

EXHIBIT

"A"

FIRST AMENDMENT TO ECONOMIC DEVELOPMENT PROGRAM AGREEMENT

This First Amendment to Economic Development Program Agreement ("First Amendment" is entered into this 26 day of January, 2022, by and between the City of Round Rock, Texas, ("City") and Cargill Meat Solutions Corporation, a Delaware corporation ("Cargill").

WHEREAS, the City and ProPortion Foods, LLC, a California limited liability company ("PPF") entered into that one certain Economic Development Program Agreement ("Agreement") on the 25th day of November, 2015; and

WHEREAS, PPF and Cargill merged so that PPF became the Disappearing Entity, and Cargill became the Surviving Entity, as evidenced by the Certificate of Merger from the Secretary of State of California, ("Certificate") a copy of which is attached hereto as Exhibit "A"; and

WHEREAS, Cargill would like for the City to acknowledge that Cargill is now the proper entity to comply with the responsibilities and requirements of the Agreement and to receive the benefits of the Agreement;
NOW THEREFORE

It is agreed by and between the City and Cargill that the Agreement is amended as follows:

I.

1.1 Every instance in the Agreement where it refers to either "ProPortion Foods, LLC" or "PPF", it shall be amended to say "Cargill Meat Solutions Corporation" or "Cargill", as appropriate.

II.

2.1 Section 6.10 Notice shall be amended to delete the address and contact information for ProPortion Foods, LLC and replace it with the following

If to Cargill:	Cargill Meat Solutions Corporation 825 East Douglas Avenue Wichita, Kansas 67202 Attention: <u>MARK T. QUAYLE</u> Phone: <u>(316) 291-3430</u> Email: <u>Mark.Quayle@Cargill.com</u>
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III.

3.1 To the extent necessary to effect the terms and provisions of this First Amendment, the Agreement is amended and modified. In all other respects, the aforesaid Agreement is hereby ratified and confirmed.

3.2 This First Amendment may be executed in counterparts, each of which shall be an original and all of which together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto acting under authority of their respective governing bodies have caused this First Amendment to be duly execute to be effective the 26 day of January, 2022.

CITY OF ROUND ROCK, TEXAS,
a home rule city and municipal corporation

By: _____
Craig Morgan, Mayor

CARGILL MEAT SOLUTIONS CORPORATION,
a Delaware corporation

By: Travis Robley
Travis Robley its FINANCE LEAD

200909910273



State of California Secretary of State

Certificate of Merger

(California Corporations Code sections
1113(g), 3203(g), 6019.1, 8019.1, 9640, 12540.1, 15911.14, 16915(b) and 17710.14)

OBE MERG

FILED *208*
Secretary of State
State of California

SEP 27 2021 *WV*

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

1. NAME OF SURVIVING ENTITY Cargill Meat Solutions Corporation	2. TYPE OF ENTITY Corporation	3. CA SECRETARY OF STATE FILE NUMBER C0812315	4. JURISDICTION Delaware												
5. NAME OF DISAPPEARING ENTITY Proportion Foods, LLC	6. TYPE OF ENTITY LLC	7. CA SECRETARY OF STATE FILE NUMBER 200909910273	8. JURISDICTION California												
9. THE PRINCIPAL TERMS OF THE AGREEMENT OF MERGER WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. (IF A VOTE WAS REQUIRED, SPECIFY THE CLASS AND THE NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE ON THE MERGER AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS. ATTACH ADDITIONAL PAGES, IF NEEDED.)															
<u>SURVIVING ENTITY</u> <table border="0"> <tr> <td><u>CLASS AND NUMBER</u></td> <td>AND</td> <td><u>PERCENTAGE VOTE REQUIRED</u></td> </tr> <tr> <td>Common, 3,000,000</td> <td></td> <td>100%</td> </tr> </table>		<u>CLASS AND NUMBER</u>	AND	<u>PERCENTAGE VOTE REQUIRED</u>	Common, 3,000,000		100%	<u>DISAPPEARING ENTITY</u> <table border="0"> <tr> <td><u>CLASS AND NUMBER</u></td> <td>AND</td> <td><u>PERCENTAGE VOTE REQUIRED</u></td> </tr> <tr> <td>All membership units</td> <td></td> <td>100%</td> </tr> </table>		<u>CLASS AND NUMBER</u>	AND	<u>PERCENTAGE VOTE REQUIRED</u>	All membership units		100%
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All membership units		100%													

