

**Inducement Resolution  
Matt Brewing Co., Inc.  
Capacity Expansion and Brewery Modernization**

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY TAKING OFFICIAL ACTION TOWARD APPOINTING MATT BREWING CO., INC., THE PRINCIPALS OF MATT BREWING CO., INC., AND/OR AN ENTITY FORMED OR TO BE FORMED ON BEHALF OF ANY OF THE FOREGOING AS AGENT OF THE AGENCY IN CONNECTION WITH A LEASE-LEASEBACK TRANSACTION, AUTHORIZING THE EXECUTION AND DELIVERY OF AN INDUCEMENT AGREEMENT AND MAKING CERTAIN FINDINGS AND DETERMINATIONS WITH RESPECT TO THE PROJECT.

WHEREAS, the Oneida County Industrial Development Agency (the "Agency") previously provided financial assistance to Matt Brewing Co., Inc. in connection with (i) demolition of a portion of and renovations to the 15,732± square foot existing second floor of the bottling facility and the construction of a new 25,000± square foot finished goods warehouse facility after the 2008 fire at the Company (collectively, the "2009 Improvements"), all situated on a 7.1± acre parcel of land located at 811 Edwards Street, City of Utica, Oneida County, New York (the "Land"); and the acquisition and installation of equipment in the Improvements (the "2009 Equipment" and together with the Land and the 2009 Improvements, the "2009 Facility") and (ii) construction on the Land of a compact Anaerobic Fluidized Bed Digester system for wastewater treatment and on-site energy generation and a small control building (collectively, the "2012 Improvements"); and the acquisition and installation of equipment in the 2012 Improvements (the "2012 Equipment" and together with the Land and the 2012 Improvements the "2012 Facility"). The 2009 Facility and the 2012 Facility are referred to collectively as the "Existing Facility;" and

WHEREAS, Matt Brewing Co., Inc., on behalf of itself and/or the principals of Matt Brewing Co., Inc., and/or an entity formed or to be formed on behalf of any of the foregoing (collectively, the "Company") has applied to the Agency to enter into a transaction in which the Agency will assist a capacity expansion and brewery modernization project consisting of (a) construction of a 15,000± square foot fermenting and aging cellar (the "Aging Cellar") situated on a 1± acre vacant parcel of land located at 806 – 832 (consolidated to 814) Edward Street, City of Utica, New York (the "2017 Land"); (b) construction on the Land of a two-story, 4,800 square foot addition to the

existing brew house (the "Brew House Addition"); (c) construction of an overhead pipe bridge over Edward Street to connect the Aging Cellar with the Existing Facility (the "Pipe Bridge"); (d) removal of a portion of the parking lot and restriping of the parking lot (the "Parking Lot" and together with the Aging Cellar, the Brew House Addition and the Pipe Bridge, the "2017 Improvements"); and (d) acquisition and installation of equipment in the 2017 Improvements and the Existing Improvements, including but not limited to a new centrifuge, pad filter, malt cooker, brew kettle, mash filter, and sixteen vertical fermenting and aging tanks (the "2017 Equipment" and together with the 2017 Land and the 2017 Improvements, the "2017 Facility"); and

WHEREAS, the Company leases the Existing Facility to the Agency pursuant to a Lease Agreement dated July 1, 2009 and a Lease Agreement dated May 1, 2012 (collectively, the "Lease Agreements") and the Agency leases the Existing Facility back to the Company pursuant to a First Amended and Restated Leaseback Agreement dated as of May 1, 2012 (the "First Amended Leaseback Agreement"); and

WHEREAS, the Company will lease the 2017 Facility to the Agency, pursuant to Article 18-A of the General Municipal Law of the State of New York and Chapter 372 of the Laws of 1970 of the State of New York, as may be amended from time to time (collectively, the "Act") and the Agency will lease the 2017 Facility back to the Company together with the Existing Facility (the 2017 Facility and the Existing Facility referred to as the "Facility") pursuant to a Second Amended and Restated Leaseback Agreement (the "Second Amended Leaseback Agreement"); and

WHEREAS, the Act authorizes and empowers the Agency to promote, develop, encourage and assist projects such as the Facility and to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York; and

WHEREAS, the Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from sales and use taxes on materials and/or equipment used or incorporated in the 2017 Facility, exemptions from mortgage recording taxes and abatement of real property taxes on the Facility for a period of ten years, during which time the Company will make fixed PILOT Payments on the Facility at the current rate of taxes applying a 2% annual escalator, in the following amounts:

|        |              |
|--------|--------------|
| Year 1 | \$168,276.00 |
| Year 2 | \$171,641.52 |
| Year 3 | \$175,074.35 |
| Year 4 | \$178,575.84 |
| Year 5 | \$182,147.35 |

Year 6 \$185,790.30  
Year 7 \$189,506.11  
Year 8 \$193,296.23  
Year 9 \$197,162.15  
Year 10 \$201,105.40,

which is a deviation from the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein; and

WHEREAS, the value of the proposed financial assistance is described below:

|                                  |                              |
|----------------------------------|------------------------------|
| Sales and use tax exemption      | \$550,000.00 (not to exceed) |
| Mortgage recording tax exemption | \$37,500.00                  |
| Real property tax abatement      | \$900,000.00 (approximately) |

WHEREAS, the Company represented that it will retain the existing 114 full time equivalent positions at the Facility and maintain all for the duration of the Lease Term as a result of undertaking the Facility (the "Employment Obligation"), and the Financial Assistance is conditioned upon the Company maintaining the Employment Obligation for the term of the Lease (or Leaseback) Agreement and failure to do so may result in the termination or recapture of Financial Assistance; and

WHEREAS, prior to the closing of a lease-leaseback transaction and the granting of any financial assistance, the Agency must adopt a SEQR resolution; and

WHEREAS, prior to the closing of a lease-leaseback transaction, and the granting of any financial assistance, a public hearing (the "Hearing") will be held so that all persons with views in favor of or opposed to either the financial assistance contemplated by the Agency, or the location or nature of the Facility, can be heard; and

WHEREAS, notice of the Hearing will be given prior to the closing of a lease-leaseback transaction, and the granting of any tax benefits, and such notice (together with proof of publication) will be substantially in the form annexed hereto as **Exhibit A**; and

WHEREAS, the minutes of the Hearing are or will be annexed hereto as **Exhibit B**.

NOW, THEREFORE, BE IT RESOLVED by the Oneida County Industrial Development Agency (a majority of the members thereof affirmatively concurring) that, subject to the satisfaction of the aforesaid conditions:

- Section 1. (a) The acquisition, construction, renovation and equipping of the 2017 Facility and the Agency's financial assistance therefor, will promote job opportunities, health, general prosperity and the economic welfare of the inhabitants of the County and the people of the State of New York and improve their standard of living, and thereby serve the public purposes of the Act and the same is, therefore, approved.
- (b) It is desirable and in the public interest for the Agency to enter into a lease-leaseback transaction, for the purpose of providing financial assistance for the acquisition, construction, renovation and equipping of the 2017 Facility, as reflected in the Company's application to the Agency and as amended from time to time prior to the closing of the lease-leaseback transaction, all subject to the satisfaction of the conditions of financial assistance described herein.

