EH26, LLC

RESOLUTION
(3101-14-01B)

A regular meeting of the Onondaga County Industrial Development Agency (the "Agency") was convened in public session on August 13, 2026, at 8:30 a.m., local time, at 335 Montgomery Street, Floor 2M, Syracuse, New York.

The meeting was called to order by the (Vice) Chairperson of the Agency and, upon roll being called, the following members of the Agency were:

PRESENT: Randy Wolken
Michael Greene
Sally Santangelo
Deka Eysaman
Mark Muthumbi
Alan Marzullo

ABSENT: Christina Hollenback

ALSO PRESENT: William J. Barlow Jr., Executive Director
Jeffrey W. Davis, Esq., Agency Counsel
Amanda M. Fitzgerald, Esq., Agency Counsel

The following resolution was offered by Alan Marzulo, seconded by Michael Greene, to wit:

RESOLUTION AUTHORIZING THE RELEASE OF A PORTION OF THE AGENCY LEASEHOLD INTEREST, THE AMENDMENT OF DOCUMENTS AND DETERMININT OTHER MATTERS IN CONNECTION WITH A CERTAIN PROJECT FOR EH26, LLC.

WHEREAS, the Agency is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 435 of the Laws of 1970 of the State of New York and Chapter 676 of the Laws of 1975 of the State of New York, as amended, constituting Section 895 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, warehousing, research, commercial and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York (the "State"), to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install one or more "projects" (as defined in the Act) or to cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, pursuant to a resolution duly adopted by the members of the board of the Agency on April 12, 2016 (the "Approving Resolution"), the Agency undertook a project (the "Project") on behalf of Destiny USA Real Estate, LLC (the "Original Company") consisting of the following: (A) the acquisition of a leasehold interest in a parcel of land located at 311-371 Hiawatha Boulevard, Syracuse, New York 13204 (the "Original Land") and the construction and equipping of an approximately 183,000 square foot hotel to be located thereon, together with the acquisition and installation of furniture, fixtures and equipment to provide a full range of services to the business and leisure traveler visiting the City of Syracuse, County of Onondaga (collectively, the "Facility", and together with the Original Land, the "Project Facility"); and (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales taxes, real estate transfer taxes, mortgage recording taxes and real estate taxes (collectively, the "Financial Assistance"); (C) the leaseback or sale of the Facility to the Original Company; and (D) assisting the Original Company in the financing of the Facility; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance, the Agency and the Original Company entered into various documents, including, but not limited to, the Lease and Leaseback Agreement, dated as of June 1, 2016 (the "Lease Agreement") a memorandum of which was recorded in the Onondaga County Clerk's Office on June 15, 2016 in book 5376 at page 774 as instrument number 19255, and the payment in lieu of tax agreement, dated as of June 1, 2016 (as amended, the "PILOT Agreement") (collectively, the Project Documents"); and

WHEREAS, pursuant a resolution duly adopted by the members of the board of the Agency on December 14, 2024, the Agency authorized the at the request of the Original Company the (1) merger the Original Land with a neighboring parcel and subdivision (the "Subdivision") of the combined parcels; (2) retention of ownership of a portion of the Original Land; (3) sale and assignment all of its right, title and interest in the Project Facility to EH26, LLC (the "Company") pursuant to an omnibus assignment and assumption agreement (the "Omnibus Assignment") by and between the Original Company and the Company, as consented to by the Agency; and (4) the execution and deliver of an omnibus amendment to project documents (the "Omnibus Amendment") by and between the Agency and the Company to include the amendment of the legal description in each of the Project Documents; and

WHEREAS, the Company acquired title to the Project Facility and assumed and received an assignment and the related rights and obligations under the Project Documents; and

WHEREAS, the Company has submitted a request to the Agency requesting the release from the Project Documents of a portion of Land (shown as Proposed Lot H-2 consisting of approximately 1.04 acres of the Land as identified on the attached Exhibit A) (the "Released Parcel") located on the approximately 7 acres of Land (as more specifically identified as tax map

