



EASTERN RAIL YARD RFP

REQUEST FOR PROPOSALS For Development At Eastern Rail Yard Section of The Long Island Rail Road's West Side Yard

ADDENDUM NO. 3 August 10, 2007

This is Addendum No. 3 to the Eastern Rail Yard RFP ("ERY RFP"), dated July 13, 2007. All capitalized terms not otherwise defined in this Addendum No. 3 shall have the meanings ascribed thereto in the ERY RFP and any addenda thereto.

Additional Site Visit

An additional site visit to both the ERY and the WRY is **tentatively** scheduled for the week of August 20, 2007. The exact time, date and meeting location of the visit will be emailed to registered participants during the week of August 13, 2007. On this visit, participants will be provided access to the interior of certain of the buildings located within the WSY.

Each Registered Proposer will be entitled to send up to three (3) representatives on this visit. No other persons will be permitted to attend, and no photography, video, or use of Personal Digital Assistance devices at all will be permitted while inside LIRR property. All participants must have current LIRR Roadway Worker Protection ("RWP") training and certification before being allowed on this site visit. A four-hour RWP class will be held at the LIRR Capital Programs Conference Room on the 20th Floor of 450 Seventh Avenue (between West 34th and West 35th Streets) from 9:00 a.m. to 1:00 p.m. on Tuesday, August 14th, 2007. The RWP class will start at 9:00 AM sharp. Participants for the class and the site visit must register by faxing a completed and signed copy of the RWP Class Registration and the Visitor's Release and Indemnity, attached as Addendum 3-Exhibits 1 and 2 hereto, to MTA at 212-878-1055 no later than 11:00 AM on Monday, August 13, 2007. If a participant has currently valid RWP training please note that fact on the faxed copy of the Visitor's Release and Indemnity. Before entering upon LIRR property, each attendee will be required to hand in an original completed and signed copy of his/her Visitor's Release and Indemnity. Each attendee will be responsible for bringing his/her own Personal Safety Protection Equipment – safety shoes, helmet and vest.

Electronic Version of Aerial Survey of ERY and WRY

MTA will provide a CD of an electronic version of the aerial surveys of the ERY and WRY to the Registered Proposer's Security Officer identified in the Registered Proposer's Registration and Confidentiality Agreement upon receipt from that person of the Survey Request Form attached as Addendum 3- Exhibit 3 hereto.

Questions Answered at Pre-Proposal Conference

The following questions were answered at the Pre-Proposal Conference held on Wednesday, August 08, 2007.

1. Q: Can the MTA send a copy of the electronic aerial surveys for both the ERY and the WRY?
A: MTA will provide an electronic copy of the aerial surveys to Registered Proposers only [as described above].

2. Q: Will additional tours of the existing buildings be permitted prior to the RFP response?
A: Yes, we will provide an additional site visit that will go into the relevant buildings on the site for a limited number of representatives of each of the Registered Proposers. Prior to such visit, the attendees will be required to attend the four hour RWP (Roadway Worker Protection) course conducted by LIRR [as described above].

3. Q: Can Steel grillage beams be placed directly on the tracks (perpendicular to the tracks) to serve as support for cribbing protecting the tracks?
A: No.

4. Q: Section 1.3.6 – Are there as-builts available of the locations of all utilities located under the yard surface as well as overhead supported on free-standing structures and/or inside existing structures/buildings that can be provided?
A: There are no as-builts available.

5. Q: If the MOE facility is not to be relocated, what extent of modifications is acceptable to the MTA?
A: Modifications are acceptable as long as the integrity of the facility and 24/7 maintenance operations are not affected or compromised in any way. If you have more specific questions about modifications we would be glad to review them and give you feedback.

6. [RESERVED]

7. Q: ERY Exhibit L indicates 5,000 sf storage adjacent to the MOE facility. WRY Exhibit L indicates 4,500 sf storage adjacent to the MOE block end. Are these two separate requirements?
A: Yes, these are two different locations and two different requirements.

8. Q: ERY Exhibit L includes 72,000 sf for the MOE building. Does this area include area required for a loading dock, locker rooms and engineering facilities?
A: The square footage for the MOE facility set forth in Exhibit L includes all of the functions that take place there now.

9. Q: ERY Exhibit L includes 20,000 sf for construction laydown space. What will the space be used for? Can the space accommodate other uses such as vehicle parking, access to other LIRR facilities?
A: The laydown space is for future RR work. The laydown space should not be considered to be available for other purposes.