Section 2. The form and substance of a proposed inducement agreement (in substantially the form presented to this meeting) by and between the Agency and the Company setting forth the undertakings of the Agency and the Company with respect to the closing of the lease-leaseback transaction, and the development of the 2017 Facility (the "Agreement") are hereby approved. The Chairman of the Agency is hereby authorized, on behalf of the Agency, to execute and deliver the Agreement, with such changes in terms and form as the Chairman shall approve. The execution thereof by the Chairman shall constitute conclusive evidence of such approval.

Section 3. The Company is herewith and hereby appointed the agent of Agency to construct, renovate and equip the 2017 Facility. The Company is hereby empowered to delegate its status as agent of the Agency to agents, subagents, contractors, subcontractors, materialmen, suppliers, vendors and such other parties as the Company may choose in order to construct, renovate and equip the 2017 Facility. The terms and conditions for the appointment of the Company as agent of the Agency for the purposes described in this resolution are set forth in the form of the attached letter addressed

to the Company, marked as **Exhibit C** to this resolution. The form of such letter is incorporated herein by reference and is approved and adopted by the Agency, and the Chairman or Executive Director of the Agency or any other duly authorized official of the Agency are authorized to execute and deliver such letter to the Company. The Agency hereby appoints the agents, subagents, contractors, subcontractors, materialmen, vendors and suppliers of the Company as agents of the Agency solely for purposes of making sales or leases of goods, services, and supplies to the 2017 Facility, and any such transaction between any agent, subagent, contractor, subcontractor, materialmen, vendor or supplier, and the Company, as agent of the Agency shall be deemed to be on behalf of the Agency and for the benefit of the Facility. The Company shall indemnify the Agency with respect to any transaction of any kind between and among the agents, subagents, contractors, subcontractors, materialmen, vendors and/or suppliers and the Company, as agent of the Agency.

Section 4. Subject to the conditions set forth in Section 4.02 of the Agreement and the conditions described above, the Agency shall assist the Company in its acquisition, construction, renovation and equipping of the 2017 Facility and will provide Financial Assistance with respect thereto.

Section 5. The law firm of Bond, Schoeneck & King, PLLC is appointed Transaction Counsel in connection with the lease-leaseback transaction.

Section 6. Counsel to the Agency and Transaction Counsel are hereby authorized to work with counsel to the Company and others to prepare, for submission to the Agency, all documents necessary to effect the lease-leaseback transaction.

Section 7. The Chairman of the Agency is hereby authorized and directed (i) to distribute copies of this resolution to the Company and (ii) to do such further things or perform such acts as may be necessary or convenient to implement the provisions of this resolution.

Section 8. This resolution shall take effect immediately.

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

I, the undersigned Secretary of the Oneida County Industrial Development Agency DO HEREBY CERTIFY THAT:

I have compared the foregoing copy of a resolution of the Oneida County Industrial Development Agency (the "Agency"), with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of such resolution and of the proceedings of the Agency in connection with such matter.

Such resolution was passed at a meeting of the Agency duly convened in public session on October 20, 2017 at eight a.m., local time, at Rome, New York which the following members were:

Members Present: F. Betrus, M. Fitzgerald, D. Grow, E. Quadraro, S. Zogby

EDGE Staff Present: S. Papale; J. Waters; M. Carney; M. Kaucher; A. Gerardo

Others Present: Laura Ruberto, Bond, Schoeneck & King; Mark Levitt; City of Rome Mayor J. Izzo; D. Guzewich, Rome Sentinel; Frank Driscoll, Alfred Publishing; Bill Maxim and Mitch Latimer, NE Regional Council of Carpenters.

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

Voting Aye

Voting Nay

- F. Betrus
- D. Grow
- M. Fitzgerald
- E. Quadraro
- S. Zogby

and, therefore, the resolution was declared duly adopted.

The Agreement and the Application are in substantially the form presented to and approved at such meeting.

I FURTHER CERTIFY that (i) all members of the Agency had due notice of said meetings, (ii) pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), said meetings were open to the general public and public notice of the time and place of said meetings were duly given in accordance with such Sections 103a and 104, (iii) the meetings in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand this 9th day of May 2018.



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Shawna Papale, Secretary

**EXHIBIT A**  
**NOTICE OF PUBLIC HEARING**

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Oneida County Industrial Development Agency (the "Agency") on the \_\_\_\_ day of November 2017 at \_\_\_\_ a.m., local time, at \_\_\_\_\_, Utica, New York in connection with the following matters:

The Agency previously provided financial assistance to Matt Brewing Co., Inc. (the "Company") in connection with (i) demolition of a portion of and renovations to the 15,732± square foot existing second floor of the bottling facility and the construction of a new 25,000± square foot finished goods warehouse facility after the 2008 fire at the Company (collectively, the "2009 Improvements"), all situated on a 7.1± acre parcel of land located at 811 Edwards Street, City of Utica, Oneida County, New York (the "Land"); and the acquisition and installation of equipment in the Improvements (the "2009 Equipment" and together with the Land and the 2009 Improvements, the "2009 Facility") and (ii) construction on the Land of a compact Anaerobic Fluidized Bed Digester system for wastewater treatment and on-site energy generation and a small control building (collectively, the "2012 Improvements"); and the acquisition and installation of equipment in the 2012 Improvements (the "2012 Equipment" and together with the Land and the 2012 Improvements the "2012 Facility"). The 2009 Facility and the 2012 Facility are referred to collectively as the "Existing Facility."

The Company has requested the Agency provide financial assistance with respect to a capacity expansion and brewery modernization project consisting of (a) construction of a 15,000± square foot fermenting and aging cellar (the "Aging Cellar") situated on a 1± acre vacant parcel of land located at 806 – 832 (consolidated to 814) Edward Street, City of Utica, New York (the "2017 Land"); (b) construction on the Land of a two-story, 4,800 square foot addition to the existing brew house (the "Brew House Addition"); (c) construction of an overhead pipe bridge over Edward Street to connect the Aging Cellar with the Existing Facility (the "Pipe Bridge"); (d) removal of a portion of the parking lot and restriping of the parking lot (the "Parking Lot" and together with the Aging Cellar, the Brew House Addition and the Pipe Bridge, the "2017 Improvements"); and (d) acquisition and installation of equipment in the 2017 Improvements and the Existing Improvements, including but not limited to a new centrifuge, pad filter, malt cooker, brew kettle, mash filter, and sixteen vertical fermenting and aging tanks (the "2017 Equipment" and together with the 2017 Land and the 2017 Improvements, the "2017 Facility").

