

**UNITED AUTO SUPPLY OF SYRACUSE, WEST, INC. &
1200 STATE FAIR BLVD., LLC**

**RESOLUTION AUTHORIZING EXECUTION OF OMNIBUS AMENDMENT AND
LENDER DOCUMENTS
(3101-25-03A)**

A regular meeting of the Onondaga County Industrial Development Agency (the "Agency") was convened in public session on August 7, 2025, at 8:30 a.m., local time, at 335 Montgomery Street, 2nd Floor, Syracuse, New York.

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

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

ABSENT:

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 Fanny Villareal, to wit:

**RESOLUTION AUTHORIZING EXECUTION OF AN OMNIBUS
AMENDMENT AND LENDER DOCUMENTS IN CONNECTION
WITH A CERTAIN PROJECT FOR 1200 STATE FAIR BLVD.,
LLC AND UNITED AUTO SUPPLY OF SYRACUSE, WEST,
INC.**

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"), 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 one or more "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, pursuant to a resolution duly adopted by the Agency on May 8, 2025 (the "Resolution") the Agency undertook a project (the "Project") on behalf of 1200 State Fair Blvd., LLC, a New York limited liability company (the "Real Estate Holding Company") and United Auto Supply of Syracuse, West, Inc., a New York corporation (the "Operating Company" and together with the Real Estate Holding Company, collectively, the "Companies") on behalf of themselves and/or entities formed or to be formed on behalf of the foregoing, consisting of the following: (A)(1) the acquisition of a leasehold interest in all or a portion of approximately 22 acres of land located on Van Vleck Road (also known as 1200 State Fair Boulevard) (now or formally tax map nos.: 019.-02-07.0, 019.-02-02.2, 019.-02-08.1, and 019.-02-11.1) in the Town of Geddes, Onondaga County, New York (collectively, the "Land") and the existing 259,000 square foot building (the "Existing Building") thereon; (2) the expansion and reconstruction of the Existing Building, together with related site improvements (as reconstructed, the "Facility"); and (3) the acquisition and installation in and around the Facility and/or for use in connection with the Project of various fixtures, machinery, equipment and other tangible personal property (collectively, the "Facility Equipment") (the Land, the Facility and the Facility Equipment being collectively referred to as the "Company Project Facility"), such Company Project Facility to be leased and subleased by the Agency to the Real Estate Holding Company and further subleased by the Real Estate Holding Company to the Operating Company; and (4) the acquisition and installation therein and thereon of related fixtures, machinery, equipment and other tangible personal property (collectively the "Equipment," and together with the Company Project Facility, the "Project Facility"), which Project Facility will be used by the Operating Company as a warehouse and distribution center; (B) 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 estate transfer taxes and mortgage recording taxes (subject to certain statutory limitations) (the "Financial Assistance"); and (C) the lease (with an obligation to purchase) or sale of the Company Project Facility to the Real Estate Holding Company or such other person as may be designated by the Real Estate Holding Company and agreed upon by the Agency and the lease (with an obligation to purchase) or sale of the Equipment to the Operating Company or such other person as may be designated by the Operating Company and agreed upon by the Agency; and

WHEREAS, in order to consummate the Project and the granting of the Financial Assistance, the Agency, the Real Estate Holding Company and the Operating Company entered into various documents (the "Project Documents"), including, but not limited to, (A) an underlying lease to agency (a memorandum of which was recorded in the Onondaga County Clerk's Office on June 24, 2025 as Instrument No. 2025-00019394) dated as of June 1, 2025 (the "Underlying Lease") by and between the Real Estate Holding Company and the Agency, pursuant to which, among other things, the Agency acquired a leasehold interest in the Land and the improvements

now or hereafter located on the Land; (B) a lease agreement (a memorandum of which was recorded in the Onondaga County Clerk's Office on June 24, 2025 as Instrument No. 2025-00019395) dated as of June 1, 2025 (the "Lease Agreement") by and between the Agency and the Real Estate Holding Company, pursuant to which, among other things, the Real Estate Holding Company agreed to undertake and complete the Project as agent of the Agency and the Real Estate Holding Company further agreed to lease the Company Project Facility from the Agency and, as rental thereunder, to pay the Agency's administrative fee relating to the Project and to pay all expenses incurred by the Agency with respect to the Project; (C) an equipment lease agreement dated as of June 1, 2025 (the "Equipment Lease Agreement") by and between the Agency and the Operating Company, pursuant to which the Operating Company agreed to lease the Equipment from the Agency; (D) a project agreement dated as of August 1, 2021, by and among the Agency, the Real Estate Holding Company and the Operating Company (the "Project Agreement"); and (E) various certificates relating to the Project (the "Certificates"); and

