

AMENDED

MONTGOMERY COUNTY INDUSTRIAL DEVELOPMENT AGENCY

APPLICATION

IMPORTANT NOTICE: The answers to the questions contained in this application are necessary to determine your firm's eligibility for financing and other assistance from the Montgomery County Industrial Development Agency. These answers will also be used in the preparation of papers in this transaction. Accordingly, all questions should be answered accurately and completely by an officer or other employee of your firm who is thoroughly familiar with the business and affairs of your firm and who is also thoroughly familiar with the proposed project. This application is subject to acceptance by the Agency.

TO: Montgomery County Industrial Development Agency
9 Park Street
Fonda, New York 12068
Attention: Chief Executive Officer

This application by applicant respectfully states:

APPLICANT: DG Distribution Northeast, LLC dba Dollar General Corporation

APPLICANT'S STREET ADDRESS: 100 Mission Ridge

CITY: Goodlettsville STATE: TN ZIP CODE: 37072

PHONE NO.: 404-309-9846 FAX NO.: _____ E-MAIL: klevine@dollargeneral.com

NAME OF PERSON(S) AUTHORIZED TO SPEAK FOR APPLICANT WITH RESPECT TO THIS APPLICATION:

IF APPLICANT IS REPRESENTED BY AN ATTORNEY, COMPLETE THE FOLLOWING:

NAME OF FIRM: Rebekah Fisher & Associates, PLLC

NAME OF ATTORNEY: Rebekah Fisher Esq.

ATTORNEY'S STREET ADDRESS: 414 Bridge Street

CITY: Franklin STATE: TN ZIP CODE: 37064

PHONE NO.: 615-224-8708 FAX NO.: _____ E-MAIL: rfisher@rfisherandassociates.com

NOTE: PLEASE READ THE INSTRUCTIONS ON PAGE 2 HEREOF BEFORE FILLING OUT THIS FORM.

INSTRUCTIONS

1. The Agency will not approve any application unless, in the judgment of the Agency, said application and the summary contains sufficient information upon which to base a decision whether to approve or tentatively approve an action.
2. Fill in all blanks, using “none” or “not applicable” or “N/A” where the question is not appropriate to the project which is the subject of this application (the “Project”).
3. If an estimate is given as the answer to a question, put “(est)” after the figure or answer which is estimated.
4. If more space is needed to answer any specific question, attach a separate sheet.
5. When completed, return two (2) copies of this application to the Agency at the address indicated on the first page of this application.
6. The Agency will not give final approval to this application until the Agency receives a completed environmental assessment form concerning the Project which is the subject of this application.
7. Please note that Article 6 of the Public Officers Law declares that all records in the possession of the Agency (with certain limited exceptions) are open to public inspection and copying. If the applicant feels that there are elements of the Project which are in the nature of trade secrets or information, the nature of which is such that if disclosed to the public or otherwise widely disseminated would cause substantial injury to the applicant’s competitive position, the applicant may identify such elements in writing and request that such elements be kept confidential in accordance with Article 6 of the Public Officers Law.
8. The applicant will be required to pay to the Agency all actual costs incurred in connection with this application and the Project contemplated herein (to the extent such expenses are not paid out of the proceeds of the Agency’s bonds issued to finance the project). The applicant will also be expected to pay all costs incurred by general counsel and bond counsel/special counsel to the Agency. The costs incurred by the Agency, including the Agency’s general counsel and bond counsel, may be considered as a part of the project and included as a part of the resultant bond issue.
9. The Agency has established an application fee of One Thousand Dollars (\$1,000) to cover the anticipated costs of the Agency in processing this application. A check or money order made payable to the Agency must accompany each application. **THIS APPLICATION WILL NOT BE ACCEPTED BY THE AGENCY UNLESS ACCOMPANIED BY THE APPLICATION FEE.**
10. The Agency has established a project fee for each project in which the Agency participates. **UNLESS THE AGENCY AGREES IN WRITING TO THE CONTRARY, THIS PROJECT FEE IS REQUIRED TO BE PAID BY THE APPLICANT AT OR PRIOR TO THE GRANTING OF ANY FINANCIAL ASSISTANCE BY THE AGENCY.**

FOR AGENCY USE ONLY

1. Project Number	
2. Date application Received by Agency	, 20__
3. Date application referred to attorney for review	, 20__
4. Date copy of application mailed to members and Elected Officials	, 20__
5. Preliminary Inducement Resolution (if Bond Project)	, 20__
6. Resolution Scheduling Public Hearing	, 20__
7. Hold Public Hearing	, 20__
8. Resolution Authorizing Mailing of PILOT Deviation Letter (if applicable)	, 20__
9. Post IDA Application and Construction Employment Agreement on Website	, 20__
10. Perform Inform Analytics Cost/Benefit Analysis present to Board	, 20__
11. Perform Written Evaluation Report and present to Board	, 20__
12. SEQR Resolution	, 20__
13. PILOT Deviation Resolution (if applicable)	, 20__
14. Approving Resolution	, 20__
15. Final Project Agreement Posted to Website	, 20__

AGENCY FEE SCHEDULE INFORMATION

1. APPLICATION FEE: \$1,000.00 (Non-refundable)

2. AGENCY FEE:

- (a) Bond Transactions: $\frac{3}{4}$ of 1% of bond amount
- (b) Sale Leaseback Transactions: $\frac{3}{4}$ of 1% of Total Project Cost
- (c) Rental Payments: The Company shall pay basic annual rental payments for the Project Facility in an amount equal to \$.0005 x the cost of the Agency Project on January 1 of each year during the term of the Lease Agreement.

3. AGENCY COUNSEL FEE:

- (a) Determine on a Project by Project Basis

SUMMARY OF PROJECT

Applicant: DG Distribution Northeast, LLC

Contact Person: Kacey Levine

Phone Number: (404) 309-9846

Occupant: DG Distribution Northeast, LLC

Project Location: NYS Route 5S, Montgomery County

Approximate Size of Project Site: 21 acres est

Description of Project:

Company plans to establish a +/-167,500 sf perishable goods distribution center to serve current and future stores in the region. The project will result in a capital investment of approximately \$70M (excluding land) and roughly 150 full-time company jobs. The average annual salary of company jobs created will be approximately \$39,520.

