

**AMENDED AND RESTATED
HOTEL MANAGEMENT
AGREEMENT**

THIS AMENDED AND RESTATED HOTEL MANAGEMENT AGREEMENT (this "Agreement") is executed, in several counterparts, on the 31 day of July, 2018 by R Hospitality Group, Inc, a Florida Corporation herein referred to as the "Manager", and Rockstar Hotels LIC Inc, a Florida corporation, herein referred to as the "Owner".

RECITALS

- A. Owner leases from Ground Lessor a 100 room hotel (the "Hotel") located at 11-01 43rd Avenue, Long Island City, New York 11101, as more particularly defined herein.
- B. Manager is experienced in operating, managing and marketing of hotels and resorts. Owner desires to engage Manager to operate the Hotel, all in accordance with the Hotel's Standard of excellence as defined herein. Manager has agreed to undertake such services, all in accordance with the Hotel Standard of Excellence. Manager has agreed to undertake such services, all on and subject to the terms and conditions contained in this Agreement.

THEREFORE, the parties agree as follows:

1. **Definitions.** Unless the context otherwise specifies or requires, for the purposes of this Agreement, the following terms will have the meanings set forth below:

"Affiliate" of a Person means a Person who, directly or indirectly through one or more intermediaries, owns or controls, is owned or controlled by or is under common control or Ownership with the Person in question. For purposes of this definition, "own" or "Ownership" means Ownership by one Person of fifty percent (50%) or more of the voting stock of the controlled Person, in the case of a corporation or, in the case of Persons other than corporation, entitlement of the controlling Person, directly or indirectly, to receive fifty percent (50%) or more of the dividends, profits or similar economic benefit from the controlled Person; and "control" means the possession, directly, or indirectly of the power to direct or cause the direction of the Owner and policies of the controlled Person.

"Approved Annual Operating Budget" means the annual operating budget prepared by Manager and approved by Owner in accordance with Section 6.

"Authorized Signatories" means such representatives of the Ground Lessor, Owner, and such representatives of Manager or Hotel Employees designated by Manager and approved in