

RESOLUTION

A regular meeting of the Onondaga County Industrial Development Agency (the “Agency”) convened in public session on August 13, 2026, at 8:30 a.m., local time, at 335 Montgomery Street, Floor 2M, Syracuse, New York:

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

PRESENT: Randy Wolken
Michael Greene
Sally Santangelo
Deka Eysaman
Mark Muthumbi
Alan Marzullo

ABSENT: Christina Hollenback

ALSO PRESENT: William J. Barlow Jr., Executive Director
Jeffrey W. Davis, Esq., Agency Counsel
Amanda M. Fitzgerald, Esq., Agency Counsel

The following resolution was offered by Alan Marzullo, seconded by Sally Santangelo, to wit:

RESOLUTION AUTHORIZING THE EXECUTION OF AN AGREEMENT FOR PURCHASE AND SALE OF REAL PROPERTY.

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 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, the Agency believes acquiring property that becomes currently available can spur economic growth by eliminating property acquisition time and costs for developers with the ability to bring various industries to Onondaga County; and

WHEREAS, certain persons (collectively, the “Seller”) own certain parcels of real property located in the Town of Clay and the Town of Cicero, County of Onondaga, State of New York (each a “Property” collectively, the Properties); and

WHEREAS, the Properties consist of certain parcels of real property located (i) at 8901 Brewerton Road, Town of Cicero (Tax Map No. 120.-01.-01.0), (ii) at 8873 Brewerton Road, Town of Cicero (Tax Map No. 120.-01.-02.1) and (iii) on Burnet Road, Town of Clay, (Tax Map No. 048.-01-20.0); and

WHEREAS, the Seller has submitted to the Agency a letter of intent (the “LOI”) specifying the terms and conditions pursuant to which the Seller would agree to sell the Properties to the Agency; and

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

WHEREAS, the Agency desires to purchase the Properties from the Seller pursuant to the terms of the Purchase Agreement.

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 form and substance of the LOI (in substantially the form presented at this meeting and which, prior to the execution and delivery thereof, may be redated) are hereby approved.

Section 3. (A) The Executive Director is hereby authorized, on behalf of the Agency and with guidance from Agency counsel, to negotiate, execute and deliver a Purchase Agreement in substantially the form of the LOI presented at this meeting; 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. The Chairperson, Vice Chairperson 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 5. 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>
Randy Wolken	X		
Deka Eysaman	X		
Michael Greene	X		
Christina Hollenback			X
Alan Marzullo	X		
Mark Muthumbi	X		
Sally Santangelo	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 13, 2026, 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 13th day of August, 2026.

(SEAL)


Secretary