10. [RESERVED]

11. Q: How will access rights to the site to perform diligence activities (including environmental studies) differ at each stage of the process (i.e., pre-bid submission, post-bid submission pending selection, post-selection but pre-definitive document execution).

A: There is no anticipation of additional site access being necessary prior to designation. If special circumstances arise which make such additional site visits prudent, MTA will accommodate such visits.

12. Q: What rights would the Designation Letter afford to the Designated Developer?

A: The Designation Letter is an indication of a tentative designation which is then followed by execution of the MOA which will afford the Designated Developer an exclusive negotiation period, including site access.

13. Q: With respect to the \$9.23 million "WRY Off-Site Fixed Amount", does the Designated Developer get such sum back if a Disposition Contract is not entered into within the 120 day period?

A: If a Disposition Contract is not entered into with such Designated Developer, such amount will not be refunded.

14. Q: Is a Proposer for both Yards required to post a \$5 million expense fund for each site or will the MTA recognize the economies of scale that will certainly result from dealing with one developer team for both sites?

A: The MTA will expect a \$5 million expense fund for each site, as stated in the RFP.

15. Q: According to the ERY RFP, construction of the platform above MTA facilities must be completed in a "timely and continuous" manner, presumably because once track outages are necessary for construction, that construction should be completed as quickly as possible to limit the time needed for extended track outages. If construction commences over the ERY "throat" without requiring extended outages, can this section of the platform be built without triggering the "timely and continuous" clause for completion of the entire ERY platform?

A: Once platform construction starts, it needs to be "timely and continuous" to completion.

16. Q: If the MOE facility is partially or totally relocated, can the access road also be relocated as appropriate?

A: Yes, subject to LIRR approval of the relocation.

17. Q: The function of the minimum clearances is clear but the function of the average clearance is not. In order to be sure the proposal achieves what the MTA intends, please explain what is the intent or technical basis of the average clearance.

A: The intent of the average clearance requirement is to assure that the minimum clearance is applied only where necessary and that as much clearance as possible is provided for LIRR workers and equipment below the platform.

18. Q: Can you please provide an electronic background with the locations of the tunnels under the rail yards? Of particular interest is the location of the Empire Line tunnel and the emergency escape tunnel from the North Hudson River Tunnel.

A: No, unfortunately we don't have one.

19. [RESERVED]

20. Q: Are there any special requirements for sewer and water lines run above Rail lines?

A: Sewer and water lines must not be below the deck, per the RFP, and the LIRR facility cannot be exposed to them.

21. Q: Does the West Rail Yard property have any access to Hudson River water and/or riparian rights?

A: No.

22. Q: Does the LIRR have any additional parking requirements beyond the 75 mentioned in the RFP?

A: No.

23. Q: Can a survey (grades and utilities) of the ERY be released?

A: Registered Proposers should review relevant materials in the Reading Room.

24. Q: Can any of the existing operations be moved off-site?

A: No, except for the train storage at Shea.

25. Q: Will access need to be maintained to the water tower and the existing buildings around the water tower including the equipment facility building?

A: Yes, the Designated Developer will need to maintain access on all facilities.

26. Q: During construction, can multiple track outages include physical removal of associated third rail for the same duration?

A: Yes, removal of the third rail is possible in the WRY but not in the ERY.

27. Q: Can alternative approaches ignore all of the Design Guidelines? If not, which elements of the Design Guidelines must be adhered to?

A: WRY Design Guidelines can be ignored at your own risk. The design guidelines have been developed by DCP and HYDC in consultation with us to reflect what the MTA and City anticipate acceptable design contours would be for purposes of achieving successful re-zoning through the ULURP process. If a developer has an alternative design approach that is demonstrably superior, which it believes is very likely to gain the support and approval of the City and other stakeholders in ULURP, and is advantageous to the MTA as well, the RFP permits submission of such an alternative -- but again, such a submission faces an uphill battle in the sense that it does not conform to a set of Guidelines that have already received the advance support of the Speaker of the City Council, DCP and others.

28. Q: Must alternative approaches adhere to the "Additional Development Considerations," in particular the affordable housing program, the school floor-area reservation, reserved administrative space for community and cultural organizations, and retention of the High Line?

A: As stated in the RFP, these Considerations must be addressed in the manner specified in the RFP.

29. Q: Does the Lobbying Law prohibit contacts with all governmental officials, including federal officials such as a Congressman?