Type of Project: ☐ Manufacturing ☒ Warehouse/Distribution
☐ Commercial ☐ Not-For-Profit
☐ Other-Specify

Employment Impact: Existing Jobs 0
New Jobs 150 est

Project Cost: \$ 70.42M est

Type of Financing: ☐ Tax-Exempt ☐ Taxable ☒ Straight Lease

Amount of Bonds Requested: \$ 0

Estimated Value of Tax-Exemptions:

N.Y.S. Sales and Compensating Use Tax:	<u>\$ 4.2M estimate before fees</u>
Mortgage Recording Taxes:	<u>\$ 0</u>
Real Property Tax Exemptions:	<u>\$ 2.7M estimate before fees</u>
Other (please specify):	<u>\$ 0</u>

Provide estimates for the following:

Number of Full Time Employees at the Project Site before IDA Status:	<u>0</u>
Estimate of Jobs to be Created:	<u>150</u>
Estimate of Jobs to be Retained:	<u>0</u>
Average Estimated Annual Salary of Jobs to be Created:	<u>\$39,520 est</u>
Annualized Salary Range of Jobs to be Created:	<u>\$37,440-\$100k+ est</u>
Estimated Average Annual Salary of Jobs to be Retained:	<u>N/A</u>

I. INFORMATION CONCERNING THE PROPOSED OCCUPANT OF THE PROJECT (HEREINAFTER, THE "COMPANY").

A. Identity of Company:

1. Company Name: DG Distribution Northeast, LLC
Present Address: 100 Mission Ridge, Goodlettsville, TN
Zip Code: 37072
Employer's ID No.: 812148182
2. If the Company differs from the Applicant, give details of relationship:
3. Indicate type of business organization of Company:
 - a. LLC Corporation (If so, incorporated in what country? USA
What State? Tennessee 4/6/16 Date Incorporated? Type of
Corporation? LLC Authorized to do business in New York?
Yes x; No).
 - b. Partnership (if so, indicate type of partnership ,
Number of general partners , Number of limited partners).
 - c. Limited liability company,
Date created? .
 - d. Sole proprietorship
4. Is the Company a subsidiary or direct or indirect affiliate of any other organization(s)? If so, indicate name of related organization(s) and relationship:
Parent is Dollar General Corporation.

B. Management of Company:

1. List all owners, officers, members, directors and partners (complete all columns for each person): Publicly held company - see annual report attached.

NAME (First, Middle, Last) HOME ADDRESS	OFFICE HELD	OTHER PRINCIPAL BUSINESS

2. Is the Company or management of the Company now a plaintiff or a defendant in any civil or criminal litigation? Yes ____; No _____. See legal proceedings in annual report.
Not to the company's knowledge other than what is indicated in the annual report. If any litigation, there will be no impact to the proposed project.

3. Has any person listed above ever been convicted of a criminal offense (other than a minor traffic violation)? Yes ____; No _____.
Not to the company's knowledge. If any litigation, there will be no impact to the proposed project.

4. Has any person listed above or any concern with whom such person has been connected ever been in receivership or been adjudicated a bankrupt? Yes ____; No _____.
(If yes to any of the foregoing, furnish details in a separate attachment).

N/A - public company. If any litigation, there will be no impact to the proposed project.

5. If the answer to any of questions 2 through 4 is yes, please, furnish details in a separate attachment.

C. Principal Owners of Company:

1. Principal owners of Company: Is Company publicly held? Yes x ____; No _____.
If yes, list exchanges where stock traded:

2. If no, list all stockholders having a 5% or more interest in the Company:

NAME	ADDRESS	PERCENTAGE OF HOLDING

D. Company's Principal Bank(s) of account: Bank of America

II. DATA REGARDING PROPOSED PROJECT

A. Summary: (Please provide a brief narrative description of the Project.)

DG Distribution Northeast, LLC plans to establish a NE US perishable goods distribution center to serve current and future stores in the region. The project will include the construction of approximately 167,500 sf. The company is expected to identify the preferred location in Q2 2022, with the real estate transaction occurring as soon as possible thereafter.

B. Location of Proposed Project:

1. Street Address NYS Route 5S
2. City of
3. Town of Florida
4. Village of
5. County of Montgomery

C. Project Site:

1. Approximate size (in acres or square feet) of Project site: +/- 21 acres, 167,500 sf est

Is a map, survey, or sketch of the project site attached? Yes ____; No x ____.

2. Are there existing buildings on project site? Yes ____; No x ____.

a. If yes, indicate number and approximate size (in square feet) of each existing building:

b. Are existing buildings in operation? Yes ____; No ____.
If yes, describe present use of present buildings:

c. Are existing buildings abandoned? Yes ____; No _____. About to be abandoned? Yes ____; No _____. If yes, describe:

d. Attach photograph of present buildings.

3. Utilities serving project site:
 Water-Municipal: City of Amsterdam (Town of Florida Water District)
 Other (describe)
 Sewer-Municipal:
 Other (describe) City of Amsterdam (Town of Florida Sewer District)
 Electric-Utility:
 Other (describe) National Grid
 Heat-Utility:
 Other (describe) National Grid
4. Present legal owner of project site: MCIDA
- a. If the Company owns project site, indicate date of purchase: _____, 20____; Purchase price: \$_____.
- b. If Company does not own the Project site, does Company have option signed with owner to purchase the Project site? Yes ☒; No _____. If yes, indicate date option signed with owner: _____, 20____; and the date the option expires: _____, 20____. LOI Executed 2/2/22
- c. If the Company does not own the project site, is there a relationship legally or by common control between the Company and the present owners of the project site? Yes ____; No ☒. If yes, describe:
5. a. Zoning District in which the project site is located: Industrial Business Park - Town of Florida
- b. Are there any variances or special permits affecting the site? Yes ____; No _____. If yes, list below and attach copies of all such variances or special permits: Site plan review by Town of Florida Planning Board

Perishable goods distribution center.

