

**AMENDED AND RESTATED OPERATING AGREEMENT
OF
45 RIVER ROAD ASSOCIATES, LLC**

This Amended and Restated Operating Agreement (this “**Amendment**”) of **45 River Road Associates, LLC**, a New Jersey limited liability Company (the “**Company**”), effective as of January 1, 2019;

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 (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. The Managing Member shall have full and sole authority and without the consent of any member to conduct any lawful business. Any and all reference made to the requirement of approval of all members shall be deleted.
2. Paragraph 5 shall be amended as follows: The membership interest (“Membership Interests”) of the Company shall consist of Ten (10%) Percent Interest for Joseph A. Daibes and Ninety (90%) Percent Interest for the Fred A. Daibes Family Trust. 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 Member.
3. Paragraph 8.1 shall be amended as follows: Joseph A. Daibes is hereby appointed as Managing Member and shall devote all necessary time and attention to the business of the Company.
4. 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 19th day of August 2020.

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

By: 
Joseph A. Daibes, Managing 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