A: The Lobbying Law governs contacts with Governmental Entities as such term is defined in that law. The definition includes (1) any department, board, bureau, commission, division, office, council, committee or officer of the state, whether permanent or temporary; (2) each house of the state legislature; (3) the unified court system; (4) any public authority, public benefit corporation or commission created by or existing pursuant to the public authorities law; (5) any public authority or public benefit corporation, at least one of whose members is appointed by the

governor or who serves as a member by virtue of holding a civil office of the state; (6) a municipal agency, as that term is defined in paragraph (ii) of subdivision (s) of section one-c of the legislative law; or (7) a subsidiary or affiliate of such a public authority. The definition does not include the City of New York or the Federal government.

ADDENDUM 3 – EXHIBIT 1

RWP Class Registration

Please provide the following information to register for the RWP training class to be held from 9:00 a.m. to 1:00 p.m. on Tuesday, August 14th, 2007 at the LIRR Capital Programs Conference Room on the 20th Floor of 450 Seventh Avenue (between West 34th and West 35th Streets).

Name: _____

Name of Registered Proposer Being Represented: _____

Business Address: _____

Telephone Number: _____ Email: _____

Date: _____

Signature: _____

**Fax this sheet to MTA at 212-878-1055 no later
than 11:00 AM on Monday, August 13, 2007.**

ADDENDUM 3 – EXHIBIT 2

VISITOR'S RELEASE AND INDEMNITY

Your site visit to the Long Island Rail Road (LIRR) West Side Yard in connection with the Eastern Rail Yard RFP and/or the Western Rail Yard RFP process will involve entry upon certain areas of the LIRR's system that are being used for operating purposes. Trains and other equipment will continue to operate in these areas and the electric power traction system (the "third rail") will remain on or "live." Because we cannot discontinue operations during the period of your visit and because of the nature of the risk to your person, we require that you execute this Visitor's Release and Indemnity prior to the commencement of your visit. Absent execution of the release and indemnity, you will not be permitted to enter upon LIRR property.

VISITOR'S RELEASE AND INDEMNITY

The undersigned (the "Visitor"), in consideration of being permitted to enter upon the premises of the LIRR, hereby (a) assumes any and all risk of and liability for losses, damages, personal injury and/or death which may be suffered or sustained by Visitor while on, at or about such LIRR premises, and (b) on behalf of the Visitor, the Visitor's heirs, executors, administrators, personal representatives, and administrators (collectively, the "Visitor Group"), remise, release and forever quitclaim and discharge The City of New York ("City"), Metropolitan Transportation Authority ("MTA"), Triborough Bridge and Tunnel Authority ("TBTA") and LIRR, and their respective members, officers, agents, and employees, from and against any and all claims and liability whatsoever for any loss, personal injury (including death) or property damage which the Visitor Group have, or can or might have, as the result of any losses, property damage, personal injuries and/or death which may be suffered by the Visitor while on, at or about the premises of the LIRR during such visit, irrespective of whether such loss, injury or damage shall have been due to the negligence of the City, MTA, TBTA, LIRR, or their respective members, officers, agents or employees, or otherwise.

The undersigned further agrees to hold harmless and indemnify the City, MTA, TBTA, LIRR, and their respective members, officers, agents, and employees from any and all loss and liability for damages on account of injuries (including death) to persons and damage to property attributable in whole or in part to the negligence of the undersigned while on or about the premises of the LIRR.

Name: _____

Firm: _____

Address: _____

Telephone Number: _____ Email: _____

Date: _____

Signature: _____

ADDENDUM 3 – EXHIBIT 3

SURVEY REQUEST FORM

The undersigned is the person identified by the Registered Proposer referenced below as such Registered Proposer’s Security Officer in the Registration and Confidentiality Agreement executed and delivered by such Registered Proposer. As the Security Officer, I am responsible for implementing and overseeing all procedures for handling Confidential Information (as such term is defined in the Registration and Confidentiality Agreement) relating to the ERY RFP.

I hereby request that the electronic version of the aerial surveys of the ERY and WRV be sent to me at the below address. I understand and agree that the survey information (i) is security sensitive and confidential, (ii) will be treated as Confidential Information under the Registration and Confidentiality Agreement and (iii) will only be made available to persons who are legally bound to maintain the confidentiality and protect the security of such information.

Registered Proposer: _____

Security Officer’s Name: _____

Security Officer’s Business Address: _____

Telephone Number: _____ Email: _____

Date: _____

Signature: _____

MAIL OR HAND DELIVER THE
EXECUTED FORM TO:

Metropolitan Transportation Authority
Real Estate Department
347 Madison Avenue, 8th Floor
New York, New York 10017
Attn: Roco Krsulic, Director of Real Estate