D. Buildings:

1. Does part of the project consist of a new building or buildings? Yes ☒; No _____. If yes, indicate number and size of new buildings: 167,500 sf est
2. Does part of the project consist of additions and/or renovations to the existing buildings? Yes ____; No ☒. If yes, indicate the buildings to be expanded or renovated, the size of any expansions and the nature of expansion and/or renovation:
3. Describe the principal uses to be made by the Company of the building or buildings to be acquired, constructed, or expanded: Perishable goods distribution center

E. Description of the Equipment:

1. Does a part of the Project consist of the acquisition or installation of machinery, equipment or other personal property (the "Equipment")? Yes^x____; No____. If yes, describe the Equipment: Racking, conveyors, fork trucks, IT equipment, FF&E, etc.
2. With respect to the Equipment to be acquired, will any of the Equipment be Equipment which has previously been used? Yes____; No^x____. If yes, please provide detail:
3. Describe the principal uses to be made by the Company of the Equipment to be acquired or installed: Perishable goods distribution center

F. Project Use:

1. What are the principal products to be produced at the Project?
N/A
2. What are the principal activities to be conducted at the Project?
Perishable goods distribution center
3. Does the Project include facilities or property that are primarily used in making retail sales of goods or services to customers who personally visit such facilities? Yes ____; No ^x____. If yes, please provide detail:
4. If the answer to question 3 is yes, what percentage of the cost of the Project will be expended on such facilities or property primarily used in making retail sales of goods or services to customers who personally visit the Project? ____%
5. If the answer to question 3 is yes, and the answer to question 4 is more than 33.33%, indicate whether any of the following apply to the Project:

- a. Will the Project be operated by a not-for-profit corporation? Yes ____; No _____. If yes, please explain:

- b. Is the Project likely to attract a significant number of visitors from outside the economic development region in which the Project will be located? Yes ____; No _____. If yes, please explain:

- c. Would the Project occupant, but for the contemplated financial assistance from the Agency, locate the related jobs outside the State of New York? Yes ____; No _____. If yes, please explain:

- d. Is the predominant purpose of the Project to make available goods or services which would not, but for the Project, be reasonably accessible to the residents of the city, town or village within which the Project will be located, because of a lack of reasonably accessible retail trade facilities offering such goods or services? Yes ____; No _____. If yes, please provide detail:

- e. Will the Project be located in one of the following: (i) an area designed as an economic development zone pursuant to Article 18-B of the General Municipal Law; or (ii) a census tract or block numbering area (or census tract or block numbering area contiguous thereto) which, according to the most recent census data, has (x) a poverty rate of at least 20% for the year in which the data relates, or at least 20% of households receiving public assistance, and (y) an unemployment rate of at least 1.25 times the statewide unemployment rate for the year to which the data relates? Yes ____; No _____. If yes, please explain: _____

6. If the answers to any of subdivisions c. through e. of question 5 is yes, will the Project preserve permanent, private sector jobs or increase the overall number of permanent, private sector jobs in the State of New York? Yes ____; No _____. If yes, please explain: N/A

7. Will the completion of the Project result in the removal of a plant or facility of the Company or another proposed occupant of the Project (a "Project Occupant") from one area of the State of New York to another area of the State of New York? Yes ____; No^x _____. If yes, please explain:
8. Will the completion of the Project result in the abandonment of one or more plants or facilities of the Company located in the State of New York? Yes ____; No^x _____. If yes, please provide detail:

9. If the answer to either question 7 or question 8 is yes, indicate whether any of the following apply to the Project: N/A

a. Is the Project reasonably necessary to preserve the competitive position of the Company or such Project Occupant in its industry? Yes ____; No _____. If yes, please provide detail:

b. Is the Project reasonably necessary to discourage the Company or such Project Occupant from removing such other plant or facility to a location outside the State of New York? Yes ____; No _____. If yes, please provide detail:

10. Will the Project be owned by a not-for-profit corporation? Yes ____; No ~~x~~ _____. If yes, please provide detail:

11. Will the Project be sold or leased to a municipality? Yes ____; No ~~x~~ _____. If yes, please provide detail:

G. Other Involved Agencies:

1. Please indicate all other local agencies, boards, authorities, districts, commissions or governing bodies (including any city, county and other political subdivision of the State of New York and all state departments, agencies, boards, public benefit corporations, public authorities or commissions) involved in approving or funding or directly undertaking action with respect to the Project. For example, do you need a municipal building permit to undertake the Project? Do you need a zoning approval to undertake the Project? If so, you would list the appropriate municipal building department or planning or zoning commission which would give said approvals.

New York State DOT, DEC
Army Corp of Engineers
Town of Florida Planning Board for Site Plan Review
County Planning Board 239M Review

2. Describe the nature of the involvement of the federal, state, or local agencies described above:

NYS DOT Traffic Impact Study
NYS DEC SPDES Permit
Army Corp of Engineers-Nationwide Permit

H. Construction Status:

1. Has construction work on this project begun? Yes ____; No ~~x~~ _____. If yes, please discuss in detail the approximate extent of construction and the extent of completion. Indicate in your answer whether such specific steps have been completed as site clearance and preparation; completion of foundations; installation of footings; etc.:

2. Please indicate amount of funds expended on this Project by the Company in the past three (3) years and the purposes of such expenditures:

N/A

3. Please indicate the date the applicant estimates the Project will be completed:
Q3/Q4 2025 est.

I. Method of Construction after Agency Approval:

1. If the Agency approves the project which is the subject of this application, there are two methods that may be used to construct the project. The applicant can construct the project privately and sell the project to the Agency upon completion. Alternatively, the applicant can request to be appointed as “agent” of the Agency, in which case certain laws applicable to public construction may apply to the project. Does the applicant wish to be designated as “agent” of the Agency for purposes of constructing the project? Yes x; No ____.

2. If the answer to question 1 is yes, does the applicant desire such “agent” status prior to the closing date of the financing? Yes ____; No _____. TBD

III. INFORMATION CONCERNING LEASES OR SUBLEASES OF THE PROJECT. (PLEASE COMPLETE THE FOLLOWING SECTION IF THE COMPANY INTENDS TO LEASE OR SUBLEASE ANY PORTION OF THE PROJECT).

- A. Does the Company intend to lease or sublease more than 10% (by area or fair market value) of the Project? Yes____; No^x____. If yes, please complete the following for each existing or proposed tenant or subtenant:

1. Sublessee name:
Present Address:
City: _____ State: _____ Zip: _____
Employer's ID No.: _____
Sublessee is: _____ Corporation: _____ Partnership: _____ Sole Proprietorship
Relationship to Company: _____
Percentage of Project to be leased or subleased: _____
Use of Project intended by Sublessee: _____
Date of lease or sublease to Sublessee: _____
Term of lease or sublease to Sublessee: _____
Will any portion of the space leased by this sublessee be primarily used in making retail sales of goods or services to customers who personally visit the Project? Yes____; No _____. If yes, please provide on a separate attachment (a) details and (b) the answers to questions II(F)(4) through (6) with respect to such sublessee.

