

2

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

----- x

DEVELOP DON'T DESTROY BROOKLYN, et al., : Index No. 100686/06
IAS Part 35
Petitioners, : Justice Edmead

For a Judgment Pursuant to Article 78 of the CPLR and :
Declaratory Judgment :

EMPIRE STATE DEVELOPMENT CORPORATION :
and FOREST CITY RATNER COMPANIES, :

Respondents. : **AFFIDAVIT**

----- x

STATE OF NEW YORK)
: ss.:
COUNTY OF KINGS)

BERTHA LEWIS, being sworn, states:

1. I am Executive Director of the New York Association of Community Organizations for Reform Now, which is commonly known as "ACORN." ACORN is a non-profit housing activist group and is one of several Brooklyn-based community organizations that are parties to a Community Benefits Agreement dated as of June 27, 2005, between the community organizations and the two affiliates of Forest City Ratner Companies ("FCRC") that are the sponsors of the proposed Atlantic Yards Arena and Redevelopment Project (the "Project"). I understand that FCRC is submitting a copy of this agreement to the Court.

2. Among the many obligations imposed on the Project's sponsors by the Community Benefits Agreement are obligations for the benefit of residential tenants of buildings

within the Project's footprint who are in good standing under their leases and have lived in their buildings for at least one year. The Project's sponsors have obligated themselves to (a) relocate those tenants to comparable apartments elsewhere during construction of the Project, and to ensure that the rents paid by those tenants for those apartments do not exceed their current rents, (b) relocate those tenants to comparable new rental apartments within the Project once new rental units have been built at the Project's site, at rents that do not exceed the tenants' current rents, and (c) pay those tenants' relocation expenses.

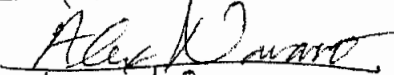
3. In addition, an affiliate of ACORN, New York ACORN Housing Company, Inc. ("NYAHC"), has entered into a written agreement with Atlantic Yards Development Company, LLC, an affiliate of FCRC and one of the Project's sponsors, to provide services as relocation consultants to assist the Project's sponsors with the relocation of residents of buildings in the Project's footprint.

4. ACORN strongly supports the Project, which will generate thousands of jobs for Brooklyn residents, rejuvenate a deteriorated and underutilized area near Brooklyn's downtown, attract new business activity, residents and visitors to Brooklyn, and generate billions of dollars of tax revenues. The most remarkable aspect of the Project, however, could be the Community Benefits Agreement, which commits the Project's sponsors to numerous substantial programs that are designed to create economic opportunities for the most disadvantaged communities within Brooklyn.



Bertha Lewis

Sworn to before me this
8th day of February, 2006.


Alex Davara
Registration No. 02NA6129054 2
Registration expires 06/20/2009