WHEREAS, the Real Estate Holding Company has informed the Agency that the legal description (the "Legal Description") included in the Project Documents contains errors and has requested that the Agency amend the Project Documents to reflect the correct legal description a copy of which is attached hereto as Exhibit A; and

WHEREAS, Agency counsel has drafted an omnibus amendment of Project Documents (the "Omnibus Amendment"), which Omnibus Amendment, upon execution and delivery by the Agency, the Real Estate Holding Company and the Operating Company will correct the Legal Description in the Project Documents; and

WHEREAS, (A) the Agency and the Real Estate Holding Company for the benefit of Visions Federal Credit Union (the "Lender") entered into (i) an Amended and Restated Mortgage and Security Agreement in the maximum amount of not to exceed \$27,450,000.00, dated as of July 24, 2025 (the "Mortgage A"), in which the Agency and the Real Estate Holding Company granted a mortgage lien on the Project Facility to the Lender (the "Mortgaged Property"); (ii) an Assignment of Leases and Rents dated as of July 24, 2025, from the Real Estate Holding Company and the Agency to the Lender (the "Assignment A"); and (B) the Real Estate Holding Company for the benefit of Lender entered into (i) a Mortgage and Security Agreement in the maximum amount of not to exceed of \$550,000.00, dated as of July 24, 2025 (the "Mortgage B"), and (ii) an Assignment of Leases and Rents dated as of July 24, 2025, from the Real Estate Holding Company to the Lender (the "Assignment B"); and

WHEREAS, the Real Estate Holding Company have requested that the Agency join in the execution of (i) an amended and restated mortgage and security agreement (the "CEMA Mortgage) from the Agency and the Real Estate Company to the Lender, which CEMA Mortgage will consolidate Mortgage A and Mortgage B and grant a continuing mortgage lien on and security interest in the Project Facility, and (ii) an assignment of leases and rents ("CEMA Assignment" and, together with the CEMA Mortgage, the "Consolidated Lender Documents"); and

WHEREAS, the Agency has not granted Financial Assistance in the form a mortgage recording tax exemption with respect to the recording of the Consolidated Lender Documents in the Onondaga County Clerk's office; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law, Chapter 43-B of the Consolidated Laws of New York, as amended (the "SEQR Act") and the regulations (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the State of New York (collectively with the SEQR Act, "SEQRA"), the Agency must determine the potential environmental significance of executing and delivering the Omnibus Amendment and the Consolidated Lender Documents (the "Transaction").

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

Section 1. Pursuant to SEQRA, the Agency hereby finds and determines that:

(A) Pursuant to Section 617.5(c)(26) of the Regulations, the Transaction is an "Unlisted" action (as said quoted term is defined in the Regulations); and

(B) The action will not have a significant adverse effect on the environment, and the Agency hereby issues a negative declaration pursuant to SEQRA with respect to the Transaction.

Section 2. The Agency, based upon the representations made by the Real Estate Holding Company and the Operating Company to the Agency, hereby finds and determines that:

(A) By virtue of the Act, the Agency has been vested with all powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted to it under the Act; and

(B) Executing the Omnibus Amendment and the Consolidated Lender Documents will promote and maintain the job opportunities, general prosperity and economic welfare of the citizens of the County of Onondaga, New York and the State of New York and improve their standard of living.

Section 3. In consequence of the foregoing, the Agency hereby determines to execute and deliver the Omnibus Amendment and the Consolidated Lender Documents.

Section 4. The Agency is hereby authorized to execute and deliver the Omnibus Amendment and the Consolidated Lender Documents. The form and substance of the Consolidated Lender Documents, in substantially the form presented to this meeting are hereby approved.