2. Sublessee name:
Present Address:
City: _____ State: _____ Zip: _____
Employer's ID No.: _____
Sublessee is: _____
_____ Corporation: _____ Partnership: _____ Sole Proprietorship
Relationship to Company: _____
Percentage of Project to be leased or subleased: _____
Use of Project intended by Sublessee: _____
Date of lease or sublease to Sublessee: _____
Term of lease or sublease to Sublessee: _____
Will any portion of the space leased by this sublessee be primarily used in making retail sales of goods or services to customers who personally visit the Project? Yes____; No _____. If yes, please provide on a separate attachment (a) details and (b) the answers to questions II(F)(4) through (6) with respect to such sublessee.

3. Sublessee name:
Present Address:
City: _____ State: _____ Zip: _____
Employer's ID No.: _____
Sublessee is: _____ Corporation: _____ Partnership: _____ Sole Proprietorship
Relationship to Company: _____
Percentage of Project to be leased or subleased: _____
Use of Project intended by Sublessee: _____
Date of lease or sublease to Sublessee: _____
Term of lease or sublease to Sublessee: _____
Will any portion of the space leased by this sublessee be primarily used in making retail sales of goods or services to customers who personally visit the Project?
Yes _____; No _____. If yes, please provide on a separate attachment (a) details and (b) the answers to questions II(F)(4) through (6) with respect to such sublessee.

B. What percentage of the space intended to be leased or subleased is now subject to a binding written lease or sublease?

IV. EMPLOYMENT IMPACT

A.

- A. Indicate the number of people presently employed at the Project site and the **additional** number that will be employed at the Project site at the end of the first, second and third year after the Project has been completed. Also include an monthly breakdown of full-time and part-time jobs to be created during the first three years. Using the tables below, provide an overview of these job numbers for (1) employees of the Applicant, (2) independent contractors, and (3) employees of independent contractors. (Do not include construction workers). Also indicate below the number of workers employed at the Project site representing newly created positions as opposed to positions relocated from other project sites of the applicant. Such information regarding relocated positions should also indicate whether such positions are relocated from other project sites financed by obligations previously issued by the Agency.

<p style="text-align: center;">TYPE OF EMPLOYMENT Employees of Applicant</p>					
	Professional or Managerial	Skilled	Semi-Skilled	Un-Skilled	Totals

Present Full Time				0
Present Part Time				0
Present Seasonal				0
First Year Full Time	5% est		95% est	92 est
First Year Part Time				0
Second Year Full Time	5% est		95% est	120 est
Second Year Part Time				0
Third Year Full Time	5% est		95% est	150 est
Third Year Part Time				0

TYPE OF EMPLOYMENT Employees of Applicant First Year Full Time					
Month	Professional or Managerial	Skilled	Semi-Skilled	Un-Skilled	Totals
January					
February					
March					
April					
May					
June					
July					
August					
September					
October					
November					
December	5% est		95% est		92 est

TYPE OF EMPLOYMENT Employees of Applicant First Year Part Time					
No part-time employees					
Month	Professional or Managerial	Skilled	Semi-Skilled	Un-Skilled	Totals
January					

February					
March					
April					
May	No part-time employees				
June					
July					
August					
September					
October					
November					
December	0	0	0	0	0

TYPE OF EMPLOYMENT Employees of Applicant Second Year Full Time					
Month	Professional or Managerial	Skilled	Semi-Skilled	Un-Skilled	Totals
January					
February					
March					
April					
May					
June	5% est		95% est		100 est
July					
August					
September					
October					
November					
December	5% est		95% est		120 est

TYPE OF EMPLOYMENT Employees of Applicant Second Year Part Time					
Month	Professional or Managerial	Skilled	Semi-Skilled	Un-Skilled	Totals
January					
February	No part-time employees				
March					

April					
May					
June					
July					
August					
September					
October					
November					
December	0	0	0	0	0

TYPE OF EMPLOYMENT Employees of Applicant Third Year Full Time					
Month	Professional or Managerial	Skilled	Semi-Skilled	Un-Skilled	Totals
January					
February					
March					
April					
May					
June	5% est		95% est		130 est
July					
August					
September					
October					
November					
December	5% est		95% est		150 est

TYPE OF EMPLOYMENT Employees of Applicant Third Year Part Time					
Month	Professional or Managerial	Skilled	Semi-Skilled	Un-Skilled	Totals
January					
February	No part-time employees				
March					
April					

May					
June					
July					
August					
September					
October					
November					
December	0	0	0	0	0

TYPE OF EMPLOYMENT Independent Contractors					
	Professional or Managerial	Skilled	Semi-Skilled	Un-Skilled	Totals
Present Full Time	0	0	0	0	0
Present Part Time	0	0	0	0	0
Present Seasonal	0	0	0	0	0
First Year Full Time	TBD	TBD	TBD	TBD	TBD
First Year Part Time	0	0	0	0	0
First Year Seasonal	0	0	0	0	0
Second Year Full Time	TBD	TBD	TBD	TBD	TBD
Second Year Part Time	0	0	0	0	0
Second Year Seasonal	0	0	0	0	0

TYPE OF EMPLOYMENT Employees of Independent Contractors					
	Professional or Managerial	Skilled	Semi-Skilled	Un-Skilled	Totals
Present Full Time	0	0	0	0	0
Present Part Time	0	0	0	0	0
Present Seasonal	0	0	0	0	0
First Year Full Time	TBD	TBD	TBD	TBD	TBD
First Year Part Time	0	0	0	0	0
First Year Seasonal	0	0	0	0	0
Second Year Full Time	TBD	TBD	TBD	TBD	TBD
Second Year Part Time	0	0	0	0	0
Second Year Seasonal	0	0	0	0	0

- B. Indicate below (1) the estimated salary and fringe benefit averages or ranges and (2) the estimated number of employees residing in the Mohawk Valley Economic Development Region for all the jobs at the Project site, both retained and created, listed in the tables described in subsection A above for each of the categories of positions listed in the chart below.

