

ASSIGNMENT OF LEASES

This **ASSIGNMENT OF LEASES** (“Assignment”) is made this 2nd day of March, 2026 (the “Effective Date”) by **COUNTY OF ONONDAGA**, a municipal corporation hereinafter (“Assignor”) to the **ONONDAGA COUNTY INDUSTRIAL DEVELOPMENT CORPORATION**, a public benefit corporation, hereinafter (“Assignee”).

WITNESSETH:

WHEREAS, the Assignor, as seller, entered into a certain Purchase Agreement with OHB Redev, LLC (“OHB”), as buyer, effective as of July 5, 2022, with respect to the purchase and sale of certain of certain real property and improvements located in the Town of Dewitt, County of Onondaga, and State of New York (“Purchase Agreement”), as more specifically described in said Purchase Agreement and described in **Exhibit A** attached hereto and incorporated herein (“Property”);

WHEREAS, Assignor, as seller, and OHB, as buyer, entered into that certain First Amendment to Purchase Agreement effective June 21, 2023 (“First Amendment”) with respect to the modification of certain terms and conditions of the Purchase Agreement;

WHEREAS, OHB, as assignor, and Onondaga County Industrial Development Agency (“OCIDA”), as assignee, entered into a certain Assignment and Assumption of Purchase and Sale Agreement (“Contract Assignment”), effective December 11, 2025, wherein OHB assigned all right, title and interest in and to the Purchase Agreement, as amended by the First Amendment, to OCIDA;

WHEREAS, Assignor, as seller, and OCIDA, as purchaser, have entered into that certain Second Amendment to Purchase Agreement (“Second Amendment”) effective ~~February~~ 2, 2026 with respect to the purchase and sale of the Property;

WHEREAS, consistent with the Purchase Agreement, the First Amendment, and the Second Amendment, and pursuant to the Contract Assignment, the Assignor and OCIDA wish to consummate the purchase and sale of the Property, and Assignor wishes to convey, transfer, sell, and assign to Assignee all right, title and interest in and to the Leases (as defined below) and Assignee wishes to take, purchase, accept and assume from Assignor all right, title, and interest in and to the Leases (defined below) associated with the Property;

WHEREAS, the leases that are subject to this Assignment shall include: the Lease agreement between Assignor’s predecessor and Marine Midland Bank Central dated May 29, 1974, and the lease Modification Agreement between Assignor’s predecessor and First Niagara Bank dated May 9, 2014, and the certain Amendment to Lease Agreement between Assignor and KeyBank National Association effective March 7, 2023, and that certain Third Amendment to Lease between Assignor and KeyBank National Association effective August 18, 2025 (collectively, the “KeyBank Lease”); and the Standard Lease Agreement dated as of June 5, 1995 between the Assignor’s predecessor and Scotch ‘n Sirloin, Inc., as amended by that certain First Amendment to Lease between Assignor’s predecessor and Dartom, LLC (“Dartom”) dated December 18, 2013, and as further amended by the Second Amendment of Lease between Assignor’s predecessor and Dartom dated December 5, 2014 and as further amended by the Third Amendment to Lease between Assignor and Dartom dated February 17, 2022, and further amended by that Fourth Amendment to Lease between Assignor and Dartom dated May 12, 2023 and further amended by the Fifth Amendment to Lease between Assignor and Dartom dated June 20, 2024 (collectively the “Scotch ‘n Sirloin Lease”, and together with the KeyBank Lease, the “Leases”).

NOW, THEREFORE, for and in consideration of the within promises, covenants, terms and conditions and other good and valuable consideration receipt of which is hereby acknowledged, Assignor hereby sells, conveys, assigns, transfers, and sets over unto Assignee the Leases, together with all of the rights and obligations thereunder, and the Assignee hereby purchases, takes, accepts and assumes the Leases, together with all of the rights and obligations thereunder, effective as of the Effective Date.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

TO HAVE AND TO HOLD the Leases hereby transferred and assigned by Assignor and accepted and assumed by Assignee, its successors and assigns forever.

WITNESS the due execution of this Agreement of Leases the day, month and year first above written.

WITNESS/ATTEST:

ASSIGNOR:

COUNTY OF ONONDAGA, a Municipal Corporation

Name: Gina S. Giblin
Title: GINA S GIBLIN
Date: 3/2/26

X By: [Signature]
Name: J. Ryan McMahon, II
Title: County Executive
Date: 3/2/26

WITNESS/ATTEST:

ASSIGNEE:

ONONDAGA COUNTY INDUSTRIAL DEVELOPMENT CORPORATION

Name: _____
Title: _____
Date: _____

By: [Signature]
Name: Robert M. Petrosich
Title: Executive Director
Date: 3/2/26

STATE OF New York)
COUNTY OF Onondaga)

