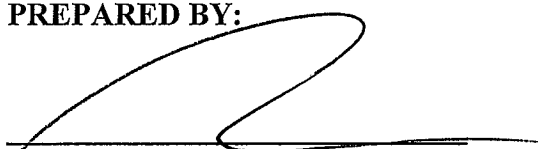


Exhibit “A”

PREPARED BY:


STEPHEN F. HEHL, ESQ.

AMENDMENT TO DEVELOPER'S AGREEMENT

THIS AGREEMENT, made this 25 day of March 2014, by COLONIAL WOODS, L.L.C., (the "Developer") having its principal place of business at 184 South Livingston Avenue, Suite 11, Livingston, NJ 07039 and THE TOWNSHIP OF WEST ORANGE, having its principal place of business at 66 Main Street, West Orange, NJ 07052 (the "Township") and RNC DEVELOPERS INC., having its principal place of business at 184 South Livingston Avenue, Suite 11, Livingston, NJ 07039 (the "Successor in Title").

WITNESSETH

WHEREAS, the Developer and Township entered into a Developer's Agreement ("Agreement") dated February 10, 2009 in connection with a 27-lot subdivision which Agreement is annexed hereto as "Exhibit A," the scope of which relates to construction and development work in and around Block 173, Lot 12 and Block 172.29, Lot 40.02 on the Tax Map of the Township, now known as Block 173, Lots 12.02-12.27 and Block 172.29, Lot 40.03 also known as the area located north of Warren Road, and the extension of Nance Road and Colonial Woods Drive. "The project is known as the Colonial Woods North" (the "Project"); and

WHEREAS, the parties hereto have agreed to enter into this Amendment to Developer's Agreement ("Amendment"); and

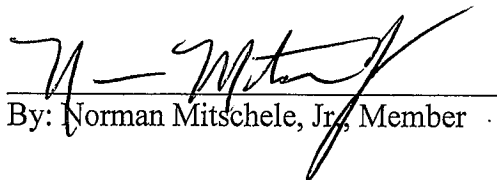
WHEREAS, the Developer and Successor in Title have requested that the Township Council for the Township authorize an extension of the time period for completion of construction set forth in Paragraph 7 of the aforementioned Agreement to December 31, 2017; and

WHEREAS, Developer is assigning all of the obligations of this Agreement to the Successor in Title and the Successor in Title has agreed to assume all obligations of this Agreement pursuant to paragraph 16 of the aforementioned Agreement;

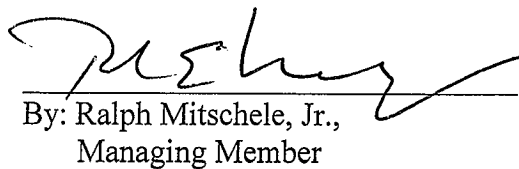
NOW THEREFORE, in consideration of the foregoing and of the mutual covenants hereinafter set forth, it is hereby agreed between the parties hereto as follows:

1. The time periods for completion of construction of all improvements contemplated under the Developer's Agreement as set forth in paragraph 7 of the Agreement is hereby extended until December 31, 2017.
2. Pursuant to Paragraph 16 of the Agreement, Developer hereby assigns all obligations of the Agreement to the Successor in Title and Successor in Title agrees to assume and further agrees to perform all of the obligations recited in the Agreement. Furthermore, the Township hereby acknowledges said assignment and assumption and agrees to release the Developer from any further responsibility under the Agreement upon transfer of title from the Developer to the Successor in Title. This Amendment and assignment shall not be deemed a waiver of the Township's rights to enforce the provisions of this Agreement against any party in connection with their obligations hereunder.
3. With regard to Section I of the Project, a bond shall not be required to be posted in connection with the development of said Section I until one of the following events takes place: (i) two (2) years elapses from the commencement of the physical site improvements on the site for Section I, with "commencement" being defined herein as the start of the clearing of the Property by the tree contractor; or (ii) application by the Developer or Successor in Title for a building permit for a house construction on any Lot in Section I, other than for construction of the model home located on Block 172.29, Lot 40.03.
4. With regard to Section II of the Project, a bond shall not be required to be posted until one of the following events takes place: (i) two (2) years elapses from the commencement of the physical site improvements on the site for Section II; or (ii) application by the Developer or Successor in Title for a building permit for a house construction on any Lot in Section II.
5. All other terms and conditions of the aforementioned Agreement shall remain in full force and effect unless specifically amended by this Amendment.

