

**Inducement Resolution
Matt Brewing Co., Inc.
2021 Capital Projects**

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. (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"); (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"); and (iii) 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 "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, malt cooker, brew kettle, and sixteen vertical fermenting and aging tanks (the “2018 Equipment” and together with the 2018 Land and the 2018 Improvements, the “2018 Facility” and together with the 2009 Facility and the 2012 Facility, the “Existing Facility”); and

WHEREAS, the Company, on behalf of itself and/or the principals of the Company, and/or an entity formed or to be formed on behalf of any of the foregoing, has applied to the Agency to enter into a transaction in which the Agency will assist with a capital project consisting of (a) renovations and infrastructure enhancements within the Existing Facility, including but not limited to construction of a ±300 square foot distilled spirits handling facility (collectively, the “Improvements”), and (b) acquisition and installation of equipment in the Improvements (collectively, the “Equipment”), all for the purpose of expanding operations to increase production and creating jobs (the Improvements and the Equipment are referred to collectively as the “2021 Facility,” and the construction, renovation and equipping of the Improvements is referred to collectively as the “2021 Project”); and

WHEREAS, the Company leases the Existing Facility to the Agency pursuant to a Lease Agreement dated July 1, 2009, a Lease Agreement dated May 1, 2012 and a Lease Agreement dated May 1, 2018 (collectively, the “Lease Agreements”) and the Agency leases the Existing Facility back to the Company pursuant to a Second Amended and Restated Leaseback Agreement dated as of May 1, 2018 (the “Second Amended Leaseback Agreement”); and

WHEREAS, the Company is in year 12 of paying fixed PILOT Payments for a period of 19 years pursuant to a Second Amended and Restated PILOT Agreement (the “PILOT Agreement”); and

WHEREAS, the Company will lease the 2021 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 2021 Facility back to the Company together with the Existing Facility (the 2021 Facility and the Existing Facility referred to as the “Facility”) pursuant to a Third Amended and Restated Leaseback Agreement (the “Third 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 mortgage recording tax, exemptions from sales and use taxes on materials and/or equipment used or incorporated in the 2021 Facility, and reduction of real property taxes relating to the Facility for an additional three years (years 20 – 22), during which time the Company will make the following fixed PILOT Payments:

2019 - Year 10	\$ 168,276.00
2020 - Year 11	\$ 171,298.35
2021 - Year 12	\$ 175,074.00
2022 - Year 13	\$ 178,575.48
2023 - Year 14	\$ 182,146.99
2024 - Year 15	\$ 185,789.93
2025 - Year 16	\$ 189,505.73
2026 - Year 17	\$ 193,295.84
2027 - Year 18	\$ 197,161.76
2028 - Year 19	\$ 201,104.99
2029 - Year 20 (new)	\$ 205,127.09
2030 - Year 21 (new)	\$ 209,229.64
2031 - Year 22 (new)	\$ 213,414.23

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 relating to the 2021 Project is described below:

Sales and use tax exemption estimated at \$272,125 but not to exceed \$299,338

Mortgage recording tax exemption estimated at \$22,500.00 but not to exceed \$25,200

Real property tax abatement estimated at \$353,976.00

WHEREAS, the proposed financial assistance relating to the 2021 Project neither rescinds nor revokes the financial assistance previously granted by the Agency to the Company for exemptions from mortgage recording tax, exemptions from sales and use taxes on materials and/or equipment used or incorporated in the Existing Facility, as agreed upon between the Company and the Agency in 2018; and

WHEREAS, under the terms of a Job Creation and Recapture Agreement dated May 1, 2018 (the "2018 Recapture Agreement"), the Company is obligated to maintain 114 FTEs through exemption year 19; and

WHEREAS, the Company represented that it currently employs 134 FTEs at the Facility (which includes 20 part-time leased employees), and has committed to convert said part-time leased employees to permanent FTEs no later than exemption year 15 and maintain all through exemption year 22 as a result of undertaking the 2021 Facility (the "Employment Obligation"), and the Financial Assistance is conditioned upon the Company maintaining the Employment Obligation for the term of the Third Amended 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 2021 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 2021 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 2021 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 2021 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 2021 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 2021 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 2021 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 initially passed at a meeting of the Agency duly convened in public session on May 21, 2021 at eight a.m., local time, at Rome, New York which the following members were:

Members Present: David Grow; L. Michael Fitzgerald; Kirk Hinman; Gene Quadraro; Ferris Betrus; Steve Zogby; Mary Faith Messenger. **Members Webex/Teleconference:** Ferris Betrus, Steve Zogby.

