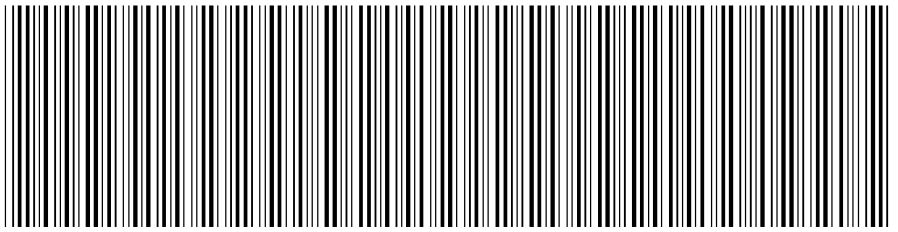


**NYC DEPARTMENT OF FINANCE
OFFICE OF THE CITY REGISTER**

This page is part of the instrument. The City Register will rely on the information provided by you on this page for purposes of indexing this instrument. The information on this page will control for indexing purposes in the event of any conflict with the rest of the document.



2019111800221001005E32A5

RECORDING AND ENDORSEMENT COVER PAGE

PAGE 1 OF 10

Document ID: 2019111800221001 Document Date: 11-14-2019 Preparation Date: 11-25-2019
Document Type: MEMORANDUM OF CONTRACT
Document Page Count: 9

PRESENTER: NEW YORK LAND SERVICES/TO BE PICKED UP 630 THIRD AVENUE- 12TH FLOOR NEW YORK, NY 10017 212-490-2277 TITLE NO. 17NYK13040	RETURN TO: MINNIE BELLOMO, ESQ. GREENBERG TRAURIG, ESQ. 200 PARK AVENUE NEW YORK, NY 10166
---	---

PROPERTY DATA				
Borough	Block	Lot	Unit	Address
BROOKLYN	1242	1	Entire Lot	920 PARK PLACE
Property Type: RELIGIOUS STRUCTURE				

CROSS REFERENCE DATA

CRFN _____ or DocumentID _____ or _____ Year _____ Reel _____ Page _____ or File Number _____

PARTIES	
PARTY ONE: NORTHEASTERN CONFERENCE CORPORATION OF THE SEVENTH-DAY ADVENTISTS, 115-50 MERRICK BLVD.	PARTY TWO: 959 STERLING PARTNERS LLC 475 PARK AVENUE SOUTH, SUITE 1206 NEW YORK, NY 10016

FEES AND TAXES			
Mortgage :		Filing Fee:	
Mortgage Amount:	\$	0.00	\$ 100.00
Taxable Mortgage Amount:	\$	0.00	NYC Real Property Transfer Tax:
Exemption:			\$ 0.00
TAXES: County (Basic):	\$	0.00	NYS Real Estate Transfer Tax:
City (Additional):	\$	0.00	\$ 0.00
Spec (Additional):	\$	0.00	
TASF:	\$	0.00	
MTA:	\$	0.00	
NYCTA:	\$	0.00	
Additional MRT:	\$	0.00	
TOTAL:	\$	0.00	
Recording Fee:	\$	82.00	
Affidavit Fee:	\$	0.00	

**RECORDED OR FILED IN THE OFFICE
OF THE CITY REGISTER OF THE
CITY OF NEW YORK**

Recorded/Filed 11-26-2019 16:10
City Register File No.(CRFN):
2019000387727



Annette McMill
City Register Official Signature

AMENDED AND RESTATED MEMORANDUM OF CONTRACT

Seller:

**NORTHEASTERN CONFERENCE CORPORATION OF THE SEVENTH-DAY
ADVENTISTS**

Buyer:

959 STERLING PARTNERS LLC

Premises:

**920 Park Place
Brooklyn, New York
Block: 1242
Lot: 1
Kings County**

Record and Return To:

**Minnie Bellomo, Esq.
Greenberg Traurig, LLP
200 Park Avenue
New York, New York 10166**

AMENDED AND RESTATED MEMORANDUM OF CONTRACT

1. Purchase and Sale Agreement executed as of December 15, 2017, as amended by the First Amendment to Real Property and Development Rights Purchase and Sale Agreement dated as of March 14, 2018, the Second Amendment to Real Property and Development Rights Purchase and Sale Agreement dated as of June 21, 2018, the Third Amendment to Real Property and Development Rights Purchase and Sale Agreement dated as of December 18, 2018, the Fourth Amendment to Real Property and Development Rights Purchase and Sale Agreement dated as of April 3, 2019 and the Fifth Amendment to Real Property and Development Rights Purchase and Sale Agreement dated as of November 14, 2019 (the "Effective Date") between NORTHEASTERN CONFERENCE CORPORATION OF THE SEVENTH-DAY ADVENTISTS, as Seller, and 959 STERLING PARTNERS, LLC, as Purchaser (the "Agreement").
2. Name and street address of Buyer:

959 STERLING PARTNERS LLC
c/o Hope Street Capital LLC
475 Park Avenue South, Suite 1206
New York, New York 10016
Attention: Jeff Gershon
3. Name and street address of Seller:

NORTHEASTERN CONFERENCE CORPORATION
OF THE SEVENTH-DAY ADVENTISTS
115-50 Merrick Blvd.
Jamaica, New York 11434
Attention: Oswald Euell
4. Description of Premises:

That certain lot, piece or parcel of land and the improvements thereon as more particularly described on **Schedule A** attached hereto (the "Premises") being a portion of that property known as 920 Park Place in the City of New York, County of Kings and State of New York, Lot 1 in Block 1242, as more particularly described in its entirety on **Schedule B** attached hereto (the "Original Property").
5. Pursuant to the Agreement, the conveyance of title to the Premises is scheduled to occur on a date following the satisfaction of certain express conditions to the conveyance in accordance with the terms of the Agreement (the "Closing Date"), which Closing Date is expected to occur no later than December 31, 2020.
6. The Agreement provides that certain payments be made to Seller prior to the Closing Date upon the occurrence of certain events, in each case more expressly set forth in the Agreement, such payments not to exceed \$2,650,000.00.


