a foundation will be established to study the Children Zone Legislation, and employment training opportunities for hard-to-employ youths will also be implemented.



Public Process

As the MOU contemplates, the Atlantic Yards Project will be developed pursuant to a General Project Plan (GPP) under the authority of the Empire State Development Corporation (ESDC). The GPP is subject to environmental review under the State's Environmental Quality Review Act (SEQRA). Because of blight conditions within the Project area, the MOU contemplates that ESDC will use eminent domain to acquire land where necessary, override the local zoning with the concurrence of the City, develop design guidelines to serve as land use controls, and conduct a full Environmental Impact Statement (EIS). The Project also contemplates that the MTA will be a cooperating agency. The EIS will cover and disclose all necessary actions by any public party, including the disposition of property by the MTA. The action by the MTA Board to authorize the disposition of the Yard is anticipated to occur nearly simultaneously with the actions of the ESDC Board and the adoption of the environmental findings in the FEIS.



Atlantic Avenue looking west

Architecture and Urban Design

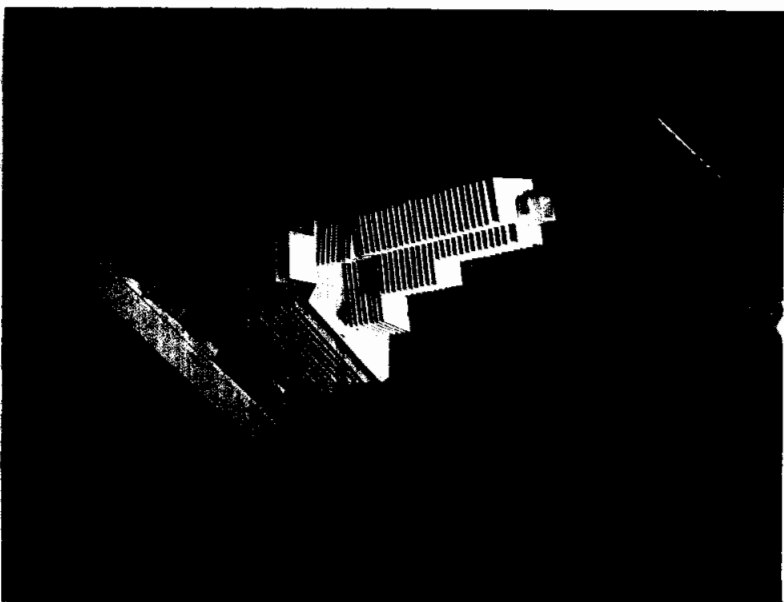
The Master Plan

Forest City recognized early on that great architecture was an imperative for this exceptional site. In December 2003, noted architect Frank Gehry agreed to work with Forest City to design the proposed new Arena and a Master Plan including housing, office space, retail space, and open space. Gehry teamed up with the renowned landscape designer Laurie Olin to develop concepts for the public open spaces.

In the Master Plan, Gehry and his team have been careful to balance the needs of existing communities with those of the people who will live, work in, or visit the new complex, and attend events at the Arena:

Goals for the Master Plan are to:

- Enhance public transportation and pedestrian experience by reconstructing connections to mass transit and connecting these to the new development and Arena, and by making Atlantic Avenue more pedestrian-friendly
- Place density where appropriate
- Vary the heights of the buildings and entrances to the site to encourage pedestrian circulation, and to give appropriate scale and length to the street-wall along Atlantic Avenue
- Create new public open space to enhance pedestrian experiences, and create a deliberate relationship of each open space to its surroundings
- Recognize the importance of the intersection of Flatbush and Atlantic avenues—an urban node approximately halfway between the Brooklyn Bridge and Prospect Park at the crossing of Brooklyn's two main thoroughfares—by establishing a landmark tower
- Create diverse activities for the area even when the Arena is not in use
- Provide sufficient parking to meet the demands of the Arena and additional development



3 Atlantic Yards



Frank Gehry studio

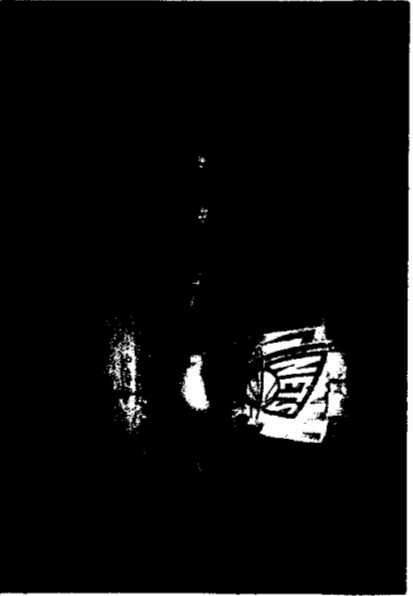
The Arena

The primary goal for the new Arena is to provide a state-of-the-art, multi-use facility to serve as the new home for the Nets basketball team, in addition to hosting a wide variety of events. The main event space will provide an intimate environment for approximately 19,000 spectators for basketball, and 20,500 for concerts. The Arena will be directly connected to ten subway lines and the LIRR at the Atlantic Avenue transit station. Four additional subway lines have connections within a few blocks of the Arena, and the site is also served by five public bus routes.