Section 5. (A) The Chairperson, Vice Chairperson and/or the Executive Director of the Agency are hereby authorized, on behalf of the Agency, to execute and deliver the Omnibus Amendment and the Consolidated Lender Documents and, where appropriate, the Secretary (or Assistant Secretary) of the Agency is hereby authorized to affix the seal of the Agency thereto and

to attest the same, all in substantially the forms presented to Agency counsel with such changes, variation, omissions and insertions as the Chairperson, Vice Chairperson and/or the Executive Director shall approve, the execution thereof by the Chairperson, Vice Chairperson and/or the Executive Director to constitute conclusive evidence of such approval.

(B) The Chairperson, Vice Chair, and/or the Executive Director of the Agency is hereby further authorized, on behalf of the Agency, to designate any additional Authorized Representatives of the Agency.

Section 6. 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 or provided for by the provisions of the Omnibus Amendment and the Consolidated Lender Documents and to execute and deliver all such additional 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 resolution and to cause compliance by the Agency with all of the terms, covenants and provisions of the Omnibus Amendment and the Consolidated Lender Documents binding upon the Agency.

Section 7. This Resolution shall take effect immediately.

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		
Leslie English	X		
Cydney Johnson	X		
Elizabeth Dreyfuss	X		
Susan Stanczyk	X		
Fanny Villarreal	X		

The Resolution was thereupon declared duly adopted.

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

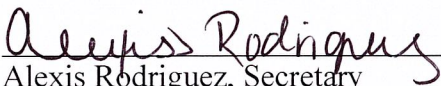
I, the undersigned Secretary of the Onondaga County Industrial Development Agency, DO HEREBY CERTIFY that I have compared the foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on August 7, 2025, with the original thereof on 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 7 day of August, 2025.

(SEAL)



Alexis Rodriguez, Secretary

Exhibit A

LEGAL DESCRIPTION

PARCEL 1

ALL THAT TRACT OR PARCEL OF LAND, SITUATE IN THE TOWN OF GEDDES, COUNTY OF ONONDAGA AND STATE OF NEW YORK, BEING PART OF FARM LOT 10 IN SAID TOWN, BEING PART OF ONONDAGA SALT SPRINGS RESERVATION, AND BEING MORE SPECIFICALLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT IN THE WESTERLY LINE OF LANDS OF THE FORMER D.L. & W. RAILROAD, (NOW CONRAIL) AT THE INTERSECTION OF SAID WESTERLY LINE WITH NORTHERLY LINE OF A PARCEL OF LAND CONVEYED TO NIAGARA MOHAWK POWER CORPORATION AND RECORDED IN BOOK OF DEEDS 556 AT PAGE 501 IN THE ONONDAGA COUNTY CLERK'S OFFICE,

RUNNING THENCE SOUTH 58° 11' 14" WEST A DISTANCE OF 600.90 FEET ALONG THE NORTHERLY LINE OF SAID PARCEL CONVEYED TO NIAGARA MOHAWK POWER CORPORATION TO A POINT IN THE EASTERLY LINE OF A PARCEL APPROPRIATED BY THE STATE OF NEW YORK AND SHOWN ON MAP 210 AS PARCEL 293, (1983 APPROPRIATION),

THENCE NORTH 60° 30' 10" WEST A DISTANCE OF 98.49 FEET ALONG THE EASTERLY LINE OF SAID APPROPRIATION TO AN ANGLE POINT,

THENCE NORTH 53° 29' 26" WEST A DISTANCE OF 115.09 FEET ALONG THE EASTERLY LINE OF SAID APPROPRIATION TO AN ANGLE POINT,

THENCE NORTH 64° 46' 46" WEST A DISTANCE OF 116.0 FEET ALONG THE EASTERLY LINE OF SAID APPROPRIATION TO A POINT IN THE EASTERLY LINE OF ANOTHER APPROPRIATION BY THE STATE OF NEW YORK AND SHOWN ON MAP 122 AS PARCEL 164.

