

**SECOND AMENDMENT TO THE OPERATING AGREEMENT
OF
45 RIVER ROAD ASSOCIATES, LLC**

This Second Amendment to the Operating Agreement (this "**Amendment**") of **45 River Road Associates, LLC**, a New Jersey limited liability Company (the "**Company**"), is made effective as of October 8, 2020.

RECITALS

A. The Company was formed pursuant to Certificate of Formation dated March 22, 2013 and filed with the New Jersey Secretary of State.

B. The Operating Agreement of the Company was made effective as of February 12, 2015 and the First Amendment to the Operating Agreement was made effective as of January 1, 2019 (the "**Governing Agreement**").

C. The Members have agreed to amend the Governing Agreement as more particularly set forth below.

NOW, THEREFORE, for and in consideration of the foregoing recitals and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed as follows:

1. Section 5. **Membership Interests: Profits and Losses** shall be amended as follow. The membership interests ("Membership Interests") of the Company shall be divided between and consist of Eighty (80%) Percent Interest for Fred A. Daibes Family Trust and Ten (10%) Percent Interest for Joseph A. Daibes and Ten (10%) Percent Interest for Gregory J. McManus. Profit and losses of the Company and distribution of cash or other assets of the Company shall be in accordance with the Membership Interests of the Members.

2. Section 6. Capital Contributions shall be amended as follows:

Fred A. Daibes Family Trust has contributed \$80.00 respectively for its Membership Interest and Joseph A. Daibes has contributed \$10.00 respectively for his Membership Interest and Gregory J. Daibes has contributed \$10.00 respectively for his Membership Interest.

3. Section 8 Managing Member shall be amended as follows:

8.1 Management of the Company; Appointment of Member.

The Managing Member shall be solely responsible for the management of the Company's business with all the rights and powers generally conferred by law or necessary, advisable or consistent therewith but subject to the limitations of Article 3 related to the stated purposes of the Company and this Article 8. Gregory J. McManus is hereby appointed as Managing Member and Fred A. Daibes Family Trust is hereby appointed as Member and Joseph A. Daibes is hereby

appointed as Member and they shall devote all necessary time and attention to the business of the Company. Any party may engage in any other business while serving as Managing Member.

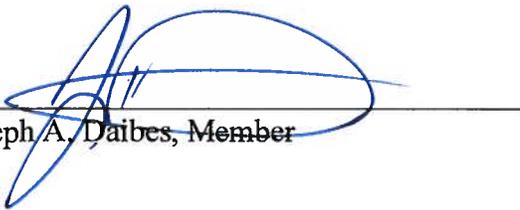
4. In all other respects, the Governing Agreement remains in full force and effect, without amendment.

IN WITNESS WHEREOF, this Amendment is executed as of this 8th day of October 2020.

45 RIVER ROAD ASSOCIATES, LLC, a New Jersey limited liability company

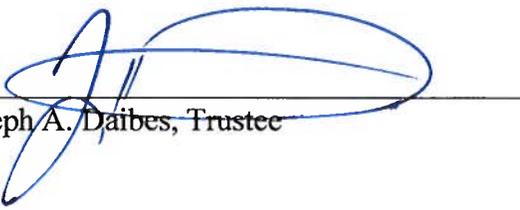
By: 
Gregory J. McManus, Managing Member

45 RIVER ROAD ASSOCIATES, LLC, a New Jersey limited liability company

By: 
Joseph A. Daibes, Member

45 RIVER ROAD ASSOCIATES, LLC, a New Jersey limited liability company

By: Fred A. Daibes Family Trust, its Member

By: 
Joseph A. Daibes, Trustee

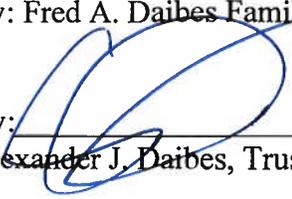
45 RIVER ROAD ASSOCIATES, LLC, a New Jersey limited liability company

By: Fred A. Daibes Family Trust, its Member

By: 
Colette R. Daibes, Trustee

45 RIVER ROAD ASSOCIATES, LLC, a New Jersey
limited liability company

By: Fred A. Daibes Family Trust, its Member

By: 

Alexander J. Daibes, Trustee