

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL	
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**FORM C UNDER THE SECURITIES ACT OF 1933**

(Mark one.)

- ☒ Form C: Offering Statement  
☐ Form C-U: Progress Update: \_\_\_\_\_  
☐ Form C/A: Amendment to Offering Statement: \_\_\_\_\_  
    ☐ Check box if Amendment is material and investors must reconfirm within five business days.  
☐ Form C-AR: Annual Report  
☐ Form C-AR/A: Amendment to Annual Report  
☐ Form C-TR: Termination of Reporting

Name of issuer: Broken Clock Brewing Cooperative

Legal status of issuer:

Form: cooperative

Jurisdiction of Incorporation/Organization: Minnesota

Date of organization): \_\_\_\_\_

Physical address of issuer: 3134 California St. NE #122 / Minneapolis, Minnesota 55418

Website of issuer: www.brokenclockbrew.com

Name of intermediary through which the offering will be conducted: Silicon Prairie Online, LLC

CIK number of intermediary: 0001711770

SEC file number of intermediary: 007-00123

CRD number, if applicable, of intermediary: 289746

Amount of compensation to be paid to the intermediary, whether as a dollar amount or a percentage of the offering amount, or a good faith estimate if the exact amount is not available at the time of the filing, for conducting the offering, including the amount of referral and any other fees associated with the offering:

\$1,000 onboarding fee 5% from 0-\$1MM; 4% from \$1MM-\$2MM; 3% from \$2MM-\$5MM

Any other direct or indirect interest in the issuer held by the intermediary, or any arrangement for the intermediary to acquire such an interest:

0

Type of security offered: Convertible Promissory Notes

Target number of securities to be offered: N/A

Price (or method for determining price): N/A

Target offering amount: 200,000.00

Oversubscriptions accepted: ☐ Yes ☒ No

If yes, disclose how oversubscriptions will be allocated: ☐ Pro-rata basis ☐ First-come, first-served basis

☐ Other – provide a description: \_\_\_\_\_

Maximum offering amount (if different from target offering amount): 249,999.00

Deadline to reach the target offering amount: 180 days from filing this offering

**NOTE: If the sum of the investment commitments does not equal or exceed the target offering amount at the offering deadline, no securities will be sold in the offering, investment commitments will be cancelled and committed funds will be returned.**

Current number of employees: 10

Total Assets:	Most recent fiscal year-end: <u>692,389.35</u>	Prior fiscal year-end: <u>363,618.29</u>
Cash & Cash Equivalents:	Most recent fiscal year-end: <u>198,936.03</u>	Prior fiscal year-end: <u>96,879.95</u>
Accounts Receivable:	Most recent fiscal year-end: <u>5,392.26</u>	Prior fiscal year-end: <u>11,881.16</u>
Short-term Debt:	Most recent fiscal year-end: <u>188,653.70</u>	Prior fiscal year-end: <u>52,616.90</u>
Long-term Debt:	Most recent fiscal year-end: <u>402,141.44</u>	Prior fiscal year-end: <u>319,001.17</u>
Revenues/Sales	Most recent fiscal year-end: <u>600,299.24</u>	Prior fiscal year-end: <u>558,217.77</u>
Cost of Goods Sold:	Most recent fiscal year-end: <u>168,249.51</u>	Prior fiscal year-end: <u>159,965.43</u>
Taxes Paid:	Most recent fiscal year-end: <u>113,000.84</u>	Prior fiscal year-end: <u>100,738.35</u>
Net Income:	Most recent fiscal year-end: <u>93,793.52</u>	Prior fiscal year-end: <u>35,800.07</u>

Using the list below, select the jurisdictions in which the issuer intends to offer the securities:

**AL, AK, AZ, AR, CA, CO, CT, DE, DC, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY, B5, GU, PR, VI, 1V**

### **SIGNATURE**

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (Â§ 227.100 et seq.), the issuer certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form C and has duly caused this Form to be signed on its behalf by the duly authorized undersigned.

