

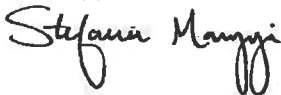
**Lobbying Agreement**

This document serves as a lobbying agreement for the purposes of Subchapter 2 of Chapter 3 of Title 3 of the Administrative Code of the City of New York (the "City Lobbying Law") and Article 1-A of the New York State Legislative Law (the "State Lobbying Act").

By signing below, you are authorizing Hirschen Singer & Epstein LLP to appear on your behalf from January 1, 2021 until December 31, 2021 before any agency and/or public office, including but not limited to the Empire State Development Corporation and New York City Department of City Planning, and perform any activity for which registration is required by the City Lobbying Law and the State Lobbying Act. The fees charged for such activities shall be at the hourly rates of \$425 for counsel, \$550-\$725 for members and \$725 for of counsel. In addition, you acknowledge the following:

1. You are obligated to file a Client Annual Report on eLobbyist for every year in which we perform lobbying activities on your behalf, unless a specific exception in the City Lobbying Law applies. This office will advise you on whether such exception applies and, if not, we will assist you in filing the Client Annual Report. It remains your responsibility to certify a required Client Annual Report.
2. Should any of our activities require us to register and report pursuant to the State Lobbying Act, we will promptly advise you of your corresponding obligations for compliance with such Act.
3. Should any of our activities require us to register and report pursuant to the State Lobbying Act, you will be obligated to file a Semi-Annual Report with the New York State Joint Commission on Public Ethics for every six months in which we perform lobbying activities on your behalf, unless a specific exception in the State Lobbying Act applies. This office will advise you on whether such exception applies and, if not, we will assist you in filing the Client Semi-Annual Report. It remains your responsibility to certify a required Client Semi-Annual Report.
4. Hirschen Singer & Epstein LLP will not be responsible for any fines incurred for your failure to comply with the City Lobbying Law or the State Lobbying Act.

Very truly yours,



Stefania Marazzi, Hirschen Singer & Epstein LLP

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VANDERBILT ATLANTIC HOLDINGS LLC agrees to the above Lobbying Agreement.

By:



Name:

Title:

Tom Li  
Authorized Signatory