



**Diamond State Port Corporation
Board of Directors**

Resolution 26-06

Authorization of Tolling Agreement

WHEREAS, Diamond State Port Corporation ("DSPC") entered into a contract (the "Contract") with Richard E. Pierson Construction Co., Inc. ("Pierson"), pursuant to which Pierson agreed to perform certain reconstruction and related work at the Port of Wilmington (the "Port").

WHEREAS, DSPC and Enstructure Wilmington Holdings LLC, a Delaware limited liability company (as successor in interest to GT USA Wilmington, LLC) ("Enstructure"), are parties to that certain Concession Agreement dated as of September 18, 2018 as amended from time to time, pursuant to which Enstructure manages the operations of the Port.

WHEREAS, a vessel owner submitted to Enstructure (i) a letter of protest in which it alleged that its vessel sustained damage at the Port on or about January 7, 2026 and (ii) a demand letter in which it sought indemnity from Enstructure.

WHEREAS, Enstructure believes that a claim may be available against Pierson in connection with the Contract and filed an action in the Superior Court of the State of Delaware, New Castle County (*Enstructure Wilmington Holdings, LLC v. Richard E. Pierson Construction Co., Inc.*, – Case No. N26C-02-651 PAW CCLD).

WHEREAS, Pierson, Enstructure and DSPC desire to enter into a tolling agreement (the "Tolling Agreement") to suspend the statute of limitations to enable the parties to discuss a resolution.

WHEREAS, the form of Tolling Agreement has been provided to the Board of Directors (the "Board") of DSPC.

NOW, THEREFORE, BE IT RESOLVED: The Board hereby approves the Tolling Agreement;

FURTHER RESOLVED, that the Board hereby authorizes each of the Chair and the Vice-Chair of the Board and any officer of DSPC (each, an "Authorized Signatory"), acting individually, to negotiate and execute, and cause DSPC to perform its obligations under, the Tolling Agreement, with such changes as such Authorized Signatory determines to be necessary, appropriate or advisable, the execution thereof to be conclusive evidence of such determination and the authority therefor;

FURTHER RESOLVED, that the Authorized Signatories be, and each acting individually hereby is, authorized and directed to take such further actions and to execute and deliver, and to cause DSPC to perform its obligations under, such further agreements, instruments, certificates and any other documents as may be contemplated by or related to the agreements referred to in the foregoing resolutions or as such

Authorized Signatory determines to be necessary, appropriate or advisable to carry out the intent and effectuate the purpose of the foregoing and the transactions contemplated thereby, the taking of such further action or the execution of such further agreement, instrument, certificate or other document by such Authorized Signatory to be conclusive evidence of such determination and the authority therefor; and

FURTHER RESOLVED, that any and all actions heretofore taken by any member of the Board or officer, employee or agent of DSPC in connection with or related to any of the matters set forth herein or contemplated hereby, including, without limitation, any and all actions taken in connection with the negotiation, preparation and execution of the agreements referred to in the foregoing resolutions, be, and hereby are, ratified, confirmed and approved in all respects as fully as if such actions had been presented to the Board for its approval and approved prior to the taking of such action.

Resolution NUMBER: 26-06 Authorization of Tolling Agreement

☒	Approved by DSPC Board of Directors
☐	Denied by DSPC Board of Directors
☐	Decision Deferred by DSPC Board of Directors
Date:	June 15, 2026 DSPC Board of Directors Meeting