Retail

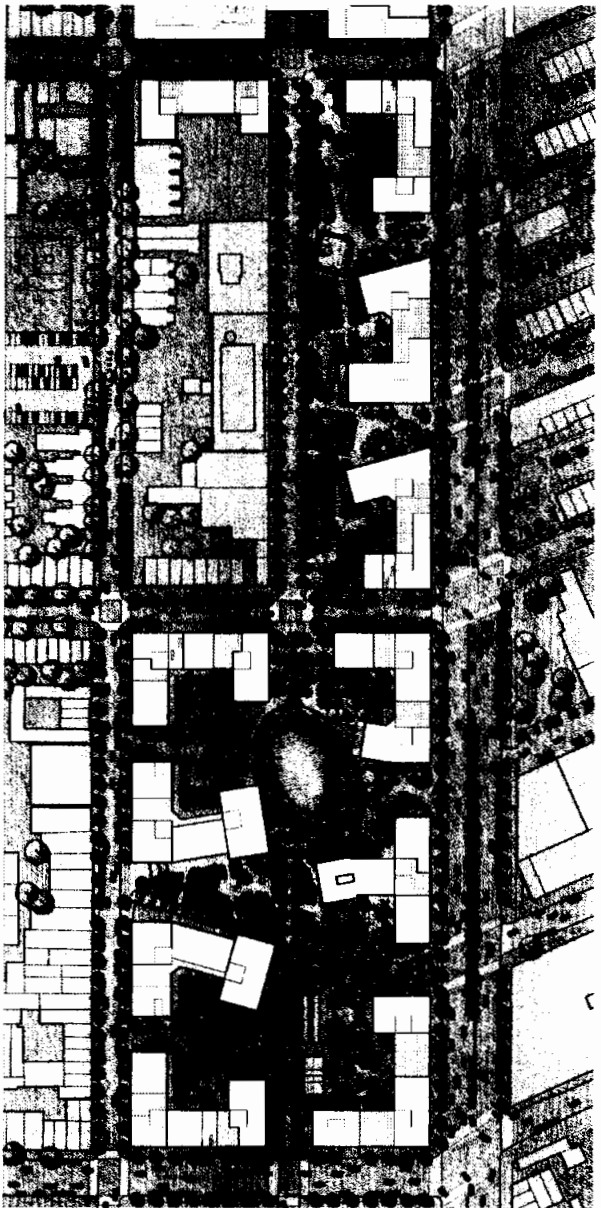
Approximately 180,000 square feet of retail space woven throughout the residential areas of the Project will complement the extensive public open space, Atlantic Avenue, and neighboring streets. These community-oriented retail spaces will serve the people who live and work in the development and surrounding community, and will include restaurants, bookstores, art galleries, day care centers, and health and fitness clubs.

Arena Bowl



Arena Frontage on Flatbush Avenue at night





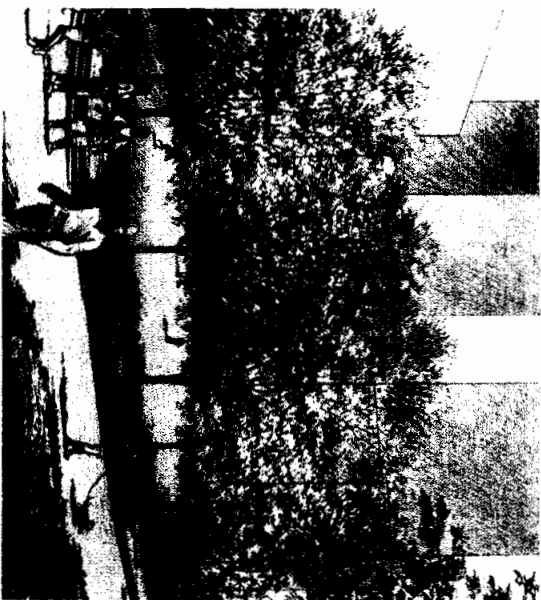
Open Space Plan by Olin Partnership

Open Space and Streetscape Improvements

Atlantic Avenue will be transformed into a tree-lined boulevard, with a wider, pedestrian-friendly sidewalk on the south side of the avenue. Twenty-foot sidewalks will be provided all along Flatbush and Atlantic Avenues. Closing Pacific Street between Carlton and Vanderbilt will create a large, publicly accessible open space to complement the higher density residential development. Olin Partner's landscape design will organize the space with a series of hierarchical elements, such as a large grass mound, a water feature, and urban plazas at each end connecting Vanderbilt Avenue with Pacific Street. Altogether, the Master Plan calls for over seven acres of public open space throughout the development, encouraging both passive and active recreation by residents of Atlantic Yards, its neighboring communities, and visitors.



Open Space looking southeast toward Dean Street



Open Space looking northeast across oval lawn

Mass Transit Improvements

The Atlantic Terminal mass transit hub is located in the heart of the borough of Brooklyn and was designed by the City's planners to serve the communities to the north, south, east, and west. The Terminal, one of the earliest additions to the subway system, was opened in 1908. The turn of the 19th century in Brooklyn was dominated by population growth, private investments, and public infrastructure improvements. Brooklyn was one of the five most populous cities in the nation. Coney Island's golden age began, the Brooklyn, Manhattan, and Williamsburg bridges were built, the first elevated railroad connecting Manhattan and Brooklyn opened, and commerce was bustling along the waterfront and in central business districts. The Atlantic Terminal was designed to serve the thriving communities around it, including a growing population to the south and east where large land tracts were available and where planners predicted growth. Sometime in the mid 1970's, the entry point south of Atlantic Avenue at Flatbush was shut, and it remains closed today.

As part of the Atlantic Yards Project, Forest City proposes to restore and improve the functionality of the station. Included in the Project are a series of mass transit improvements, which would reopen the southern Atlantic Terminal IRT/BMT subway station entrance, and provide free access to the LIRR from the south side of Atlantic Avenue. These proposed improvements would greatly benefit the residents of Prospect Heights and the substantial community to the south, who generate 40% of the total demand at this station, by allowing passengers to gain access to the LIRR and New York City Transit (NYCT) without having to cross Atlantic Avenue. Additionally, the new connections at the south end of the IRT and BMT platforms will significantly help distribute load and reduce overcrowding on each of the four platforms in the station, alleviating congestion and improving the levels of service in the station.

The design and finishes of the transit connection improvements will complement the existing transit complex and provide a vibrant entrance to the station. As a result of the proposed transit improvements and the proposed development Project, it can be expected that there will be an increase in the transit ridership levels. It is anticipated that a large percentage of the population coming to the area will use mass transit.

