

**ATLANTIC YARDS PROJECT COVENANT NOT TO SUE**

WHEREAS, the Atlantic Yards Project (the "Project") in Brooklyn, New York, was approved by Empire State Development ("ESD") in December 2006 and modified in September 2009 and is required upon Project completion to contain not less than 2,250 affordable housing units;

WHEREAS, Barclays Center opened in September 2012 and now the focus must shift to the important housing component of the Project including delivering the promised 2,250 units of affordable housing;

WHEREAS, the letter dated June 25, 2014 (the "ESD Letter") from Kenneth L. Adams, president and chief executive officer of ESD, to Michelle de la Uz, Executive Director of the Fifth Avenue Committee, Inc., an active member of the BrooklynSpeaks coalition, and to Gib Veconi, Treasurer of Prospect Heights Neighborhood Development Council, also an active member of BrooklynSpeaks, describes certain additional commitments with respect to the phasing of affordable housing at the Project to be made by affiliates of Forest City Ratner Companies ("FCR") and certain changes with respect to governance of the Project (all as described in the ESD Letter); and

WHEREAS, the letter dated June 25, 2014 (the "FCR Letter") from MaryAnne Gilmartin, president and chief executive officer of FCR, to Michelle de la Uz, Executive Director of the Fifth Avenue Committee, Inc., an active member of the BrooklynSpeaks coalition, and to Gib Veconi, Treasurer of Prospect Heights Neighborhood Development Council, also an active member of BrooklynSpeaks, describes certain commitments with respect to the funding of a Tenant Protection Fund (all as described in the FCR Letter); and

WHEREAS, the ESD Letter and FCR Letter are each predicated on commitments from the BrooklynSpeaks coalition not to continue or initiate new litigation relating to the Project;

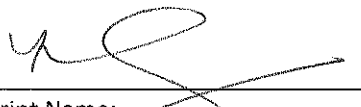
THEREFORE, for valuable consideration herein acknowledged, the undersigned organizations and individuals release and covenant not to sue ESD, FCR and the other Covered Parties (as defined below) for any claims or causes of action existing as of June 27, 2014, including but not limited to claims for attorneys' fees, costs and disbursements, relating to the Project; provided, however, that notwithstanding the foregoing, this release and covenant not to sue will be null and void if the commitments described in the ESD Letter and FCR Letter are not materially complied with by either or both ESD and FCR. In order to avoid doubt or uncertainty, the undersigned parties expect that the project documents between ESD and FCR will be amended promptly, but not later than July 25, 2014, to reflect, as needed and appropriate, the terms of the ESD Letter.

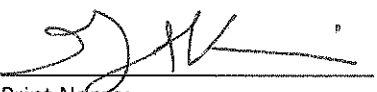
"Covered Parties" as used herein shall mean the State of New York, New York State Urban Development Corporation d/b/a Empire State Development, City of New York, New York City Economic Development Corporation, Forest City Ratner Companies, LLC, and Greenland Holding Group Co Ltd. and any parent company, affiliate, subsidiary, department or agency of any of these entities and all past, present and future officials, directors, officers, employees, attorneys, consultants and agents and the successors and assigns of each of them.

Dated: Brooklyn, New York  
June 25, 2014

BrooklynSpeaks	
Fifth Avenue Committee, Inc.	Benita Clark
Prospect Heights Neighborhood Development Council, Inc.	Hermalinda Gumbs
Pratt Area Community Council, Inc.	Daron Hudson
Brown Community Development Corporation	Renee Mintz
Boerum Hill Association, Inc.	
Diaspora Community Services, Inc.	
Park Slope Civic Council	

**By Their Authorized Representatives:**

Signature:   
Print Name: Michelle de la Uz  
Fifth Avenue Committee

Signature:   
Print Name: Gib Veconi  
Prospect Heights  
Neighborhood Development  
Council