

## MEMORANDUM OF FIRST AMENDMENT TO SALE AGREEMENT

This Memorandum of First Amendment to Sale Agreement is hereby made and executed on December 12, 2023, between the TOWN OF RIVERHEAD INDUSTRIAL DEVELOPMENT AGENCY, a public benefit corporation of the State of New York, having an office at 542 Main Street, Suite #1, Riverhead, New York 11901 and a mailing address at Riverhead Town Hall, 4 West Second Street, Riverhead, New York 11901 (the “Agency”), and BROWNING HOTEL PROPERTIES, LLC, a limited liability company organized and existing under the laws of the State of New York, having its principal office at 13 Hill Street, Wading River, New York 11792 (the “Company”), in order to evidence of record the parties’ agreement to amend the existing Original Sale Agreement.

The Agency and the Company entered into a Sale Agreement, dated as of May 4, 2007 (the “**Original Sale Agreement**”), a memorandum of which Original Sale Agreement was recorded in the Suffolk County Clerk’s office on May 18, 2007 in **Liber 12505 at Page 951**.

The Original Sale Agreement was amended pursuant to a First Amendment to Sale Agreement, dated as of October 22, 2015 (the “**First Amendment to Sale Agreement**”; and together with the Original Sale Agreement, the “**Sale Agreement**”), between the Company and the Agency, in order to reflect the Agency’s agreement to sell the Facility, including the Marriott Project, back to the Company (as defined therein), and to provide for an extension of Lease Term (as defined below).

The Original Sale Agreement covers the premises described on Exhibit A attached hereto and made a part hereof. Except as amended and modified by the First Amendment to Sale Agreement, the Original Sale Agreement remains in full force and effect.

The Sale Agreement provides for the rental of the premises by the Company and the Sublessee for a term commencing on May 4, 2007, and terminating on December 31, 2027 (the “**Lease Term**”).

The Sale Agreement is available for inspection during normal business hours at the offices of the Agency indicated above.

Property Address:	2012-2038 Old Country Road, Riverhead, New York 11901
Tax Mailing Address:	300 S. Wacker Drive, Suite 3500, Chicago, Illinois 60606
Tax Map Numbers:	District 0600, Section 118.00, Block 02.00 Lot 003.001

Record and return to:  
Nixon Peabody LLP  
1300 Clinton Square  
Rochester, New York 14604  
Attention: Terance Walsh, Esq.

IN WITNESS WHEREOF, the Agency and the Company have caused this Memorandum of First Amendment to Sale Agreement to be executed in their respective names, all as of the date first written above.

**TOWN OF RIVERHEAD INDUSTRIAL  
DEVELOPMENT AGENCY**

By:   
Name: James B. Farley  
Title: Chairman

STATE OF NEW YORK     )  
                                      : SS.:  
COUNTY OF SUFFOLK    )

On the 6 day of December in the year 2023, before me, the undersigned, personally appeared **James B. Farley** 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 executed the same in his capacity, and that by his signature on the within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

Diane M. Wilhelm  
Notary Public State of NY  
No. 01W16209486, County of Suffolk  
Commission Expires July 27, 2025

  
\_\_\_\_\_  
Notary Public

Memorandum of First Amendment to Sale Agreement  
Signature Page 1 of 2

**BROWNING HOTEL PROPERTIES, LLC**

By: Estate of Lee Browning, Sr.

By: 

Name: Lee Browning, Jr.

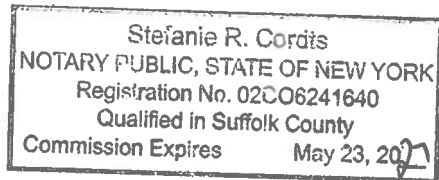
Title: Executor

STATE OF New York )

COUNTY OF Suffolk )

: SS.:

On the 6 day of December in the year 2023, before me, the undersigned, personally appeared **Lee Browning, Jr.**, 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 executed the same in his capacity, and that by his signature on the within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.



