

BARGAIN AND SALE DEED

THIS BARGAIN AND SALE DEED, made this 22nd day of November, 2016, from the **GLEN COVE INDUSTRIAL DEVELOPMENT AGENCY**, a New York public benefit corporation having a mailing address of 9-13 Glen Street, Glen Cove, New York (the "Agency") to **RXR GLEN ISLE PARTNERS LLC**, a Delaware limited liability company authorized to do business in New York having an address of 625 RXR Plaza, Uniondale, New York 11556 ("Company").

WITNESSETH:

That the Agency, in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, does hereby grant and release unto the Company, its successors and assigns forever, all right title and interest of the Agency in and to the following:

ALL THAT TRACT OR PARCEL OF LAND, situate in the City of Glen Cove, County of Nassau and State of New York, more particularly described on **Schedule A** attached hereto and made a part hereof (the "Premises").

SUBJECT TO all easements, covenants and restrictions of record.

SUBJECT TO compliance with the requirements of Paragraph 16 of the Agreement And Covenant Not To Sue (Index Number CERCLA-02-99-2008), dated April 17, 1999.

TOGETHER with the appurtenances and all the estate and rights of the Agency in and to said Premises.

TOGETHER with all right, title and interest, if any, of the Agency to any streets and roads abutting the Premises to the center lines thereof.

TO HAVE AND TO HOLD the premises herein granted unto the Company, its successors and assigns forever.

EXCEPTING AND RESERVING therefrom a perpetual exclusive easement in favor of and for the benefit of the Agency, its successor and assigns, and the general public, including the right to assign or dedicate such easement to the City, as more particularly set forth in that certain Garvies Point Perpetual and Exclusive Public Use Easement Agreement, dated the date thereof, between the Company and the Agency, to be recorded immediately after the recordation of this Deed.

This Premises is subject to an Environmental Easement held by the New York State Department of Environmental Conservation pursuant to Title 36 of Article 71 of the Environmental Conservation Law.

AND THE AGENCY COVENANTS that it has not done or suffered anything whereby the Premises have been encumbered in any way whatever. The Agency covenants further that, in compliance with Section 13 of the Lien Law, the Agency will receive the consideration for this conveyance and will hold the right to receive such consideration as a trust fund to be applied first for the purpose of paying the cost of the improvement and will apply the same first to the payment of the cost of the improvement before using any part of the total of the same for any other purpose.

THIS CONVEYANCE does not render the Agency insolvent and is not made in fraud of creditors.

THIS CONVEYANCE is made in the ordinary course of Agency's business and does not constitute all or substantially all of the assets of the Agency. This Deed may be executed by the parties in counterparts.

Tax ID Nos:

Section 21, Block A, Lots 431, 542-545

Section 21, Block 259, Lot 2, P/O Lot 3 & 4 *and lot 8*

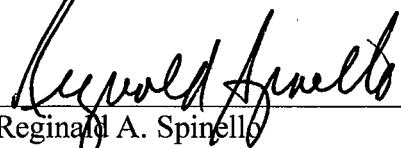
Section 21, Block A, Lots 459, 541, 648, 687, 688, 689, 690, 692 & 694

Section 31, Block G, Lot 617

[Signature Page Follows]

IN WITNESS WHEREOF, the Agency has caused this instrument to be executed and delivered as of the day and year first above written.

**GLEN COVE INDUSTRIAL
DEVELOPMENT AGENCY**

By: 
Name: Reginald A. Spinello
Its: Chairman

The undersigned hereby accepts the terms and conditions of this Deed and accepts title subject to the exceptions described herein.

RXR GLEN ISLE PARTNERS LLC

By: _____
Name:
Title:

BARGAIN AND SALE DEED

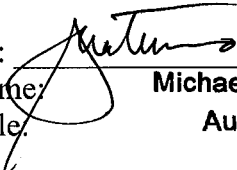
IN WITNESS WHEREOF, the Agency has caused this instrument to be executed and delivered as of the day and year first above written.

**GLEN COVE INDUSTRIAL
DEVELOPMENT AGENCY**

By: _____
Name: Reginald A. Spinello
Its: Chairman

The undersigned hereby accepts the terms and conditions of this Deed and accepts title subject to the exceptions described herein.

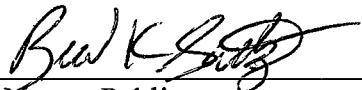
RXR GLEN ISLE PARTNERS, LLC

By:  _____
Name: Michael Maturo
Title: Authorized Person

(Signature Page To Bargain and Sale Deed)

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

On the 17th day of November, 2016, before me, the undersigned, a Notary Public in and for said State, personally appeared **REGINALD A. SPINELLO**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.