10. IF EQUITY SECURITIES OF A PARENT PARTY ARE TO BE ISSUED IN THE MERGER, CHECK THE APPLICABLE STATEMENT.

☒ No vote of the shareholders of the parent party was required. The required vote of the shareholders of the parent party was obtained.

11. IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, PROVIDE THE REQUISITE CHANGES (IF ANY) TO THE INFORMATION SET FORTH IN THE SURVIVING ENTITY'S ARTICLES OF ORGANIZATION, CERTIFICATE OF LIMITED PARTNERSHIP OR STATEMENT OF PARTNERSHIP AUTHORITY RESULTING FROM THE MERGER. ATTACH ADDITIONAL PAGES, IF NECESSARY.

12. IF A DISAPPEARING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, AND THE SURVIVING ENTITY IS NOT A DOMESTIC ENTITY OF THE SAME TYPE, ENTER THE PRINCIPAL ADDRESS OF THE SURVIVING ENTITY.

PRINCIPAL ADDRESS OF SURVIVING ENTITY	CITY AND STATE	ZIP CODE
825 East Douglas Avenue	Wichita, Kansas	67202

13. OTHER INFORMATION REQUIRED TO BE STATED IN THE CERTIFICATE OF MERGER BY THE LAWS UNDER WHICH EACH CONSTITUENT OTHER BUSINESS ENTITY IS ORGANIZED. ATTACH ADDITIONAL PAGES, IF NECESSARY.

14. STATUTORY OR OTHER BASIS UNDER WHICH A FOREIGN OTHER BUSINESS ENTITY IS AUTHORIZED TO EFFECT THE MERGER.

Section 264 of the Delaware General Corporation Code

15. FUTURE EFFECTIVE DATE, IF ANY

(Month)	(Day)	(Year)
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16. ADDITIONAL INFORMATION SET FORTH ON ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE PART OF THIS CERTIFICATE.

17. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

Mark T. Quayle 09-16-2021
SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY DATE

Mark T. Quayle, Secretary
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

Misty A. High 09-16-2021
SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY DATE

Misty A. High, President
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

Mark T. Quayle 09-16-2021
SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY DATE

Mark T. Quayle, Manager
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

Misty A. High 09-16-2021
SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY DATE

Misty A. High, Manager
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

For an entity that is a business trust, real estate
association, set forth the provision of law or other basis

Incorporated
signing: _____

EXHIBIT

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OBE MERGER-1 (REV 01/2016)

APPROVED BY SECRETARY OF STATE

200909910273

Statement pursuant to section 17710.17(f)(1)(2)(3)

Title attachment as Attachment to Item 13

The following agreement is made pursuant to California Corporations Code section 17710.17(f)(1)(2)(3).

1. The Company agrees that it may be served in the State of California in a proceeding for the enforcement of an obligation of Proportion Foods, LLC and in proceeding to enforce the rights of any holder of dissenting interest or dissenting shares in Proportion Foods, LLC.
2. The Company irrevocably appoints the Secretary of State of the State of California as the Company's agent to receive service of process on behalf of the Company.

The address to which such service of process and correspondence should be sent is:

Proportion Foods, LLC
15407 McGinty Road West
Wayzata, MN 55391

3. The Company agrees that it will promptly pay the holder of any dissenting interest or dissenting shares in Proportion Foods, LLC, the amount to which that person is entitled under the laws of the State of California.