  
Notary Public

Memorandum of First Amendment to Sale Agreement  
Signature Page 2 of 2

## EXHIBIT A

### Legal Description of Real Property

#### PARCEL A (WESTERLY PORTION OF PREMISES)

ALL THAT CERTAIN PLOT, PIECE OR PARCEL OF LAND, SITUATE, LYING AND BEING AT CALVERTON, IN THE TOWN OF RIVERHEAD, COUNTY OF SUFFOLK AND STATE OF NEW YORK BEING MORE PARTICULARLY BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE NORTHEASTERLY SIDE OF OLD COUNTRY ROAD (COUNTY ROAD 58) WHERE THE SAME IS INTERSECTED BY THE SOUTHEAST CORNER OF LAND NOW OR FORMERLY MILTON LEVINE, MAURICE D. GRUBER AND SAUL LERNER AND THE SOUTHWEST CORNER OF THE PREMISES ABOUT TO BE DESCRIBED HEREIN, SAID POINT BEING ALSO DISTANT 140.14 FEET SOUTHEASTERLY AS MEASURED ALONG THE NORTHEASTERLY SIDE OF OLD COUNTRY ROAD (COUNTY ROAD 58) FROM A POINT IN SAID ROAD WHICH CONNECTS THE NORTHEASTERLY SIDE OF OLD COUNTRY ROAD (COUNTY ROAD 58) WITH THE SOUTHEASTERLY SIDE OF LONG ISLAND EXPRESSWAY (N.Y.S. ROUTE 495);

RUNNING THENCE FROM SAID POINT OR PLACE OF BEGINNING ALONG LAND NOW OR FORMERLY MILTON LEVINE, MAURICE D. GRUBER AND SAUL LERNER FIRST ABOVE MENTIONED, NORTH 08° 00' 00" EAST, 117.91 FEET TO THE SOUTHEASTERLY SIDE OF THE LONG ISLAND EXPRESSWAY (N.Y.S. ROUTE 495);

THENCE ALONG THE LONG ISLAND EXPRESSWAY (N.Y.S. ROUTE 495), NORTH 64° 15' 32" EAST, 522.89 FEET; THENCE SOUTH 25° 41' 49" EAST, 347.46 FEET;

THENCE SOUTH 00° 20' 54" EAST, 60.87 FEET TO LAND NOW OR FORMERLY OF INHERITANCE DEVELOPMENT CO., LLC;

THENCE ALONG SAID LAND NOW OR FORMERLY OF INHERITANCE DEVELOPMENT CO., LLC, SOUTH 08° 00' 00" WEST, 143.20 FEET ACTUAL (143.12 FEET DEED) TO THE NORTHEASTERLY SIDE OF OLD COUNTRY ROAD (COUNTY ROAD 58);

THENCE ALONG THE NORTHEASTERLY SIDE OF OLD COUNTRY ROAD (COUNTY ROAD 58), THE FOLLOWING TWO (2) COURSES AND DISTANCES:

1. NORTHWESTERLY ALONG THE ARC OF A CURVE BEARING TO THE RIGHT HAVING A RADIUS OF 1,973.00 FEET, A DISTANCE OF 372.07 FEET;
2. NORTH 71° 20' 35" WEST, 271.12 FEET TO THE POINT OR PLACE OF BEGINNING.

#### PARCEL B (EASTERLY PORTION OF PREMISES)

ALL THAT CERTAIN PLOT, PIECE OR PARCEL OF LAND, SITUATE, LYING AND BEING AT CALVERTON, IN THE TOWN OF RIVERHEAD, COUNTY OF SUFFOLK AND STATE OF NEW YORK, BEING MORE PARTICULARLY BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTHEASTERLY SIDE OF THE LONG ISLAND EXPRESSWAY (N.Y.S. ROUTE 495) SAID POINT BEING 688.51 FEET NORTHEASTERLY FROM THE INTERSECTION OF THE SOUTHEASTERLY SIDE OF LONG ISLAND EXPRESSWAY (N.Y.S. ROUTE 495) AND THE NORTHEASTERLY SIDE OF OLD COUNTRY ROAD (CR 58);

RUNNING THENCE ALONG THE LONG ISLAND EXPRESSWAY (N.Y.S. ROUTE 495) NORTH  $64^{\circ} 15' 32''$  EAST, 287.04 FEET TO THE LAND NOW OR FORMERLY OF THE STATE OF NEW YORK;

THENCE ALONG SAID LAND NOW OR FORMERLY OF THE STATE OF NEW YORK, THE FOLLOWING TWO (2) COURSES AND DISTANCES:

1. SOUTH  $10^{\circ} 04' 30''$  EAST, 494.18 FEET;
2. SOUTH  $05^{\circ} 02' 00''$  WEST, 28.75 FEET TO LAND NOW OR FORMERLY INHERITANCE DEVELOPMENT CO., LLC;

THENCE ALONG SAID LAND NOW OR FORMERLY INHERITANCE DEVELOPMENT CO., LLC, NORTH  $85^{\circ} 03' 10''$  WEST, 192.17 FEET;

THENCE NORTH  $00^{\circ} 20' 54''$  WEST, 60.87 FEET;

THENCE NORTH  $25^{\circ} 41' 49''$  WEST, 347.46 FEET TO THE SOUTHEASTERLY SIDE OF THE LONG ISLAND EXPRESSWAY (N.Y.S. ROUTE 495) TO THE POINT OR PLACE OF BEGINNING.

