



# ROBERT M. KESSLER

## SPECIAL COUNSEL - Transactions

733 Third Avenue, New York, NY 10017 | rkessler@rosenbergestis.com | 212-551-1250



### Practice Areas

Transactions  
Development  
Leasing  
Ground Leases  
Construction Agreements

### Bar Admissions

New York, 1986

### Education

#### University of North Carolina School of Law

• J.D. - 1985

#### Honors & Activities:

• *North Carolina Law Review*, Note and Comment Editor; With Honors

#### University of North Carolina at Chapel Hill

• M.A. - 1985

#### University of Pennsylvania

• B.A. - 1981

#### Honors & Activities:

• With Honors

**Robert M. Kessler** joined Rosenberg & Estis in 1997 and is Special Counsel with the firm's Transactional Department. Kessler has represented both for-profit and not-for-profit entities as developers, sellers, purchasers, landlords, and tenants in real estate transactions and real estate-related contracting of various types, sizes and complexity. In particular, Kessler represents owners and tenants on net leases, commercial leases, telecommunications matters, and preparation and negotiation of contracts (e.g., consulting, construction and management) in connection with the development, improvement, occupancy, and operation of real estate. He has expertise in public-private transactions, including ground leases and subway station improvement agreements for three prime sites in the Times Square area, and leasehold condominiums for not-for-profit organizations. In addition, he represented an owner/operator of ferry and tour boats on various transactional and operational matters, including contracts with governmental agencies and the sale of assets.

Prior to joining Rosenberg & Estis, Kessler was Senior Counsel at the New York City Economic Development Corporation (EDC). At EDC he was instrumental in forging many of New York City's largest and most sophisticated public/private real estate ventures, including the 42nd Street/ Times Square redevelopment, Metro-Tech, Brooklyn Renaissance Plaza, and Queens West. Kessler also represented EDC and the New York City Industrial Development Agency (IDA) on many other sale, lease, development, construction, privatization, regulatory, contracting and financing matters.

Kessler's over 35 years of extensive experience have included such diverse topics as land use and zoning, environmental regulation, legislative affairs, condemnation, tax abatements and exemptions, New York City and State procurement and public approval processes, corporate retention incentive transactions and privatization of City assets. He has, in addition, been a speaker on public/private partnerships and been named a New York Super Lawyer.

### Notable Work

- Represented an international hotel company on the sale of a high-profile asset in midtown Manhattan.
- Represented another international hotel owner on the ground lease of a downtown Manhattan hotel.



733 Third Avenue,  
New York, NY 20017  
www.rosenbergestis.com

# ROBERT M. KESSLER

- Represented the purchaser of major food industry business in aspects of its purchase relating to the seller's IDA obligations.
- Represented The Durst Organization with respect to lease extension and multiple signage-related agreements in connection with Nasdaq's relocation of its headquarters to 151 W. 42nd St. (f/k/a 4 Times Square), completing a complicated transaction in a compressed time frame.
- With a team of colleagues and co-counsel, represented a charitable foundation in the net lease of an 11-story building on 5th Avenue, the formation of a leasehold condominium and the leaseback of certain space.
- Led a team of attorneys representing Durst Broadcasting LLC in multiple simultaneous agreements to relocate broadcasters to One World Trade Center and in several subsequent agreements with broadcasters.
- Represented The Ford Foundation in connection with a major redevelopment and renovation of their iconic 1967 landmark headquarters building in Midtown Manhattan and temporary relocation during such renovation, as well as on various leasing and property management contracts.
- Continuous representation of owners with respect to construction management and general contractor agreements, including representation from May 2014 through the present of over 12 different clients in construction management agreements or general contracts with over 18 different construction managers/general contractors for over 25 projects of various sizes in the New York City metropolitan area, Georgia and Florida. These projects included ground-up developments, building renovations, and interior fit-outs, ranging from several million to several hundred million dollars in value.
- Led a team of attorneys representing New York Trans Harbor LLC, d/b/a New York Water Taxi, owned by The Durst Organization, in the sale of the New York Water Taxi business to a subsidiary of New York Cruise Lines, Inc.
- With a team of colleagues, represented Cornell University in the net lease of a building on East 71st Street and East 72nd Street in Manhattan and sale of a leasehold condominium unit to The Hospital for Special Surgery. The effort required the negotiation and drafting of a net lease and documents for creation and sale of a leasehold condominium, including addressing complex issues such as structuring the transaction for tax efficiency, responsibility for building improvements, operation and use of shared facilities, reciprocal rights, options for purchase and sale of units, use of excess development rights, and condominium governance.
- Represented The Durst Organization on a lease of prime retail space and signage-related agreements at 151 W. 42nd St. (f/k/a 4 Times Square) to H&M, and ongoing amendments of such documents, including related to the COVID-19 pandemic.
- Represented International Olive Company, Inc. in a 49-year net lease of an occupied six-story building in SoHo. This transaction was completed in the midst of ongoing tenant litigation.
- Represented tax-exempt charitable trust in connection with a 2011 net sublease of and capital improvements to a midtown Manhattan