RELATED EMPLOYMENT INFORMATION				
	Professional or Managerial	Skilled	Semi-Skilled	Un-Skilled
Estimated Salary and Fringe Benefit Averages or Ranges	TBD	\$45,760 est	\$37,440 est to \$39,520 est	
	Benefits estimated at 30% of payroll for all positions			
Estimated Number of Employees Residing in the Mohawk Valley Economic Development	60-70% est		60-70% est	

Region				
--------	--	--	--	--

- C. Please describe the projected timeframe for the creation of any new jobs with respect to the undertaking of the Project:

All jobs will be created within 3 years of the certificate of occupancy.

- D. Please prepare a separate attachment describing in detail the types of employment at the Project site. Such attachment should describe the activities or work performed for each type of employment.

General warehouse worker - material handler
Maintenance - maintain M&E
Clerical
Management

V. PROJECT COST AND FINANCING SOURCES

- A. Anticipated Project Costs. State the costs reasonably necessary for the acquisition of the Project site, the construction of the proposed buildings and the acquisition and installation of any machinery and equipment necessary or convenient in connection therewith, and including any utilities, access roads or appurtenant facilities, using the following categories:

<u>Description of Cost</u>	<u>Amount</u>
Land	\$ 420,000 est
Buildings	\$ 58,000,000 est
Machinery and equipment costs	\$ 12,000,000 est
Utilities, roads and appurtenant costs	\$ TBD
Architects and engineering fees	TBD
Costs of Bond Issue (legal, financial and printing)	
Construction loan fees and interest (if applicable)	
Other (specify)	
TOTAL PROJECT COSTS	\$ 70,420,000 est

- B. Anticipated Project Financing Sources. State the sources reasonably necessary for the financing of the Project site, the construction of the proposed buildings and the acquisition and installation of any machinery and equipment necessary or convenient in connection therewith, and including any utilities, access roads or appurtenant facilities, using the following categories:

Company will internally fund the project.

<u>Description of Sources</u>	<u>Amount</u>
Private Sector Financing	\$ 70,420,000 est
Public Sector	
Federal Programs	\$ _____
State Programs	\$ _____
Local Programs	\$ _____
Applicant Equity	\$ _____
Other (specify, e.g., tax credits)	
_____	\$ _____
_____	\$ _____
_____	\$ _____
TOTAL AMOUNT OF PROJECT FINANCING SOURCES	\$ _____

- C. Have any of the above expenditures already been made by the applicant?
Yes ____; No x _____. If yes, indicate particulars.

- D. Amount of loan requested: \$ N/A _____;

Maturity requested: _____ years.

- E. Has a commitment for financing been received as of this application date, and if so, from whom?

Yes ____; No _____. Institution Name: N/A _____

Provide name and telephone number of the person we may contact.

Name: _____ Phone: _____

- F. The percentage of Project costs to be financed from public sector sources is estimated to equal the following: _____%

G. The total amount estimated to be borrowed to finance the Project is equal to the following:
\$ N/A

VI. BENEFITS EXPECTED FROM THE AGENCY

A. Financing

1. Is the applicant requesting that the Agency issue bonds to assist in financing the project? Yes ____; No x _____. If yes, indicate:
 - a. Amount of loan requested: _____Dollars;
 - b. Maturity requested: _____Years.
2. If the answer to question 1 is yes, is the interest on such bonds intended to be exempt from federal income taxation? Yes ____; No ____.
3. If the answer to question 2 is yes, will any portion of the Project be used for any of the following purposes:
 - a. retail food and beverage services: Yes ____; No ____
 - b. automobile sales or service: Yes ____; No ____
 - c. recreation or entertainment: Yes ____; No ____
 - d. golf course: Yes ____; No ____
 - e. country club: Yes ____; No ____
 - f. massage parlor: Yes ____; No ____
 - g. tennis club: Yes ____; No ____
 - h. skating facility (including roller skating, skateboard and ice skating):
Yes ____; No ____
 - i. racquet sports facility (including handball and racquetball court):
Yes ____; No ____
 - j. hot tub facility: Yes ____; No ____
 - k. suntan facility: Yes ____; No ____
 - l. racetrack: Yes ____; No ____
4. If the answer to any of the above questions contained in question 3 is yes, please furnish details on a separate attachment.

B. Tax Benefits

1. Is the applicant requesting any real property tax exemption in connection with the Project that would not be available to a project that did not involve the Agency? Yes x ____; No _____. If yes, is the real property tax exemption being sought consistent with the Agency's Uniform Tax Exemption Policy? Yes x ____; No ____.
2. Is the applicant expecting that the financing of the Project will be secured by one or more mortgages? Yes ____; No x _____. If yes, what is the approximate amount of financing to be secured by mortgages? \$ _____.
3. Is the applicant expecting to be appointed agent of the Agency for purposes of avoiding payment of N.Y.S. Sales Tax or Compensating Use Tax? Yes x ____; No _____. If yes, what is the approximate amount of purchases which the applicant expects to be exempt from the N.Y.S. Sales and Compensating Use Taxes? \$ 52M est _____.

4. What is the estimated value of each type of tax-exemption being sought in connection with the Project? Please detail the type of tax-exemption and value of the exemption.

a.	N.Y.S. Sales and Compensating Use Taxes:	\$ 4.2M estimate before fees
b.	Mortgage Recording Taxes:	\$ _____
c.	Real Property Tax Exemptions:	\$2.7M estimate before fees
d.	Other (please specify):	\$ _____
	_____	\$ _____
	_____	\$ _____

5. Are any of the tax-exemptions being sought in connection with the Project inconsistent with the Agency's Uniform Tax Exemption Policy? Yes ____; No x _____. If yes, please explain.

C. Project Cost/Benefit Information. Complete the attached Cost/Benefit Analysis so that the Agency can perform a cost/benefit analysis of undertaking the Project. Such information should consist of a list and detailed description of the benefits of the Agency undertaking the Project (e.g., number of jobs created, types of jobs created, economic development in the area, etc.). Such information should also consist of a list and detailed description of the costs of the Agency undertaking the Project (e.g., tax revenues lost, buildings abandoned, etc.).

VII. REPRESENTATIONS BY THE APPLICANT. The applicant understands and agrees with the Agency as follows:

A. Job Listings. In accordance with Section 858-b(2) of the New York General Municipal Law, the applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, new employment opportunities created as a result of the Project will be listed with the New York State Department of Labor Community Services Division (the "DOC") and with the administrative entity (collectively with the DOC, the "JTPA Entities") of the service delivery area created by the federal job training partnership act (Public Law 97-300) ("JTPA"), as replaced by the Workforce Investment Act of 1998 (Public Law 105-220), in which the Project is located.

