

RESOLUTION

A regular meeting of the Onondaga County Industrial Development Agency (the "Agency") convened in public session on October 3, 2025, at 10:00 a.m., local time, at 335 Montgomery Street, 2nd Floor, Syracuse, New York:

The meeting was called to order by the (Vice) Chairperson and, upon roll being called, the following members of the Agency were:

PRESENT: Patrick Hogan
Susan Stanczyk
Fanny Villarreal
Leslie English
Cydney Johnson

ABSENT: Garard Grannell
Elizabeth Dreyfuss

ALSO PRESENT: Robert M. Petrovich, Executive Director
Jeffrey W. Davis, Esq., Agency Counsel

The following resolution was offered by Susan Stanczyk, seconded by Fanny Villarreal, to wit:

RESOLUTION AUTHORIZING THE NEGOTIATION AND EXECUTION OF AN AGREEMENT FOR PURCHASE AND SALE OF REAL PROPERTY IN SETTLEMENT OF AN EMINENT DOMAIN PROCEDURE LAW PROCEEDING.

WHEREAS, Onondaga County Industrial Development Agency (the "Agency") is authorized and empowered by the provisions of Chapter 1030 of the 1969 Laws of New York, constituting Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 435 of the Laws of 1970 of the State of New York and Chapter 676 of the Laws of 1975 of the State of New York, as amended, constituting Section 895 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of manufacturing, warehousing, research, commercial and industrial facilities, among others, for the purpose of promoting, attracting and developing economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York (the "State"), to improve their prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct and install "projects" (as defined in the Act) or to

cause said projects to be acquired, constructed, reconstructed and installed, and to convey said projects or to lease said projects with the obligation to purchase; and

WHEREAS, Transform Saleco LLC (the "Company") is the owner of land commonly known as 3649 Erie Blvd E. in the Town of Dewitt, Onondaga County, State of New York and known as Town of Dewitt tax map lot numbers 063.-01-2.4 and 063.-01-2.5 (the "Land"); and

WHEREAS, pursuant to a resolution duly adopted December 20, 2022, the Agency authorized the initiation of procedures to acquire certain real property and improvements by negotiated purchase or by eminent domain pursuant to the EDPL necessary for the proposed redevelopment of the former Shoppingtown Mall located at 3649 Erie Boulevard East, DeWitt, New York which included the Property ("Project"); and

WHEREAS, pursuant to a resolution duly adopted February 15, 2024, the Agency adopted its Determination and Findings pursuant to New York State Eminent Domain Procedures Law ("EDPL") Section 204 with respect to the Project and its proposed acquisition by negotiated purchase or eminent domain of certain real property which included the Property (the "Determination and Findings"); and

WHEREAS, the Company challenged the Determination and Findings in an original proceeding pursuant to EDPL 207 before the Appellate Division, Fourth Department in the case entitled Transform Saleco LLC v. Onondaga County Industrial Development Agency, OP 24-00449, as may be appealed ("Proceeding").

WHEREAS, the Agency now seeks to acquire the Property by negotiated purchase rather than by exercise of its power of eminent domain under the EDPL; and

WHEREAS, pursuant to the threat of eminent domain, the Company agrees to sell to the Agency, and the Agency desires to purchase from the Company, all of the Company's right, title and interest in and to the Property in lieu of the Agency continuing proceedings under the EDPL seeking to acquire the Property by eminent domain, and in consideration thereof, the Company agrees to withdraw and dismiss the Proceedings upon and subject to certain terms and conditions; and

WHEREAS, the Company has submitted to the Agency a near final purchase and sale agreement (the "Purchase Agreement") specifying the terms and conditions pursuant to which the Company would agree to sell the Property to the Agency; and

WHEREAS the Executive Director has negotiated the Purchase Agreement with the guidance of Agency counsel and finds the terms to be fair and satisfactory for the Agency; and

WHEREAS, the Agency desires to authorize the Executive Director, with the guidance of Agency counsel, to finalize the Purchase Agreement and the Agency desires to purchase the Property from the Company pursuant to the terms of the finalized Purchase Agreement.

WHEREAS, pursuant to State Environmental Quality Review Act ("SEQRA"), the Agency is required to make a determination with respect to the environmental impact of any "action" (as defined by SEQRA) to be taken by the Agency; and

WHEREAS, pursuant to resolutions duly adopted October 12, 2023 and February 15, 2024, the Agency issued an initial Negative Declaration with respect to the Project and the acquisition of property necessary for the Project, which necessary property includes the Property, (the "Negative Declaration") based on a full environmental review under SEQRA including the Full Environmental Assessment Form Parts 1, 2, and 3 and supporting studies and reports.

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

Section 1. It is the policy of the State to promote the economic welfare, recreation opportunities and prosperity of its inhabitants and to actively promote, attract, encourage and develop recreation and economically sound commerce and industry for the purpose of preventing unemployment and economic deterioration. It is among the purposes of the Agency to promote, develop, encourage and assist in the acquiring, constructing, improving, maintaining, equipping and furnishing of certain facilities, including commercial facilities, and thereby advance the job opportunities, health, general prosperity and economic welfare of the people of the State and to improve their recreation opportunities, prosperity and standard of living.

Section 2. (A) The Executive Director is hereby authorized, on behalf of the Agency, to finalize, execute and deliver the Purchase Agreement and any other related necessary documents in the form and substance approved by and upon the advice of counsel to the Agency; and (B) the Executive Director is hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency.

Section 3. The Chairman, Vice Chairman and/or Executive Director of the Agency are hereby authorized and directed to distribute copies of this Resolution and to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 4. This Resolution shall take effect immediately upon adoption.

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

	<u>AYE</u>	<u>NAY</u>	<u>ABSENT</u>
Patrick Hogan	X		
Garard Grannell			X
Cydney Johnson	X		
Elizabeth Dreyfuss			X
Susan Stanczyk	X		
Leslie English	X		
Fanny Villarreal	X		

The foregoing Resolution was thereupon declared duly adopted.

STATE OF NEW YORK)
) ss.:
COUNTY OF ONONDAGA)

I, the undersigned Secretary of the Onondaga County Industrial Development Agency, DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on October 3, 2025, with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matter therein referred to.

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

IN WITNESS WHEREOF, I have hereunto set my hand this 3rd day of October, 2025.

(SEAL)


Secretary