AUTHORIZING RESOLUTION

DG Empire Sun, LLC (f/k/a OYA Blanchard Road LLC), with OYA Blanchard Road 2 LLC, OYA Great Lakes Seaway LLC, and OYA NYS RTE 12 LLC

A regular meeting of the Jefferson County Industrial Development Agency was convened on Thursday, June 2, 2022 at 8:30 a.m.

The following resolution was duly offered and seconded, to wit:

Resolution No. 06.02.2022.01

RESOLUTION OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY (i) APPROVING THE MERGER OF CERTAIN PROJECT OWNERSHIP ENTITIES INTO DG EMPIRE SUN, LLC (THE "MERGERS", AS MORE FULLY DESCRIBED BELOW) IN CONNECTION WITH CERTAIN PROJECTS PREVIOUSLY UNDERTAKEN BY THE AGENCY; AND (ii) AUTHORIZING THE EXECUTION AND DELIVERY OF DOCUMENTS RELATING TO SAME.

WHEREAS, by Title 1 of Article 18-A of the General Municipal Law of the State of New York, as amended, and Chapter 369 of the Laws of 1971 of the State of New York, (the "Act"), the **JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY** (the "Agency") was created with the authority and power to promote, develop, encourage and assist in acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing industrial, manufacturing, warehousing, commercial, research, and recreational facilities as authorized by the Act, and in connection therewith to issue its revenue bonds, and/or enter into straight lease transactions and provide other forms of financial assistance; and

WHEREAS, pursuant to resolutions adopted by the Agency on December 2, 2021 (the "Prior Resolutions"), the Agency previously authorized certain matters with respect to four (4) projects (herein, the "Projects") previously undertaken by the Agency for the benefit of OYA Blanchard Road, LLC (now DG Empire Sun, LLC, and herein, the "Company"), along with OYA Blanchard Road 2 LLC, OYA Great Lakes Seaway LLC, and OYA NYS RTE 12 LLC (collectively, the "Project Affiliates"); and

WHEREAS, pursuant to the Prior Resolutions, the Agency authorized a certain restructuring (the "Restructuring") whereby ownership interests in the Company (along with ownership interests of the Project Affiliates) were reorganized such that the Company owned both the assets of the original OYA Blanchard Road project and all of the membership interests of the Project Affiliates such that the Project Affiliates are currently wholly-owned subsidiaries of the Company; and

WHEREAS, as the final step for restructuring the Projects, the Company and the Project Affiliates have requested the Agency's consent to the proposed merger of the Project Affiliates into the Company, with the Company surviving, whereby the Company will own all assets of all 4 of the Projects (the "Merger"); and

WHEREAS, the Merger requires Agency written consent pursuant to Section 9.2 of the Agency Lease Agreements associated with the Projects currently owned by the Project Affiliates; and

WHEREAS, the Agency desires to authorize the Merger.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE JEFFERSON COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. The Agency hereby authorizes the Merger as requested by the Company and the Project Affiliates.

Section 2. Subject to (i) the Company's payment of all costs and fees of the Agency associated with reviewing, approving and consenting to the transactions described herein, and (ii) the Company, Company Parent and New Company Parent executing requisite merger documents, the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver any documents required to evidence the Agency's consent to the Merger necessary to effectuate the foregoing in forms thereof approved by the Chairman, Vice Chairman, and/or Chief Executive Officer and counsel to the Agency with such changes (including without limitation any change in the dated date of such documents), variations, omissions and insertions as the Chairman, Vice Chairman, and/or Chief Executive Officer shall approve. The execution of the foregoing documents by the Chairman, Vice Chairman, and/or Chief Executive Officer of the Agency shall constitute conclusive evidence of such approval.

Section 3. 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 and to execute and deliver all such certificates, instruments and documents, to 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 resolutions and to cause compliance by the Agency with all of the terms, covenants and provisions of the documents executed for and on behalf of the Agency.

Section 4. These Resolutions shall take effect immediately upon adoption.

The question of the adoption of the foregoing resolutions was duly put to vote on roll call, which resulted as follows:

	Yea	*Nay*	*Absent*	*Abstain*
Robert E. Aliasso, Jr.	X			
David J. Converse	X			
John Jennings	X			
William W. Johnson	X			
Lisa L'Huillier	X			
W. Edward Walldroff	X			
Paul J. Warneck	X			

The resolutions were thereupon duly adopted.

STATE OF NEW YORK)
COUNTY OF JEFFERSON) ss:

I, the undersigned (Acting) Secretary of the Jefferson County Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the foregoing extract of the minutes of the meeting of the Jefferson County Industrial Development Agency (the "Agency") including the resolution contained therein, held on June 2, 2022, with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that all members of said Agency had due notice of said meeting, that the meeting was in all respects duly held and that, pursuant to Article 7 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that public notice of the time and place of said meeting was duly given in accordance with Article 7.

I FURTHER CERTIFY that there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or modified.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of said Agency this 2nd day of June, 2022.

[redacted]

W. Edward Walldroff, (Acting) Secretary

[SEAL]