B. First Consideration for Employment. In accordance with Section 858-b(2) of the New York General Municipal Law, the applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, except as otherwise provided by collective bargaining agreements, where practicable, the applicant will first consider persons eligible to participate in JTPA programs who shall be referred by the JTPA Entities for new employment opportunities created as a result of the Project.

C. Annual Sales Tax Filings. In accordance with Section 874(8) of the New York General Municipal Law, the applicant understands and agrees that, if the Project receives any sales tax exemptions as part of the Financial Assistance from the Agency, in accordance with Section 874(8) of the General Municipal Law, the applicant agrees to file, or cause to be filed, with the New York State Department of Taxation and Finance, the annual form prescribed by the Department of Taxation and Finance, describing the value of all sales tax exemptions claimed by the applicant and all consultants or subcontractors retained by the applicant.

D. Annual Employment Reports. The applicant understands and agrees that, if the Project receives any Financial Assistance from the Agency, the applicant agrees to file, or cause to be filed, with the Agency, on an annual basis, reports regarding the number of people employed at the Project site, including (1) the NYS-45 – Quarterly Combined Withholding, Wage Reporting and Unemployment Insurance Return – for the quarter ending December 31 (the "NYS-45"), and (2) the US Dept. of Labor BLS 3020 Multiple Worksite report if applicable.

E. Uniform Agency Project Agreement. The applicant agrees to enter into a project benefits agreement with the Agency where the applicant agrees that (1) the amount of Financial Assistance to be received shall be contingent upon, and shall bear a direct relationship to the success or lack of success of such project in delivering certain described public benefits (the "Public Benefits") and (2) the Agency will be entitled to recapture some or all of the Financial Assistance granted to the applicant if the project is unsuccessful in whole or in part in delivering the promised Public Benefits.

F. Representation of Financial Information. Neither this Application nor any other agreement, document, certificate, project financials, or written statement furnished to the Agency or by or on behalf of the applicant in connection with the project contemplated by this Application contains any untrue statement of a material fact or omits to state a material fact necessary in order to make the statements contained herein or therein not misleading. There is no fact within the special knowledge of any of the officers of the applicant which has not been disclosed herein or in writing by them to the Agency and which materially adversely affects or in the future in their opinion may, insofar as they can now reasonably foresee, materially adversely affect the business, properties, assets or condition, financial or otherwise, of the applicant.

G. Agency Financial Assistance Required for Project. The Project would not be undertaken but for the Financial Assistance provided by the Agency or, if the Project could be undertaken without the Financial Assistance provided by the Agency, then the Project should be undertaken by the Agency for the following reasons:

H. Compliance with Article 18-A of the General Municipal Law: The Project, as of the date of this Application, is in substantial compliance with all provisions of article 18-A of the General Municipal including, but not limited to, the provisions of Section 859-a and subdivision one of Section 862; and the provisions of subdivision one of Section 862 of the General Municipal Law will not be violated if Financial Assistance is provided for the Project.


I. Compliance with Federal, State, and Local Laws. The applicant is in substantial compliance with applicable local, state, and federal tax, worker protection, and environmental laws, rules, and regulations.

J. False or Misleading Information. The applicant understands that the submission of any knowingly false or knowingly misleading information may lead to the immediate termination of any Financial Assistance and the reimbursement of an amount equal to all or part of any tax exemptions claimed by reason of Agency involvement in the Project.

K. Absence of Conflicts of Interest. The applicant acknowledges that the members, officers and employees of the Agency are listed on the Agency's website. No member, officer or employee of the Agency has an interest, whether direct or indirect, in any transaction contemplated by this Application, except as hereinafter described:

L. Additional Information. Additional information regarding the requirements noted in this Application and other requirements of the Agency are included in the Agency's Policies which can be accessed at <http://www.mcbdc.org/>.

I affirm under penalty of perjury that all statements made on this application are true, accurate and complete to the best of my knowledge.



Applicant
By: Kacey Levine
Title: Director of Supply Chain Operations

NOTE: APPLICANT MUST ALSO COMPLETE THE APPROPRIATE VERIFICATION APPEARING ON PAGES 26 THROUGH 29 HEREOF BEFORE A NOTARY PUBLIC AND MUST SIGN AND ACKNOWLEDGE THE HOLD HARMLESS AGREEMENT APPEARING ON PAGE 30.

VERIFICATION

(If Applicant is a Corporation)

STATE OF _____)
) SS.:
COUNTY OF _____)

_____deposes and says that he is the
(Name of chief executive of applicant)

_____ of _____,
(Title) (Company Name)

the corporation named in the attached application; that he has read the foregoing application and knows the contents thereof; and that the same is true and complete and accurate to the best of his knowledge. Deponent further says that the reason this verification is made by the deponent and not by said company is because the said company is a corporation. The grounds of deponent's belief relative to all matters in the said application which are not stated upon his own personal knowledge are investigations which deponent has caused to be made concerning the subject matter of this application as well as information acquired by deponent in the course of his duties as an officer of and from the books and papers of said corporation.

(officer of applicant)

Sworn to before me this _____ day of _____, 20____.

(Notary Public)

VERIFICATION

(If applicant is sole proprietor)

STATE OF _____)
)
COUNTY OF _____) SS.:

_____, deposes and says
(Name of Individual)

that he has read the foregoing application and knows the contents thereof; and that the same is true and complete and accurate to the best of his knowledge. The grounds of deponent's belief relative to all matters in the said application which are not stated upon his own personal knowledge are investigations which deponent has caused to be made concerning the subject matter of this application.

Sworn to before me this
 ____ day of _____, 20__.

(Notary Public)

(If applicant is partnership)

_____, deposes and says

that he is one of the members of the firm of _____ (Partnership Name)

Sworn to before me this _____ day of _____, 20____.

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VERIFICATION

(If applicant is limited liability company)

STATE OF Tennessee

) SS.:

COUNTY OF Davidson

Roderick West, deposes and says
(Name of Individual)

that he is one of the members of the firm of DG Distribution Northeast LLC
(Limited Liability Company)

the limit liability company named in the attached application; that he has read the foregoing application and knows the contents thereof; and that the same is true and complete and accurate to the best of his knowledge. The grounds of deponent's belief relative to all matters in the said application which are not stated upon his own personal knowledge are investigations which deponent has caused to be made concerning the subject matter of this application as well as information acquired by deponent in the course of his duties as a member of and from the books and papers of said limited liability company.