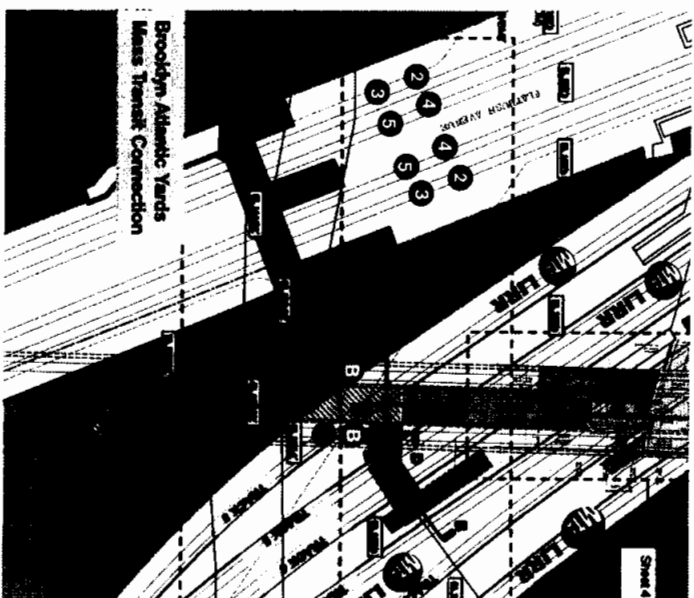
Forest City has been exploring several ways of providing the subway and LIRR connections and has included drawings related to this proposal. Forest City recognizes that any mass transit improvements and connections will require the approval of the NYC Transit Authority and the LIRR, and will have to meet all code requirements including the provision of access for disabled persons. The mass transit connection improvements are generally described below.

1. An Urban Room will be created at grade at the southeast corner of the intersection of Atlantic Avenue and Flatbush Avenue. This room will serve as the main entrance from the Arena to mass transit in the area and will have stairways and passageways leading to the NYCT subways and the LIRR. The mass transit access area will be one level below the street surface and will contain a NYCT token booth as well as a line of turnstiles and gates which will control access to and from the NYCT IRT subways. The mass transit access area will also be serviced by an elevator that will provide ADA access from the urban room above and to the LIRR transit connection below.

2. Access to the IRT subway trains (2, 3, 4 and 5) under Flatbush Avenue will be accomplished by a new passage at the northwest corner of the Project site that will ramp down to an unused subpassage under the IRT subway. This currently unused subpassage and its associated stairways will provide access to the southbound local platform, the express island platform in the center of the station, and the northbound local platform. An elevator will also connect the subpassage with the northbound local platform. This will serve as the main access to the NYCT subway station complex from the Arena for the ADA community.

3. Access to the BMT (B, M, N, R, D and Q trains) will be via a stair and an elevator connecting the new mass transit access area with an existing unused portion of the BMT mezzanine two levels below the street. This elevator will also connect to the IRT. The existing mezzanine at the end of the proposed passageway, located between the BMT platforms below, the LIRR tracks/platforms above, will be rehabilitated. A new line of fare control will be established at the north end of the mezzanine where it provides access to the BMT platforms below and connects into the existing concourse connecting the Pacific Street and Atlantic Avenue subway stations with the LIRR.

4. Access to the LIRR from the new mass transit access area will share the passage and stair and approximately 100 feet of the existing mezzanine used for BMT access. Adjacent to the stair passage will be another passage and elevator which will provide access to the BMT mezzanine for the ADA community. From the east side of the rehabilitated BMT mezzanine, a new east end concourse will be tunneled under LIRR Track 6, and will connect to the platform serving Tracks 5 and 6 above by a new stair and elevator.



- Proposed Paid Access to IRT
- Proposed Paid Area (Urban Room)
- Proposed Unpaid Access to LIRR
- Proposed BMT Access

Operating Characteristics and Property Management

Arena

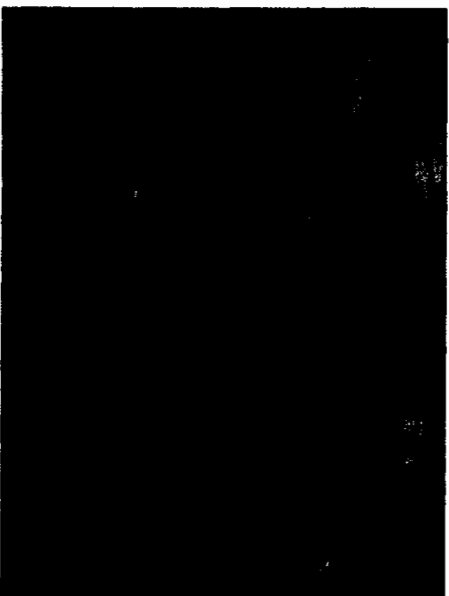
It is anticipated that the Arena will be operated by Nets Sports and Entertainment LLC ("NSE") through its subsidiary, Brooklyn Arena LLC. Through another subsidiary, NSE runs and operates the Nets organization and is also responsible for marketing and programming the Nets. NSE is playing an important role in the design, programming, and operating of the Arena.

The Arena is expected to host approximately 250 events a year. The Arena will also be made available for local schools and universities for athletic events, and per the CBA, ten days will be set aside for "community uses" to be programmed with CBA partners.

Office

Forest City is a full-service real estate development company with a design and construction affiliate, Forest City Construction Services (FCCS), and a property management affiliate, First New York Management (FNYM). In Brooklyn alone, Forest City has built and operates over six million square feet of Class A office space occupied by a variety of financial and public sector tenants.

