

**SUPPLEMENTAL AUTHORIZING RESOLUTION**  
(Rolling Frito-Lay Sales, LP 2021 Project)

At a regular meeting of the Dutchess County Industrial Development Agency (the "Agency") convened in public session on August 26, 2026 at 8:00 a.m., local time at Three Neptune Road, Poughkeepsie, New York, the following members of the Agency were:

PRESENT: Mark Doyle, Chairman  
Ronald J. Piccone, II, Vice Chairman/Treasurer  
Thomas J. LeCount, Secretary  
Amy L. Bombardieri  
Brian C. Berryann  
Kristofer Munn

ABSENT:

ALSO PRESENT: Robin Mack, Executive Director  
Jane Denbaum, Chief Financial Officer  
Donald Cappillino, Counsel  
Elizabeth A. Cappillino, Counsel

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 a certain industrial development facility (Rolling Frito-Lay Sales, LP 2021 Project) as more particularly described below:

**SUPPLEMENTAL RESOLUTION OF THE DUTCHESS COUNTY  
INDUSTRIAL DEVELOPMENT AGENCY APPROVING THE  
EXTENSION OF THE COMPLETION DATE FOR THE PROJECT IN  
CONNECTION WITH A CERTAIN INDUSTRIAL DEVELOPMENT  
FACILITY FOR ROLLING FRITO-LAY SALES, LP, AND APPROVING  
THE EXECUTION OF 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 335 of the Laws of 1977 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**, the Agency previously provided its assistance to ROLLING FRITO-LAY SALES, LP, a Delaware limited partnership authorized to transact business in New York, having offices at 7701 Legacy Drive, Plano, Texas 75024 (the "**Company**"), for the following project (the "**Project**") in connection with the acquisition, construction, improvement, reconstruction, repair, renovation, installation, furnishing and equipping of a certain distribution and warehousing facility (the "**Facility**") consisting of the following:

(A) The construction of one approximately 150,000 square foot, multi-story structure to be used as a high-technology fulfillment center, one approximately 6,000 square foot, one-story structure to be used as a fleet center, and one approximately 400 square foot, one-story structure to be used as a guard house (collectively, the “**Improvements**”) located on approximately 28.42 acres of land located at 10-350 North Drive, Town of East Fishkill, County of Dutchess, State of New York, being portions of three parcels of land bearing Tax Map Grid Nos. 132800-6356-04-861300, 132800-6356-04-950353, 132800-6456-03-054349 (the “**Land**”); and

(B) the acquisition and installation of new equipment, machinery and other personal property for use in the premises described above (collectively the “**Equipment**”) to be owned by the Agency and leased to the Company to be used as part of the Facility; and

**WHEREAS**, the Project was approved by resolution duly adopted by the Agency on November 10, 2021 (the “**Authorizing Resolution**”); and

**WHEREAS**, the Facility was leased by the Company to the Agency pursuant to the terms of the Company Lease Agreement, dated as of December 1, 2021 (the “**Company Lease Agreement**”), by and between the Company, as lessor, and the Agency, as lessee; and

**WHEREAS**, the Company agreed to transfer to the Agency title to the Equipment pursuant to a Bill of Sale (the “**Bill of Sale**”); and

**WHEREAS**, the Agency subleased the Facility to the Company pursuant to a certain Lease and Project Agreement, dated as of December 1, 2021 (the “**Lease Agreement**”), by and between the Agency, as sublessor, and the Company, as sublessee; and

**WHEREAS**, pursuant to Section 3.6 of the Lease Agreement, the Company agreed to complete the construction and equipping of the Facility no later than December 31, 2024 (the “**Original Completion Date**”); and

**WHEREAS**, pursuant to Section 8.11 of the Lease Agreement, the Company agreed to create and maintain at all times at the Facility eighty (80) full time equivalent employees (“**FTEs**”) as of December 31, 2026, being within two (2) years of the Original Completion Date, and thereafter throughout the term of the Lease Agreement; and

**WHEREAS**, the Company has represented that construction of the Facility has been completed; however, the commencement of operations at the Facility has been delayed due to external economic factors affecting business performance and market demand; and

**WHEREAS**, on January 16, 2025, the Company submitted a request to the Agency for an amendment to the Lease Agreement to extend the Completion Date for the Project from December 31, 2024 to December 31, 2026 (the “**Extension**”); and