PERIMETER DESCRIPTION - PARCELS A AND B WHEN TAKEN TOGETHER ARE MORE FULLY DESCRIBED AS FOLLOWS:

ALL THAT CERTAIN PLOT, PIECE OR PARCEL OF LAND, SITUATE, LYING AND BEING AT CALVERTON IN THE TOWN OF RIVERHEAD, COUNTY OF SUFFOLK AND STATE OF NEW YORK, BEING MORE PARTICULARLY BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE NORTHEASTERLY SIDE OF OLD COUNTRY ROAD (COUNTY ROAD 58) WHERE THE SAME IS INTERSECTED BY THE SOUTHEAST CORNER OF LAND NOW OR FORMERLY OF MILTON LEVIN, MAURICE D. GRUBER AND SAUL LERNER AND THE SOUTHWEST CORNER OF THE PREMISES ABOUT TO BE DESCRIBED HEREIN, SAID POINT BEING ALSO DISTANT 140.14 FEET SOUTHEASTERLY AS MEASURED ALONG THE NORTHEASTERLY SIDE OF OLD COUNTRY ROAD (COUNTY ROAD 58) FROM A POINT IN SAID ROAD WHICH CONNECTS THE NORTHEASTERLY SIDE OF OLD COUNTRY ROAD (COUNTY ROAD 58) WITH THE SOUTHEASTERLY SIDE OF LONG ISLAND EXPRESSWAY (N.Y.S. ROUTE 495);

RUNNING THENCE FROM SAID POINT OR PLACE OF BEGINNING ALONG LAND NOW OR FORMERLY MILTON LEVIN, MAURICE D. GRUBER AND SAUL

LERNER FIRST ABOVE MENTIONED, NORTH 08° 00' 00" EAST, 117.91 FEET TO THE SOUTHEASTERLY SIDE OF LONG ISLAND EXPRESSWAY (N.Y.S. 495);

THENCE ALONG THE LONG ISLAND EXPRESSWAY (N.Y.S. ROUTE 495), NORTH 64° 15' 32" EAST, 809.93 FEET TO LAND NOW OR FORMERLY STATE OF NEW YORK;

THENCE ALONG SAID LAND NOW OR FORMERLY STATE OF NEW YORK, THE FOLLOWING TWO (2) COURSES AND DISTANCES:

1. SOUTH 10° 04' 30" EAST, 494.18 FEET;
2. SOUTH 05° 02' 00" WEST, 28.75 FEET TO LAND NOW OR FORMERLY INHERITANCE DEVELOPMENT CO., LLC;

THENCE ALONG SAID LAND NOW OR FORMERLY INHERITANCE DEVELOPMENT CO., LLC, THE FOLLOWING TWO (2) COURSES AND DISTANCES:

1. NORTH 85° 03' 10" WEST, 192.17 FEET;
2. SOUTH 08° 00' 00" WEST, 143.20 FEET - ACTUAL (143.12 FEET - DEED) TO THE NORTHEASTERLY SIDE OF OLD COUNTRY ROAD (COUNTY ROAD 58);

THENCE ALONG THE NORTHEASTERLY SIDE OF OLD COUNTRY ROAD (COUNTY ROAD 58), THE FOLLOWING TWO (2) COURSES AND DISTANCES:

1. NORTHWESTERLY ALONG THE ARC OF A CURVE BEARING TO THE RIGHT, HAVING A RADIUS OF 1,973.00 FEET, A DISTANCE OF 372.07 FEET;
2. NORTH 71° 20' 35" WEST, 271.12 FEET TO THE POINT OR PLACE OF BEGINNING.

**THE** policy to be issued under this report will insure the title to such buildings and improvements erected on the premises, which by law constitute real property.

**FOR CONVEYANCING ONLY: TOGETHER** with all the right, title and interest of the party of the first part, of in and to the land lying in the street in front of and adjoining said premises.

## MEMORANDUM OF SECOND AMENDMENT TO SALE AGREEMENT

This Memorandum of Second Amendment to Sale Agreement is hereby made and executed on December 12, 2023, between the TOWN OF RIVERHEAD INDUSTRIAL DEVELOPMENT AGENCY, a public benefit corporation of the State of New York, having an office at 542 Main Street, Suite #1, Riverhead, New York 11901 and a mailing address at Riverhead Town Hall, 4 West Second Street, Riverhead, New York 11901 (the “**Agency**”), and BROWNING HOTEL PROPERTIES, LLC, a limited liability company organized and existing under the laws of the State of New York, having its principal office at 13 Hill Street, Wading River, New York 11792 (the “**Company**”), in order to evidence of record the parties’ agreement to amend the existing Original Sale Agreement.