MetroTech Center, Brooklyn



Many of these tenants have highly specialized building and technological requirements, including mechanical and electrical systems to support data centers, and emergency generators to guarantee operations in the event of a power outage. To meet these requirements Forest City has often designed and built to specifications beyond a typical core and shell office building. Many tenants, while needing these specialized systems to function, do not want to incur the additional costs of hiring and training the engineers necessary to operate and maintain them. Therefore, FNYM has developed a highly-skilled engineering staff to offer tenants facility management services. Tenants who have opted to take advantage of these services include Morgan Stanley, SIAC, E911, DOITT, and Bear Stearns.

Residential

Forest City will be working with ACORN to develop the rental product for 20% low-, 30% moderate- and 50% market-rate units throughout each rental building. Forest City has developed and owns an 80-20 rental building at 111 Worth Street in Lower Manhattan and intends to follow the same operating model at Atlantic Yards. Forest City is developing comprehensive amenity packages for the various condominium buildings, which are all likely to have doormen and specialized services such as valet parking, health clubs, lounges, and common open spaces or terraces. In addition to the projects developed by Forest City Rather, Forest City Enterprises owns and/or manages residential rental properties in 19 states and the District of Columbia. As of January 2005, this portfolio represents more than 35,000 apartment units in 123 urban and suburban communities, and includes apartment communities, adaptive re-use projects, senior housing, and military housing.

Open Space

Currently Forest City manages the Commons at MetroTech, a four-acre public open space programmed with public art and concerts in the summer. Likewise, Forest City intends to develop the publicly accessible open space on Blocks 1120, 1121 and 1129 with an open space program for both passive and active uses consistent with the proximity of the open space to the residential buildings. Security and a seasonal landscaping maintenance program will be provided.

Atlantic Yards Concept Drawings and Plans

**Atlantic Yards: Concept
Drawings and Plans
Table of Contents**

Site Plan

Master Plan Drawings

Plan at Grade
Roof Plan
Elevation Along Atlantic Avenue
Elevation Along Dean Street