**WHEREAS**, on March 31, 2026, the Company submitted a follow-up request to the Agency reaffirming its request for the extension, citing broader economic conditions affecting business performance and market demand, and representing that the Company anticipates commencing operations at the Facility by December 31, 2026; and

**WHEREAS**, the Company further requested that the Agency amend Section 8.11 of the Lease Agreement to reduce the number of FTEs that the Company is required to create and maintain at the Facility from eighty (80) FTEs to twenty-nine (29) FTEs, and to correspondingly provide that such FTEs shall be created and maintained as of December 31, 2028, being within two (2) years of the Completion Date, as extended (the “**FTE Amendment**”); and

**WHEREAS**, the Agency has reviewed the Company’s requests and the materials submitted by the Company in support thereof; and

**WHEREAS**, following discussion, the Agency determined to amend the Amendment Agreement as presented to remove the provisions thereof relating to the FTE Amendment, and to approve the Extension only and, in connection therewith, the Company and the Agency intend to amend the Lease Agreement pursuant to the terms of an Amendment Agreement dated as of May 1, 2026 (the “**Amendment Agreement**”) solely to effect the Extension, and without modification to Section 8.11 of the Lease Agreement.

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

Section 1. The Board of Directors of the Agency hereby approves the Extension, such that the Completion Date for the Project shall be no later than December 31, 2026. The Agency has taken no action upon the Company’s request for the FTE Amendment.

Section 2. The Agency otherwise hereby reaffirms and readopts all the findings and determinations in the Authorizing Resolution.

Section 3. In consequence of the foregoing, the Agency hereby determines to: (i) execute and deliver the Amendment Agreement, in such forms and containing such terms, conditions and provisions as the person executing the same on behalf of the Agency shall approve, such approval to be conclusively evidenced by his or her execution and delivery thereof, and (ii) execute, deliver and perform such other related documents to which the Agency is a party, as may be necessary or appropriate.

Section 4. The Chairman, Vice Chairman, any member of the Agency or the Executive Director are hereby authorized, on behalf of the Agency, to execute and deliver the Amendment Agreement in such form as the Chairman, Vice Chairman, any member of the Agency or the Executive Director shall approve, and such other related documents as may be, in the judgment of the Executive Director and Agency Counsel, necessary or appropriate to effect the transactions contemplated by this resolution. The execution thereof by the Chairman, Vice Chairman, any member of the Agency or the Executive Director of the Agency shall constitute conclusive evidence of such approval.

Section 5. This resolution shall take effect immediately.

Following discussion, a motion was duly made by Kristofer Munn, seconded by Amy L. Bombardieri, to amend the Amendment Agreement as presented to remove Section 2.3 and Section 2.4 thereof, relating to the FTEs required to be created and maintained at the Facility. The roll call was taken; all members present voted in favor, and the motion was passed.

A motion was thereupon duly made by Ronald J. Piccone, II, seconded by Kristofer Munn, to approve the extension of the Completion Date for the Project to December 31, 2026, and to adopt this resolution as so amended. The roll call was taken, with the following members voting:

|                                                |        |       |
|------------------------------------------------|--------|-------|
| Mark Doyle, Chairman                           | VOTING | "Aye" |
| Ronald J. Piccone, II, Vice Chairman/Treasurer | VOTING | "Aye" |
| Thomas J. LeCount, Secretary                   | VOTING | "Aye" |
| Amy L. Bombardieri                             | VOTING | "Aye" |
| Brian C. Berryann                              | VOTING | "Aye" |
| Kristofer Munn                                 | VOTING | "Aye" |

The Resolution was thereupon declared duly adopted.

Adopted: August 26, 2026

[illegible]

I, the undersigned Secretary of the Dutchess County Industrial Development Agency, **DO HEREBY CERTIFY:**

That I have compared the annexed extract of minutes of the meeting of the Dutchess County Industrial Development Agency (the "Agency"), including the resolution contained therein, held on August 26, 2026, 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 and original insofar as the same related to the subject matters herein 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 (the "Open Meetings Law"), said meeting was open to the general public, and that public notice of the time and place of said meeting was only given in accordance with such Article 7.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 26<sup>th</sup> day of August, 2026.

  
Thomas J. LeCount, Secretary

[SEAL]

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