

**Authorizing Resolution  
Consent to Mortgage, Sale and Assignment  
Family Dollar Facility**

Date: November 18, 2025

At a meeting of the Oneida County Industrial Development Agency (the "Agency"), held at 584 Phoenix Drive, Rome, New York at 8:00 a.m. on November 18, 2025, the following members of the Agency were:

**Members Present:**

**EDGE Staff Present:**

**Others Present:**

After the meeting had been duly called to order, the Chairman announced that among the purposes of the meeting was to consider and take action on certain matters pertaining to the mortgage, sale and assignment of a certain industrial development facility more particularly described below (Family Dollar Facility).

The following resolution was duly moved, seconded, discussed and adopted with the following members voting:

Voting Aye

Voting Nay

RESOLUTION AUTHORIZING THE AGENCY TO CONSENT TO THE SALE OF THE FAMILY DOLLAR FACILITY, THE ASSIGNMENT OF AGENCY LEASE DOCUMENTS TO 1959 RE HOLDINGS, LLC AND TO EXECUTE RELATED DOCUMENTS.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended and Chapter 372 of the Laws of 1970 of the State of New York (collectively, the "Act"), the Agency was created with the authority and power among other things, to assist with the acquisition of certain industrial development projects as authorized by the Act; and

WHEREAS, Family Dollar Services, Inc. (the "Company") applied to the Agency to enter into a transaction in which the Agency assisted in the continued operation of an existing 907,000 square foot distribution facility (the "Improvements") and all equipment installed therein (the "Equipment"), located on an 86.69± acre parcel of land at 640 Perimeter Road, Griffiss Business & Technology Park, City of Rome, Oneida County, New York (the "Land") (the Land, Improvements and Equipment collectively, the "Facility"), which is used for the distribution of general retail merchandise; and

WHEREAS, the Company leased the Facility to the Agency pursuant to a Lease Agreement dated as of July 30, 2012 (the "Lease Agreement"); and

WHEREAS, the Agency leased the Facility back to the Company pursuant to a Leaseback Agreement dated as of July 30, 2012 (the "Leaseback Agreement"); and

WHEREAS, the Facility is the subject of that certain Payment-in-Lieu-of-Tax Agreement by and between the Agency and Company, dated as of July 30, 2012 (the "PILOT Agreement");

WHEREAS, the Facility is the subject of that certain Environmental Compliance and Indemnification Agreement by and between the Agency and the Company dated as of July 30, 2012 (the "Environmental Compliance Agreement"); and

WHEREAS, the Company converted to a limited liability company such that the Company is now Family Dollar Services, LLC; and

WHEREAS, the Company conveyed the Facility to 1959 RE Holdings, LLC (the "Assignee") by deed dated July 5, 2025 (the "Effective Date"); and

WHEREAS, the Company desires to assign to Assignee all of the Company's rights, title, interest, benefits and privileges in, under and to the Lease Agreement, the Leaseback Agreement, the PILOT Agreement and the Environmental Compliance Agreement (collectively referred to as the "Agency Lease Documents"); and

WHEREAS, based on information provided by the Assignee, the Assignee will continue to operate the Facility as presently operated by the Assignor; and

WHEREAS, the Assignor has requested the Agency consent to the sale of the Facility to the Assignee and to the assignment of the Agency Lease Documents from the Assignor to the Assignee, such that all Agency Lease Documents shall inure to the benefit of the Assignee and remain in full force and effect (the "Assignment"); and

WHEREAS, the Assignee has secured a loan from WhiteHawk Capital Partners LP ("Lender") in the maximum principal amount of \$250,000,000 (the "Loan"), which Loan will be secured by mortgages in certain properties owned by the Assignee and other affiliates, including the Facility; and

WHEREAS, the Assignee has requested the Agency consent enter into a mortgage and any other documents the Lender may require to secure its lien on the Facility (collectively, the "Loan Documents"); and

NOW, THEREFORE, BE IT RESOLVED by the Oneida County Industrial Development Agency (a majority of the members thereof affirmatively concurring) as follows:

Section 1. The Agency hereby finds and determines:

(a) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(b) Following the Assignment, the Facility will constitute a "project", as such term is defined in the Act; and

(c) The Assignment and the refinancing of the Facility will promote and maintain the job opportunities, health, general prosperity and economic welfare of the citizens of Oneida County and the State of New York and improve their standard of living and thereby serve the public purposes of the Act; and

(d) The Assignment and the refinancing of the Facility are reasonably necessary to induce the Assignee to maintain and expand its business operation in the State of New York; and

(e) It is desirable and in the public interest for the Agency to consent to the Assignment and the refinancing of the Facility.

Section 2. In consequence of the foregoing, the Agency hereby determines to consent to the Assignment and the refinancing of the Facility.

Section 3. The Agency is hereby authorized to do all things necessary or appropriate for the accomplishment of the Assignment and the refinancing of the Facility, and all acts heretofore taken by the Agency with respect to such sale, assignment and financing are hereby approved, ratified and confirmed.

Section 4.

(a) The Chairman, Vice Chairman, Secretary or any member of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Loan Documents and all documents as may be, in the judgment of the Chairman and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution (hereinafter collectively called the "Closing Documents"). The execution thereof by the Chairman, Vice Chairman, or any member of the Agency shall constitute conclusive evidence of such approval.

(b) The Chairman, Vice Chairman, Secretary or member of the Agency are further hereby authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency (as defined in and pursuant to the Leaseback Agreement).

Section 5. The officers, employees and agents of the Agency are hereby authorized and directed for and in the name and on behalf of the Agency to do all acts and things required or provided for by the provisions of the Closing Documents, and to execute and deliver all such additional certificates, instruments and documents, pay all such fees, charges and expenses and to do all such further acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Closing Documents binding upon the Agency.

Section 6. This resolution shall take effect immediately.

STATE OF NEW YORK        )  
  : SS.:  
COUNTY OF ONEIDA        )

I, the undersigned Assistant Secretary of the Oneida County Industrial Development Agency, DO HEREBY CERTIFY THAT:

I have compared the foregoing copy of a resolution of the Oneida County Industrial Development Agency (the "Agency") with the original thereof on file in the office of the Agency, and the same is a true and correct copy of such resolution and of the proceedings of the Agency in connection with such matter.

I FURTHER CERTIFY that (i) all directors of the Agency had due notice of said meeting, (ii) pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public and public notice of the time and place of said meeting was duly given in accordance with such Sections 103a and 104, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand as of November 18, 2025.

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Tim Fitzgerald, Assistant Secretary