7. In the event any conflict exists between the terms and provisions of this Amended and Restated Memorandum of Contract and the terms and provisions of the Agreement, the terms and provisions of the Agreement shall control in all respects.
8. Seller and Buyer have executed, delivered and shall record this Amended and Restated Memorandum of Contract for the sole purpose of giving notice to third persons of the existence and effect of the Agreement without recording the entire Agreement itself. It is acknowledged that the complete detailed terms, covenants and conditions of the Agreement appear in the Agreement itself. Nothing contained herein is intended to or does change, modify or affect any of the terms or provisions of the Agreement or the rights, duties, obligations, conditions and agreements created thereby, all of which remain in full force and effect.
9. This Amended and Restated Memorandum of Contract amends and restates that certain Memorandum of Contract dated as of December 15, 2017 between Seller and Purchaser, recorded as CRFN2018000006511 on January 5, 2018 in the City Register of the City of New York. This Amended and Restated Memorandum of Contract is being entered into pursuant to New York Real Property Law Section 294.

[SIGNATURE PAGE FOLLOWS]

Whereas the parties hereto have executed this Memorandum as of the 14 day of November, 2019.

SELLER:

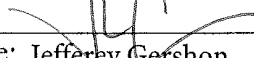
**NORTHEASTERN CONFERENCE
CORPORATION OF THE SEVENTH-
DAY ADVENTISTS,**
a religious non-profit organization of the General
Conference of Seventh-day Adventists

By: 
Name: Oswald Euell
Title: Executive Secretary

[signatures continue on following page]

BUYER:

959 STERLING PARTNERS LLC,
a New York limited liability company

By: 
Name: Jeffrey Gershon
Title: Authorized Signatory

ACKNOWLEDGMENT

Within New York:

STATE OF NEW YORK)
) ss.: JAMAICA
COUNTY OF QUEENS)

On the 14th day of NOVEMBER in the year 2019, before me, the undersigned, a Notary Public in and for said State, personally appeared OSWALD FUELL, 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 she/he executed the same in her/his capacity, and that by her/his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Rosemarie E. Brady
Notary Public (SEAL)

ROSEMARIE ELIZABETH BRADY
Notary Public, State of New York
No. 01BR6357077
Qualified in Queens County
Commission Expires 04/10/2021

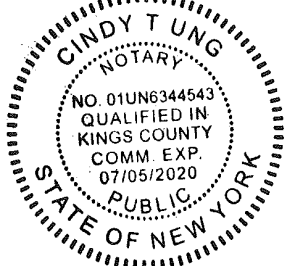
ACKNOWLEDGMENT

Within New York:

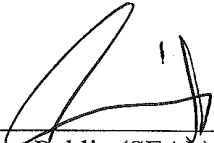
STATE OF NEW YORK)

COUNTY OF Kings)

ss.:



On the 13 day of November in the year 2019, before me, the undersigned, a Notary Public in and for said State, personally appeared Jeffrey Gershon, 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 she/he executed the same in her/his capacity, and that by her/his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.



 Notary Public (SEAL)

SCHEDULE A

Description of the Premises

All that certain plot, piece or parcel of land, situate, lying and being in the Borough of Brooklyn, County of Kings, City and State of New York, bounded and described as follows:

BEGINNING at the corner formed by the intersection of the northerly side of Sterling Place and the easterly side of New York Avenue;

RUNNING THENCE northerly along said easterly side of New York Avenue, a distance of 114.00' to a point;

THENCE easterly and parallel with Sterling Place, a distance of 154.56 feet to a point;

THENCE southerly and perpendicular to Sterling Place, a distance of 48.66 feet to a point;

THENCE easterly and parallel with Sterling Place, a distance of 42.58 feet to a point;

THENCE northerly and perpendicular to Sterling Place, a distance of 48.66 feet to a point;

THENCE easterly and parallel with Sterling Place, a distance of 104.88 feet to a point;

THENCE southerly and perpendicular to Sterling Place, a distance of 26.40 feet to a point;

THENCE easterly and parallel with Sterling Place, a distance of 47.98 feet to a point;

THENCE southerly and perpendicular to Sterling Place, a distance of 87.60 feet to a point along the northerly side of Sterling Place;

THENCE westerly along said northerly side of Sterling Place, a distance of 350.00 feet to the POINT or PLACE of BEGINNING.

Area containing 36,561.40 Square Feet or 0 .8393 Acres

SCHEDULE B

Description of the Premises - Original Property

ALL that certain plot, piece or parcel of land, with improvements thereon, situate, lying and being in the Borough of Brooklyn, County of Kings, City and State of New York, bounded and described as follows:

Original Parcel:

Beginning at the intersection formed by the Southerly line of Park Place, formerly Baltic Street, with the Easterly line of New York Avenue. Running thence the following 4 courses and distances;

- 1) Easterly, along the Southerly line of Park Place, 350 feet.
- 2) Southerly, Parallel with the Easterly line of New York Avenue, 255.58 feet. To the Northerly line of Sterling Place, formerly Butler Street.
- 3) Westerly, along the Northerly line of Sterling Place, 350 feet, to the Easterly line of New York Avenue.
- 4) Northerly, along the Easterly line of New York Avenue, 255.58 feet to the Point or place of Beginning.