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no. 116.00-02-01.1) and amend the Project Documents to reflect the release of the Released Parcel; and

WHEREAS, the Company has requested the Agency's approval for the release of the Released Parcel from the Project Documents, including but not limited to, the PILOT Agreement (the "Release") and the execution and delivery of a second omnibus amendment to project documents (the "Second Omnibus Amendment"); and

WHEREAS, the Agency desires to approve the Release and the execution and delivery of the Second Omnibus Amendment Agreement (collectively, the "Transaction"); and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), the Agency must determine the potential environmental significance of the Transaction; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE ONONDAGA COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. Pursuant to SEQRA, the Agency hereby finds and determines that:

(A) Pursuant to Section 617.5(c)(26) of the Regulations, the Transaction is a "Type II action" (as said quoted term is defined in the Regulations);

(B) Therefore, the Agency hereby determines that no environmental impact statement or any other determination or procedure is required under the Regulations with respect to the Transaction;

(C) The Transaction does not constitute a significant change from the original Project that was reviewed under the SEQRA Resolution and therefore no further or additional review under SEQRA is required; and

Section 2. The Agency hereby finds and determines that by virtue of the Act, that:

(A) The Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(B) It is desirable and in the public interest for the Agency to consent to the Transaction.

Section 3. The Agency hereby consents to the Transaction

Section 4. The Chairperson (or Vice Chairperson) and the Executive Director and/or (Vice) Chairperson of the Agency, upon advice of counsel, are each hereby authorized and directed to negotiate, execute and deliver, on behalf of the Agency, upon the advice of counsel, the necessary documents to effectuate the Transaction, including but not limited to and an omnibus amendment to project documents the execution thereof by the Chairperson, Vice Chairperson and/or the Executive Director to constitute conclusive evidence of such approval, and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution; provided however, that as a condition precedent to the Transaction, the Company and the Purchaser shall execute and deliver any and all necessary documents required by the Agency to effectuate the Transaction and the Company or the Purchaser shall pay the Agency's related fees and costs associated with the Transaction, including but not limited to its legal fees.

Section 5. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or to effectuate the Transaction, and to execute and deliver all such additional certificates, instruments and documents, to pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing Resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Transaction binding upon the Agency.

Section 6. No covenant, stipulation, obligation or agreement contained in this Resolution or any document referred to herein shall be deemed to be the covenant, stipulation, obligation or agreement of any member, officer, agent or employee of the Agency in his or her individual capacity. Neither the members nor officers of the Agency, nor any person executing any documents referred to above on behalf of the Agency, shall be liable thereon or be subject to any personal liability or accountability by reason of the execution or delivery thereof.

Section 7. The Executive Director of the Agency is hereby authorized to distribute copies of this Resolution to the Company and the Purchaser and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 8. This Resolution shall take effect immediately upon adoption.

The question of the adoption of the foregoing Resolution was duly put to a vote on roll call, which resulted as follows:

	AYE	NAY	ABSENT
Randy Wolken	X		
Deka Eysaman	X		
Michael Greene	X		
Christina Hollenback			X
Alan Marzullo	X		
Mark Muthumbi	X		
Sally Santangelo	X		

The Resolution was thereupon declared duly adopted.

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

I, the undersigned Secretary of the Onondaga County Industrial Development Agency, DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on August 13, 2026, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matter therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of said meeting, (B) said meeting was in all respects duly held, (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), said meeting was open to the general public and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law, and (D) there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof, the attached Resolution is in full force and effect and has not been amended, repealed, or rescinded.

IN WITNESS WHEREOF, I have hereunto set my hand this 13th day of August, 2026.