Open Space Plan

Rendered Site Plan
Rendered Views
Site Sections 1–10

Mass Transit Improvements

Sheets 1–8

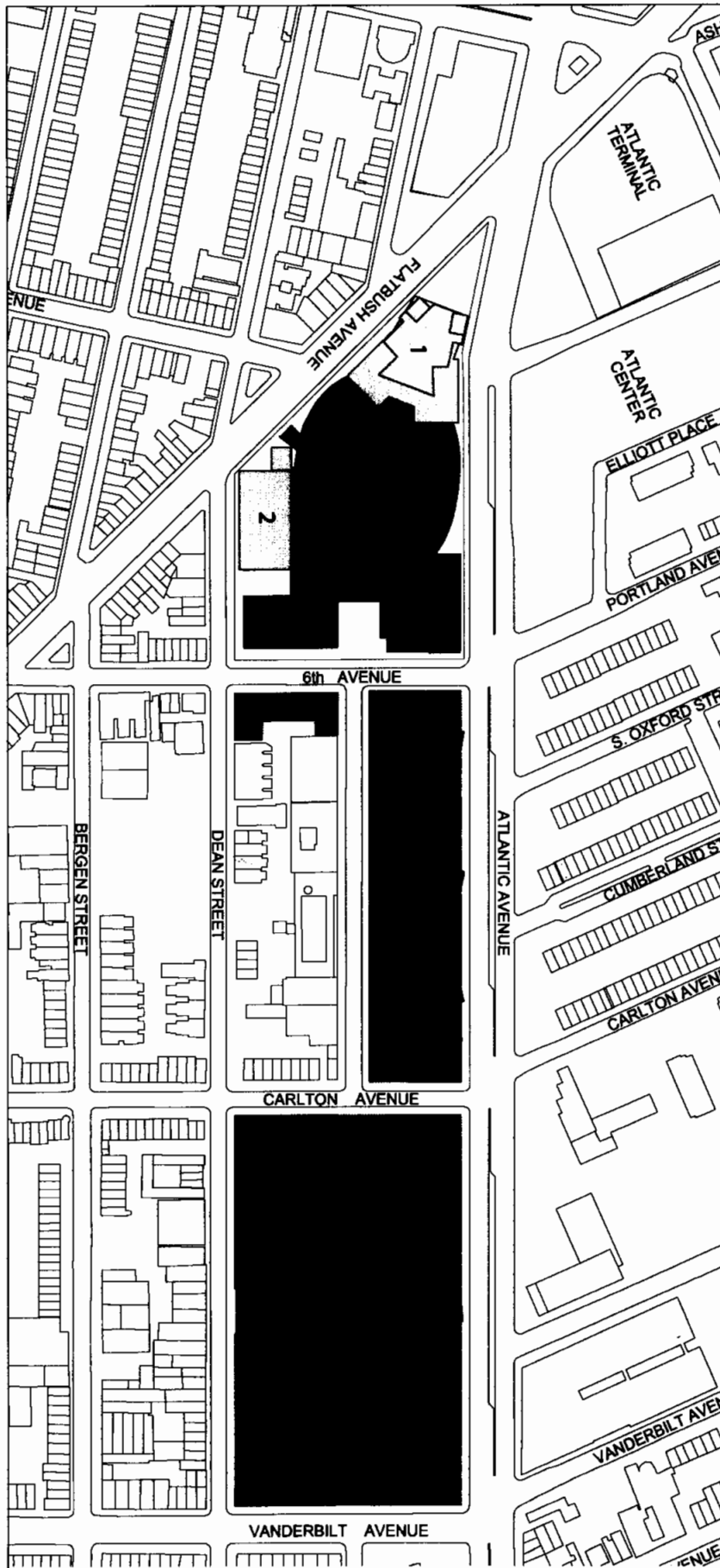
Sewer and Utility Progress Drawings

Water Construction Plan
Sewer Construction Plan
Roadway Construction Plan

Arena Plans

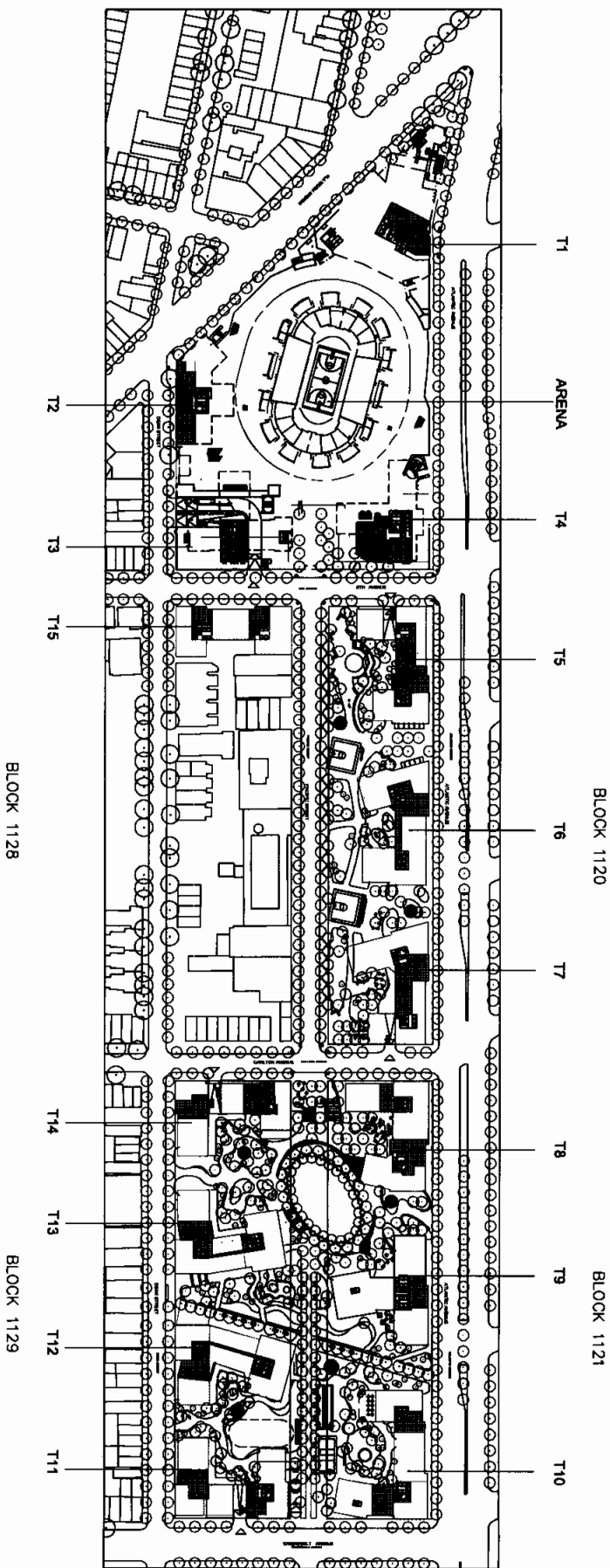
Event/Arena Parking Level Floor Plan
Main Concourse Level Floor Plan
Arena Roof/Towers Floor Plan

Site Plan



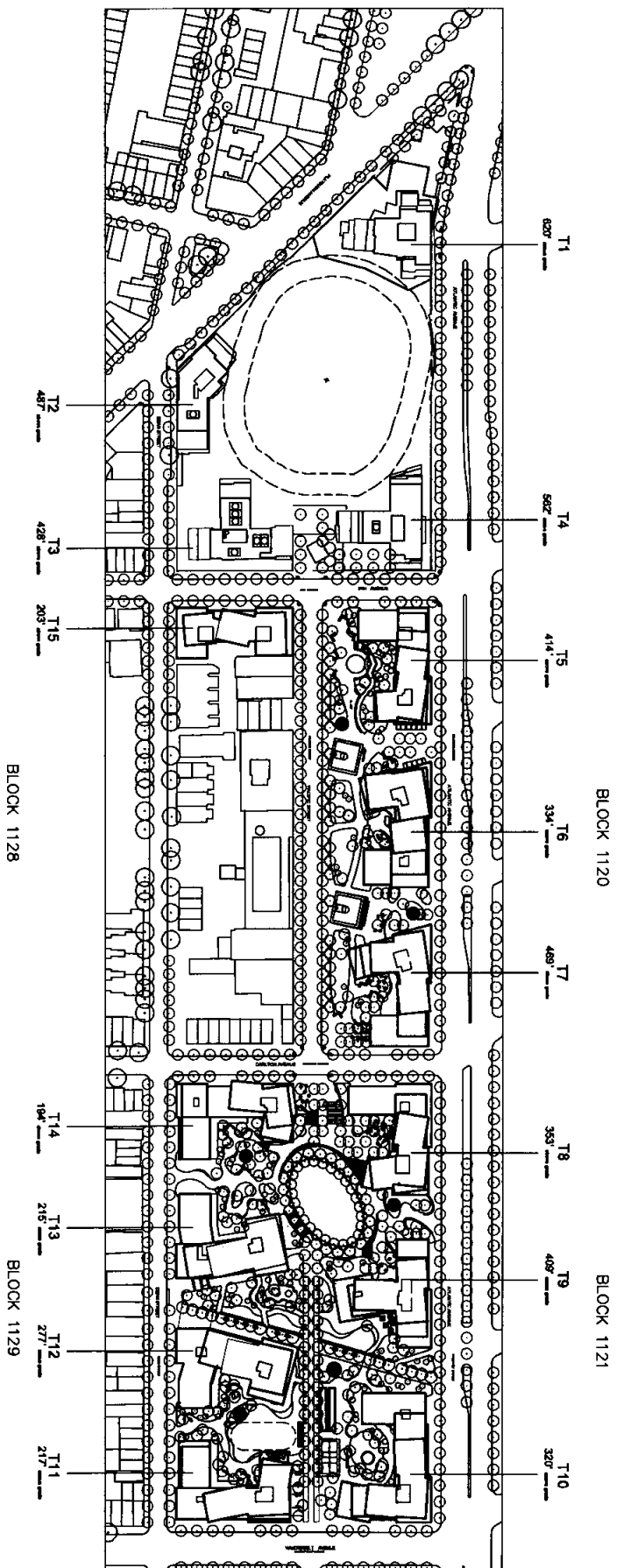
- Arena
- ▨ Commercial
- ▩ Residential
- Open Public
- * Retail in Base of Buildings

