

**SECOND AMENDMENT TO
PROJECT AGREEMENT**

THIS SECOND AMENDMENT TO PROJECT AGREEMENT (hereinafter, this "Amendment"), made as of March 20, 2023, by and between the **TOMPKINS COUNTY INDUSTRIAL DEVELOPMENT AGENCY**, a public benefit corporation duly existing under the laws of the State of New York with offices at 119 E. Seneca Street, Suite 200, Ithaca, New York 14850 (the "Agency") and **KNICKERBOCKER BED COMPANY**, a New Jersey corporation, having its offices at 770 Commercial Avenue, Carlstadt, New Jersey 07072 (the "Company").

WITNESSETH:

WHEREAS, the Agency and Company previously entered into a certain Project Agreement, dated as of December 23, 2021, as amended pursuant to that certain First Amendment to Project Agreement, dated as of December 16, 2022 (as so amended, the "Original Project Agreement") in connection with a certain Project (as defined within the Original Project Agreement); and

WHEREAS, the Company, pursuant to correspondence dated February 21, 2023, requested that the Agency increase the authorized sales and use tax exemption amount to \$600,000.00; and

WHEREAS, the Agency and Company desire to amend the Original Project Agreement to document same pursuant to an in accordance with the terms hereof.

NOW THEREFORE, in consideration of the covenants herein contained and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, it is mutually agreed as follows:

1. The definition of "Maximum Sales Tax Exemption" in Schedule A to the Original Project Agreement shall be replaced in its entirety and shall read as follows:

"Maximum Sales Tax Exemption" shall mean the aggregate maximum dollar amount of Sales Tax Savings that the Company and all Subagents acting on behalf of the Company are permitted to receive under this Project Agreement, which shall equal **\$600,000.00** or such maximum dollar amount as may be determined by the Agency pursuant to such additional documents as may be required by the Agency for such increase.

2. All other provisions of the Original Project Agreement shall remain unchanged and in full force and effect in accordance with the terms thereof.

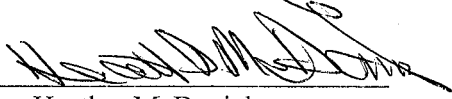
3. This Amendment may be executed in any number of counterparts each of which shall be deemed an original but which together shall constitute a single instrument.

(Remainder of page intentionally left blank)

[Signature Page to Second Amendment to Project Agreement]

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the day and year first above written.

TOMPKINS COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: 
Name: Heather McDaniel
Title: Administrative Director

KNICKERBOCKER BED COMPANY

By: _____
Name: Richard Polevoy
Title: President

[Signature Page to Second Amendment to Project Agreement]

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the day and year first above written.

TOMPKINS COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: _____

Name: Heather McDaniel

Title: Administrative Director

KNICKERBOCKER BED COMPANY

By:  _____

Name: Richard Polevoy

Title: President