The Agency acquired a leasehold interest in the Existing Facility and leases both to the Company pursuant to a First Amended and Restated Leaseback Agreement dated as of May 1, 2012 (the "Leaseback Agreement"). The Agency will acquire a leasehold interest in the 2017 Facility and amend the Leaseback Agreement to add and include the 2017 Facility (the Existing Facility and the 2017 Facility, collectively, the "Facility"). At the end of the lease term, the Agency will



terminate its leasehold interest in the Facility. The Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from mortgage recording tax, exemptions from sales and use taxes on materials and/or equipment used or incorporated in the 2017 Facility and abatement of real property taxes for a period of ten (10) years on the Facility during which time the Company will make a fixed PILOT Payment, which is a deviation from the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein.

A representative of the Agency will at the above-stated time and place hear and accept written comments from all persons with views in favor of or opposed to either the proposed financial assistance to the Company or the location or nature of the 2017 Facility. A copy of the Application for Financial Assistance filed by the Company with the Agency, including an analysis of the costs and benefits of the proposed project, is available for public inspection at the offices of the Agency, 584 Phoenix Drive, Rome, New York.

ONEIDA COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

Dated: \_\_\_\_\_, 2017

By: /s/ Shawna M. Papale, Executive Director

## EXHIBIT B

### MINUTES OF PUBLIC HEARING

Oneida County Industrial Development Agency  
2017 Real Estate Lease  
Matt Brewing Co., Inc. Facility Expansion and Modernization

1. Shawna Papale, Executive Director and Secretary of the Oneida County Industrial Development Agency (the "Agency"), called the hearing to order.
2. The Executive Director then appointed Jennifer Waters, Assistant Secretary of the Issuer, to record the minutes of the hearing.
3. The Executive Director then described the proposed project and related financial assistance as follows:

The Agency previously provided financial assistance to Matt Brewing Co., Inc. (the "Company") in connection with (i) demolition of a portion of and renovations to the 15,732± square foot existing second floor of the bottling facility and the construction of a new 25,000± square foot finished goods warehouse facility after the 2008 fire at the Company (collectively, the "2009 Improvements"), all situated on a 7.1± acre parcel of land located at 811 Edwards Street, City of Utica, Oneida County, New York (the "Land"); and the acquisition and installation of equipment in the Improvements (the "2009 Equipment" and together with the Land and the 2009 Improvements, the "2009 Facility") and (ii) construction on the Land of a compact Anaerobic Fluidized Bed Digester system for wastewater treatment and on-site energy generation and a small control building (collectively, the "2012 Improvements"); and the acquisition and installation of equipment in the 2012 Improvements (the "2012 Equipment" and together with the Land and the 2012 Improvements the "2012 Facility"). The 2009 Facility and the 2012 Facility are referred to collectively as the "Existing Facility."

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portion of the parking lot and restriping of the parking lot (the "Parking Lot" and together with the Aging Cellar, the Brew House Addition and the Pipe Bridge, the "2017 Improvements"); and (d) acquisition and installation of equipment in the 2017 Improvements and the Existing Improvements, including but not limited to a new centrifuge, pad filter, malt cooker, brew kettle, mash filter, and sixteen vertical fermenting and aging tanks (the "2017 Equipment" and together with the 2017 Land and the 2017 Improvements, the "2017 Facility").

The Agency acquired a leasehold interest in the Existing Facility and leases both to the Company pursuant to a First Amended and Restated Leaseback Agreement dated as of May 1, 2012 (the "Leaseback Agreement"). The Agency will acquire a leasehold interest in the 2017 Facility and amend the Leaseback Agreement to add and include the 2017 Facility (the Existing Facility and the 2017 Facility, collectively, the "Facility"). At the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from mortgage recording tax, exemptions from sales and use taxes on materials and/or equipment used or incorporated in the 2017 Facility and abatement of real property taxes for a period of ten (10) years on the Facility during which time the Company will make a fixed PILOT Payment, which is a deviation from the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein.

A representative of the Agency will at the above-stated time and place hear and accept written comments from all persons with views in favor of or opposed to either the proposed financial assistance to the Company or the location or nature of the 2017 Facility. A copy of the Application for Financial Assistance filed by the Company with the Agency, including an analysis of the costs and benefits of the proposed project, is available for public inspection at the offices of the Agency, 584 Phoenix Drive, Rome, New York.

4. The Executive Director then opened up the hearing for comments from the floor for or against the proposed financial assistance and the location and nature of the Facility. Attached is a listing of the persons heard and a summary of their views.
5. The Executive Director then asked if there were any further comments, and, there being none, the hearing was closed at \_\_\_\_ a.m.

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Jennifer Waters, Assistant Secretary

STATE OF NEW YORK        )  
                                      : SS.:  
COUNTY OF ONEIDA        )

I, the undersigned Secretary of the Oneida County Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the foregoing copy of the minutes of a public hearing held by the Oneida County Industrial Development Agency (the "Issuer") on \_\_\_\_\_, 2017 at \_\_\_\_\_ a.m. local time, at \_\_\_\_\_, Utica, New York with the original thereof on file in the office of the Issuer, and that the same is a true and correct copy of the minutes in connection with such matter.

I FURTHER CERTIFY that (i) pursuant to Title 1 of Article 18-A of the New York General Municipal Law, said hearing was open to the general public, and public notice of the time and place of said hearing was duly given in accordance with such Title 1 of Article 18-A, (ii) the hearing in all respects was duly held, and (iii) members of the public had an opportunity to be heard.

IN WITNESS WHEREOF, I have hereunto set my hand as of \_\_\_\_\_, 2017.

\_\_\_\_\_  
Secretary

EXHIBIT C

(To be copied onto IDA letterhead and delivered  
to the Company, when appropriate.)

\_\_\_\_\_, 2017

Nicholas O. Matt, CEO  
Matt Brewing Co., Inc.  
811 Edward Street  
Utica, New York 13502

RE: *Oneida County Industrial Development Agency  
2017 Lease-Leaseback Transaction  
(Matt Brewing Co., Inc. Facility Expansion and Modernization)*

Dear Mr. Matt:

Oneida County Industrial Development Agency (the "Agency") previously provided financial assistance to Matt Brewing Co., Inc. (the "Company") in connection with (i) demolition of a portion of and renovations to the 15,732± square foot existing second floor of the bottling facility and the construction of a new 25,000± square foot finished goods warehouse facility after the 2008 fire at the Company (collectively, the "2009 Improvements"), all situated on a 7.1± acre parcel of land located at 811 Edwards Street, City of Utica, Oneida County, New York (the "Land"); and the acquisition and installation of equipment in the Improvements (the "2009 Equipment" and together with the Land and the 2009 Improvements, the "2009 Facility") and (ii) construction on the Land of a compact Anaerobic Fluidized Bed Digester system for wastewater treatment and on-site energy generation and a small control building (collectively, the "2012 Improvements"); and the acquisition and installation of equipment in the 2012 Improvements (the "2012 Equipment" and together with the Land and the 2012 Improvements the "2012 Facility"). The 2009 Facility and the 2012 Facility are referred to collectively as the "Existing Facility."