Master Plan Drawings Plan at Grade



| | | | |
|--|---|--|--------------------------|
| | GEHRY ARCHITECTS NEW YORK, P.C. ARCHITECT 1341 BEANCE STREET, LOS ANGELES, CALIFORNIA 90006 TEL: 310-462-3000 FAX: 310-462-3009 | MASTER PLAN PLAN AT GRADE Brooklyn Arena and Atlantic Yards PROJECT NO.: 2003-021 DATE: JUNE 14, 2005 SCALE: 1" = 200' | SK-1076 SK NO. |
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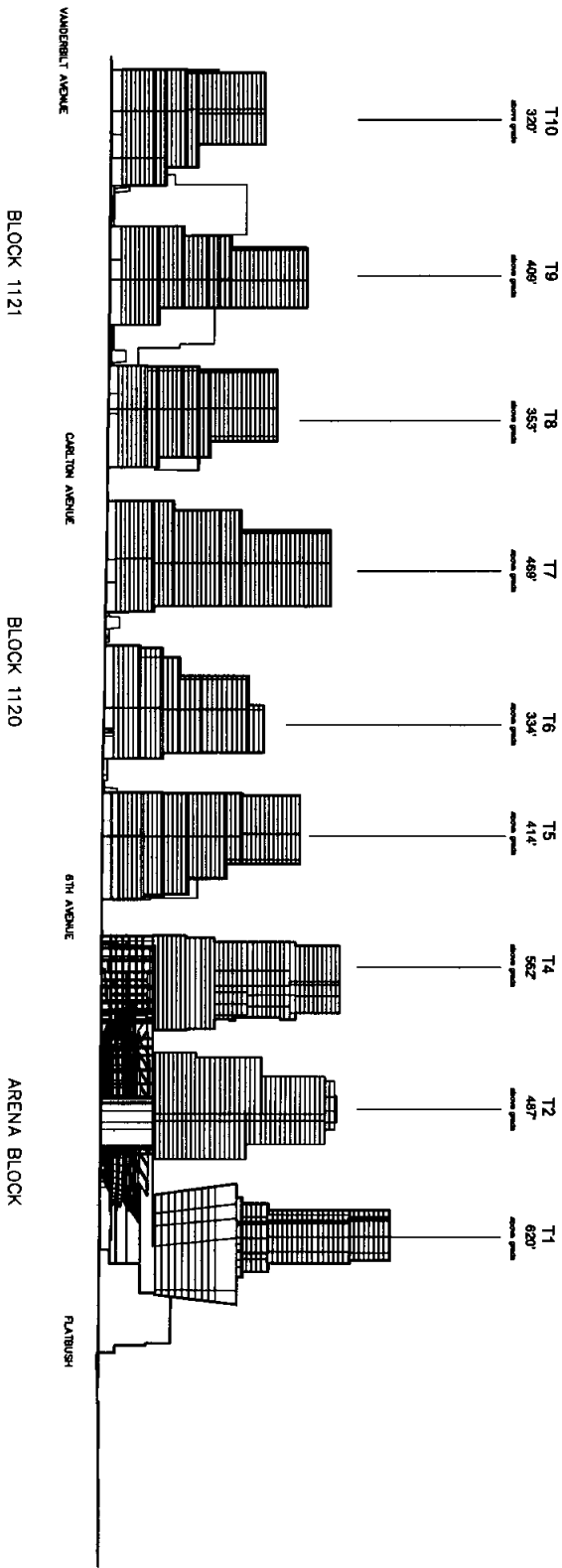
Master Plan Drawings Roof Plan



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| <p>GEHRY ARCHITECTS NEW YORK, P.C. ARCHITECT 1504 BAYVIEW STREET, LOS ANGELES, CALIFORNIA 90038 TEL: 310-482-3000 FAX: 310-482-3008</p> | <p>MASTER PLAN ROOF PLAN</p> | <p>Brooklyn Arena and Atlantic Yards PROJECT NO. 2003-021 DATE: JUNE 14 2005 SCALE: 1" = 200'</p> |
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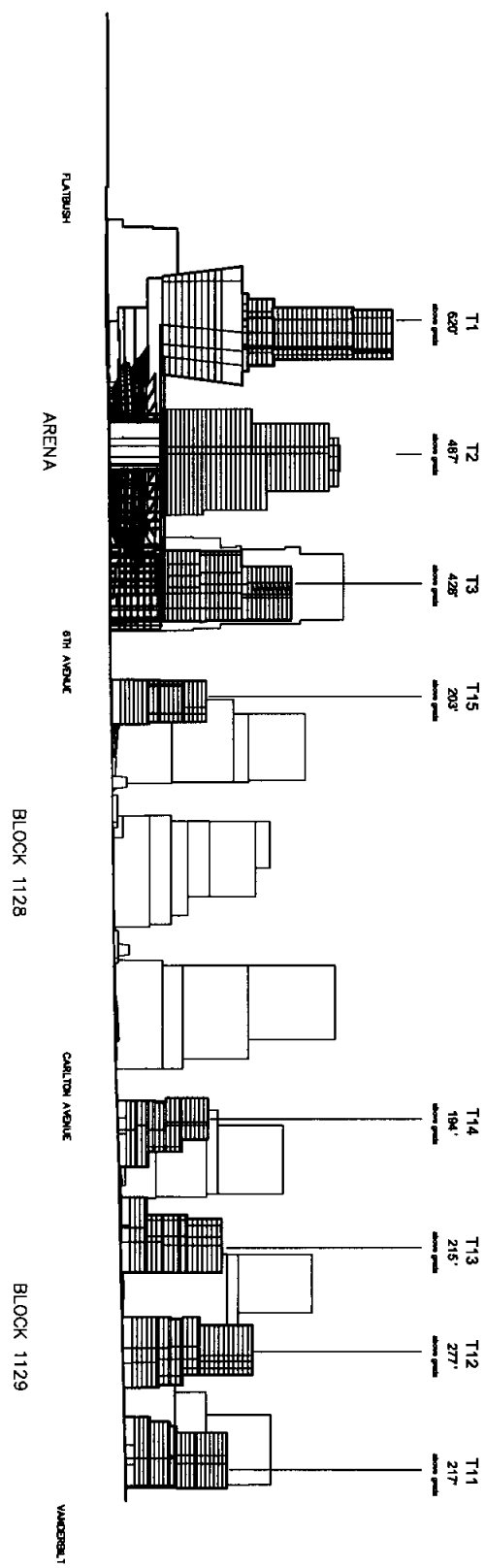
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| <p>SK-1075 10/10/05</p> |
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Master Plan Drawings Elevation Along Atlantic Avenue



