

**THIRD AMENDED AND RESTATED OPERATING AGREEMENT  
OF  
45 RIVER ROAD URBAN RENEWAL ASSOCIATES, LLC  
(FORMERLY 45 RIVER ROAD ASSOCIATES, LLC)**

This Third Amended and Restated Operating Agreement (this “**Amendment**”) of **45 River Road Urban Renewal Associates, LLC**, a New Jersey limited liability Company (the “**Company**”), effective as of October 27, 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 Members caused a Certificate of Amendment to be filed on October 27, 2020, changing the name of the company from 45 River Road Associates, LLC, to 45 River Road Urban Renewal Associates, LLC.

C. The Operating Agreement of the Company was made effective as of February 12, 2015, amended by the Amended and Restated Operating Agreement dated January 1, 2019, and amended by the Second Amended and Restated Operating Agreement dated as of October 8, 2020 (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 2. **Name** shall be amended as follows: The name of the Company is **45 RIVER ROAD URBAN RENEWAL ASSOCIATES, LLC** and such name shall be used at all times in connection with the business and affairs of the Company.
2. A new Section shall be added as follows:
  16. **Urban Renewal Entity**. The Company shall, at all times, act in accordance with the provisions of P.L. 1991, c. 431 (C.40A:20-1 et seq.)
3. In all other respects, the Governing Agreement remains in full force and effect, without amendment.

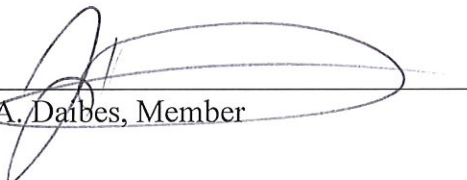
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IN WITNESS WHEREOF, this Amendment is executed as of this 16<sup>th</sup> day of November 2020.

**45 River Road Associates, LLC** a New Jersey limited liability company

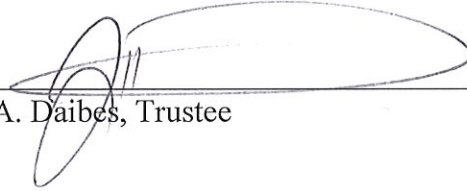
By:   
Gregory J. McManus, Member

**45 River Road Associates, LLC** a New Jersey limited liability company

By:   
Joseph A. Daibes, Member

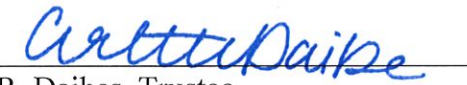
**45 River Road Associates, LLC** a New Jersey limited liability company

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