Notary Public

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

BRAD K. SCHWARTZ
Notary Public, State of New York
No. 02SC6337897
Qualified in Westchester County
Commission Expires 02/29/2020

On the ____ day of _____, 2016, before me, the undersigned, a Notary Public in and for said State, personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

RECORD AND RETURN TO

**Farrell Fritz, P.C.
1320 RXR Plaza
Uniondale, New York 11556
Attention: Peter L. Curry, Esq.**

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

On the ____ day of November, 2016, before me, the undersigned, a Notary Public in and for said State, personally appeared **REGINALD A. SPINELLO**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

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

On the 17th day of November 2016, before me, the undersigned, a Notary Public in and for said State, personally appeared Michael Naturo, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.



Notary Public

DAWN M. KENNY
Notary Public, State of New York
No. 01KE5040363
Qualified in Nassau County
Commission Expires March 13, 20 19

SCHEDULE A

LEGAL DESCRIPTION OF PREMISES

FF\6036134.1

LAND CONVEYANCE PARCEL 1:

ALL that certain plot, piece or parcel of land, situate, lying and being in the City of Glen Cove, in the County of Nassau and State of New York, bounded and described, as follows:

BEGINNING at a point on the westerly line of Dickson Lane distant the following courses and distances from the extreme southwesterly end of the curve which connects the new westerly line of Dickson Lane, as conveyed to the City of Glen Cove, with the new northwesterly line of Garvies Point Road, as conveyed to the City of Glen Cove:

1. Generally northwesterly and northerly along the new northwesterly line of Garvies Point Road and the new westerly line of Dickson Lane, along the arc of a curve bearing to the left having a radius of 340.50 feet, a distance of 322.24 feet to a point of compound curve and on the new westerly line of Dickson Lane;
2. Along the new westerly line of Dickson Lane, as its winds and turns, the following six (6) courses and distances:
 - a. Generally northerly, northwesterly and westerly along arc of a curve bearing to the left having a radius of 60.50 feet; a distance of 103.23 feet to a point;
 - b. North 11 degrees 35 minutes 34 seconds west, 72.98 feet to a point;
 - c. North 62 degrees 21 minutes 56 seconds east, 27.07 feet to a point;
 - d. North 33 degrees 12 minutes 57 seconds east, 59.31 feet to a point;
 - e. North 10 degrees 28 minutes 51 seconds west, 16.51 feet to a point; and
 - f. North 84 degrees 28 minutes 06 seconds east, 14.04 feet to the present westerly line of Dickson Lane;
3. north 05 degrees 31 minutes 54 seconds west, along the present westerly line of Dickson Lane, 66.36 feet to a point;
4. north 11 degrees 15 minutes 54 seconds west, still along the present westerly line of Dickson Lane, 377.61 feet to the true point of beginning;

RUNNING THENCE from said true point of beginning south 80 degrees 48 minutes 11 seconds west, a distance of 273.92 feet to a point;

THENCE south 11 degrees 33 minutes 39 seconds east, a distance of 398.08 feet to a point;

THENCE south 78 degrees 26 minutes 21 seconds west, a distance of 200.00 feet to a point;

THENCE north 11 degrees 33 minutes 39 seconds west, a distance of 20.59 feet to a point;

THENCE south 78 degrees 26 minutes 21 seconds west, a distance of 320.22 feet to a point;

THENCE north 11 degrees 33 minutes 39 seconds west, a distance of 311.46 feet to a point in lands now or formerly of Fair Housing Development Fund Corp.

THENCE the following five (5) courses and distances along said lands now or formerly of Fair Housing Development Fund Corp.;

1. north 78 degrees 34 minutes 21 seconds east, 193.47 feet;
2. north 12 degrees 18 minutes 48 seconds west, 158.24 feet;
3. north 03 degrees 22 minutes 06 seconds east, 140.00 feet;
4. north 33 degrees 52 minutes 06 seconds east, 80.00 feet; and
5. north 78 degrees 52 minutes 06 seconds east, 186.87 feet to a point to lands now or formerly of A. F. Kaufman, Inc.

THENCE along said lands now or formerly of A .F. Kaufman, Inc. the following (2) courses and distances:

1. south 11 degrees 15 minutes 54 seconds east, 179.70 feet;
2. north 80 degrees 48 minutes 06 seconds east, 324.31 feet to the present westerly line of Dickson Lane, and;

THENCE south 11 degrees 15 minutes 54 seconds east, along the present westerly line of Dickson Lane, 99.99 feet, more or less to the point or place of BEGINNING.