The Agency and the Company entered into a Sale Agreement, dated as of May 4, 2007 (the “**Original Sale Agreement**”), a memorandum of which Original Sale Agreement was recorded in the Suffolk County Clerk’s office on May 18, 2007 in **Liber 12505 at Page 951**, which Original Sale Agreement was amended pursuant to a First Amendment to Sale Agreement, dated as of October 22, 2015 (the “**First Amendment to Sale Agreement**”), a memorandum of which First Amendment to Sale Agreement was submitted for recording in the Suffolk County Clerk’s office on the date hereof.

The First Amendment to Sale Agreement was further amended pursuant to a Second Amendment to Sale Agreement, dated as of March 14, 2019 (the “**Second Amendment to Sale Agreement**”; and together with the Original Sale Agreement and the First Amendment to Sale Agreement, the “**Sale Agreement**”), between the Company and the Agency, in order to reflect certain mortgage loans incurred by the Company on such date.

The Original Sale Agreement covers the premises described on Exhibit A attached hereto and made a part hereof. Except as amended and modified by the First Amendment to Sale Agreement and the Second Amendment to Sale Agreement, the Original Sale Agreement remains in full force and effect.

The Sale Agreement provides for the rental of the premises by the Company and the Sublessee for a term commencing on May 4, 2007, and terminating on December 31, 2018 (the “**Lease Term**”).

The Sale Agreement is available for inspection during normal business hours at the offices of the Agency indicated above.

Property Address:	2012-2038 Old Country Road, Riverhead, New York 11901
Tax Mailing Address:	300 S. Wacker Drive, Suite 3500, Chicago, Illinois 60606
Tax Map Numbers:	District 0600, Section 118.00, Block 02.00 Lot 003.001

Record and return to:  
Nixon Peabody LLP  
1300 Clinton Square  
Rochester, New York 14604  
Attention: Terance Walsh, Esq.

IN WITNESS WHEREOF, the Agency and the Company have caused this Memorandum of Second Amendment to Sale Agreement to be executed in their respective names, all as of the date first written above.

**TOWN OF RIVERHEAD INDUSTRIAL  
DEVELOPMENT AGENCY**

By: \_\_\_\_\_

Name: James B. Farley

Title: \_\_\_\_\_

STATE OF NEW YORK     )  
                                      : SS.:  
COUNTY OF SUFFOLK    )

On the 6 day of December in the year 2023, before me, the undersigned, personally appeared **James B. Farley**, 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 executed the same in his capacity, and that by his signature on the within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

Diane M. Wilhelm  
Notary Public State of NY  
No. 01W16209486, County of Suffolk  
Commission Expires July 27, 2025

\_\_\_\_\_  
Notary Public

Memorandum of Second Amendment to Sale Agreement  
Signature Page 1 of 2



**BROWNING HOTEL PROPERTIES, LLC**

By: Estate of Lee Browning, Sr.

By: \_\_\_\_\_

Name: Lee Browning, Jr.

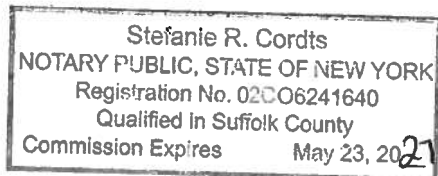
Title: Executor

STATE OF New York )

COUNTY OF Suffolk )

: SS.:

On the 6 day of December in the year 2023, before me, the undersigned, personally appeared **Lee Browning, Jr.**, 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 executed the same in his capacity, and that by his signature on the within instrument, the individual, or the person or entity, on behalf of which the individual acted, executed the instrument.



\_\_\_\_\_  
Notary Public

Memorandum of Second Amendment to Sale Agreement  
Signature Page 2 of 2

EXHIBIT A

Legal Description of Real Property

PARCEL A (WESTERLY PORTION OF PREMISES)

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THENCE ALONG THE LONG ISLAND EXPRESSWAY (N.Y.S. ROUTE 495), NORTH 64° 15' 32" EAST, 522.89 FEET; THENCE SOUTH 25° 41' 49" EAST, 347.46 FEET;

THENCE SOUTH 00° 20' 54" EAST, 60.87 FEET TO LAND NOW OR FORMERLY OF INHERITANCE DEVELOPMENT CO., LLC;