Pursuant to a resolution duly adopted on October 20, 2017, the Agency appointed the Company its agent with respect to a capacity expansion and brewery modernization project consisting of (a) construction of a 15,000± square foot fermenting and aging cellar (the "Aging Cellar") situated on a 1± acre vacant parcel of land located at 806 – 832 (consolidated to 814) Edward Street, City of Utica, New York (the "2017 Land"); (b) construction on the Land of a two-story, 4,800 square foot addition to the existing brew house (the "Brew House Addition"); (c) construction of an overhead pipe bridge over Edward Street to connect the Aging Cellar with the Existing Facility (the "Pipe Bridge"); (d) removal of a portion of the parking lot and restriping of the parking lot (the "Parking Lot" and together with the Aging Cellar, the Brew House Addition and the Pipe Bridge, the "2017 Improvements"); and (d) acquisition and installation of equipment in the 2017 Improvements and the Existing Improvements, including but not limited to a new centrifuge, pad filter, malt cooker, brew kettle, mash filter, and sixteen vertical fermenting and aging tanks (the "2017

Equipment” and together with the 2017 Land and the 2017 Improvements, the “2017 Facility” and the construction and equipping of the 2017 Improvements is referred to as the “Project”). The Facility will be initially operated and/or managed by the Company.

This appointment includes authority to purchase on behalf of the Agency all materials to be incorporated into and made an integral part of the 2017 Facility, and the following activities as they relate to any construction, renovation, equipping and completion of any buildings, whether or not any materials, equipment or supplies described below are incorporated into or become an integral part of such buildings: (i) all purchases, leases, rentals and other uses of tools, machinery and equipment in connection with construction, renovation and equipping (ii) all purchases, rentals, uses or consumption of supplies, materials and services of every kind and description used in connection with construction, renovation and equipping and (iii) all purchases, leases, rentals and uses of equipment, machinery, and other tangible personal property (including installation costs), installed or placed in, upon or under such building, including all repairs and replacements of such property.

The agency appointment includes the power to delegate such agency appointment, in whole or in part, to agents, subagents, contractors, subcontractors, materialmen, suppliers and vendors of the Company and to such other parties as the Company chooses so long as they are engaged, directly or indirectly, in the activities hereinbefore described.

In exercising this agency appointment, you and each of your properly appointed agents and subagents must claim the sales tax exemption for all purchases by giving your vendors New York State Form ST-123. The supplier or vendor should identify the Facility on each bill or invoice as the “**Matt Brewing Co., Inc. 2017 Facility**” and indicate thereon that the Company, its agents, subagents, contractors and subcontractors acted as agent for the Agency in making the purchase.

You and each of your agents, subagents, contractors and/or subcontractors claiming a sales tax exemption in connection with the 2017 Facility must also execute a copy of the Contract in Lieu of Exemption Certificate attached hereto, and must complete a New York State Department of Taxation and Finance Form ST-60. Original copies of each Contract in Lieu of Exemption Certificate and completed Form ST-60 must be delivered to the Agency within five (5) days of the appointment of each of your agents, subagents, contractors or subcontractors. Any agent, subagent, contractor or subcontractors of the Company which delivers completed Form ST-60 to the Agency will be deemed to be the agent, subagent, contractor or subcontractor of the Agency for purposes of constructing, renovating and equipping the 2017 Facility, and shall only then be authorized to use Form ST-123 as described above. Failure to comply with these requirements may result in loss of sales tax exemptions for the 2017 Facility.

It is important to note that contractors and subcontractors who have not been appointed subagent cannot use the sales tax exemption for equipment rental, tools, supplies and other items that do not become part of the finished project. Contractors and subcontractors must be appointed as agent or sub-agent of the Agency to use the Agency sales tax exemption for these purchases. Contractors and subcontractors who have not been appointed a subagent must claim the sales tax exemption for construction materials by giving their vendors a completed “Contractor Exempt Purchase Certificate” (Form ST-120.1) checking box (a).

The aforesaid appointment of the Company as agent of the Agency to construct, renovate and equip the 2017 Facility shall expire at the earlier of (a) the completion of such activities and improvements, or (b) October 20, 2018, provided, however, such appointment may be extended at the discretion of the Agency, upon the written request of the Company if such activities and improvements are not completed by such time, and further provided that the Agency shall not unreasonably withhold its consent to the extension of such appointment.

Based upon representations made by the Company, the value of the sales tax to be abated relating to the construction, renovation and equipping of the Facility currently authorized by the Agency is limited to \$206,800.00, and any exemptions claimed by the Company that exceed this amount will be subject to recapture.

You should be aware that the New York State General Municipal Law requires you to file an Annual Statement (Form ST-340) with the New York State Department of Taxation and Finance regarding the value of sales tax exemptions you, your agents, consultants or subcontractors have claimed pursuant to the authority we have conferred on you with respect to the Project. The penalty for failure to file such statement is the removal of your authority to act as an agent.

If, for some reason, this transaction never closes, you will be liable for payment of the sales tax, if applicable and you are not otherwise exempt, on all materials purchased.

Please sign and return a copy of this letter for our files.

Very truly yours,

ONEIDA COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

By: \_\_\_\_\_  
Name Shawna M. Papale  
Title: Executive Director

ACCEPTED & AGREED:

MATT BREWING CO., INC.

By: \_\_\_\_\_  
Name:  
Title:

RESOLUTION OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY DETERMINING THAT ACTION TO PROVIDE FINANCIAL ASSISTANCE RELATING TO A PROJECT FOR THE BENEFIT OF MATT BREWING CO., INC. WILL NOT HAVE A SIGNIFICANT EFFECT ON THE ENVIRONMENT

WHEREAS, Oneida County Industrial Development Agency (the "Agency") previously provided financial assistance to Matt Brewing Co., Inc., (the "Company") in connection with (i) demolition of a portion of and renovations to the 15,732± square foot existing second floor of the bottling facility and the construction of a new 25,000± square foot finished goods warehouse facility after the 2008 fire at the Company (collectively, the "2009 Improvements"), all situated on a 7.1± acre parcel of land located at 811 Edwards Street, City of Utica, Oneida County, New York (the "Land"); and the acquisition and installation of equipment in the Improvements (the "2009 Equipment" and together with the Land and the 2009 Improvements, the "2009 Facility") and (ii) construction on the Land of a compact Anaerobic Fluidized Bed Digester system for wastewater treatment and on-site energy generation and a small control building (collectively, the "2012 Improvements"); and the acquisition and installation of equipment in the 2012 Improvements (the "2012 Equipment" and together with the Land and the 2012 Improvements the "2012 Facility"). The 2009 Facility and the 2012 Facility are referred to collectively as the "Existing Facility;" and