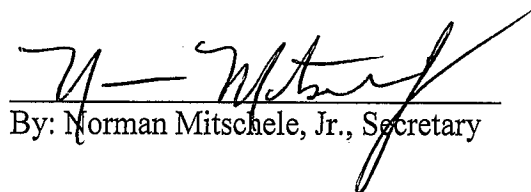
Witness/Attest


By: Norman Mitschele, Jr., Member

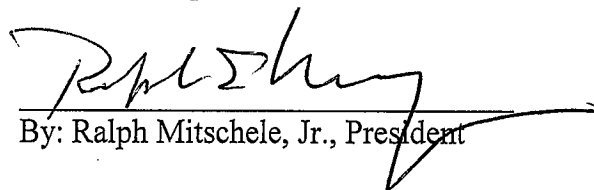
Colonial Woods, L.L.C.

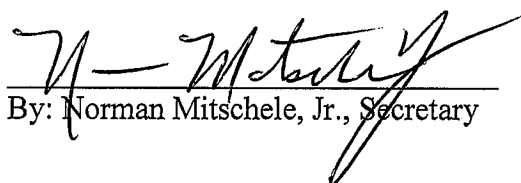

By: Ralph Mitschele, Jr.,
Managing Member

Witness/Attest


By: Norman Mitschele, Jr., Secretary

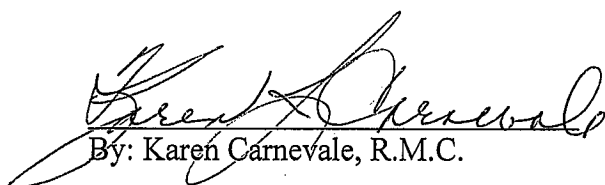
RNC Developers, Inc.


By: Ralph Mitschele, Jr., President

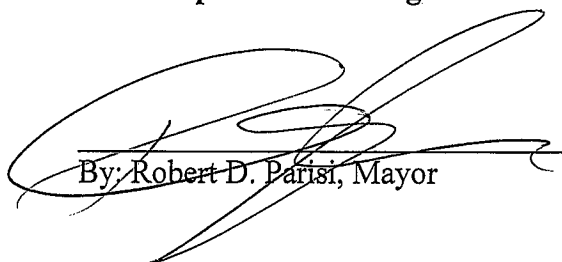

By: Norman Mitschele, Jr., Secretary


By: Charles DePhillips, Vice President

Witness/Attest


By: Karen Carnevale, R.M.C.

Township of West Orange


By: Robert D. Parisi, Mayor

STATE OF NEW JERSEY)
COUNTY OF ESSEX) SS.:

I certify that on 4th day Apr. 1 2014, 2014, Robert D. Parisi, Mayor, personally came before and acknowledged under oath to my satisfaction that he executed the same as his voluntary act and deed.

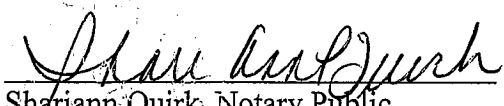
(a) This person is the Mayor of the Township of West Orange, the municipality named in this Amendment to Agreement;

(b) Karen Carnevale, R.M.C., is the attesting witness to the signing of this Amendment by the proper municipal representative who is Robert D. Parisi, Mayor;

(c) This Agreement was authorized by a Resolution of the Township Council of West Orange;

(d) This person knows that the proper seal of the municipality was affixed to this Amendment; and

(e) this person signed this proof to attest to the truth of these facts.

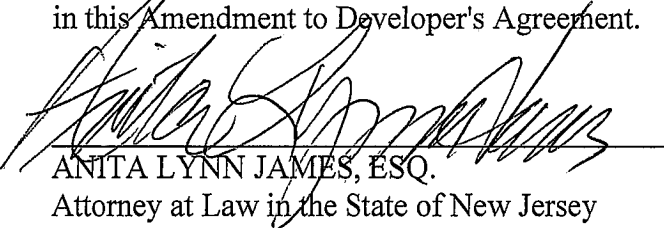

Shariann Quirk, Notary Public

SHARIANN P. QUIRK
Notary Public of New Jersey
My Commission Expires on 4/13/2015

STATE OF NEW JERSEY)
COUNTY OF UNION) SS.:

I CERTIFY that on March 31, 2014, Ralph Mitschele, Jr., Member of Colonial Woods, L.L.C., personally came before me and acknowledged under oath, to my satisfaction, that this person:

- (a) is named in and personally signed this Amendment to Developer's Agreement;
- (b) signed, sealed and delivered this instrument as his or her act and deed;
- (c) is authorized to execute this instrument as Managing Member of Colonial Woods, L.L.C, the entity named in this instrument;
- (d) executed this Amendment to Developer's Agreement as the act of the entity named in this Amendment to Developer's Agreement.