TOGETHER with the benefits, but subject to the burdens of that certain 25 foot wide right of way as granted and reserved by Creek Development Corp. to Edna Dorfman by deed dated December 22, 1956, recorded January 14, 1957 in Liber 6153 of Deeds page 244 and reserved over premises southerly by deed dated December 22, 1956 made by Creek Development Corp. to Frank Marmorale. The centerline of such right-of-way being described as beginning 50 feet northerly from the division line of Tax Lots 545 and 505 and running thence southerly along the division line between Tax Lots 545, 489, 505 and 643, 468 and 643 to the northerly line of Garvies Point Road.

SECTION: 21, BLOCK A LOTS: LOTS 431, 542 – 545

**LEGAL DESCRIPTION
FOR CONVEYANCE
GCIDA TO RXR GLEN ISLE PARTNERS LLC**

ALL that certain plot, piece or parcel of land, situate, lying and being in the City of Glen Cove, in the County of Nassau and State of New York, bounded and described, as follows:

BEGINNING at the corner formed by the intersection of new southerly line of Herb Hill Road, as conveyed to the City of Glen Cove, with the new southerly line of Dickson Lane, a/k/a Garvies Point Road, as conveyed to the City of Glen Cove;

RUNNING THENCE north 64 degrees 46 minutes 34 seconds east, along the new southeasterly line of Herb Hill Road, 604.90 feet to a point;

THENCE south 21 degrees 45 minutes 39 seconds east, 104.01 feet to a point;

THENCE south 70 degrees 19 minutes 01 seconds west, 58.88 feet to a point;

THENCE south 21 degrees 45 minutes 39 seconds east, 111.94 feet to a point;

THENCE north 67 degrees 40 minutes 17 seconds east 156.75 to a point;

THENCE south 21 degrees 45 minutes 39 seconds east, 145.72 feet to the northerly line of Glen Cove Creek; land the of United States of America;

THENCE along the said northerly line of Glen Cove Creek the following twelve (12) courses and distances:

1. south 57 degrees 57 minutes 27 seconds west, 258.08 feet to a point;
2. south 62 degrees 05 minutes 27 seconds west, 1.32 feet to a point;
3. north 21 degrees 50 minutes 53 seconds west, 8.70 feet to a point;
4. south 62 degrees 58 minutes 47 seconds west, 215.45 feet to a point;
5. south 62 degrees 05 minutes 27 seconds west, 333.70 feet to a point; and
6. south 62 degrees 25 minutes 57 seconds west, 244.81 feet to a point;
7. south 56 degrees 39 minutes 17 seconds west, 69.05 feet to a point;
8. north 33 degrees 20 minutes 43 seconds west, 13.15 feet to a point;
9. south 56 degrees 39 minutes 17 seconds west, 2360.55 feet to a point;
10. south 56 degrees 39 minutes 58 seconds west, 343.78 feet to a point;
11. north 33 degrees 49 minutes 42 seconds west, 34.79 feet to a point;
12. south 39 degrees 09 minutes 49 seconds west, 38.08 feet to a point in the mean high water line of Hempstead Harbor;

THENCE along said mean high water line of Hempstead Harbor the following eight (8) courses and distances:

1. north 16 degrees 46 minutes 23 seconds west, 23.78 feet to a point;
2. north 10 degrees 26 minutes 35 seconds west, 27.46 feet to a point;;
3. north 11 degrees 46 minutes 23 seconds west, 87.86 feet to a point;;
4. north 22 degrees 07 minutes 05 seconds west, 29.15 feet to a point;
5. north 24 degrees 56 minutes 03 seconds west, 68.57 feet to a point;;
6. north 60 degrees 45 minutes 29 seconds west, 100.11 feet to a point;
7. north 54 degrees 25 minutes 13 seconds west, 108.73 feet to a point;
8. north 70 degrees 53 minutes 18 seconds west, 203.16 feet to the new southerly line of Garvies Point Road;

THENCE along the new southerly line of Garvies Point Road, the following twenty-six (26) courses and distances:

1. north 44 degrees 42 minutes 14 seconds east, 163.72 feet to a point;
2. north 55 degrees 48 minutes 17 seconds east, 15.26 feet to a point;
3. generally southeasterly, easterly and northeasterly along the arc of a curve bearing to the left having a radius of 80.00 feet a distance of 239.33 feet to a point;
4. north 47 degrees 14 minutes 23 seconds east, 439.69 feet to a point or curve;
5. generally easterly along the arc of a curve bearing to the right having a radius of 341.50 feet a distance of 123.04 feet to a point;
6. north 67 degrees 52 minutes 59 seconds east, 106.46 feet to a point;
7. generally easterly along the arc of a curve bearing to the right having a radius of 566.50 feet, a distance of 62.00 feet to a point;
8. north 74 degrees 09 minutes 13 seconds east, 571.72 feet to a point of curve;
9. generally easterly along the arc of a curve bearing to the right having a radius of 766.50 feet, a distance of 303.47 feet to a point;
10. south 80 degrees 36 minutes 11 seconds east, 11.66 feet to a point; and
11. south 88 degrees 12 minutes 16 seconds east, 50.06 feet to a point;
12. south 78 degrees 57 minutes 57 seconds east, 66.42 feet to a point of curve;
13. generally southeasterly along the arc of a curve bearing to the left having a radius of 497.24 feet a distance of 55.74 feet to a point of compound curve;
14. generally southeasterly along the arc of a curve bearing to the left having a radius of 480.00 feet, a distance of 69.77 feet to a point;
15. south 74 degrees 42 minutes 09 seconds east, 31.02 feet to a point of curve;
16. northeasterly along the arc of a curve bearing to the left having a radius of 488.50 feet, a distance of 254.48 feet to a point;
17. north 57 degrees 47 minutes 20 seconds east, 131.23 feet to a point of curve;
18. generally northeasterly along the arc of a curve bearing to the left having a radius of 1038.50 feet, a distance of 81.38 feet to a point;
19. north 53 degrees 17 minutes 56 seconds east, 288.50 feet to a point;
20. north 23 degrees 52 minutes 35 seconds east, 8.14 feet to a point;
21. north 53 degrees 17 minutes 56 seconds east, 102.15 feet to a point of curve;
22. northeasterly along the arc of a curve bearing to the left having a radius of 409.50 feet a

- distance of 236.47 feet;
23. north 32 degrees 09 minutes 06 seconds east, 39.32 feet to a point;
 24. north 05 degrees 31 minutes 54 seconds west, 31.30 feet to a point;
 25. northeasterly along the arc of a curve bearing to the left having a radius of 409.50 feet a distance of 94.68 feet to a point; and
 26. north 30 degrees 21 minutes 53 seconds east, 137.96 feet to the aforementioned corner, the point or place of BEGINNING.

SECTION 21 BLOCK 259 LOT 2 P/O LOT 3 & 4 and LOT 8
SECTION 21 BLOCKS LOTS 459, 541, 648, 687, 688, 689, 690, 692 & 694

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LAND CONVEYANCE PARCEL 3:

ALL that certain plot, piece or parcel of land, situate, lying and being in the City of Glen Cove, in the County of Nassau and State of New York, bounded and described as follows:

BEGINNING at the corner formed by the intersection of the present easterly line of Dickson Lane and the southerly line of The Place;

RUNNING THENCE along the southerly line of The Place the following two (2) courses and distances:

1. north 58 degrees 57 minutes 06 seconds east, 160.36 feet to a point;
2. north 56 degrees 28 minutes 06 seconds east, 20.59 feet to a point to the lands now or formerly of Konica Imaging USA, Inc.;

THENCE the following two (2) courses and distances along said lands now or formerly of Konica Imaging USA, Inc.

1. south 17 degrees 57 minutes 24 seconds east, 409.28 feet to a point;
2. south 22 degrees 40 minutes 49 seconds east, 429.00 feet to the present northerly line of Herb Hill Road; and

THENCE south 64 degrees 43 minutes 51 seconds west, along the present northerly line of Herb Hill Road, 254.52 feet to the northeasterly line of Dickson Lane, as conveyed to the City of Glen Cove, (hereinafter the "new northeasterly line of Dickson Lane");

THENCE the following four (4) courses and distances along the new northeasterly and new easterly line of Dickson Place;

1. north 86 degrees 34 minutes 38 seconds west, 31.15 feet to a point;
2. north 52 degrees 14 minutes 56 seconds west, 29.24 feet to a point;
3. north 10 degrees 28 minutes 51 seconds west, 10.82 feet to a point;
4. south 84 degrees 28 minutes 06 seconds west, 12.66 feet to a point; to the present easterly line of Dickson Lane; and

RUNNING THENCE the following two (2) courses and distances along the present easterly line of Dickson Lane;

1. north 05 degrees 31 minutes 54 seconds west, 61.71 feet to a point; and
2. north 11 degrees 15 minutes 54 seconds west, 723.06 feet to the aforementioned corner the point or place of BEGINNING.

SECTION 31 BLOCK G LOT 617