WHEREAS, the Company has applied to the Agency to enter into a transaction in which the Agency will assist with a capacity expansion and brewery modernization project consisting of (a) construction of a 15,000± square foot fermenting and aging cellar (the "Aging Cellar") situated on a 1± acre vacant parcel of land located at 806 – 832 (consolidated to 814) Edward Street, City of Utica, New York (the "2018 Land"); (b) construction on the Land of a two-story, 4,800 square foot addition to the existing brew house (the "Brew House Addition"); (c) construction of an overhead pipe bridge over Edward Street to connect the Aging Cellar with the Existing Facility (the "Pipe Bridge"); (d) removal of a portion of the parking lot and restriping of the parking lot (the "Parking Lot" and together with the Aging Cellar, the Brew House Addition and the Pipe Bridge, the "2018 Improvements"); and (d) acquisition and installation of equipment in the 2018 Improvements and the Existing Improvements, including but not limited to a new centrifuge, pad filter, malt cooker, brew kettle, mash filter, and sixteen vertical fermenting and aging tanks (the "2018 Equipment" and together with the 2018 Land and the 2018 Improvements, the "2018 Facility"); 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 adopted pursuant thereto by the Department of Environmental Conservation of the State of New York, being 6 NYCRR Part 617, as amended (the "Regulations"), the Agency desires to determine whether the acquisition, renovation and equipping of the Facility may have a "significant effect on the environment" (as said quoted term is defined in the SEQR Act and the Regulations) and therefore require the preparation of an environmental impact statement; and

WHEREAS, to aid the Agency in determining whether the acquisition, renovation, and equipping of the 2018 Facility may have a significant effect upon the environment, the Company has prepared and submitted to the Agency a short environmental assessment form (the "EAF"),



a copy of which was presented to and reviewed by the Agency at this meeting and copies of which are on file at the office of the Agency; and

WHEREAS, to aid the Agency in determining whether the 2018 Project may have a significant effect upon the environment, the Agency has reviewed the minutes of the meeting of the City of Utica Planning Board in connection with its site plan review (the "Planning Board Review"), a copy of which was presented to and reviewed by the Agency at this meeting and copies of which are on file at the office of the Agency; and

WHEREAS, pursuant to the Regulations, the Agency has examined the EAF and the Planning Board Review in order to make a determination as to the potential environmental significance of the 2018 Facility.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY AS FOLLOWS:

Section 1. Based on an examination of the Application, the EAF, the Planning Board Review and based further upon the Agency's knowledge of the area surrounding the 2018 Facility and such further investigation of the 2018 Facility and its environmental effects as the Agency has deemed appropriate, the Agency makes the following findings and determinations with respect to the 2018 Facility:

(A) The 2018 Facility is as described in the Application, the Planning Board Review and the EAF;

(B) The 2018 Facility constitutes a "Type 1 Action" (as defined in the Regulations);

(C) No potentially significant impacts on the environment are noted in the EAF or the Planning Board Review for the 2018 Facility, and none are known to the Agency;

(D) The 2018 Facility will not result in (i) substantial adverse change in existing air quality; ground or surface water quality or quantity, traffic or noise levels; a substantial increase in solid waste production; or a substantial increase in potential for erosion, flooding, leaching or drainage problems; (ii) the removal or destruction of large quantities of vegetation or fauna; substantial interference with the movement of a resident or migratory fish or wildlife species; impacts on a significant habitat area; substantial adverse impacts on threatened or endangered species of animal or plant, or the habitat of such species; or (iii) other significant adverse impacts to natural resources;

(E) The 2018 Facility will not affect a critical environmental area as designated pursuant to 6 NYCRR 617.14(g);

(F) The 2018 Facility will not conflict with the community's current plans or goals as officially approved or adopted;

(G) The 2018 Facility will not result in the impairment of the character or quality of important historical, archeological, architectural, or aesthetic resources or of existing community or neighborhood character;

(H) The 2018 Facility will not result in a major change in the use of either the quantity or type of energy;

(I) The 2018 Facility will not result in the creation of a hazard to human health;

(J) The 2018 Facility will not result in a substantial change in the use, or intensity of use, of land including architectural, open space or recreational resources, or in its capacity to support existing uses;

(K) The 2018 Facility will not result in encouraging or attracting of a large number of people to a place or places for more than a few days, compared to the number of people who would come to such place absent the action;

(L) The 2018 Facility will not result in the creation of a material demand for other actions that would result in one or more of the above consequences;

(M) The 2018 Facility will not result in changes in two or more elements of the environment, no one of which has a significant impact on the environment, but when considered together result in a substantial adverse impact on the environment; and

(N) The 2018 Facility will not result in two or more related actions undertaken, funded or approved by an agency, none of which has or would have a significant impact on the environment, but when considered cumulatively would meet one or more of the criteria in 6 NYCRR Section 617.7(c).

Section 2. The Agency hereby determines that the 2018 Facility will not have a significant impact on the environment and the Agency will not require the preparation of an environmental impact statement with respect to the 2018 Facility. As a result, the Agency has prepared a negative declaration with respect to the 2018 Facility.

Section 3. The Executive Director of the Agency is hereby directed to file in the Agency's records a negative declaration with respect to the 2018 Facility (said negative declaration to be substantially in the form and substantially to the effect of the negative declaration attached hereto).

Section 4. This resolution shall take effect immediately.

[Remainder of page left blank intentionally]

STATE OF NEW YORK            )  
  : SS.:  
COUNTY OF ONEIDA            )

I, the undersigned Secretary of the Oneida County Industrial Development Agency, DO HEREBY CERTIFY THAT:

I have compared the foregoing copy of a resolution of the Oneida County Industrial Development Agency (the "Agency") with the original thereof on file in the office of the Agency, and the same is a true and correct copy of such resolution and of the proceedings of the Agency in connection with such matter.

Such resolution was passed at a meeting of the Board of Directors of the Agency duly convened in public session on October 20, 2017 at 8 a.m. local time, at 584 Phoenix Drive, Rome, New York at which the following members were:

Members Present: F. Betrus, M. Fitzgerald, D. Grow, E. Quadraro, S. Zogby

EDGE Staff Present: S. Papale; J. Waters; M. Carney; M. Kaucher; A. Gerardo

Others Present: Laura Ruberto, Bond, Schoeneck & King; Mark Levitt; City of Rome Mayor J. Izzo; D. Guzewich, Rome Sentinel; Frank Driscoll, Alfred Publishing; Bill Maxim and Mitch Latimer, NE Regional Council of Carpenters.