On this 2nd day of March in the year 2026 before, the undersigned, personally appeared J. Ryan McMahon, II, known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity as County Executive for the COUNTY OF ONONDAGA and that by his signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

PATRICK M. KILMARTIN
Notary Public, State of New York
No. 02K16014751

[Signature]
Notary Public

Qualified in Onondaga County
My Commission Expires Nov. 21, 20 26
[Affix Notary Seal]

Printed Name: Patrick M. Kilmartin

My Commission Expires: 11/21/26

STATE OF New York)
COUNTY OF Onondaga)

On this 2nd day of March in the year 2026 before, the undersigned, personally appeared Robert Petrosich, known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that (s)he executed the same in his/her capacity as _____ for the ONONDAGA COUNTY INDUSTRIAL DEVELOPMENT CORPORATION and that by his/her signature on the instrument, the individual or the person upon behalf of which the individual acted, executed the instrument.

[Signature]
Notary Public

Printed Name: Heather Surser

My Commission Expires: _____

[Affix Notary Seal]

EXHIBIT A

Legal Description of the Property

DESCRIPTION OF DEVELOPER SITE

All that tract or parcel of land situate in the Town of Dewitt, County of Onondaga, State of New York, all as shown on a map entitled, "Shoppingtown Mall, ALTA ACSM Land Title Survey," prepared by The Sear-Brown Group, Inc., (Now Stantec Consulting Services Inc.) last revised December 28, 2020, having drawing no. 5804D SU 9, and being more particularly bounded and described as follows:

Beginning at a point of intersection of the easterly right-of-way line of Erie Boulevard with the southerly right-of-way line of Kinne Road, as widened, said point being marked by a concrete monument found north 0.3 feet and east 0.3 feet, said point being 58.00 feet right of baseline station 30+00 for the reconstruction of Thompson Road per mapping prepared by the New York State Department of Public Works; thence the following three (3) courses along said southerly right-of-way line of Kinne Road

1. N 31°48'53" E, a distance of 32.58 feet to a point; thence
2. N 89°56'40" E, a distance of 813.96 feet to a point; thence
3. S 45°03'20" E, a distance of 68.41 feet to a point of intersection with the westerly right-of-way line of Agway Drive (60 feet wide); thence
4. S 00°03'20" E, along said westerly right-of-way line, a distance of 284.94 feet to a point on the southerly right-of-way line of relocated Agway Drive (60 feet wide); thence the following two (2) courses along said right-of-way line
5. Southeasterly, along a curve to the left, having a radius of 50.00 feet, through a central angle of 99°31'40", a distance of 86.85 feet to a point of tangency; thence
6. N 80°25'00" E, a distance of 114.76 feet to a point; thence
7. S 10°55'54" E, a distance of 132.96 feet to a point; thence
8. S 55°55'54" E, a distance of 162.58 feet to a point; thence
9. N 79°04'06" E, a distance of 217.02 feet to a point; thence
10. N 17°12'34" W, a distance of 152.68 feet to a point; thence

Proj. No 192800194
12/28/2020 M.J.G.

11. N 10°55'54" W, a distance of 95.54 feet to a point of intersection with the aforementioned southerly right-of-way line of Agway Drive; thence the following five (5) courses along said right-of-way line

12. N 79°04'06" E, a distance of 458.12 feet to a point of curvature; thence

13. Southeasterly, along a curve to the right, having a radius of 105.00 feet, through a central angle of 104°48'52", a distance of 192.08 feet to a point of tangency; thence

14. S 03°52'58" W, a distance of 293.63 feet to a point of curvature; thence

15. Southerly and southeasterly, along a curve to the left, having a radius of 165.00 feet, through a central angle of 46°54'08", a distance of 135.07 feet to a point of tangency; thence

16. S 43°01'10" E, a distance of 176.62 feet to a point of intersection with the northerly line of lands formerly of Hoblan Associates, said point being marked by a concrete monument; thence the following four (4) courses along said northerly line

17. S 46°48'30" W, a distance of 365.00 feet to a point; thence

18. S 79°49'02" W, a distance of 442.11 feet to a point, said point being marked by a 1-inch iron pin found south 0.2 feet and east 0.2 feet; thence

19. S 43°20'25" W, a distance of 357.67 feet to a point, said point being marked by a concrete monument; thence

20. S 46°39'35" E, a distance of 154.94 feet to a point, said point being marked by a 1-inch iron pin found south 0.3 feet and east 0.3 feet; thence

21. S 53°35'00" W, a distance of 573.25 feet to a point, said point being marked by a 1-inch iron pin found north 0.1 feet and east 0.1 feet; thence

22. S 16°00'00" W, a distance of 18.60 feet to a point; thence

23. S 80°58'00" W, a distance of 296.84 feet to a point; thence

24. S 53°18'00" W, a distance of 76.38 feet to a point of intersection with the existing easterly right-of-way line of Erie Boulevard, N.Y.S. Route No. 5 (width varies); thence the following twenty (20) courses along said easterly right-of-way line of Erie Boulevard.