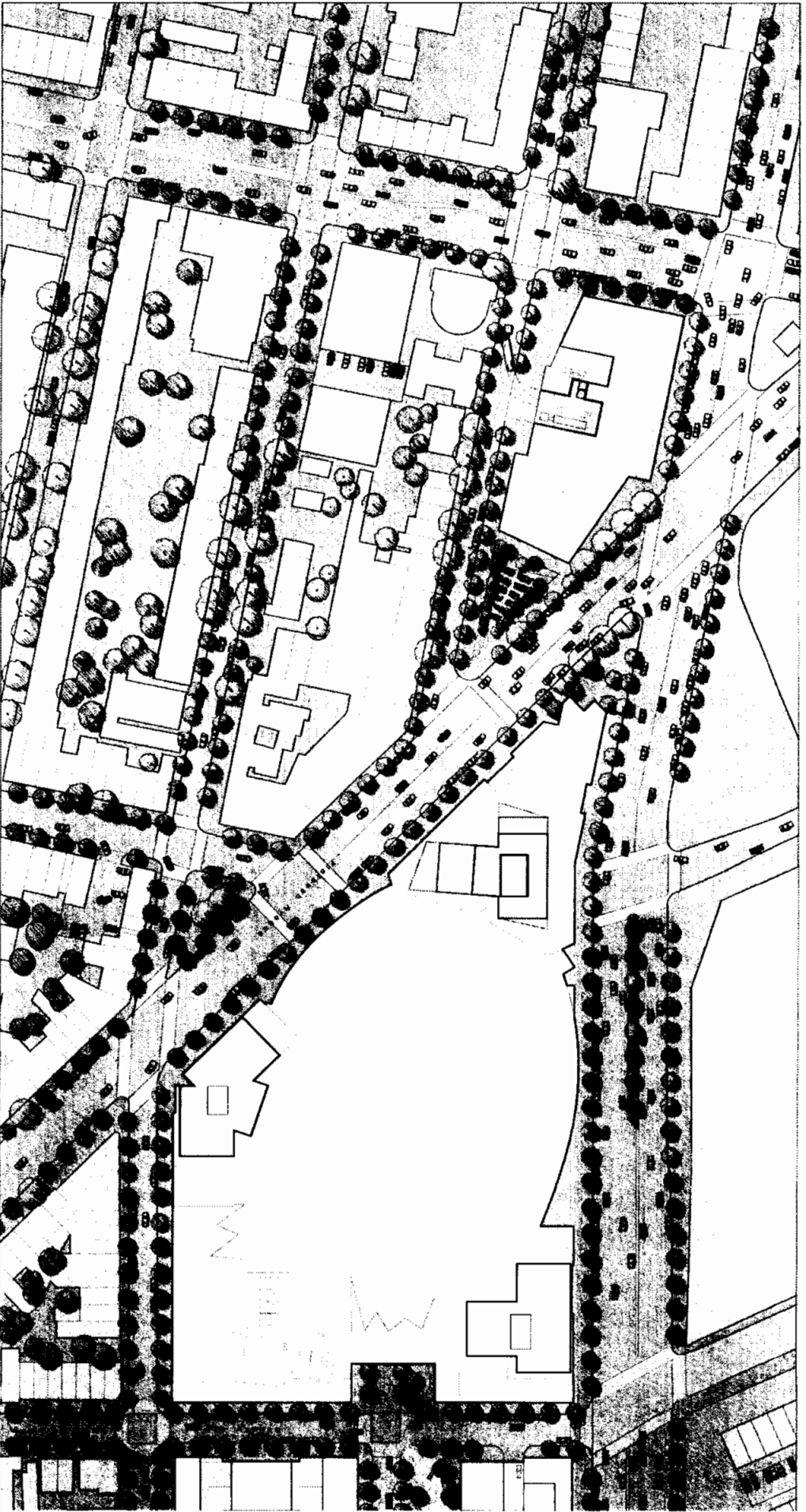
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| GEHRY ARCHITECTS NEW YORK, P.C. ARCHITECT 12541 BEAVER STREET, LOS ANGELES, CALIFORNIA 90066 TEL: 310-462-3000 FAX: 310-462-3008 | | MASTER PLAN ELEVATION ALONG ATLANTIC AVENUE Brooklyn Arena and Atlantic Yards PROJECT NO.: 2003-021 DATE: JUNE 14, 2005 SCALE: 1" = 250' | | SK NO. SK-1078 |
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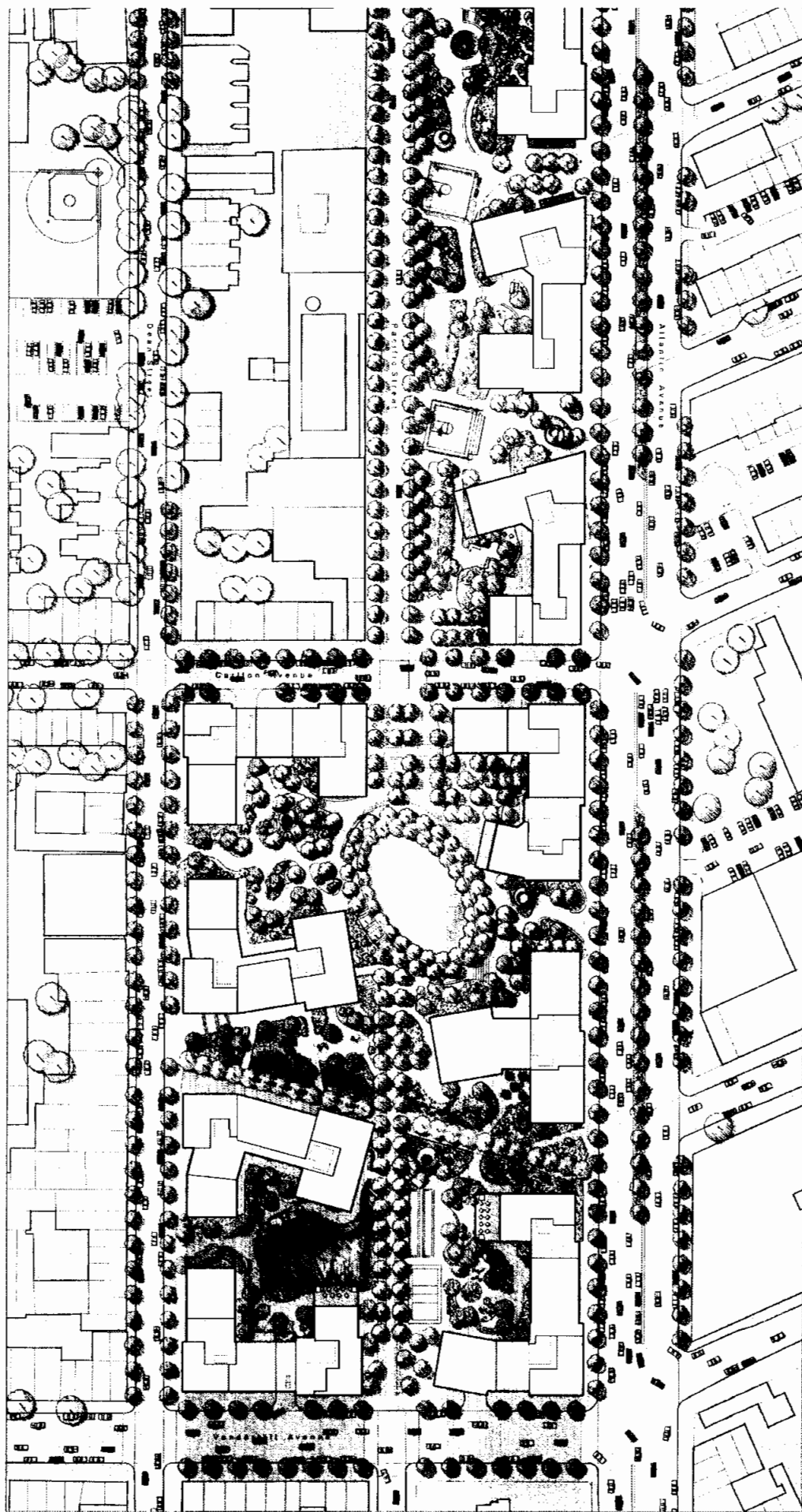
Master Plan Drawings Elevation Along Dean Street