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

Voting Aye

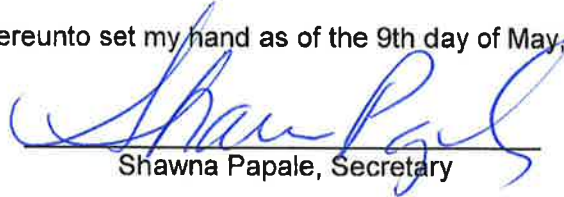
Voting Nay

F. Betrus  
D. Grow  
M. Fitzgerald  
E. Quadraro  
S. Zogby

and, therefore, the resolution was declared duly adopted.

I FURTHER CERTIFY that (i) all directors of the Agency had due notice of said meeting, (ii) pursuant to Sections 103a and 104 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public and public notice of the time and place of said meeting was duly given in accordance with such Sections 103a and 104, (iii) the meeting in all respects was duly held, and (iv) there was a quorum present throughout.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 9th day of May, 2018.



Shawna Papale, Secretary

STATE OF NEW YORK)
)ss
County of Oneida)

Patricia Zehr of the City of Utica, in said county, being duly sworn, says she is the Principal Clerk of the Utica Observer Dispatch the Publishers of (Observer-Dispatch), a daily newspaper printed and published in the city of Utica, County and State aforesaid, and that an advertisement of which the attached is a copy, cut from the columns of said paper has been regularly published in said paper on each of the following dates:

11/3/2017

Patricia Zehr

Sworn to before me this

10th day of November 2017
Theresa B. McFadden

NOTARY PUBLIC ONEIDA CO., N.Y.

The Agency acquired a leasehold interest in the Existing Facility and leases both to the Company pursuant to a First Amended and Restated Leaseback Agreement dated as of May 1, 2012 (the "Leaseback Agreement"). The Agency will acquire a leasehold interest in the 2017 Facility and amend the Leaseback Agreement to add and include the 2017 Facility (the Existing Facility and the 2017 Facility, collectively, the "Facility"). At the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from mortgage recording tax, exemptions from sales and use taxes on materials and/or equipment used or incorporated in the 2017 Facility and abatement of real property taxes for a period of ten (10) years on the Facility during which time the Company will make a fixed PILOT Payment, which is a deviation from the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein.
A representative of the Agency will at the above-stated time and place hear and accept written comments from all persons with views in favor of or opposed to either the proposed financial assistance to the Company or the location or nature of the 2017 Facility. A copy of the Application for Financial Assistance filed by the Company with the Agency, including an analysis of the costs and benefits of the proposed project, is available for public inspection at the offices of the Agency, 584 Phoenix Drive, Rome, New York.

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY
By: /s/ Shawna M. Papale, Executive Director
Dated: November 1, 2017
01-11/03/2017

THERESA B MCFADEN
NOTARY PUBLIC STATE OF
No. 01MC63035
Qualified in Madison
My Commission Expires Mo

NOTICE OF PUBLIC HEARING
NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Oneida County Industrial Development Agency (the "Agency") on the 16th day of November 2017 at 9:00 a.m., local time, at Oneida County Legislative Chambers, 10th Floor, 800 Park Avenue, Utica, New York in connection with the following matters:
The Agency previously provided financial assistance to Matt Brewing Co., Inc. (the "Company") in connection with (i) demolition of a portion of and renovations to the 15,732± square foot existing second floor of the bottling facility and the construction of a new 25,000± square foot finished goods warehouse facility after the 2008 fire at the Company (collectively, the "2009 Improvements"), all situated on a 7.1± acre parcel of land located at 811 Edwards Street, City of Utica, Oneida County, New York (the "Land"); and the acquisition and installation of equipment in the Improvements (the "2009 Equipment" and together with the Land and the 2009 Improvements, the "2009 Facility") and (ii) construction on the Land of a compact Anaerobic Fluidized Bed Digester system for wastewater treatment and on-site energy generation and a small control building (collectively, the "2012 Improvements"); and the acquisition and installation of equipment in the 2012 Improvements (the "2012 Equipment" and together with the Land and the 2012 Improvements the "2012 Facility"). The 2009 Facility and the 2012 Facility are referred to collectively as the "Existing Facility."
The Company has requested the Agency provide financial assistance with respect to a capacity expansion and brewery modernization project consisting of (a) construction of a 15,000± square foot fermenting and aging cellar (the "Aging Cellar") situated on a 1± acre vacant parcel of land located at 806 - 832 (consolidated to 814) Edward Street, City of Utica, New York (the "2017 Land"); (b) construction on the Land of a two-story, 4,800 square foot addition to the existing brew house (the "Brew House Addition"); (c) construction of an overhead pipe bridge over Edward Street to connect the Aging Cellar with the Existing Facility (the "Pipe Bridge"); (d) removal of a portion of the parking lot and restriping of the parking lot (the "Parking Lot" and together with the Aging Cellar, the Brew House Addition and the Pipe Bridge, the "2017 Improvements"); and (d) acquisition and installation of equipment in the 2017 Improvements and the Existing Improvements, including but not limited to a new centrifuge, pad filter, malt cooker, brew kettle, mash filter, and sixteen vertical fermenting and aging tanks (the "2017 Equipment" and together with the 2017 Land and the 2017 Improvements, the "2017 Facility").

## MINUTES OF PUBLIC HEARING

Oneida County Industrial Development Agency  
2018 Real Estate Lease  
Matt Brewing Co., Inc. Capacity Expansion and Brewery Modernization

1. Mark Kaucher, representing the Oneida County Industrial Development Agency (the "Agency"), called the hearing to order.
2. Mr. Kaucher also record the minutes of the hearing.
3. Mr. Kaucher then described the proposed project and related financial assistance as follows:

The Agency previously provided financial assistance to Matt Brewing Co., Inc. (the "Company") in connection with (i) demolition of a portion of and renovations to the 15,732± square foot existing second floor of the bottling facility and the construction of a new 25,000± square foot finished goods warehouse facility after the 2008 fire at the Company (collectively, the "2009 Improvements"), all situated on a 7.1± acre parcel of land located at 811 Edwards Street, City of Utica, Oneida County, New York (the "Land"); and the acquisition and installation of equipment in the Improvements (the "2009 Equipment" and together with the Land and the 2009 Improvements, the "2009 Facility") and (ii) construction on the Land of a compact Anaerobic Fluidized Bed Digester system for wastewater treatment and on-site energy generation and a small control building (collectively, the "2012 Improvements"); and the acquisition and installation of equipment in the 2012 Improvements (the "2012 Equipment" and together with the Land and the 2012 Improvements the "2012 Facility"). The 2009 Facility and the 2012 Facility are referred to collectively as the "Existing Facility."