THENCE ALONG SAID LAND NOW OR FORMERLY OF INHERITANCE DEVELOPMENT CO., LLC, SOUTH 08° 00' 00" WEST, 143.20 FEET ACTUAL (143.12 FEET DEED) TO THE NORTHEASTERLY SIDE OF OLD COUNTRY ROAD (COUNTY ROAD 58);

THENCE ALONG THE NORTHEASTERLY SIDE OF OLD COUNTRY ROAD (COUNTY ROAD 58), THE FOLLOWING TWO (2) COURSES AND DISTANCES:

1. NORTHWESTERLY ALONG THE ARC OF A CURVE BEARING TO THE RIGHT HAVING A RADIUS OF 1,973.00 FEET, A DISTANCE OF 372.07 FEET;
2. NORTH 71° 20' 35" WEST, 271.12 FEET TO THE POINT OR PLACE OF BEGINNING.

PARCEL B (EASTERLY PORTION OF PREMISES)

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RUNNING THENCE ALONG THE LONG ISLAND EXPRESSWAY (N.Y.S. ROUTE 495) NORTH  $64^{\circ} 15' 32''$  EAST, 287.04 FEET TO THE LAND NOW OR FORMERLY OF THE STATE OF NEW YORK;

THENCE ALONG SAID LAND NOW OR FORMERLY OF THE STATE OF NEW YORK, THE FOLLOWING TWO (2) COURSES AND DISTANCES:

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2. SOUTH  $05^{\circ} 02' 00''$  WEST, 28.75 FEET TO LAND NOW OR FORMERLY INHERITANCE DEVELOPMENT CO., LLC;

THENCE ALONG SAID LAND NOW OR FORMERLY INHERITANCE DEVELOPMENT CO., LLC, NORTH  $85^{\circ} 03' 10''$  WEST, 192.17 FEET;

THENCE NORTH  $00^{\circ} 20' 54''$  WEST, 60.87 FEET;

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RUNNING THENCE FROM SAID POINT OR PLACE OF BEGINNING ALONG LAND NOW OR FORMERLY MILTON LEVIN, MAURICE D. GRUBER AND SAUL

LERNER FIRST ABOVE MENTIONED, NORTH 08° 00' 00" EAST, 117.91 FEET TO THE SOUTHEASTERLY SIDE OF LONG ISLAND EXPRESSWAY (N.Y.S. 495);

THENCE ALONG THE LONG ISLAND EXPRESSWAY (N.Y.S. ROUTE 495), NORTH 64° 15' 32" EAST, 809.93 FEET TO LAND NOW OR FORMERLY STATE OF NEW YORK;

THENCE ALONG SAID LAND NOW OR FORMERLY STATE OF NEW YORK, THE FOLLOWING TWO (2) COURSES AND DISTANCES:

1. SOUTH 10° 04' 30" EAST, 494.18 FEET;
2. SOUTH 05° 02' 00" WEST, 28.75 FEET TO LAND NOW OR FORMERLY INHERITANCE DEVELOPMENT CO., LLC;

THENCE ALONG SAID LAND NOW OR FORMERLY INHERITANCE DEVELOPMENT CO., LLC, THE FOLLOWING TWO (2) COURSES AND DISTANCES:

1. NORTH 85° 03' 10" WEST, 192.17 FEET;
2. SOUTH 08° 00' 00" WEST, 143.20 FEET - ACTUAL (143.12 FEET - DEED) TO THE NORTHEASTERLY SIDE OF OLD COUNTRY ROAD (COUNTY ROAD 58);

THENCE ALONG THE NORTHEASTERLY SIDE OF OLD COUNTRY ROAD (COUNTY ROAD 58), THE FOLLOWING TWO (2) COURSES AND DISTANCES:

1. NORTHWESTERLY ALONG THE ARC OF A CURVE BEARING TO THE RIGHT, HAVING A RADIUS OF 1,973.00 FEET, A DISTANCE OF 372.07 FEET;
2. NORTH 71° 20' 35" WEST, 271.12 FEET TO THE POINT OR PLACE OF BEGINNING.

**THE** policy to be issued under this report will insure the title to such buildings and improvements erected on the premises, which by law constitute real property.

**FOR CONVEYANCING ONLY: TOGETHER** with all the right, title and interest of the party of the first part, of in and to the land lying in the street in front of and adjoining said premises.