Roderick West

Sworn to before me this
28th day of March, 2024

Rachel Kell
(Notary Public)

RACHEL KELL
STATE
OF
TENNESSEE
NOTARY
PUBLIC
DAVIDSON COUNTY, TENN

My Commission Expires JULY 8, 2026

NOTE: THIS APPLICATION WILL NOT BE ACCEPTED BY THE AGENCY UNLESS THE HOLD HARMLESS AGREEMENT APPEARING ON PAGE 30 IS SIGNED BY THE APPLICANT.

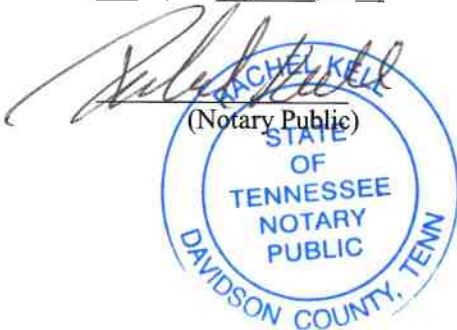
HOLD HARMLESS AGREEMENT

Applicant hereby releases Montgomery County Industrial Development Agency and the members, officers, servants, agents and employees thereof (hereinafter collectively referred to as the "Agency") and agrees to indemnify, defend and hold the Agency harmless from and against any and all liability directly arising from (i) the Agency's examination and processing of, and action pursuant to or upon, the attached Application, regardless of whether Applicant's application or the project described therein are favorably acted upon by the Agency, (ii) the Agency's financing of the Project described therein; and (iii) any further action taken by the Agency with respect to the Project, including without limiting the generality of the foregoing, all causes of action and reasonable attorneys' fees and any other reasonable expenses incurred in defending any suits or actions which may arise as a result of any of the foregoing, except to the extent attributable to the Agency's negligence, willful acts or omissions. If, for any reason (except to the extent attributable to the Agency's negligence, willful acts or omissions), the Applicant fails to conclude or consummate necessary negotiations, or fails, within a reasonable period of time, to take reasonable, proper or necessary action, or withdraws, abandons, cancels or neglects the Application, then, and in that event, upon presentation of an invoice itemizing the same, the Applicant shall pay to the Agency, its agents or assigns, all actual costs reasonably incurred by the Agency in the processing of the Application, including reasonable attorneys' fees, if any, within sixty (60) days of Applicant's receipt of Agency's invoice.

(Applicant)

BY: 

Sworn to before me this
25th day of March, 2024.



My Commission Expires JULY 6, 2026

TO: Project Applicants
 FROM: Montgomery County Industrial Development Agency
 RE: Cost/Benefit Analysis

In order for the Montgomery County Industrial Development Agency (the "Agency") to prepare a Cost/Benefit Analysis for a proposed project (the "Project"), the Applicant must answer the questions contained in this Project Questionnaire (the "Questionnaire") and complete the attached Schedules. This Questionnaire and the attached Schedules will provide information regarding various aspects of the Project, and the costs and benefits associated therewith.

This Questionnaire must be completed before we can finalize the Cost/Benefit Analysis, please complete this Questionnaire and forward it to us at your earliest convenience.

PROJECT QUESTIONNAIRE

1. Name of Project Beneficiary ("Company"):	DG Distribution Northeast, LLC
2. Brief Identification of the Project:	Perishable goods distribution center
3. Estimated Amount of Project Benefits Sought:	
A. Amount of Bonds Sought:	\$0
B. Value of Sales Tax Exemption Sought	\$4.2M estimate before fees
C. Value of Real Property Tax Exemption Sought	\$2.7M estimate before fees
D. Value of Mortgage Recording Tax Exemption Sought	\$0
4. Likelihood of accomplishing the Project in a timely fashion:	Project should be completed in a timely fashion.

PROJECTED PROJECT INVESTMENT

A. Land-Related Costs	
1. Land acquisition	\$420,000 est
2. Site preparation	\$ Included in construction cost total
3. Landscaping	\$ Included in construction cost total
4. Utilities and infrastructure development	\$TBD
5. Access roads and parking development	\$ Included in construction cost total
6. Other land-related costs (describe)	\$
B. Building-Related Costs	
1. Acquisition of existing structures	\$
2. Renovation of existing structures	\$
3. New construction costs	\$58,000,000 est
4. Electrical systems	\$ Included in construction cost total
5. Heating, ventilation and air conditioning	\$ Included in construction cost total
6. Plumbing	\$ Included in construction cost total
7. Other building-related costs (describe)	\$

C.	Machinery and Equipment Costs	
1.	Production and process equipment	\$ _____
2.	Packaging equipment	\$Included in warehouse equipment total
3.	Warehousing equipment	\$ 12,000,000 est
4.	Installation costs for various equipment	\$Included in warehouse equipment total
5.	Other equipment-related costs (describe)	\$ _____
D.	Furniture and Fixture Costs	\$Included in warehouse equipment total
1.	Office furniture	\$ _____
2.	Office equipment	\$ _____
3.	Computers	\$ _____
4.	Other furniture-related costs (describe)	\$ _____
E.	Working Capital Costs	
1.	Operation costs	\$ _____
2.	Production costs	\$ _____
3.	Raw materials	\$ _____
4.	Debt service	\$ _____
5.	Relocation costs	\$ _____
6.	Skills training	\$ _____
7.	Other working capital-related costs (describe)	\$ _____
F.	Professional Service Costs	
1.	Architecture and engineering	\$ _____
2.	Accounting/legal	\$ _____
3.	Other service-related costs (describe)	\$ _____
G.	Other Costs	
1.	_____	\$ _____
2.	_____	\$ _____
H.	Summary of Expenditures	
1.	Total Land-Related Costs	\$ 420,000 est
2.	Total Building-Related Costs	\$ 58,000,000 est
3.	Total Machinery and Equipment Costs	\$ 12,000,000 est
4.	Total Furniture and Fixture Costs	\$Included in warehouse equipment total
5.	Total Working Capital Costs	\$ _____
6.	Total Professional Service Costs	\$ _____
7.	Total Other Costs	\$ _____