The Company has requested the Agency provide financial assistance with respect to a capacity expansion and brewery modernization project consisting of (a) construction of a 15,000± square foot fermenting and aging cellar (the "Aging Cellar") situated on a 1± acre vacant parcel of land located at 806 – 832 (consolidated to 814) Edward Street, City of Utica, New York (the "2018 Land"); (b) construction on the Land of a two-story, 4,800 square foot addition to the existing brew house (the "Brew House Addition"); (c) construction of an overhead pipe bridge over Edward Street to connect the Aging Cellar with the Existing Facility (the "Pipe Bridge"); (d) removal of a portion of the parking lot and restriping of the parking lot (the "Parking Lot" and together with the Aging Cellar, the Brew House Addition and the Pipe Bridge, the "2018 Improvements"); and (d) acquisition and

installation of equipment in the 2018 Improvements and the Existing Improvements, including but not limited to a new centrifuge, pad filter, malt cooker, brew kettle, mash filter, and sixteen vertical fermenting and aging tanks (the "2018 Equipment" and together with the 2018 Land and the 2018 Improvements, the "2018 Facility").

The Agency acquired a leasehold interest in the Existing Facility and leases both to the Company pursuant to a First Amended and Restated Leaseback Agreement dated as of May 1, 2012 (the "Leaseback Agreement"). The Agency will acquire a leasehold interest in the 2018 Facility and amend the Leaseback Agreement to add and include the 2018 Facility (the Existing Facility and the 2018 Facility, collectively, the "Facility"). At the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from mortgage recording tax, exemptions from sales and use taxes on materials and/or equipment used or incorporated in the 2018 Facility and abatement of real property taxes for a period of ten (10) years on the Facility during which time the Company will make a fixed PILOT Payment, which is a deviation from the Agency's Uniform Tax Exemption Policy, to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein.

A representative of the Agency will at the above-stated time and place hear and accept written comments from all persons with views in favor of or opposed to either the proposed financial assistance to the Company or the location or nature of the 2018 Facility. A copy of the Application for Financial Assistance filed by the Company with the Agency, including an analysis of the costs and benefits of the proposed project, is available for public inspection at the offices of the Agency, 584 Phoenix Drive, Rome, New York.

4. Mr. Kaucher then opened up the hearing for comments from the floor for or against the proposed financial assistance and the location and nature of the Facility. Attached is a listing of the persons heard and a summary of their views.
5. Mark Kaucher then asked if there were any further comments, and, there being none, the hearing was closed at 9:05 a.m.



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Mark Kaucher

STATE OF NEW YORK        )  
                                      : SS.:  
COUNTY OF ONEIDA        )

I, the undersigned Secretary of the Oneida County Industrial Development Agency, DO HEREBY CERTIFY:

That I have compared the foregoing copy of the minutes of a public hearing held by the Oneida County Industrial Development Agency (the "Agency") on November 16, 2017 at 9:00 a.m. local time, at Oneida County Legislative Chambers, 10<sup>th</sup> Floor, 800 Park Avenue, Utica, New York with the original thereof on file in the office of the Agency, and that the same is a true and correct copy of the minutes in connection with such matter.

I FURTHER CERTIFY that (i) pursuant to Title 1 of Article 18-A of the New York General Municipal Law, said hearing was open to the general public, and public notice of the time and place of said hearing was duly given in accordance with such Title 1 of Article 18-A, (ii) the hearing in all respects was duly held, and (iii) members of the public had an opportunity to be heard.

IN WITNESS WHEREOF, I have hereunto set my hand as of May 9, 2018.

  
\_\_\_\_\_  
Shawna Papale, Secretary



Anthony J. Picente Jr.  
County Executive

Shawna M. Papale  
Secretary/  
Executive Director

Jennifer Waters  
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY



584 Phoenix Drive  
Rome, New York 13441-4105  
(315) 338-0393, fax (315) 338-5694

David C. Grow  
Chairman

Michael Fitzgerald  
Vice Chairman

Mary Faith Messenger  
Treasurer

Ferris Betrus Jr.  
Eugene Quadraro  
Stephen Zogby

TO: OCIDA Board of Directors

FROM: Mark Kaucher

DATE: November 16, 2017

RE: Public Hearing Minutes – Matt Brewery Co., Inc.  
Oneida County Legislative Chambers, 10<sup>th</sup> Floor, 800 Park Ave, Utica NY

**Attendees:**

Nick Matt

**Representing the Agency:**

Mark Kaucher

Public hearing opened at 9:00 AM.

Reading of the public hearing notice was waived.

There were no comments.

Public Hearing was closed at 9:05 AM.



and together with the 2017  
Land and the 2017  
Improvements, the 2017  
Facility).

The Agency acquired a leasehold interest in the Existing Facility and leases both to the Company pursuant to a First Amended Restated Leaseback Agreement dated as of May 1, 2012 (the "Leaseback Agreement"). The Agency will acquire a leasehold interest in the 2017 Facility and amend the Leaseback Agreement to add and include the 2017 Facility (the Existing Facility and the 2017 Facility) collectively the "Facility"). At the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Agency contemplates that it will provide financial assistance to the Company in the form of exemptions from mortgage recording tax, exemptions from sales and use taxes on materials and/or equipment used or incorporated in the 2017 Facility and abatement of real property taxes for a period of ten (10) years on the Facility during which time the Company will make a fixed PILOT Payment, which is a deviation from the Agency's Uniform Tax Exemption Policy to be more particularly described in a Final Authorizing Resolution to be adopted by the Agency prior to the closing of the transactions described herein.

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ONEIDA COUNTY  
INDUSTRIAL  
DEVELOPMENT AGENCY  
By: /s/ Shawna M. Papale,  
Executive Director  
Dated: November 1, 2017  
OD: 11/03/2017

Re: ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

STATE OF NEW YORK )  
 ) SS:  
COUNTY OF ONEIDA )

Curnin C. Maloy, being duly sworn, deposes and says:

On November 2, 2017 she deposited in a post office box regularly maintained by the United States Government in the City of Utica, New York, a copy of the Notice of Public Hearing to be held on the 16<sup>th</sup> day of November, 2017 at 9:00 AM local time, at Oneida County Legislative Chambers, 10<sup>th</sup> Floor, 800 Park Avenue, Utica, New York, relating to the Matt Brewing Co., Inc. Facility, copies of said Notices are attached hereto and made a part hereof, to the following parties at their respective addresses set forth below:

Anthony J. Picente, Jr.  
Oneida County Executive  
800 Park Avenue  
Utica, New York 13501

Robert M. Palmieri, Mayor  
City of Utica  
One Kennedy Plaza  
Utica, New York 13502

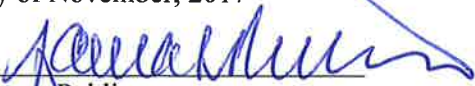
Christopher Salatino, President  
Board of Education  
Utica City School District  
106 Memorial Parkway  
Utica, New York 13501

Bruce Karam  
Superintendent of Schools  
Utica City School District  
106 Memorial Parkway  
Utica, New York 13501

