

ATTORNEY GENERAL OF THE STATE OF NEW YORK  
COUNTY OF KINGS

In the Matter of the Application of:

DOWNSTATE AT LICH HOLDING COMPANY, INC.

For Approval to Sell Real Property Pursuant to Sections  
510 and 511-a of the Not-for-Profit Corporation Law

ATTORNEY  
GENERAL APPROVAL

OAG No.: OAG-NYC-2026-101

By Petition verified on January 28, 2026, DOWNSTATE AT LICH HOLDINGS COMPANY, INC. (“Petitioner”) applied to the Attorney General pursuant to Sections 510 and 511-a of the Not-for-Profit Corporation Law for approval of an application to sell all of the real property owned by Petitioner pursuant to the Purchase and Sale Agreement dated as of September 16, 2025.

1. The assets that are the subject of the Petition are that certain parcel of real property situated, lying and being in the City of New York, County of Kings, commonly known as 363 Hicks Street, 365 Hicks Street, 97 Amity Street, and 340 Henry Street, Brooklyn, New York, 11201.
2. The terms of the transaction and the consideration are as follows:
  - a. The real property being sold pursuant to the Purchase and Sale Agreement, dated as of September 16, 2025 (the “PSA”), includes the Henry Street Building at 97 Amity Street and 340 Henry Street, Brooklyn, New York, 11201 and the Polak Pavilion at 363 Hicks Street, Brooklyn, New York, 11201 (the “Subject Property”). The Subject Property is designated at Block 290, Lot 13 on the tax map of the Borough of Brooklyn. The Subject Property includes all buildings and structures, and all improvements, fittings and fixtures of every kind appurtenant to and used with the aforementioned land.
  - b. The Purchaser is 97 Amity L.L.C., a New York limited liability company, an affiliate of Rockrose, a real estate development firm. At the closing of the proposed transaction, the ultimate beneficial owners of 97 Amity L.L.C. will be trusts for the benefit of the issue of Henry and Nancy Elghanayan.
  - c. The consideration to be received for the Subject Property is \$100 million. The consideration will be paid in cash funds at or before the closing of the transaction.
3. The Petition has disclosed the existence of two lawsuits: *Downstate at LICH Holding Company, Inc. v. Fortis Property Group, LLC*, Albany County Index No. 907530-23 and *FPG Cobble Hill Acquisitions, LLC v. Downstate at LICH Holding Company, Inc.*, Kings County Index No. 517473/2025. In the action pending in Albany County, the parties have pleaded monetary claims against each other arising from a prior,

terminated purchase and sale agreement with respect to the Subject Property. In the action pending in Kings County, the plaintiff is seeking a declaratory judgment that the redevelopment of the Subject Property requires the plaintiff's consent. The Petition represents that neither action has the potential to impact Petitioner's right to transfer the Subject Property. This Approval shall not be construed as taking any position on the merits of either litigation or the relief sought therein.

4. The anticipated transaction expenses are estimated to total approximately \$2,215,063 comprised of brokerage fee in the amount of \$759,063; N.Y.S. transfer tax in the amount of \$650,000; legal fees in the amount of \$450,000; professional fees to comply with the State Environmental Quality Review Act in the amount of \$175,000; appraisal in the amount of \$40,000; title company escrow fee in the amount of \$1,000; and building violations accrued prior to the closing estimated to be less than \$325,000. Pursuant to the PSA, the Petitioner will receive a lien credit at the closing of \$185,000.
5. The net proceeds of the transaction, anticipated to total approximately \$97,784,937, will be used for the following purposes:
  - a. Transmit \$5 million of the net proceeds into a PSA-required indemnity holdback or a third-party escrow to satisfy indemnity obligations under the PSA.
  - b. Establish a separate segregated fund of up to \$5 million to cover operational and litigation costs during the five-year reversionary period applicable to the NYU Hospitals Center conveyance that occurred in 2023.
  - c. The remaining proceeds shall be held by Petitioner in a segregated restricted fund to be applied to support the operation of health care facilities by SUNY and in particular SUNY Downstate Health Sciences University ("SUNY Downstate"), to support SUNY in carrying out its governmental purposes of health care education and research, and to support the operation of hospital facilities (including the University Hospital at SUNY Downstate) on a non-profit basis by SUNY.
6. Based on a review of the Petition, the exhibits thereto, the additional documents and information requested by the Attorney General, and the verification of Robert Haelen, the President of Petitioner Downstate at LICH Holding Company, Inc., that Petitioner Downstate at LICH Holding Company, Inc. has complied with the provisions of the Not-for-Profit Corporation Law applicable to the sale or other disposition of all or substantially all of its assets, and neither Petitioner nor any third party having raised with the Attorney General any objections to the proposed transaction, the transaction is approved.

7. Petitioner shall provide written notice to the Attorney General that the transaction has been completed, if it has been abandoned, or if it is still pending ninety (90) days after approval. Should the plaintiff in either of the above-referenced legal actions move to prevent Petitioner from transferring the Subject Property, including, but not limited to, by filing a new legal action or moving to amend its complaint (“Changed Circumstances”), Petitioner shall notify the Attorney General immediately and provide a copy of all relevant papers. Petitioner shall not take further action to transfer the Subject Property, after notifying the Attorney General of the Changed Circumstances, until receiving further notification from the Attorney General that it may do so.
8. Petitioner shall provide the Attorney General with a copy of the final closing statement for the transaction within 30 days after closing.
9. None of the terms or parties referenced in this Attorney General Approval may be changed without further approval of the Attorney General.

Letitia James  
Attorney General of the State of New York

By: Michèle L. Abeles Dated: January 29, 2026

Assistant Attorney General