## MEMORANDUM OF THIRD AMENDMENT TO SALE AGREEMENT

This Memorandum of Third Amendment to Sale Agreement is hereby made and executed on December 12, 2023, between the TOWN OF RIVERHEAD INDUSTRIAL DEVELOPMENT AGENCY, a public benefit corporation of the State of New York, having an office at 542 Main Street, Suite #1, Riverhead, New York 11901 and a mailing address at Riverhead Town Hall, 4 West Second Street, Riverhead, New York 11901 (the “Agency”), and BRADFORD ALLEN HOSPITALITY RIVERHEAD JV, LLC, a limited liability company organized and existing under the laws of the State of Delaware and authorized to transact business in the State of New York, having its principal office at 300 S. Wacker Drive, Suite 3500, Chicago, Illinois 60606 (the “Company”), in order to evidence of record the parties’ agreement to amend the existing Original Sale Agreement.

The Agency and Browning Hotel Properties, LLC, a New York limited liability company (the “Original Company”), entered into a Sale Agreement, dated as of May 4, 2007 (the “Original Sale Agreement”), and a Memorandum of Sale Agreement, dated May 4, 2007, was recorded in the Suffolk County Clerk’s office on May 18, 2007 in Liber 12505 at Page 951, which Original Sale Agreement was amended pursuant to a certain First Amendment to Sale Agreement, dated as of October 22, 2015 (the “First Amendment to Sale Agreement”), a memorandum of which First Amendment to Sale Agreement was submitted for recording in the Suffolk County Clerk’s office on the date hereof, which was further amended pursuant to a certain Second Amendment to Sale Agreement, dated as of March 14, 2019, a memorandum of which Second Amendment to Sale Agreement was submitted for recording in the Suffolk County Clerk’s office on the date hereof (the “Second Amendment to Sale Agreement”, and together with the Original Sale Agreement and the First Amendment to Sale Agreement, the “Sale Agreement”).

The Agency, the Company, and the Original Company have entered into an Assignment, Assumption and Amendment Agreement, dated December 12, 2023 (the “Assignment Agreement”), by which the Sale Agreement was assigned by the Original Company, assumed by the Company, effective as of the date thereof, and amended to reflect the foregoing. The transactions contemplated by the Assignment Agreement were further evidenced by a certain Assignment and Assumption of Sale Agreement, dated December 12, 2023 (the “Assignment of Sale Agreement”), which is intended to be recorded in the Suffolk County Clerk’s office prior to this memorandum.

The Agency and the Company have agreed to amend the Sale Agreement, as assigned by the Assignment of Sale Agreement, pursuant to the Assignment Agreement, dated as of December 1, 2023, by and between the Agency and the Company; and

The Sale Agreement provides for the rental of the premises by the Company and the Sublessee for a term commencing on May 4, 2007, and terminating on December 31, 2027 (the “Lease Term”).

The Sale Agreement is available for inspection during normal business hours at the offices of the Agency indicated above.

Property Address: 2012-2038 Old Country Road, Riverhead, New York  
11901

Tax Mailing Address: 300 S. Wacker Drive, Suite 3500, Chicago, Illinois 60606

Tax Map Numbers: District 0600, Section 118.00, Block 02.00  
Lot 003.001

Record and return to:  
Nixon Peabody LLP  
1300 Clinton Square  
Rochester, New York 14604  
Attention: Terance Walsh, Esq.

IN WITNESS WHEREOF, the Agency and the Company have caused this Memorandum of Third Amendment to Sale Agreement to be executed in their respective names, all as of the date first written above.

**TOWN OF RIVERHEAD INDUSTRIAL  
DEVELOPMENT AGENCY**

By: \_\_\_\_\_  
Name: James B. Farley  
Title: Chairman

STATE OF NEW YORK     )  
                                      : SS.:  
COUNTY OF SUFFOLK    )

On the 6 day of December in the year 2023, before me, the undersigned, personally appeared **James B. Farley**, 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 executed the same in his capacity, and that by his signature on the within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

Diane M. Wilhelm  
Notary Public State of NY  
No. 01W16209486, County of Suffolk  
Commission Expires July 27, 2025

\_\_\_\_\_  
Notary Public

Memorandum of Third Amendment to Sale Agreement  
Signature Page 1 of 2

**BRADFORD ALLEN HOSPITALITY  
RIVERHEAD JV, LLC**

By: BAIHP Management LLC, an Illinois limited liability company, its Manager

By:   
Name: Jeffrey A. Bernstein  
Title: Manager

STATE OF Illinois )

: SS.:

COUNTY OF COOK )

On the 7 day of December in the year 2023, before me, the undersigned, personally appeared **Jeffrey A. Bernstein**, 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 executed the same in his capacity, and that by his signature on the within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.