ANITA LYNN JAMES, ESQ.
Attorney at Law in the State of New Jersey

STATE OF NEW JERSEY)
COUNTY OF UNION) SS.:

I CERTIFY that on March 31, 2014

Ralph Mitschele, Jr. and Charles DePhillips, personally came before me and acknowledged under oath, to my satisfaction, that:

- (a) these persons are the President and Vice President, respectively, of RNC Developers Inc., a New Jersey Corporation, the corporation named in this Amendment to Agreement;
- (b) these persons are the attesting witnesses to the signing of this Agreement by the proper corporate officers who are Ralph Mitschele, Jr. and Charles DePhillips, the President and Vice President, respectively, of the corporation;
- (c) this Agreement was signed and delivered by the corporation as its voluntary act duly authorized by a proper resolution of its Board of Directors;
- (d) this person knows the proper seal of the corporation which was affixed to this Agreement; and
- (e) this person signed this proof to attest to the truth of these facts.

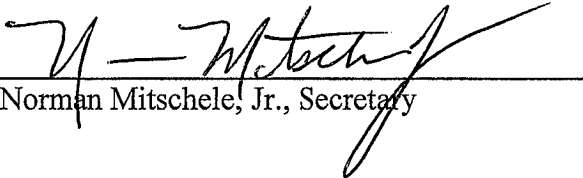

Norman Mitschele, Jr., Secretary

Exhibit “B”

SECOND AMENDMENT TO DEVELOPER'S AGREEMENT

THIS AGREEMENT, made this _____ day of _____ 2017, by RNC DEVELOPERS INC., (the "Developer") having its principal place of business at 184 South Livingston Avenue, Suite 11, Livingston, NJ 07039 and THE TOWNSHIP OF WEST ORANGE, having its principal place of business at 66 Main Street, West Orange, NJ 07052 (the "Township").

WITNESSETH

WHEREAS, Colonial Woods, LLC, (the original Developer) and the Township entered into a Developer's Agreement ("Agreement") dated February 10, 2009 in connection with a 27-lot subdivision which Agreement is annexed hereto as "Exhibit A," the scope of which relates to construction and development work in and around Block 173, Lot 12 and Block 172.29, Lot 40.02 on the Tax Map of the Township, also known as the area located north of Warren Road, Nance Road and Colonial Woods Drive (the "Project"); and

WHEREAS, Colonial Woods, LLC (the original Developer) and Township entered into an Amendment to the Developers Agreement dated March 25, 2014 extending the Agreement to December 31, 2017; and

WHEREAS, the Township agreed to an assignment of the Developer's Agreement from Colonial Woods, LLC to RNC Developers Inc. on March 25, 2014; and Exhibit "B"

WHEREAS, the parties hereto have agreed to enter into this Second Amendment to Developer's Agreement ("Amendment"); and

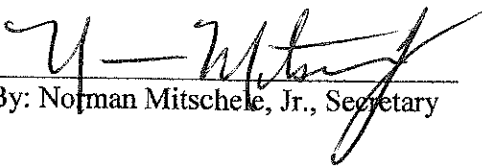
WHEREAS, the Developer has requested the Township Council to authorize a further extension of time for completion of construction set forth in Paragraph 7 for the original Developers Agreement to December 31, 2020.

NOW THEREFORE, in consideration of the foregoing and of the mutual covenants hereinafter set forth, it is hereby agreed between the parties hereto as follows:

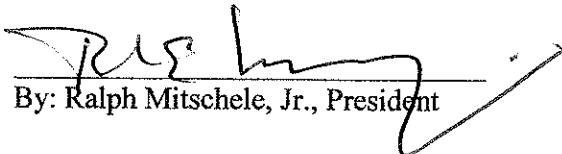
1. The time periods for completion of construction of all improvements contemplated under the Developer's Agreement as set forth in paragraph 7 of the Agreement is hereby extended until December 31, 2020.
2. With regard to Section II of the Project, a bond shall not be required to be posted until one of the following events takes place: (i) two (2) years elapses from the commencement of the physical site improvements on the site for Section II; or (ii) application by the Developer for a building permit for a house construction on any Lot in Section II.

