



As of December 31, 2023

Nina Kubota, President and CEO
NYC School Construction Authority
30-30 Thomson Avenue
Long Island City, NY 11101

Re: NYU Core Project

Dear Ms. Kubota:

As part of the land use and zoning approvals for the NYU Core Project, NYU, as Declarant executed a Restrictive Declaration of Large-Scale General Development dated as of July 24, 2012 and recorded on August 7, 2012 at CRFN 2012000311259 (the “Restrictive Declaration”). Subject to specified conditions, the Restrictive Declaration grants SCA an option (the “Option”) for the construction of a public school in the Bleecker Building (as defined in the Restrictive Declaration; capitalized terms not defined herein shall have the meanings ascribed in the Restrictive Declaration). SCA and NYU have agreed to extend the Option several times and the latest extension expires on December 31, 2023. The Bleecker Building is currently occupied by the Morton Williams grocery store pursuant to a long-term lease, which is further described below.

After discussions between the Declarant and SCA, and in consultation with local stakeholders, it has been determined that a further extension of the Option would benefit the community, the City and NYU, and therefore the parties desire to further extend and modify SCA’s Option pursuant to the terms set forth below:

- Subject to continued compliance with the terms of its lease, Morton Williams will have the right to continue to occupy the property through its current lease term (which expires on February 11, 2031) and the right to exercise its first five-year extension (through February 11, 2036) by March 13, 2030.
- If Morton Williams fails to exercise its first extension, SCA’s Option is extended to 60 days after NYU notifies SCA that Morton Williams failed to exercise its right to extend its lease. SCA may exercise the Option by delivering an election notice to NYU that includes each of the elements specified in Section 5.1 of the Restrictive Declaration (the “School Election Notice”) within such 60-day period, with construction to commence between February 11, 2031 and February 11, 2033.
- If Morton Williams exercises the first extension, then SCA will have the right to exercise its Option by delivering the School Election Notice to NYU no later than February 11, 2035, with construction to commence between February 11, 2036 and February 11, 2038, in which case NYU will exercise the demolition clause in its lease with Morton Williams such that the lease will terminate prior to the expected commencement of construction.

- If SCA fails to exercise its Option after Morton Williams exercises its first extension, Morton Williams will have the right to exercise its second five-year extension under the lease (through February 11, 2041), subject to its continued compliance with the terms of its lease.
- If SCA fails to exercise its Option under either of the scenarios above, the SCA Option will expire, and SCA will have no further rights with respect to the Bleecker Building.

We are pleased to have reached this agreement that provides for the continued presence of Morton Williams at the Bleecker Building, while also preserving the possibility of a public school being built there in the future, thereby addressing the needs of the surrounding community, the SCA and the City, as a whole. Please sign below to indicate your acceptance of the terms set forth above.

Sincerely,



Kyle Kimball

Vice President of Government Relations and Community Engagement

Accepted and agreed:

NEW YORK CITY SCHOOL CONSTRUCTION AUTHORITY

Nina Kubota
President & CEO