Notary Public

Memorandum of Third Amendment to Sale Agreement  
Signature Page 2 of 2



## EXHIBIT A

### Legal Description of Real Property

#### PARCEL A (WESTERLY PORTION OF PREMISES)

ALL THAT CERTAIN PLOT, PIECE OR PARCEL OF LAND, SITUATE, LYING AND BEING AT CALVERTON, IN THE TOWN OF RIVERHEAD, COUNTY OF SUFFOLK AND STATE OF NEW YORK BEING MORE PARTICULARLY BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE NORTHEASTERLY SIDE OF OLD COUNTRY ROAD (COUNTY ROAD 58) WHERE THE SAME IS INTERSECTED BY THE SOUTHEAST CORNER OF LAND NOW OR FORMERLY MILTON LEVINE, MAURICE D. GRUBER AND SAUL LERNER AND THE SOUTHWEST CORNER OF THE PREMISES ABOUT TO BE DESCRIBED HEREIN, SAID POINT BEING ALSO DISTANT 140.14 FEET SOUTHEASTERLY AS MEASURED ALONG THE NORTHEASTERLY SIDE OF OLD COUNTRY ROAD (COUNTY ROAD 58) FROM A POINT IN SAID ROAD WHICH CONNECTS THE NORTHEASTERLY SIDE OF OLD COUNTRY ROAD (COUNTY ROAD 58) WITH THE SOUTHEASTERLY SIDE OF LONG ISLAND EXPRESSWAY (N.Y.S. ROUTE 495);

RUNNING THENCE FROM SAID POINT OR PLACE OF BEGINNING ALONG LAND NOW OR FORMERLY MILTON LEVINE, MAURICE D. GRUBER AND SAUL LERNER FIRST ABOVE MENTIONED, NORTH 08° 00' 00" EAST, 117.91 FEET TO THE SOUTHEASTERLY SIDE OF THE LONG ISLAND EXPRESSWAY (N.Y.S. ROUTE 495);

THENCE ALONG THE LONG ISLAND EXPRESSWAY (N.Y.S. ROUTE 495), NORTH 64° 15' 32" EAST, 522.89 FEET; THENCE SOUTH 25° 41' 49" EAST, 347.46 FEET;

THENCE SOUTH 00° 20' 54" EAST, 60.87 FEET TO LAND NOW OR FORMERLY OF INHERITANCE DEVELOPMENT CO., LLC;

THENCE ALONG SAID LAND NOW OR FORMERLY OF INHERITANCE DEVELOPMENT CO., LLC, SOUTH 08° 00' 00" WEST, 143.20 FEET ACTUAL (143.12 FEET DEED) TO THE NORTHEASTERLY SIDE OF OLD COUNTRY ROAD (COUNTY ROAD 58);

THENCE ALONG THE NORTHEASTERLY SIDE OF OLD COUNTRY ROAD (COUNTY ROAD 58), THE FOLLOWING TWO (2) COURSES AND DISTANCES:

1. NORTHWESTERLY ALONG THE ARC OF A CURVE BEARING TO THE RIGHT HAVING A RADIUS OF 1,973.00 FEET, A DISTANCE OF 372.07 FEET;
2. NORTH 71° 20' 35" WEST, 271.12 FEET TO THE POINT OR PLACE OF BEGINNING.

#### PARCEL B (EASTERLY PORTION OF PREMISES)

ALL THAT CERTAIN PLOT, PIECE OR PARCEL OF LAND, SITUATE, LYING AND BEING AT CALVERTON, IN THE TOWN OF RIVERHEAD, COUNTY OF SUFFOLK AND STATE OF NEW YORK, BEING MORE PARTICULARLY BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTHEASTERLY SIDE OF THE LONG ISLAND EXPRESSWAY (N.Y.S. ROUTE 495) SAID POINT BEING 688.51 FEET NORTHEASTERLY FROM THE INTERSECTION OF THE SOUTHEASTERLY SIDE OF LONG ISLAND EXPRESSWAY (N.Y.S. ROUTE 495) AND THE NORTHEASTERLY SIDE OF OLD COUNTRY ROAD (CR 58);

RUNNING THENCE ALONG THE LONG ISLAND EXPRESSWAY (N.Y.S. ROUTE 495) NORTH  $64^{\circ} 15' 32''$  EAST, 287.04 FEET TO THE LAND NOW OR FORMERLY OF THE STATE OF NEW YORK;

THENCE ALONG SAID LAND NOW OR FORMERLY OF THE STATE OF NEW YORK, THE FOLLOWING TWO (2) COURSES AND DISTANCES:

1. SOUTH  $10^{\circ} 04' 30''$  EAST, 494.18 FEET;
2. SOUTH  $05^{\circ} 02' 00''$  WEST, 28.75 FEET TO LAND NOW OR FORMERLY INHERITANCE DEVELOPMENT CO., LLC;