EDGE Staff Present: Shawna Papale; Jennifer Waters; Mark Kaucher; Steve DiMeo. **Webex:** Bill Van Shufflin; Tim Fitzgerald; Christian Mercurio.

Other Attendees: Webex/Teleconference: Linda Romano & Laura Ruberto, Bond, Schoeneck & King; Mark Levitt & Jenna Peppenelli, Levitt & Gordon; Rome Mayor Jackie Izzo; Matt Andrews, City of Rome; Margaret Campbell, EDF Renewables/Quiet Meadows; Barry Carrigan, Nixon-Peabody/Quiet Meadows; Kate Jarosh, Larry Novik, & Libby Coreno, Bonacio Construction/Woodhaven Ventures LLC; Fred Matt & Karl Lindhorst, Matt Brewing Co.

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
- K. Hinman
- M.F. Messenger
- E. Quadraro
- S. Zogby

Such resolution was modified at a meeting of the Agency duly convened in public session on July 16, 2021 at eight a.m., local time, at Rome, New York which the following members were:

Members Present: David Grow; Kirk Hinman; Mary Faith Messenger, E. Quadraro; Steve Zogby.

Members Present Webex/Teleconference: Ferris Betrus, L. Michael Fitzgerald

EDGE Staff Present: Shawna Papale; Mark Kaucher; Steve DiMeo; Maureen Carney; Bill Van Shufflin.

Others Present: Rome Mayor Jackie Izzo; Jesse Plumley, Plumley Engineering

Others Present Webex/Teleconference: Linda Romano & Laura Ruberto, Bond, Schoeneck & King; Mark Levitt & Jenna Peppenelli, Levitt & Gordon; Matt Andrews, City of Rome; Amanda Zurla and Olivia Sproviero, GSPP 7024 Fox Rd (Marcy Solar) Genevieve Trigg, Barclay Damon; Fred Matt and Karl Lindhorst, Matt Brewing Co., Inc.; Matt Andrews, City of Rome

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
K. Hinman
M.F. Messenger
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) because of the Novel Coronavirus (COVID-19) Emergency and State and Federal bans on large meetings or gatherings and pursuant to Governor Cuomo's Executive Order 220.1 issued on March 12, 2020 suspending the Open Meetings Law, the meeting was held virtually instead of a public meeting open for the public to attend in person, and instructions to access the meeting were provided, (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 on December 21, 2021.



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 14th day of July 2021 at 11:00 a.m., local time, at Matt Brewing Company Tour Center, 830 Varick Street, City of Utica, Oneida County, 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"); (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 (iii) 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, malt cooker, brew kettle, 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 the 2017 Facility and leases both to the Company pursuant to a Second Amended and Restated Leaseback Agreement dated as of May 1, 2018 (the "Leaseback Agreement"). At the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Company is in year 12 of paying fixed PILOT Payments for a period of 19 years pursuant to a Second Amended and Restated PILOT Agreement (the "PILOT Agreement").

The Company has now applied to the Agency to enter into a transaction in which the Agency will assist in a capital project consisting of (a) renovations and infrastructure enhancements within the Existing Facility and the 2017 Facility, including but not limited to construction of a ±300 square foot distilled spirits handling facility

(collectively, the “Improvements”), and (b) acquisition and installation of equipment in the Improvements (collectively, the “Equipment”), all for the purpose of expanding operations to increase production and create jobs (the Improvements and the Equipment are referred to collectively as the “2021 Facility,” and the construction, renovation and equipping of the Improvements is referred to collectively as the “2021 Project”).

The Agency is contemplating providing financial assistance to the Company in support of the 2021 Project 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 2021 Facility, and reduction of real property taxes relating to the Existing Facility and the 2017 Facility for an additional three years, during which time the Company will make fixed PILOT Payments, which is a deviation from the Agency’s Uniform Tax Exemption Policy (the “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 Facility. Comments may also be submitted to the Agency in writing or electronically prior to the Public Hearing. Minutes of the Public Hearing will be transcribed and posted on the Agency’s website. 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: June 28, 2021

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

EXHIBIT B

MINUTES OF PUBLIC HEARING

Oneida County Industrial Development Agency
2021 Real Estate Lease
Matt Brewing Co., Inc. Facility Capital Project

1. Mark Kaucher, appearing on behalf of the Oneida County Industrial Development Agency (the "Agency"), called the hearing to order at 11:00 a.m.
2. Mr. Kaucher also recorded 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"); (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 (iii) 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, malt cooker, brew kettle, 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 the 2017 Facility and leases both to the Company pursuant to a Second Amended and Restated Leaseback Agreement dated as of May 1, 2018 (the "Leaseback Agreement"). At the end of the lease term, the Agency will terminate its leasehold interest in the Facility. The Company is in year 12 of paying fixed PILOT Payments for a period of 19 years pursuant to a Second Amended and Restated PILOT Agreement (the "PILOT Agreement").