| | | | |
|--|--|--|--------------------------------------|
| | GEHRY ARCHITECTS NEW YORK, P.C. ARCHITECT 12841 BEATRICE STREET, LOS ANGELES, CALIFORNIA 90048 TEL: 310-462-3000 FAX: 310-462-3008 | MASTER PLAN ELEVATION ALONG DEAN STREET Brooklyn Arena and Atlantic Yards PROJECT NO.: 2003-021 DATE: JUNE 14, 2003 SCALE: 1" = 250' | SK NO. SK-1079 10/10/03 |
|--|--|--|--------------------------------------|

Open Space Plan Rendered Site Plan





Open Space Plan Rendered Views

View 1 Block 1177 / 1181 Looking west down Canal Ave / private



View 2 Block 1131 / 1135 Looking southeast between houses 12 & 13



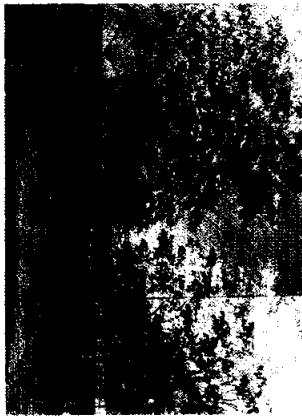
View 3 Block 1131 / 1135 Looking north west across and down toward house 6



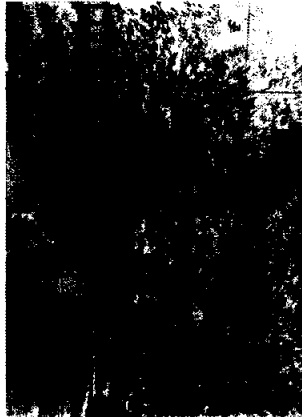
View 4 Block 1170 / 1174 Looking east across border to public space



View 5 Deck 1120 Looking south from Atlantic Avenue through trees S & R.



View 6 Deck 1120 Looking west on Pacific Street across Cedar Avenue.



View 7 Deck 1120 Looking south from Atlantic Avenue through trees S & R.



Brooklyn Atlantic Yard Survey, New York

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