THENCE ALONG SAID LAND NOW OR FORMERLY INHERITANCE DEVELOPMENT CO., LLC, NORTH  $85^{\circ} 03' 10''$  WEST, 192.17 FEET;

THENCE NORTH  $00^{\circ} 20' 54''$  WEST, 60.87 FEET;

THENCE NORTH  $25^{\circ} 41' 49''$  WEST, 347.46 FEET TO THE SOUTHEASTERLY SIDE OF THE LONG ISLAND EXPRESSWAY (N.Y.S. ROUTE 495) TO THE POINT OR PLACE OF BEGINNING.

PERIMETER DESCRIPTION - PARCELS A AND B WHEN TAKEN TOGETHER ARE MORE FULLY DESCRIBED AS FOLLOWS:

ALL THAT CERTAIN PLOT, PIECE OR PARCEL OF LAND, SITUATE, LYING AND BEING AT CALVERTON IN THE TOWN OF RIVERHEAD, COUNTY OF SUFFOLK AND STATE OF NEW YORK, BEING MORE PARTICULARLY BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE NORTHEASTERLY SIDE OF OLD COUNTRY ROAD (COUNTY ROAD 58) WHERE THE SAME IS INTERSECTED BY THE SOUTHEAST CORNER OF LAND NOW OR FORMERLY OF MILTON LEVIN, MAURICE D. GRUBER AND SAUL LERNER AND THE SOUTHWEST CORNER OF THE PREMISES ABOUT TO BE DESCRIBED HEREIN, SAID POINT BEING ALSO DISTANT 140.14 FEET SOUTHEASTERLY AS MEASURED ALONG THE NORTHEASTERLY SIDE OF OLD COUNTRY ROAD (COUNTY ROAD 58) FROM A POINT IN SAID ROAD WHICH CONNECTS THE NORTHEASTERLY SIDE OF OLD COUNTRY ROAD (COUNTY ROAD 58) WITH THE SOUTHEASTERLY SIDE OF LONG ISLAND EXPRESSWAY (N.Y.S. ROUTE 495);

RUNNING THENCE FROM SAID POINT OR PLACE OF BEGINNING ALONG LAND NOW OR FORMERLY MILTON LEVIN, MAURICE D. GRUBER AND SAUL

LERNER FIRST ABOVE MENTIONED, NORTH 08° 00' 00" EAST, 117.91 FEET TO THE SOUTHEASTERLY SIDE OF LONG ISLAND EXPRESSWAY (N.Y.S. 495);

THENCE ALONG THE LONG ISLAND EXPRESSWAY (N.Y.S. ROUTE 495), NORTH 64° 15' 32" EAST, 809.93 FEET TO LAND NOW OR FORMERLY STATE OF NEW YORK;

THENCE ALONG SAID LAND NOW OR FORMERLY STATE OF NEW YORK, THE FOLLOWING TWO (2) COURSES AND DISTANCES:

1. SOUTH 10° 04' 30" EAST, 494.18 FEET;
2. SOUTH 05° 02' 00" WEST, 28.75 FEET TO LAND NOW OR FORMERLY INHERITANCE DEVELOPMENT CO., LLC;

THENCE ALONG SAID LAND NOW OR FORMERLY INHERITANCE DEVELOPMENT CO., LLC, THE FOLLOWING TWO (2) COURSES AND DISTANCES:

1. NORTH 85° 03' 10" WEST, 192.17 FEET;
  2. SOUTH 08° 00' 00" WEST, 143.20 FEET - ACTUAL (143.12 FEET - DEED) TO THE NORTHEASTERLY SIDE OF OLD COUNTRY ROAD (COUNTY ROAD 58);
- THENCE ALONG THE NORTHEASTERLY SIDE OF OLD COUNTRY ROAD (COUNTY ROAD 58), THE FOLLOWING TWO (2) COURSES AND DISTANCES:
1. NORTHWESTERLY ALONG THE ARC OF A CURVE BEARING TO THE RIGHT, HAVING A RADIUS OF 1,973.00 FEET, A DISTANCE OF 372.07 FEET;
  2. NORTH 71° 20' 35" WEST, 271.12 FEET TO THE POINT OR PLACE OF BEGINNING.

**THE** policy to be issued under this report will insure the title to such buildings and improvements erected on the premises, which by law constitute real property.

**FOR CONVEYANCING ONLY: TOGETHER** with all the right, title and interest of the party of the first part, of in and to the land lying in the street in front of and adjoining said premises.