25. N 08°53'50" W, a distance of 29.03 feet to a point, said point being 77.00 feet right at baseline station 10+00; thence
26. N 10°21'04" W, a distance of 72.38 feet to a point, thence
27. N 79°38'56" E, a distance of 15.28 feet to a point; thence
28. N 10°00'42" W, a distance of 25.52 feet to a point; thence
29. S 79°38'56" W, a distance of 15.43 feet to a point; thence
30. N 10°21'04" W, a distance of 356.20 feet to a point; thence
31. S 79°38'56" E, a distance of 9.85 feet to a point; thence
32. N 10°20'18" W, a distance of 110.07 feet to a point; thence
33. N 79°00'41" E, a distance of 20.01 feet to a point; thence
34. N 12°25'15" W, a distance of 25.00 feet to a point; thence
35. S 79°33'15" W, a distance of 14.51 feet to a point; thence
36. N 45°09'22" W, a distance of 8.32 feet to a point; thence
37. N 20°50'52" W, a distance of 27.29 feet to a point; thence
38. S 79°17'52" W, a distance of 5.46 feet to a point; thence
39. N 10°42'08" W, a distance of 82.38 feet to a point, said point being 69.00 feet right at baseline station 17+00; thence
40. N 12°59'38" W, a distance of 300.01 feet to a point, said point being 66.00 feet right at baseline station 20+00; thence
41. N 13°24'58" W, a distance of 345.05 feet to a point, said point being 60.00 feet right at baseline station 23+45; thence
42. N 12°25'10" W, a distance of 420.00 feet to a point, said point being 60.00 feet right at baseline station 27+65; thence
43. N 13°58'58" W, a distance of 82.81 feet to a point marked by a concrete monument found south 0.2 feet and east 0.5 feet, said point being 58.00 feet right at baseline station 28+47; thence

44. N 13°11'07" W, a distance of 153.00 feet to the Point of Beginning.

Containing 53.620 acres of land, more or less.

Excepting therefrom the following two (2) parcels:

All that tract or parcel of land containing 1.853 acres, more or less, situate in the Town of Dewitt, County of Onondaga, State of New York, all as shown on a map entitled, "Shoppingtown Mall, ALTA/ACSM Land Title Survey," prepared by The Sear-Brown Group, Inc. (now Stantec Consulting Services Inc.), last revised December 28, 2020, having Drawing No. 5804D SU 9, and being more particularly bounded and described as follows:

Commencing at a point of intersection of the existing easterly right-of-way line of Erie Boulevard, N.Y.S. Route 5 with the southerly right-of-way line of Kinne Road, as widened, said point being marked by a concrete monument found north 0.3 feet and east 0.3 feet, said point being 58.00 feet right of baseline station 30+00 for the reconstruction of Thompson Road per mapping prepared by the New York State Department of Public Works; thence the following three (3) courses along said easterly right-of-way line of Kinne Road

A. S 13°11'07" E, a distance of 153.00 feet to a point; thence

B. S 13°58'58" E, a distance of 82.81 feet to a point; thence

C. S 12°25'10" E, a distance of 331.01 feet to a point; thence

D. N 79°21'16" E, through the Developer Site, a distance of 14.71 feet to the Point of Beginning of the hereinafter described parcel; thence the following ten (10) courses

1. N 10°38'44" W, a distance of 213.75 feet to a point; thence

2. N 79°21'16" E, a distance of 248.69 feet to a point; thence

3. N 10°38'44" W, a distance of 12.60 feet to a point; thence

4. N 79°21'16" E, a distance of 58.00 feet to a point; thence

5. S 10°38'44" E, a distance of 40.30 feet to a point; thence

6. N 79°21'16" E, a distance of 107.31 feet to a point; thence

7. S 10°38'44" E, a distance of 167.65 feet to a point; thence

Proj. No 192800194
12/28/2020 M.J.G.

8. S 79°21'16" W, a distance of 300.00 feet to a point; thence
9. S 10°38'44" E, a distance of 18.40 feet to a point; thence
10. S 79°21'16" W, a distance of 114.00 feet to the Point of Beginning.

The above described parcel is labeled as "Sears Store Site" on the aforementioned map.