PROJECTED PROFIT

- I. Please provide projected profit as defined by earnings after income tax but before depreciation and amortization:

YEAR	Without IDA benefits	With IDA benefits
1	\$ No profit will be derived from this project with or without IDA benefits.	
2	\$	\$
3	\$	\$
4	\$	\$
5	\$	\$

PROJECTED CONSTRUCTION EMPLOYMENT IMPACT

- I. Please provide estimates of total construction jobs and the total annual wages and benefits of construction jobs at the Project:

Year	Number of Construction Jobs	Total Annual Wages and Benefits	Estimated Additional NYS Income Tax
Current Year		\$	\$
Year 1	100-200 est	\$ TBD by GC	\$ TBD by GC
Year 2	100-200 est	\$ TBD by GC	\$ TBD by GC
Year 3		\$	\$
Year 4		\$	\$
Year 5		\$	\$

PROJECTED PERMANENT EMPLOYMENT IMPACT

- I. Estimates of the total number of existing permanent jobs to be preserved or retained as a result of the Project are described in the tables in Section IV of the Application.
- II. Estimates of the total new permanent jobs to be created at the Project are described in the tables in Section IV of the Application.
- III. Please provide estimates for the following:
- A. Creation of New Job Skills relating to permanent jobs. Please complete Schedule A.
- IV. Provide the projected percentage of employment that would be filled by Montgomery County residents: TBD

- A. Provide a brief description of how the project expects to meet this percentage:

Company will host job fairs and partner with local economic resources to employ the maximum amount of Montgomery County residents possible.

PROJECTED OPERATING IMPACT

I. Please provide estimates for the impact of Project operating purchases and sales:

Additional Purchases (1 st year following project completion)	\$250,000 est
Additional Sales Tax Paid on Additional Purchases	\$20,000 est
Estimated Additional Sales (1 st full year following project completion)	\$0
Estimated Additional Sales Tax to be collected on additional sales (1 st full year following project completion)	\$0

II. Please provide estimates for the impact of Project on existing real property taxes and new payments in lieu of taxes ("Pilot Payments"):

Year	Existing Real Property Taxes (Without IDA involvement)	New Pilot Payments (With IDA)	Total (Difference)
Current Year	\$2,330 per MCIDA		
Year 1		See attached MCIDA exhibit	
Year 2		See attached MCIDA exhibit	
Year 3		See attached MCIDA exhibit	
Year 4		See attached MCIDA exhibit	
Year 5		See attached MCIDA exhibit	
Year 6		See attached MCIDA exhibit	
Year 7		See attached MCIDA exhibit	
Year 8		See attached MCIDA exhibit	
Year 9		See attached MCIDA exhibit	
Year 10		See attached MCIDA exhibit	
Year 11		See attached MCIDA exhibit	
Year 12		See attached MCIDA exhibit	
Year 13		See attached MCIDA exhibit	
Year 14		See attached MCIDA exhibit	
Year 15		See attached MCIDA exhibit	

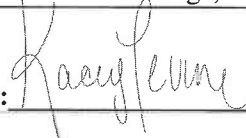
III. Please provide a detailed description for the impact of other economic benefits and all anticipated community benefits expected to be produced as a result of the Project (attach additional pages as needed for a complete and detailed response):

CERTIFICATION

I certify that I have prepared the responses provided in this Questionnaire and that, to the best of my knowledge; such responses are true, correct, and complete.

I understand that the foregoing information and attached documentation will be relied upon, and constitute inducement for, the Agency in providing financial assistance to the Project. I certify that I am familiar with the Project and am authorized by the Company to provide the foregoing information, and such information is true and complete to the best of my knowledge. I further agree that I will advise the Agency of any changes in such information, and will answer any further questions regarding the Project prior to the closing.

I affirm under penalty of perjury that all statements made on this application are true, accurate and complete to the best of my knowledge.

Date Signed: <u>March 25, 2024</u>	Name of Person Completing Project Questionnaire on behalf of the Company. Name: <u>Kacey Levine</u> Title: <u>Director, Supply Chain Operations</u> Phone Number: <u>404-309-9846</u> Address: <u>100 Mission Ridge, Goodlettsville, TN 37072</u> Signature: 
---	--

CREATION OF NEW JOB SKILLS

[illegible]

000161.01178 Business 15050195v1

SCHEDULE B

CONSTRUCTION EMPLOYMENT REPORTING AGREEMENT

Recognizing the mission of the Industrial Development Agency of Montgomery County (IDA) to promote construction employment opportunities for residents of Montgomery County and in consideration of the extension of financial assistance by the IDA, DG Distribution Northeast, LLC, (Project Beneficiary) understands that it is the Agency's policy that benefiting companies should employ New York State residents and agrees to request the information below from its construction contractors and subcontractors and provide the information received to the IDA.. Project Beneficiary also agrees to provide an estimate of the number, type and duration of construction jobs to be created through IDA financial assistance, whether employment is gained directly through the Company, its general contractor, or individual vendors. Nothing in this Agreement is intended to require Project Beneficiary or its construction contractors or subcontractors to hire New York state residents exclusively or to give New York state residents preference in hiring. The only requirement of Project Beneficiary in this Agreement is to make a good faith effort to request and collect the information below and provide it to the IDA.

Upon project completion Project Beneficiary shall, if requested by the Agency, submit to the IDA a Construction Completion Report in which is identified names and business addresses of the prime contractor, subcontractors and vendors engaged in the construction of the facility.

Company: DG Distribution Northeast, LLC
Company Representative for Contract Bids and Awards:
Kacey Levine
Mailing Address:
100 Mission Ridge, Goodlettsville, TN 37072
Phone: 404-309-9846
Email: klevine@dollargeneral.com

General Contractor, if determined
Company: _____
Representative: _____
Mailing Address: _____

Phone: _____ Fax: _____
Email: _____

Construction start date is estimated to be April/May 2024 with occupancy to be taken on June/July 2025

Construction Phase or Process	Duration of Construction Phase	# to be Employed
Grading	Approximately three months	Approximately 100
Building	Approximately twelve months	Approximately 100

(Attach additional sheets if needed)

Name of Applicant: Kacey Levine Dated: 03/28/2024
Company Position: Dir. Supply Chain Ops Signed: Kacey Levine