

ANHEUSER BUSCH, LLC
INDUCEMENT RESOLUTION

(3101-11-06E) (G)

At a regular meeting of the Onondaga County Industrial Development Agency convened in public session on December 13, 2011 at 8:00 a.m. at the Eastside Business Center located at 1201 East Fayette Street, Syracuse, New York, the following members were:

PRESENT:

Russell Andrews
Dale Sweetland
Karen Kitney
David Knapp
Frank Forte
Donna DeSiato
Jessica Crawford

ABSENT:

None

ALSO PRESENT:

Anthony P. Rivizzigno, Esq., Agency Counsel
Mary Beth Primo, Executive Director

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

Aye

Nay

Russell Andrews
Dale Sweetland
Karen Kitney
David Knapp
Frank Forte
Donna DeSiato
Jessica Crawford

**RESOLUTION TAKING PRELIMINARY OFFICIAL ACTION TOWARD THE
ENTERING OF A PILOT AGREEMENT AND RENOVATING A CERTAIN
COMMERCIAL PROJECT FOR ANHEUSER BUSCH LLC (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 projects; and to issue bonds and provide for the rights of the holders thereof; and

WHEREAS, the Company has presented an application (the "Application") to the Agency, a copy of which was presented at this meeting and copies of which are on file at the office of the Agency, requesting the Agency consider undertaking a project (the "Project") consisting of the following: (A) acquisition and installation of a Siemens brewing control system and Flash Pasteurizer (the "Renovations") in the existing facility located at 2885 Belgium Road, Town of Lysander, County of Onondaga (the "Facility"); and (B) the granting of certain "financial assistance" (within the meaning of Section 854(14) of the Act) with respect to the foregoing, including potential exemptions from certain sales taxes, real property taxes (subject to entry into a Payment in Lieu of Taxes (PILOT) Agreement) transfer and mortgage recording taxes (the "Financial Assistance"); and

WHEREAS, the Agency has given due consideration to the Application and to representations made by the Company that (A) the granting by the Agency of the Financial Assistance with respect to the Project will be an inducement to the Company to undertake the Project in Onondaga County, New York; and (B) the completion of the Project will not result in the removal of a facility or a plant of the Project occupant from one part of the State of New York to another area of the State of New York or in the abandonment of one or more plants or facilities of the Project occupant located within the State of New York; 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 (the "Regulations") adopted pursuant thereto by the Department of Environmental Conservation of the

State of New York (collectively, "SEQRA"), the Agency adopted a resolution (the "Environmental Resolution") on December 13, 2011 by which the Agency determined that the Project will not have a significant impact on the environment, and therefore that an environmental impact statement is not required to be prepared with respect to the Project; and

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

Section 1. Based upon the representations made by the Company to the Agency, the Agency hereby makes the following findings and determinations:

- (A) The Project constitutes a "project" within the meaning of the Act;
- (B) The completion of the Project will not result in the removal of a facility or plant of the Project occupant from one part of the State of New York to another area of the State of New York or in the abandonment of one or more plants or facilities of the Project occupant located within the State of New York;
- (C) The granting of the Financial Assistance by the Agency with respect to the Project, will promote the job opportunities, health, general prosperity and economic welfare of the citizens of Onondaga County, New York and the State of New York and improve their standard of living, and thereby serve the public purposes of the Act; and
- (D) It is desirable and in the public interest for the Agency to undertake the Project.

Section 2. The Agency will (A) renovate the Facility; (B) lease (with an obligation to purchase) or sell the Renovations to the Company pursuant to a lease agreement or installment sale agreement (the "Project Agreement") between the Agency and the Company whereby the Company will be obligated, among other things, (1) to make payments to the Agency in amounts and at times so that such payments will be adequate to enable the Agency to timely pay all amounts due on the Acquisition Agreement and (2) to pay all costs incurred by the Agency with respect to the Project and/or the Renovations, including all costs of operation and maintenance, all taxes and other governmental charges, any required payments in lieu of taxes, and reasonable fees and expenses incurred by the Agency with respect to or in connection with the Project and/or the Renovations; and (C) provide the Financial Assistance with respect to the Project, in accordance with the Agency's uniform tax exemption policy, including exemption from sales taxes relating to the Renovations and real property taxes (subject to entry into a Payment in Lieu of Taxes (PILOT) Agreement).

Section 3. The Company is appointed the true and lawful agent of the Agency to renovate the Facility and to make, execute, acknowledge and deliver any contracts, orders, receipts, writings and instructions, as the stated agent for the Agency, and in general to do all things which may be requisite or proper for acquiring, constructing and installing the Facility, all with the same powers and the same validity as if the Agency were acting in its own behalf.

Section 4. 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 5. 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 foregoing extract of the minutes of the meeting of the members of the Agency, including the Resolution contained therein, held on December 13, 2011 with the original thereof on file in my office, and that the same is a true and correct copy of such proceedings of the Agency and of such Resolution set forth therein and of the whole of said original so far as the same relates to the subject matter therein referred to.

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

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

IN WITNESS WHEREOF, I have hereunto set my hand this 13th day of December, 2011.



MARY BETH PRIMO, Executive Director