ANHEUSER-BUSCH INBEV

PROPERTY TRANSFER RESOLUTION

At a regular meeting of the Onondaga County Industrial Development Agency convened in public session on July 20, 2016 at 8:00.a.m. at 333 West Washington Street, Syracuse, New York, the following members were:

PRESENT:

Patrick Hogan
Victor Ianno
Susan Stanczyk
Steve Morgan
Kevin Ryan

ABSENT:

Janice Herzog

ALSO PRESENT:

Julie Cerio, Executive Director
Anthony P. Rivizzigno, Esq., Agency Counsel

Upon motion duly made and seconded, the following resolution was duly adopted by the Agency with its members voting as follows:

Aye	Nay
Patrick Hogan	
Victor Ianno	
Susan Stanczyk	
Steve Morgan	
Kevin Ryan	

RESOLUTION REQUESTING APPROVAL OF THE TRANSFER OF THE PROPERTY HOLDER FROM ANHEUSER-BUSCH, LLC TO ANHEUSER-BUSCH COMMERCIAL STRATEGY, LLC IN BOTH THE PAYMENT IN LIEU OF TAX AGREEMENT AND THE SALE AND AGENCY AGREEMENT (the "Company")

WHEREAS, the Onondaga County Industrial Development Agency (the "Agency") is authorized and empowered by Title 1 of Article 18-A of the General Municipal Law, Chapter 24 of the Consolidated Laws of New York, as amended (the "Enabling Act") and Chapter 435 of the 1970 Laws of New York, as amended, constituting Section 895 of said General Municipal Law (said Chapter and the Enabling Act being hereinafter collectively referred to as the "Act") to promote, develop, encourage and assist in the acquiring, constructing, reconstructing, improving, maintaining, equipping and furnishing of industrial, manufacturing, warehousing, commercial, research and recreation facilities, including industrial pollution control facilities, educational or cultural facilities, railroad facilities, horse racing facilities, and continuing care retirement communities, among others, for the purpose of promoting, attracting, encouraging and developing, recreation, and economically sound commerce and industry to advance the job opportunities, health, general prosperity and economic welfare of the people of the State of New York and to improve their recreation opportunities, prosperity and standard of living, and to prevent unemployment and economic deterioration; and

WHEREAS, to accomplish its stated purposes, the Agency is authorized and empowered under the Act to acquire, construct, reconstruct, improve, maintain, equip or furnish one or more "projects" (as defined in the Act); to sell, convey, mortgage, lease, pledge, exchange or otherwise dispose of said project; and to issue bonds and provide for the rights of the holders thereof; and

WHEREAS, the Company and Agency entered into a PILOT Agreement on December 28, 2011 and a Sale and Agency Agreement on December 21, 2011 (the "Agreements"); and

WHEREAS, the Company, whose parent company is Anheuser-Busch InBev ("A-B InBev"), was part of a restructuring project of the US operations by A-B InBev. As part of the restructuring, Anheuser-Busch Commercial Strategy, LLC was formed and the real property, brewery equipment and breweries' personnel were all transferred.

WHEREAS, the Company desires to amend the Agreements to reflect the restructuring changes of Anheuser-Busch InBev effective as of July 1, 2016.

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

Section 1. The Agency approves the amendment to the Agreements.

Section 2. The Chairman, Vice Chairman, Executive Director or Assistant Secretary of the Agency are hereby authorized and directed to distribute copies of this Resolution to the Company and to do such further things and perform such further acts as may be necessary or convenient to implement the provisions of this Resolution.

Section 3. This Resolution shall take effect immediately.

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

I, the undersigned, Executive Director of the Onondaga County Industrial Development Agency, **DO HEREBY CERTIFY** that I have compared the forgoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on July 20, 2016 with the original thereof on file in my office, and that the same is a true and correct copy of the proceedings of the Agency and of such Resolution set forth therein and of the whole of said original insofar as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that (A) all members of the Agency had due notice of the meeting; (B) the meeting was in all respects duly held; (C) pursuant to Article 7 of the Public Officers Law (the "Open Meetings Law"), such meeting was open to the general public and due notice of the time and place of said meeting was duly given in accordance with such Open Meetings Law; and (D) there was a quorum of the members of the Agency present throughout said meeting.

I FURTHER CERTIFY that, as of the date hereof, the attached resolution is in full force and effect and has not been amended, repealed or rescinded.

IN WITNESS WHERE OF, I have hereunto set my hand this 20th day of July, 2016.

Julie A. Cerio

JULIE CERIO, Executive Director