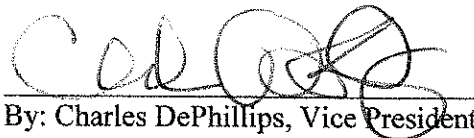
3. All other terms and conditions of the aforementioned Agreement shall remain in full force and effect unless specifically amended by this Amendment.

Witness/Attest


By: Norman Mitschele, Jr., Secretary

RNC DEVELOPERS INC.


By: Ralph Mitschele, Jr., President


By: Charles DePhillips, Vice President

Witness/Attest

By: Karen Carnevale, R.M.C.

TOWNSHIP OF WEST ORANGE

By: Robert D. Parisi, Mayor

STATE OF NEW JERSEY)

COUNTY OF ESSEX) SS.:

I certify that on _____, 2017 Robert D. Parisi, Mayor, personally came before and acknowledged under oath to my satisfaction that he executed the same as his voluntary act and deed.

(a) This person is the Mayor of the Township of West Orange, the municipality named in this Amendment to Agreement;

(b) Karen Carnevale, R.M.C., is the attesting witness to the signing of this Amendment by the proper municipal representative who is Robert D. Parisi, Mayor;

(c) This Agreement was authorized by a Resolution of the Township Council of West Orange;

(d) This person knows that the proper seal of the municipality was affixed to this Amendment; and

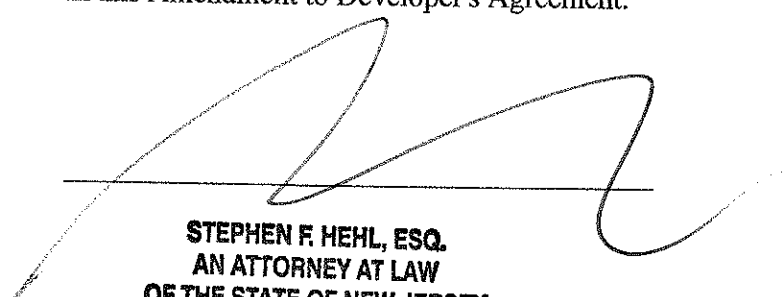
(e) this person signed this proof to attest to the truth of these facts.

STATE OF NEW JERSEY)

COUNTY OF ESSEX) SS.:

I CERTIFY that on June 12, 2017, Ralph Mitschele, Jr., President of RNC DEVELOPERS INC., personally came before me and acknowledged under oath, to my satisfaction, that this person:

- (a) is named in and personally signed this Amendment to Developer's Agreement;
- (b) signed, sealed and delivered this instrument as his or her act and deed;
- (c) is authorized to execute this instrument as Managing Member of Colonial Woods, L.L.C, the entity named in this instrument;
- (d) executed this Amendment to Developer's Agreement as the act of the entity named in this Amendment to Developer's Agreement.



STEPHEN F. HEHL, ESQ.
AN ATTORNEY AT LAW
OF THE STATE OF NEW JERSEY

STATE OF NEW JERSEY)
COUNTY OF ESSEX) SS.:

I CERTIFY that on _____, 2017

Ralph Mitschele, Jr. and Charles DePhillips, personally came before me and acknowledged under oath, to my satisfaction, that:

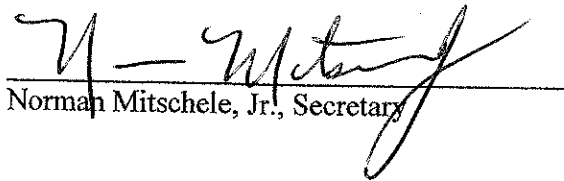
(a) these persons are the President and Vice President, respectively, of RNC Developers Inc., a New Jersey Corporation, the corporation named in this Amendment to Agreement;

(b) these persons are the attesting witnesses to the signing of this Agreement by the proper corporate officers who are Ralph Mitschele, Jr. and Charles DePhillips, the President and Vice President, respectively, of the corporation;

(c) this Agreement was signed and delivered by the corporation as its voluntary act duly authorized by a proper resolution of its Board of Directors;

(d) this person knows the proper seal of the corporation which was affixed to this Agreement; and

(e) this person signed this proof to attest to the truth of these facts.


Norman Mitschele, Jr., Secretary