(SEAL)

Alexiss Rodriguez
Secretary

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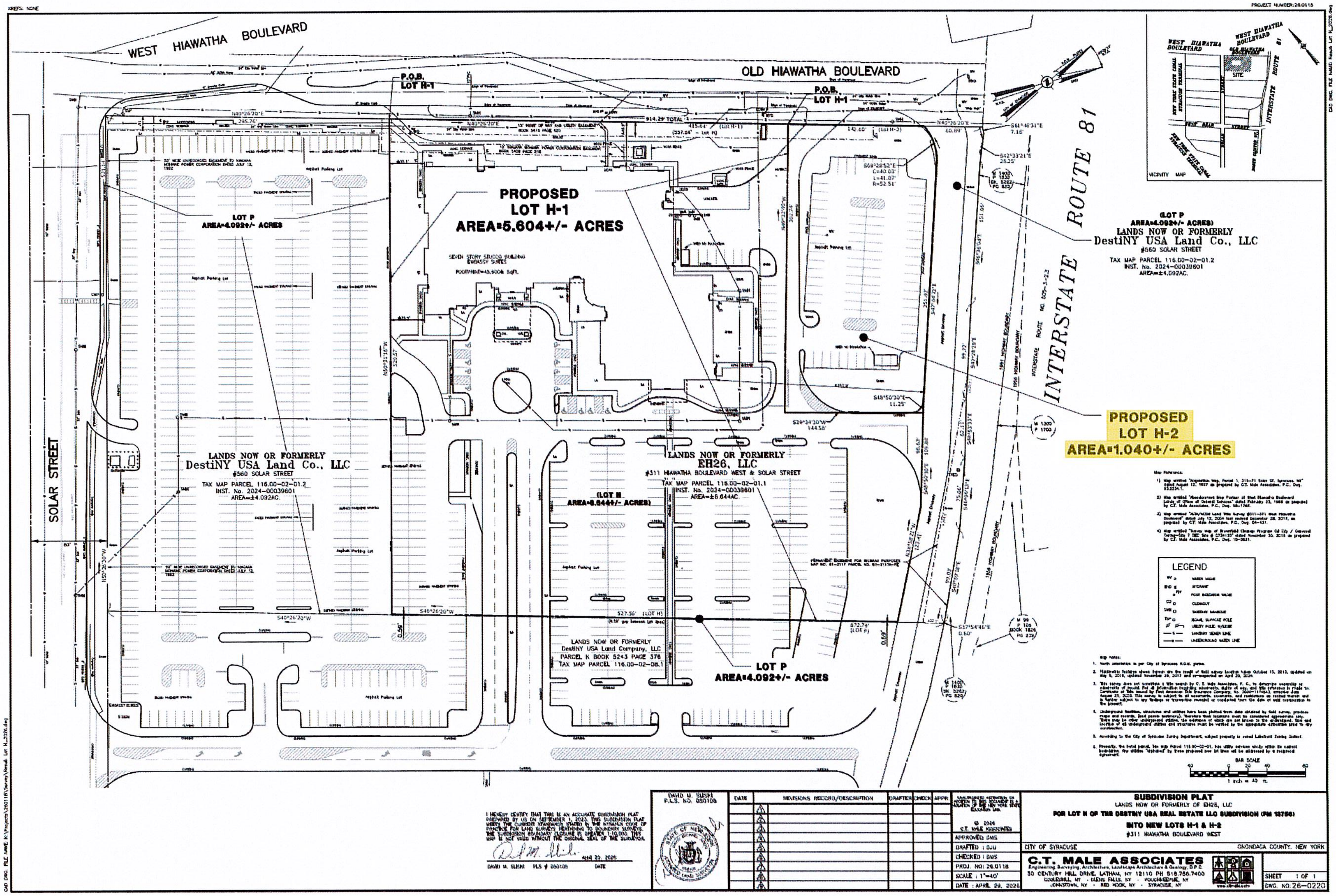
Exhibit A

RELEASE PARCEL
PROPOSED LOT H-2



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