



Long Island Rail Road

VIA EMAIL & OVERNIGHT MAIL

June 28, 2019

Atlantic Yards Development Company, LLC
Atlantic Rail Yards, LLC
AYDC Interim Developer, LLC
AYDC Regional Development Company, LLC
Atlantic Yards Venture, LLC
FC Atlantic Yards, LLC
Greenland Atlantic Yards LLC
c/o Atlantic Yards Venture LLC
1 MetroTech Center, 23rd Floor
Brooklyn, NY 11201
Attn: Livia M. Corredor, Esq.

RE: Notice of Substantial Completion of Major Portions of the New Yard

Dear Ms. Corredor:

Reference is made to (i) that certain amended Yard Relocation and Construction Agreement by and among the Metropolitan Transportation Authority ("MTA"), the Long Island Rail Road ("LIRR"; together with the MTA, the "MTA Parties") and Atlantic Rail Yards LLC (the "Yard Construction Agreement"); and (ii) Developer's Notice of Substantial Completion of Major Portions of the New Yards dated June 13, 2019, as well as the McKissack Group, Inc. corresponding Certificate of Substation Completion (the "Substantial Completion Notice"). Capitalized works and phrases used by not defined herein shall have their respective meanings in the Yard Construction Agreement.

This letter is in reply to Developer's Substantial Completion Notice indicating that 1) Developer has achieved Substantial Completion of 16 New Yard work items listed in Exhibit A of the Substantial Completion Notice; and 2) Developer expects to achieve Substantial Completion of an additional 11 New Yard work items by July 31, 2019. LIRR has performed an inspection of the 16 work items and hereby confirms that Developer has achieved Substantial Completion of the following New Yard work items:

- #1 - Employee Facility (M of E)
- #10 - New double slip switch track switch in Atlantic terminal at West portal
- #14 - Pre-placed future overbuild foundations and footings

Pursuant to the inspection, LIRR has determined that certain additional tasks, beyond those Punch List items provided by Developer in Schedule A to the Substantial Completion Notice, must be completed by Developer in order to achieve Final Completion of the New Yard work items 1, 10 and 14 referenced above. These additional tasks to be added to the Punch List by Developer are enclosed as Attachment A.

With regard to the remaining 13 items of work asserted by Developer to be Substantially Complete (specifically items 2, 3, 4, 5, 6, 7, 8, 9, 11, 12, 13, 15 and 16 in Exhibit A of Developer's Substantial Completion Notice), certain key fire/life safety system tasks remain incomplete. Specifically, in accordance with Chapter 33 of the NYS Fire Code, standpipes are required to be fully functional and approved for the remaining facility in order to be considered Substantially Complete. Additionally, the fire alarm system must undergo, but has not yet successfully completed, final acceptance testing and witnessed by the AHJ for several new buildings. As such, Developer has not achieved Substantial Completion of the following work items:

- #2 - Relocated Drill Track - fire standpipe incomplete
- #3 - New AC and DC substations – final fire alarm acceptance test incomplete
- #4 - New 5 Kv substation permanent power - final fire alarm acceptance test incomplete
- #5 - New 480v substation permanent power – final fire alarm acceptance test incomplete
- #6 - New DC substation burned in – final fire alarm acceptance test incomplete
- #7 - New MG set – final fire alarm acceptance test incomplete
- #8 - New emergency generator – final fire alarm acceptance test incomplete
- #9 - New West portal West lead track access – final fire alarm acceptance test incomplete
- #11 - New yard double slip switch – fire standpipe incomplete
- #12 - New CIL signal hut – fire standpipe incomplete
- #13 - New access ramp from 6th Ave., Bridge – fire standpipe incomplete
- #15 - New East portal structure – fire standpipe incomplete
- #16 - New East Yard tracks 1 through 7 – fire standpipe incomplete and nonconforming conditions on track # 3.

As always, please feel free to contact me if you wish to discuss this further.

The MTA Parties express reserve all rights, remedies and defenses, whether under contract, at law or in equity.

Sincerely,



Paul Dietlin
Chief Engineer, Department of Program Management

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cc:

Forest City Realty Trust, Inc.
50 Public Square, Suite 1360
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Greenland Holdings Corporation Limited
Greenland Headquarters Building
No. 700 Da Pu Rd.
Huang Pu District, Shanghai, China 200023
Attn: Mr. Yuliang Zhang, Chairman of Board and CEO

Greenland Atlantic Yards LLC
1 MetroTech Center, 18th Floor
Brooklyn, NY 11201
Attn: Gang Hu, CEO

Greenland Atlantic Yards LLC
1 MetroTech Center, 18th Floor
Brooklyn, NY 11201
Attn: General Counsel

DLA Piper LLP (US)
1251 Avenue of the Americas
New York, NY 10020
Attn: Martin D. Polevoy

DLA Piper LLP (US)
33 Arch Street, 26th Floor
Boston, MA 02110
Attn: Brian Hochleutner

Via Email Only to:

Thomas Quigley at tquigley@mtahq.org
Meredith J. Kane, Esq. at mjkane@paulweiss.com
Robert Paley at rpaley@mtahq.org

VD Yard Construction--Additional punch list items to be added to the Master List

New MofE Facility:

1. Water Heater replacement is required.
2. Missing MIGBs in various locations.
3. Ground bonds missing, from MIGBs to ground ring, in various locations.
4. All splice boxes shall be labeled for its Voltage and Circuit Number.
5. All fluorescent light fixtures in the drop ceiling shall be independently supported.
6. All BX and MC cable run in the drop ceiling shall be supported.
7. All BX cable that is exposed and is not in a dropped ceiling shall be replaced with conduit/wire.
8. Conductors in conduit located in the sub panel (in the Electrical Room) is over the capacity fill-limit of the conduit.
9. All Switch boxes and receptacle boxes shall have a cover.
10. There shall be at least one GFI Receptacle installed on the roof.
11. All temporary wiring shall be removed.
12. Painting of the roof access ladder is required.

Overbuild foundations:

1. Column # B5-4 will be immediately adjacent to rectifier transformer at the DC substation, and will prevent access to the equipment within for servicing/replacement.
2. An east-west shear wall will be installed immediately adjacent to the Load Bank ventilation louvers, and may adversely impact the longevity of this equipment, along with blocking access to the north side for servicing/replacement.