

**OHB REDEV, LLC – DISTRICT EAST**

**TERMINATING MEMORANDUM OF UNDERSTANDING,  
EXECUTING AND DELIVERING ASSIGNMENT,  
AMENDING PURCHASE CONTRACT RESOLUTION  
(3101-22-06A)**

A regular meeting of the Onondaga County Industrial Development Agency (the “Agency”) convened in public session on October 23, 2025, at 8:30 a.m., local time, at 335 Montgomery Street, 2<sup>nd</sup> Floor, Syracuse, New York:

The meeting was called to order by the Chairman and, upon roll being called, the following members of the Agency were:

**PRESENT:** Patrick Hogan  
Susan Stanczyk  
Elizabeth Dreyfuss  
Cydney Johnson  
Leslie English  
Garard Grannell

**ABSENT:** Fanny Villarreal

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

The following resolution was offered by Susan Stanczyk, seconded by Elizabeth Dreyfuss, to wit:

**RESOLUTION TERMINATING MEMORANDUM OF  
UNDERSTANDING AND ALL RELATED DOCUMENTS  
REGARDING A CERTAIN PROJECT FOR OHB REDEV,  
LLC, AUTHORIZING THE EXECUTION AND DELIVERY  
OF AN ASSIGNMENT OF A PURCHASE AND SALE  
AGREEMENT FOR PURCHASE AND SALE OF REAL  
PROPERTY AND AN AMENDMENT TO PURCHASE  
AGREEMENT AND ALL RELATED DOCUMENTS  
THERE TO.**

WHEREAS, 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, OHB Redev, LLC (the “Company”) on behalf of itself and/or entities formed or to be formed on its behalf, submitted an application (the “Application”) to the Agency, a copy of which Application is on file at the office of the Agency, which Application requests that the Agency consider undertaking a project (the “Project”) for the benefit of the Company and/or entities formed or to be formed on its behalf, said Project consisting of the following: (A) the acquisition of three contiguous parcels totaling 4.21 acres (tax map nos. 063.-01-02.3 (the former Macy’s – 1.67 acres); 063.-01-02.4 (the former Sears Dept. Store – 1.85 acres); 063.-01-02.5 (the former Sears Auto Center – 0.69 acres)) in the Town of Dewitt, Onondaga County, New York (the “Land”); (B)(1) the demolition of selected areas across the former Shoppingtown Mall site; (2) the renovation of existing structures for, and new construction of, residential, commercial, and mixed use buildings; (3) improvement of primary, secondary and shared/festival streets, sidewalks, sewers, parks and green spaces, and lighting, with a total project area of approximately 68 acres; (C) the granting of certain “financial assistance” (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales and use taxes, real property taxes, real estate transfer taxes and mortgage recording taxes (subject to certain statutory limitations) (the “Financial Assistance”); and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law of the State of New York, as amended, and the regulations of the Department of Environmental Conservation of the State of New York promulgated thereunder (collectively referred to hereinafter as “SEQRA”), the Agency is required to make a determination whether the “action” (as said quoted term is defined in SEQRA) to be taken by the Agency may have a “significant impact on the environment” (as said quoted term is utilized in SEQRA); and

WHEREAS, pursuant to a resolution duly adopted by the Agency on August 18, 2022 (the “SEQRA Resolution”), the Agency classified the Project as a Type 1 Action and declared its intent to act as “Lead Agency (as such term is defined in SEQRA); and

WHEREAS, in connection with the Project, the Company entered into (i) that certain Purchase Agreement effective July 5, 2022, as amended pursuant to the First Amendment to Purchase Agreement effective as of June 21, 2023 (collectively, the “Purchase Contract”) with Onondaga County (the “County”) pursuant to which the Company agreed to purchase parcels of land on or adjacent to the Land, being tax map numbers 063.-01-02.1 and 063.-01-02.2 (the “Property”) from the County; and (ii) that certain Cost Reimbursement Agreement and Memorandum of Understanding Between Parties dated August 26, 2022, as amended pursuant



to the First Amendment to Cost Reimbursement Agreement and Memorandum of Understanding Between Parties, the “*Agreement*”); and

WHEREAS, pursuant to a resolution of the board duly adopted on October 12, 2023, the Agency issued an initial Negative Declaration with respect to the Project and redevelopment of the Property and the acquisition and redevelopment of parcels in and around the vicinity of the Property based on a full environmental review under SEQRA including a Full Environmental Assessment Form Parts 1, 2, and 3 (the “EAF”) and supporting studies and reports (collectively, with the EAF, the “SEQRA Materials”); and

WHEREAS, pursuant to a resolution of the board duly adopted on February 15, 2024 and after review of additional SEQRA Materials submitted by the Company, the Agency issued an Amended Negative Declaration (the “Amended Negative Declaration”) in connection with Project; and

WHEREAS, the Company has notified the Agency that the Company is withdrawing its Application and in connection therewith, the Agency and the Company desire to terminate the Agreement; and

WHEREAS, pursuant a resolution adopted by the board of the Agency on February 15, 2024, the Agency found the Project will serve a public use, benefit, or purpose in that it will promote the economic welfare and prosperity of the inhabitants of the State and the County and provide needed housing in the County and the Town of DeWitt and attract and develop economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State, to improve their prosperity and standard of living, eliminate blight, and prevent unemployment and economic deterioration consistent with the Act; and

WHEREAS, the Company desires to assign the Purchase Contract to the Agency and the Agency, to promote economic development, the vision of the Project and redevelopment of the blighted property, desires to accept the assignment and assumption of the terms therein pursuant to the terms of a certain assignment and assumption of purchase and sale agreement (the “Assignment Agreement”) which such terms include, inter alia (i) that the Company shall provide the Agency with all of the documents produced by the Company and its consultants in connection with preparation for the Project (collectively, the “Work Product”); and (ii) that the Agency shall pay the Company \$1,000,000 for such Work Product; and

WHEREAS, the Company has had substantial and detailed involvement with the Project and the Company’s current and institutional knowledge regarding the Land and the Property, both of which solve issues of timeliness and cost effectiveness with respect to the work to be done to the Land and the Property, and the Company is willing to enter into the Assignment with the Agency and share the Work Product pursuant to the terms of the Assignment; and

WHEREAS, the Agency desires to authorize the Executive Director upon the advice and with the guidance of Agency counsel to negotiate amended terms of the Purchase Agreement



pursuant to a certain amendment to the Purchase Agreement (the "Amendment") to provide for terms fair and satisfactory for the Agency to purchase the Property from the County.

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. The Agency hereby terminates the Agreement.

Section 3. (A) The Executive Director is hereby authorized, on behalf of the Agency, to negotiate, execute and deliver the Assignment Agreement and any other related necessary documents in the form and substance approved by and upon the advice of Agency counsel; and (B) the Executive Director is hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency.

Section 4. (A) The Executive Director is hereby authorized, on behalf of the Agency, to negotiate, execute and deliver the Amendment and any other related necessary documents in the form and substance approved by and upon the advice of Agency counsel; and (B) the Executive Director is hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency.

Section 5. 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 6. 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                )

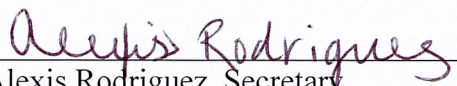
I, the undersigned Secretary of the Onondaga County Industrial Development Agency, DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on October 23, 2025, with the original thereof on 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 23 day of October, 2025.

(SEAL)

  
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Alexis Rodriguez, Secretary