Pamela Backman, Treasurer  
Utica City School District  
106 Memorial Parkway  
Utica, New York 13501

  
Curnin C. Maloy

Sworn to before me this 2<sup>nd</sup>  
day of November, 2017

  
Notary Public

LAURA S. RUBERTO  
Notary Public, State of New York  
Appointed in Oneida County  
Reg. No. 01RU5031396  
Commission Expires August 1, 2018

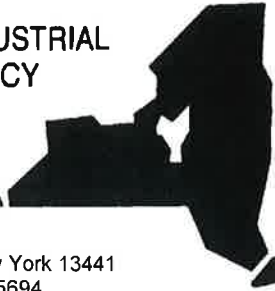
Anthony J. Picente Jr.  
County Executive

Shawna Papale  
Secretary/  
Executive Director

Jennifer Waters  
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

**OCIDA**



584 Phoenix Drive, Rome, New York 13441  
(315) 338-0393, fax (315) 338-5694  
info@mvedge.org; www.mvedge.org

David C. Grow, Chairman  
L. Michael Fitzgerald, Vice Chairman  
Mary Faith Messenger, Treasurer

Ferris Betrus Jr.  
Eugene Quadraro  
Steven Zogby

November 2, 2017

Mr. Anthony J. Picente, Jr.  
Oneida County Executive  
Oneida County Office Building  
800 Park Avenue  
Utica, New York 13501

**Re: *Matt Brewing Co., Inc. Facility  
(2017 Brewery Modernization and Capacity Expansion Project)***

Dear Sir:


On November 16, 2017 at 9 o'clock a.m., local time, at Oneida County Legislative Chambers, 10<sup>th</sup> Floor, 800 Park Avenue, Utica, New York 13502, the Oneida County Industrial Development Agency (the "Agency") will conduct a public hearing regarding this project for the use of Matt Brewing Co., Inc. Attached is a copy of the Notice of Public Hearing describing the project and the financial assistance contemplated by the Agency. The Notice has been submitted to the *Observer-Dispatch*, Utica, New York for publication.

You are welcome to attend such hearing at which time you will have an opportunity, both orally and in writing, to present your views with respect to the project. We are providing this notice to you, pursuant to Chapters 356 and 357 of the Laws of 1993, as the chief executive officer of an affected tax jurisdiction within which the project is located.

Should you desire to discuss this matter or if you have any questions concerning this notice please feel free to contact Shawna Papale at the Agency at telephone number 315-338-0393.

Very truly yours,

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By:   
Shawna M. Papale, Executive Director

Anthony J. Picente Jr.  
County Executive

Shawna Papale  
Secretary/  
Executive Director

Jennifer Waters  
Assistant Secretary

ONEIDA COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY



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David C. Grow, Chairman  
L. Michael Fitzgerald, Vice Chairman  
Mary Faith Messenger, Treasurer

Ferris Betrus Jr.  
Eugene Quadraro  
Steven Zogby

November 2, 2017

Robert M. Palmieri, Mayor  
City of Utica  
One Kennedy Plaza  
Utica NY 13502

**Re: *Matt Brewing Co., Inc. Facility  
(2017 Brewery Modernization and Capacity Expansion Project)***

Dear Sir:

On November 16, 2017 at 9 o'clock a.m., local time, at Oneida County Legislative Chambers, 10<sup>th</sup> Floor, 800 Park Avenue, Utica, New York 13502, the Oneida County Industrial Development Agency (the "Agency") will conduct a public hearing regarding this project for the use of Matt Brewing Co., Inc. Attached is a copy of the Notice of Public Hearing describing the project and the financial assistance contemplated by the Agency. The Notice has been submitted to the *Observer-Dispatch*, Utica, New York for publication.

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Very truly yours,

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By:

  
Shawna M. Papale, Executive Director

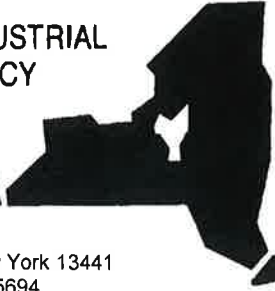
Anthony J. Picente Jr.  
County Executive

Shawna Papale  
Secretary/  
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Jennifer Waters  
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David C. Grow, Chairman  
L. Michael Fitzgerald, Vice Chairman  
Mary Faith Messenger, Treasurer

Ferris Betrus Jr.  
Eugene Quadraro  
Steven Zogby

November 2, 2017

Christopher Salatino, President  
Board of Education  
Utica City School District  
106 Memorial Parkway  
Utica, New York 13501

**Re: *Matt Brewing Co., Inc. Facility  
(2017 Brewery Modernization and Capacity Expansion Project)***

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Very truly yours,

ONEIDA COUNTY INDUSTRIAL DEVELOPMENT AGENCY

By:   
Shawna M. Papale, Executive Director

c: Bruce Karam, Superintendent of Schools  
Pamela Backman, Treasurer

## NOTICE OF PUBLIC HEARING

NOTICE IS HEREBY GIVEN that a public hearing pursuant to Article 18-A of the New York State General Municipal Law, will be held by the Oneida County Industrial Development Agency (the "Agency") on the 16th day of November 2017 at 9:00 a.m., local time, at Oneida County Legislative Chambers, 10<sup>th</sup> Floor, 800 Park Avenue, Utica, New York in connection with the following matters:

The Agency previously provided financial assistance to Matt Brewing Co., Inc. (the "Company") in connection with (i) demolition of a portion of and renovations to the 15,732± square foot existing second floor of the bottling facility and the construction of a new 25,000± square foot finished goods warehouse facility after the 2008 fire at the Company (collectively, the "2009 Improvements"), all situated on a 7.1± acre parcel of land located at 811 Edwards Street, City of Utica, Oneida County, New York (the "Land"); and the acquisition and installation of equipment in the Improvements (the "2009 Equipment" and together with the Land and the 2009 Improvements, the "2009 Facility") and (ii) construction on the Land of a compact Anaerobic Fluidized Bed Digester system for wastewater treatment and on-site energy generation and a small control building (collectively, the "2012 Improvements"); and the acquisition and installation of equipment in the 2012 Improvements (the "2012 Equipment" and together with the Land and the 2012 Improvements the "2012 Facility"). The 2009 Facility and the 2012 Facility are referred to collectively as the "Existing Facility."

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A representative of the Agency will at the above-stated time and place hear and accept written comments from all persons with views in favor of or opposed to either the proposed financial assistance to the Company or the location or nature of the 2017 Facility. A copy of the Application for Financial Assistance filed by the Company with the Agency, including an analysis of the costs and benefits of the proposed project, is available for public inspection at the offices of the Agency, 584 Phoenix Drive, Rome, New York.

ONEIDA COUNTY INDUSTRIAL  
DEVELOPMENT AGENCY

Dated: November 1, 2017

By: /s/ Shawna M. Papale, Executive Director