Also, all that tract or parcel of land containing 0.697 acres, more or less, situate in the Town of Dewitt, County of Onondaga, State of New York, all as shown on a map entitled, "Shoppingtown Mall, ALTA/ACSM Land Title Survey," prepared by The Sear-Brown Group, Inc. (now Stantec Consulting Services Inc.), last revised December 28, 2020, having Drawing No. 5804D SU 9, and being more particularly bounded and described as follows:

Commencing at a point of intersection of the southerly right-of-way line of Kinne Road, as widened, with the existing easterly right-of-way line of Erie Boulevard, N.Y.S. Route 5, said point being marked by a concrete monument found north 0.3 feet and east 0.3 feet, said point being 58.00 feet right of baseline station 30+00 for the reconstruction of Thompson Road per mapping prepared by the New York State Department of Public Works; thence the following two (2) courses and distances along said southerly right-of-way line

- A. N 31°48'53" E, a distance of 32.58 feet to a point; thence
- B. N 89°56'40" E, a distance of 559.19 feet to a point; thence
- C. S 00°03'20" E, through the Developer Site, a distance of 27.00 feet to the Point of Beginning of the hereinafter described parcel; thence the following four (4) courses
 1. N 89°56'40" E, a distance of 208.00 feet to a point; thence
 2. S 00°03'20" E, a distance of 146.00 feet to a point; thence
 3. S 89°56'40" W, a distance of 208.00 feet to a point; thence
 4. N 00°03'20" W, a distance of 146.00 feet to the Point of Beginning.

The above described parcel is labeled as "Sears T.B.A. Site" on the aforementioned map.

Intending to describe that portion of the developer site lying south of Agway

Proj. No 192800194
12/28/2020 M.J.G.

Drive containing 51.070 acres, more or less ($56.030 - 2.410 = 53.620 - 1.853 - 0.697 = 51.070$).

Also, all that tract or parcel of land containing 10.319 acres, more or less, described as follows:

Beginning at a point of intersection of the easterly right-of-way line of Agway Drive (formerly Mapleview Road) (60 feet wide) with the northerly line of lands formerly of John C. Gianforte, said point being marked by an iron pin found south 0.2 feet and west 0.3 feet; thence

1. N $00^{\circ}03'20''$ W, along said easterly right-of-way line, a distance of 87.30 feet to a point of intersection with the southerly right-of-way line of Kinne Road, as widened; thence the following nine (9) courses along said southerly right-of-way line

2. N $44^{\circ}11'41''$ E, a distance of 17.38 feet to a point, said point being marked by a concrete monument found south 0.2 feet; thence

3. N $89^{\circ}56'40''$ E, a distance of 124.91 feet to a point; thence

4. N $88^{\circ}42'16''$ E, a distance of 212.40 feet to a point; thence

5. N $88^{\circ}56'16''$ E, a distance of 122.70 feet to a point; thence

6. N $86^{\circ}01'09''$ E, a distance of 397.71 feet to a point, said point being marked by an iron pin found south 0.2 feet; thence

7. N $88^{\circ}56'16''$ E, a distance of 100.00 feet to a point, said point being marked by an iron pin found south 0.2 feet; thence

8. N $01^{\circ}03'44''$ W, a distance of 5.25 feet to a point; thence

9. N $88^{\circ}56'16''$ E, a distance of 38.83 feet to a point; thence

10. S $87^{\circ}34'33''$ E, a distance of 324.57 feet to a point of intersection with the westerly line of lands formerly of Hoblan Associates, said point being marked by a concrete monument; thence the following two (2) courses along said line

11. S $02^{\circ}25'27''$ W, a distance of 661.88 feet to a point, said point being marked by a concrete monument; thence

12. S $80^{\circ}33'00''$ E, a distance of 80.59 feet to a point at the northerly corner of another parcel formerly owned by Hoblan Associates, said point being marked by a concrete monument; thence

Proj. No 192800194
12/28/2020 M.J.G.

13. S 46°48'30" W, along the northerly line of lands now or formerly of Hoblan Associates, a distance of 272.94 feet to a point of intersection with the northerly right-of-way line of Agway Drive; thence the following five (5) courses along said right-of-way line

14. N 43°01'10" W, a distance of 176.44 feet to a point of curvature; thence

15. Northerly, along a curve to the right, having a radius of 105.00 feet, through a central angle of 46°54'08", a distance of 85.95 feet to a point of tangency; thence

16. N 03°52'58" E, a distance of 293.63 feet to a point of curvature; thence

17. Northerly and westerly, along a curve to the left, having a radius of 165.00 feet, through a central angle of 104°48'52", a distance of 301.84 feet to a point of tangency, said point being marked by a railroad spike; thence

18. S 79°04'06" W, a distance of 746.65 feet to a point of intersection with the easterly line of the aforementioned lands of John C. Gianforte; thence the following two (2) courses along said parcel

19. N 01°47'10" E, along said easterly line of Gianforte, a distance of 200.61 feet to a point at the northeasterly corner of said lands; thence

20. S 89°56'40" W, along the northerly line of said lands, a distance of 132.96 feet to the Point of Beginning.

Intending to describe a portion of the entire site lying north of Agway Drive.

Both of the described parcels comprise the Developer Site containing a total of 61.389 acres, more or less.