The Company has now applied to the Agency to enter into a transaction in which the Agency will assist in a capital project consisting of (a) renovations and infrastructure enhancements within the Existing Facility and the 2017 Facility, including but not limited to construction of a ±300 square foot distilled spirits handling facility (collectively, the "Improvements"), and (b) acquisition and installation of equipment in the Improvements (collectively, the "Equipment"), all for the purpose of expanding operations to increase production and create jobs (the Improvements and the Equipment are referred to collectively as the "2021 Facility," and the construction, renovation and equipping of the Improvements is referred to collectively as the "2021 Project").

The Agency is contemplating providing financial assistance to the Company in support of the 2021 Project 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 2021 Facility, and reduction of real property taxes relating to the Existing Facility and the 2017 Facility for an additional three years, during which time the Company will make fixed PILOT Payments, which is a deviation from the Agency's Uniform Tax Exemption Policy (the "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.

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. Mr. Kaucher then asked if there were any further comments, and, there being none, the hearing was closed at 11:14 a.m.



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 "Issuer") on July 14, 2021 at 11:00 a.m. local time, at Matt Brewing Company, Tour Center, 830 Varick Street, City of 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 December 21, 2021.



Secretary

EXHIBIT C

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

_____, 2021

Alfred D. Matt, President
Matt Brewing Co., Inc.
811 Edward Street
Utica, New York 13502

RE: *Oneida County Industrial Development Agency
2021 Lease-Leaseback Transaction
(Matt Brewing Co., Inc. Facility Capital Projects)*

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"); (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"); and (iii) 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 "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, malt cooker, brew kettle, and sixteen vertical fermenting and aging tanks (the "2018 Equipment" and together with the 2018 Land and the 2018 Improvements, the "2018 Facility" and together with the 2009 Facility and the 2012 Facility, the "Existing Facility").

Pursuant to a resolution duly adopted on May 21, 2021 as amended on July 16, 2021, the Agency appointed the Company its agent with respect to a capital project consisting of (a) renovations and infrastructure enhancements within the Existing Facility, including but not limited to construction of a ±300 square foot distilled spirits handling facility (collectively, the "Improvements"), and (b) acquisition and installation of equipment in the Improvements (collectively, the "Equipment"), all for the purpose of expanding operations to increase production and creating jobs (the Improvements and the Equipment are referred to collectively as the "2021 Facility," and the construction, renovation and equipping of the Improvements is referred to collectively as the "2021 Project"). The 2021 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 2021 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 will appoint the Company as its only direct agent for the 2021 Project. The agency appointment includes the power of the Company 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. Please advise the Executive Director of the Agency if you wish to appoint a contractor or other subagent, and the Agency will issue an ST-60 to that party.

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 2021 Facility on each bill or invoice as the "**Matt Brewing Co., Inc. 2021 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 2021 Facility must complete a New York State Department of Taxation and Finance Form ST-60. Original copies of each 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 and equipping the 2021 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 2021 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 2021 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 and are making purchases that would otherwise be exempt outside of the Agency's interest in the 2021 Facility must claim the sales tax exemption for renovation 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 renovate and equip the 2021 Facility shall expire at the earlier of (a) the completion of such activities and improvements, or (b) May 21, 2022, 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 2021 Facility is estimated at \$272,125.00; the value of sales tax exemptions currently authorized by the Agency is not to exceed \$299,338.00. The Agency is required by law to recapture any New York State sales tax exemptions claimed by the Company that (a) exceed \$100,000.00 for purchases made between May 21, 2021 and July 14, 2021; or (b) exceed \$299,338.00 for purchases made relating to the 2021 Project in the aggregate.

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 2021 Project. We are providing a form of a

worksheet for you to track all exempt purchases made in completing the 2021 Project, using Forms ST-123 or Form ST-120.1. Please provide the Agency with a copy of Form ST-340 along with your annual report to the Agency and this worksheet. The penalty for failure to file such statement, or to provide a copy to the Agency, 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. The Agency will issue and deliver Form ST-60 to you upon receipt of this signed agency appointment letter. The Agency reserves the right to issue a revised agency appointment letter with respect to the process for utilizing and reporting exemptions hereunder.

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: