

THIS SECOND AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT of 245 PARK JV LLC, a Delaware limited liability company (the "Company"), dated as of November 19, 2018 (the "Effective Date"), by and between [REDACTED] Park Ave JV LLC, a Delaware limited liability company (the "Owner Member" or "Managing Member"), having an office c/o HNA Group North America LLC, 1180 Avenue of the Americas, Suite 1801, New York, NY 10036, as member, and [REDACTED] ARK MEMBER LLC, a Delaware limited liability company (the "Investor Member"), having an office at c/o SL Green Realty Corp. 420 Lexington Avenue, 19th Floor, New York, New York 10170, as member.

WITNESSETH:

WHEREAS, the Company was formed on April 21, 2017 upon the filing of a Certificate of Formation (as hereinafter defined) pursuant to the Act;

WHEREAS, the Owner Member and the Investor Member entered into that certain Amended and Restated Limited Liability Company Agreement of the Company, dated as of June 22, 2018 (as the same may have been amended, restated and/or modified, the "Existing LLC Agreement")

WHEREAS, the Owner Member currently owns 51.131% of the limited liability company interest of the Company and the Investor Member currently owns 48.869% of the limited liability company interest of the Company;

WHEREAS, on the date hereof, the parties have agreed that the non-negotiable promissory note in the principal amount of \$75,000,000 issued and delivered by the Investor Member to the Owner Member, in the form attached hereto as Exhibit T, together with any and all interest accrued thereunder, has been forgiven and cancelled by the Owner Member, as a reduction of the purchase price consistent with the terms of such note, and returned to the Investor Member and the Investor Member has no further liability thereunder;

Whereas, the amount of the investment of the Investor Member in the Company as of the Effective Date is \$148,165,906.41;

WHEREAS, the Owner Member and the Investor Member hereby confirm that, for income tax purposes, the Owner Member and the Investor Member have agreed to treat the purchase by the Investor Member of its 48.869% limited liability company interest in the Company in a manner consistent with that described in Situation 1 of Internal Revenue Service Revenue Ruling 99-5, 1999-1, CB 434; and

WHEREAS, the Members desire to (a) amend and restate the Existing LLC Agreement in its entirety as set forth herein and (b) enter into this Agreement to set forth the terms and provisions governing the ownership and operation of the Company and the respective rights and obligations of the Members with respect thereto.

NOW THEREFORE, in consideration of the mutual promises and covenants contained in this Agreement and for other good and valuable consideration, the receipt and sufficiency of which