THENCE NORTH 48° 05' 22" WEST A DISTANCE OF 267.24 FEET ALONG THE EASTERLY LINE OF SAID PARCEL 164 AND ALONG THE EASTERLY LINE OF ANOTHER PARCEL OF LAND APPROPRIATED BY THE STATE OF NEW YORK AND SHOWN ON MAP 7-C AS PARCEL 300 TO THE NORTHEASTERLY CORNER OF SAID PARCEL 300, (SAID NORTHEASTERLY CORNER BEING THE SOUTHEASTERLY CORNER OF A PARCEL OF LAND CONVEYED BY THE STATE OF NEW YORK TO PENN TRAFFIC COMPANY AND SHOWN ON MAP 9-C AS PARCEL 303 AND RECORDED IN BOOK OF DEEDS 3978 AT PAGE 97 IN THE ONONDAGA COUNTY CLERK'S OFFICE,

THENCE SOUTH 29° 56' 25" WEST A DISTANCE OF 74.0 FEET ALONG THE SOUTHERLY LINE OF SAID PARCEL 303 TO THE SOUTHWESTERLY CORNER THEREOF;

THENCE ON THE FOLLOWING COURSES AND DISTANCES ALONG THE WESTERLY LINE OF SAID PARCEL 303;

NORTH 59° 57' 38" WEST A DISTANCE OF 299.69 FEET TO AN ANGLE POINT,
NORTH 55° 17' 26" WEST A DISTANCE OF 125.44 FEET TO AN ANGLE POINT,
NORTH 49° 32' 19" WEST A DISTANCE OF 146.74 FEET TO AN ANGLE POINT,
NORTH 41° 42' 20" WEST A DISTANCE OF 54.33 FEET TO AN ANGLE POINT,

NORTH 19° 35' 08" WEST A DISTANCE OF 23.00 FEET TO THE NORTHWESTERLY CORNER OF SAID PARCEL 303,

THENCE NORTH 32° 27' 40" EAST A DISTANCE OF 181.97 FEET ALONG THE NORTHERLY LINE OF SAID PARCEL 303 TO AN ANGLE POINT;

THENCE NORTH 59° 02' 52" EAST A DISTANCE 34.13 FEET ALONG THE NORTHERLY LINE OF SAID PARCEL 303

TO THE NORTHEASTERLY CORNER THEREOF,

THENCE SOUTH 40° 17' 16" EAST A DISTANCE OF 43.0 FEET ALONG THE EASTERLY LINE OF SAID PARCEL 303 TO A POINT IN THE SOUTHERLY LINE OF WALTERS ROAD, AS WIDENED BY APPROPRIATIONS BY THE STATE OF NEW YORK,

THENCE NORTH 56° 07' 19" EAST A DISTANCE OF 190.53 FEET ALONG THE SOUTHERLY LINE OF WALTERS ROAD, AS WIDENED, TO AN ANGLE POINT,

THENCE NORTH 58° 16' 02" EAST A DISTANCE OF 322.34 FEET ALONG THE SOUTHERLY LINE OF WALTERS ROAD, AS WIDENED, TO A POINT IN THE WESTERLY LINE OF LANDS OF THE FORMER D.L.&W RAILROAD, NOW CONRAIL;

THENCE SOUTH 51° 45' 41" EAST A DISTANCE OF 1223.0 FEET ALONG THE WESTERLY LINE OF SAID RAILROAD TO THE POINT OF BEGINNING.

PARCEL II

ALSO ALL THAT TRACT OR PARCEL OF LAND, SITUATE IN THE TOWN OF GEDDES, COUNTY OF ONONDAGA AND STATE OF NEW YORK, BEING PART OF SUBDIVISION NO. 2 ON THE EAST HALF OF FARM LOT NO. 10 OF THE ONONDAGA SALT SPRINGS RESERVATION, BOUNDED AS FOLLOWS, VIZ:

BEGINNING AT A POINT ON THE SOUTHWESTERLY SIDELINE OF VAN VLECK ROAD, SUCH POINT WHERE SAID SOUTHWESTERLY SIDELINE IS INTERSECTED BY THE NORTHEASTERLY SIDELINE OF THE STRIP OF LAND NOW OR FORMERLY OF THE ERIE LACKAWANNA RAILROAD CO.;

THENCE RUNNING ALONG THE BOUNDARY OF SAID LAND NOW OR FORMERLY OF THE ERIE LACKAWANNA RAILROAD CO. NORTH 51° 45' 41" WEST A DISTANCE OF 255.10 FEET TO A POINT;

THENCE NORTH 58° 03' 20" EAST A DISTANCE OF 86.48 FEET TO A POINT IN THE SOUTHWESTERLY LINE OF VAN VLECK ROAD;

THENCE SOUTH 31° 56' 40" EAST ALONG THE SOUTHWESTERLY LINE OF VAN VLECK ROAD, A DISTANCE OF 240 FEET TO THE POINT AND PLACE OF BEGINNING.