# ROBERT M. KESSLER

- office building, including sub-sublease, construction contracts, multiple SNDAs and leasehold condominium.
- Represented Joint Venture of SJP Properties, Inc. and Prudential Real Estate Investors on Ground Lease transaction and exercise of purchase option for Times Square site with 42nd Street Development Project Inc. (a subsidiary of New York State Urban Development Corporation d/b/a Empire State Development) and The City of New York, and related agreements, including easement and Subway Entrance Agreement with New York City Transit Authority.
  - Represented Joint Venture of Durst Organization and Bank of America on Ground Lease transaction for midtown Manhattan property (One Bryant Park) acquired by eminent domain by New York State Urban Development Corporation (d/b/a Empire State Development), and related development and construction-related agreements, including retail leases, complicated parcel acquisitions, and Subway Agreement with New York City Transit Authority, and ongoing amendments of such documents.
  - Review, drafting and negotiation of certain World Trade Center documentation for Durst Organization as consultant/joint venture partner/manager (2011 - present).
  - Reviewed World Trade Center documentation for insurance consortium.
  - Represented Durst Organization in forming joint venture, and joint venture of Durst Organization and Vornado in submitting a (runner-up) proposal, and drafting/negotiating preliminary documentation for, multi-block Hudson Yards project.
  - Represented Durst Organization in connection with a joint venture with SFA Properties for future residential acquisitions and development.
  - Numerous commercial leases and telecommunications and signage licenses for the Durst Organization and other clients.
  - Numerous construction, architect, engineer, and consultant agreements for the Durst Organization, Westbrook Partners, Vornado, Marx Realty and other clients.
  - Numerous corporate transaction documents, license agreements, leases, permits, financing documents and service agreements for New York Water Taxi and Water Taxi Beaches.

## **Classes & Seminars**

- Public/Private Real Estate Development Deals in New York City: Times Square and Beyond, Public/Private Partnerships (Speaker), Lorman Education Services, New York, NY, 2007

## **Published Works**

- "The Development Agreement and its Use in Resolving Large Scale, Multi-Party Development Problems: A Look at the Tool and Suggestions for its Application," 1 Journal of Land Use and Environmental Law 451, 1985
- "The North Carolina Time Share Act," 62 North Carolina Law Review 1356, 1984



# ROBERT M. KESSLER

- “North Carolina’s Ridge Law: No View From the Top,” 63 North Carolina Law Review 197, 1984

## **Honors & Awards**

- AV Rated by Martindale Hubbell
- Selected for inclusion in New York Super Lawyers, 2009, 2012 - Present
- Student Winner – American Planning Association Writing Competition, 1984

## **Professional Associations**

- New York Building Congress: Construction Law Committee
- American Bar Association: Forum on Construction Law, Member
- New York City Bar Association: Construction Law Committee