Broken Clock Brewing Cooperative  
(Issuer)  
By  
/s/ Jeremy Mathison Operations Manager  
(Signature and Title)

Pursuant to the requirements of Sections 4(a)(6) and 4A of the Securities Act of 1933 and Regulation Crowdfunding (Â§ 227.100 et seq.), this Form C has been signed by the following persons in the capacities and on the dates indicated.

/s/ Jeremy Mathison  
(Signature)  
Operations Manager  
(Title)  
June 30th, 2022  
(Date)



## THE COMPANY

1. Name of issuer: Broken Clock Brewing Cooperative

## ELIGIBILITY

2. ☒ Check this box to certify that all of the following statements are true for the issuer:

- Organized under, and subject to, the laws of a State or territory of the United States or the District of Columbia.
- Not subject to the requirement to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934.
- Not an investment company registered or required to be registered under the Investment Company Act of 1940.
- Not ineligible to rely on this exemption under Section 4(a)(6) of the Securities Act as a result of a disqualification specified in Rule 503(a) of Regulation Crowdfunding. (For more information about these disqualifications, see Question 30 of this Question and Answer format).
- Has filed with the Commission and provided to investors, to the extent required, the ongoing annual reports required by Regulation Crowdfunding during the two years immediately preceding the filing of this offering statement (or for such shorter period that the issuer was required to file such reports).
- Not a development stage company that (a) has no specific business plan or (b) has indicated that its business plan is to engage in a merger or acquisition with an unidentified company or companies.

**INSTRUCTION TO QUESTION 2: If any of these statements is not true, then you are NOT eligible to rely on this exemption under Section 4(a)(6) of the Securities Act.**

3. Has the issuer or any of its predecessors previously failed to comply with the ongoing reporting requirements of Rule 202 of Regulation Crowdfunding? ☐ Yes ☒ No

Explain: \_\_\_\_\_

## PRINCIPAL SECURITY HOLDERS

6. Provide the name and ownership level of each person, as of the most recent practicable date, who is the beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power.

Name of Holder	No. and Class of Securities Now Held	% of Voting Power Prior to Offering
		%
		%
		%
		%

INSTRUCTION TO QUESTION 6: The above information must be provided as of a date that is no more than 120 days prior to the date of filing of this offering statement.

## DIRECTORS OF THE COMPANY

4. Provide the following information about each manager (and any persons occupying a similar status or performing a similar function) of the issuer:

Name: Jeremy Mathison Dates of Service: 05/01/2017

Principal Occupation: Manager

Employer: Broken Clock Brewing Cooperative Dates of Service: 05/01/2017

Employer's principal business: Brewery

List all positions and offices with the issuer held and the period of time in which the director served in the position or office:

Position: \_\_\_\_\_ Dates of Service: \_\_\_\_\_

Business Experience: List the employers, titles and dates of positions held during past three years with an indication of job responsibilities: leading sales/marketing efforts, product and process development, and business management.

Employer: \_\_\_\_\_

Employer's principal business: \_\_\_\_\_

Title: \_\_\_\_\_ Dates of Service: \_\_\_\_\_

Responsibilities: \_\_\_\_\_

Name: \_\_\_\_\_ Dates of Board Service: \_\_\_\_\_

Principal Occupation: \_\_\_\_\_

Employer: \_\_\_\_\_ Dates of Service: \_\_\_\_\_

Employer's principal business: \_\_\_\_\_

List all positions and offices with the issuer held and the period in which the director served in the position or office:

Position: \_\_\_\_\_ Dates of Service: \_\_\_\_\_

Business Experience: List the employers, titles and dates of positions held during past three years with an indication of job responsibilities: innovation and risk management, and product quality assurance.

Employer: \_\_\_\_\_

Employer's principal business: \_\_\_\_\_

Title: \_\_\_\_\_ Dates of Service: \_\_\_\_\_

Responsibilities: \_\_\_\_\_

Employer: \_\_\_\_\_

Employer's principal business: \_\_\_\_\_

Title: \_\_\_\_\_ Dates of Service: \_\_\_\_\_

Responsibilities: \_\_\_\_\_

## OFFICERS OF THE COMPANY

5. Provide the following information about each officer (and any persons occupying a similar status or performing a similar function) of the issuer:

Name: Jeremiah Passe

Title: Board President Dates of Service: 2/1/2019 - 1/31/2025

Responsibilities: Oversee the Board

List any prior positions and offices with the issuer and the period of time in which the officer served in the position or office:

Business Experience: List any other employers, titles and dates of positions held during past three years with an indication of job responsibilities: N/A

Employer: Sleep Number

Employer's principal business: Health and Wellness

Title: Workforce Planning Analyst Dates of Service: July 2016 - Present

Responsibilities: \_\_\_\_\_

Name: Vicki Epper

Title: Vice President Dates of Service: 2/1/2020 - 1/31/2023

Responsibilities: Assist the President

List any prior positions and offices with the issuer and the period of time in which the officer served in the position or office:

Business Experience: List any other employers, titles and dates of positions held during past three years with an indication of job responsibilities:

Employer: Discover Church (dab Brooklyn Park Lutheran Church)

Employer's principal business: Religious Organization

Title: Pastor Dates of Service: August 2018 - Present

Responsibilities: \_\_\_\_\_

INSTRUCTION TO QUESTION 5: For purposes of this Question 5, the term officer means a president, vice president, secretary, treasurer or principal financial officer, comptroller or principal accounting officer, and any person routinely performing similar functions.

## OFFICERS OF THE COMPANY

5. Provide the following information about each officer (and any persons occupying a similar status or performing a similar function) of the issuer:

Name: Jeff Wood

Title: Secretary Dates of Service: 2/1/2020 - 1/31/2023

Responsibilities: Keeper of meeting Minutes, set meetings

List any prior positions and offices with the issuer and the period of time in which the officer served in the position or office:

Business Experience: List any other employers, titles and dates of positions held during past three years with an indication of job responsibilities: N/A

Employer: M Health Fairview

**Employer's principal business:** Healthcare

Title: Healthcare Management Dates of Service: January 2012 - Present

Responsibilities: \_\_\_\_\_

Name: Marcellin Kopandru

Title: Treasurer Dates of Service: 2/1/2020 - 1/31/2023

Responsibilities: Oversee the finances of the Cooperative

List any prior positions and offices with the issuer and the period of time in which the officer served in the position or office:

Business Experience: List any other employers, titles and dates of positions held during past three years with an indication of job responsibilities:

Employer: Best Buy

**Employer's principal business:** Retail

Title: Area Manager Dates of Service: 2003 - Present

Responsibilities: \_\_\_\_\_

INSTRUCTION TO QUESTION 5: For purposes of this Question 5, the term officer means a president, vice president, secretary, treasurer or principal financial officer, comptroller or principal accounting officer, and any person routinely performing similar functions.

## **BUSINESS AND ANTICIPATED BUSINESS PLAN**

7. Describe in detail the business of the issuer and the anticipated business plan of the issuer.

# Broken Clock Brewing Cooperative

## **Business Plan**

**4/15/2022**

## **NOTE REGARDING FORWARD LOOKING STATEMENTS**

**THE INFORMATION SET FORTH HEREIN CONTAINS “FORWARD-LOOKING INFORMATION”, INCLUDING “FUTURE-ORIENTED FINANCIAL INFORMATION” AND “FINANCIAL OUTLOOK”, UNDER APPLICABLE SECURITIES LAWS (COLLECTIVELY REFERRED TO HEREIN AS FORWARD-LOOKING STATEMENTS). EXCEPT FOR STATEMENTS OF HISTORICAL FACT, THE INFORMATION CONTAINED HEREIN CONSTITUTES FORWARD-LOOKING STATEMENTS AND INCLUDES, BUT IS NOT LIMITED TO, THE (I) PROJECTED FINANCIAL PERFORMANCE OF THE COMPANY; (II) COMPLETION OF, AND THE USE OF PROCEEDS FROM, THE SALE OF THE SHARES BEING OFFERED HEREUNDER; (III) THE EXPECTED DEVELOPMENT OF THE COMPANY’S BUSINESS, PROJECTS, AND JOINT VENTURES; (IV) EXECUTION OF THE COMPANY’S VISION AND GROWTH STRATEGY, INCLUDING WITH RESPECT TO FUTURE M&A ACTIVITY AND GLOBAL GROWTH; (V) SOURCES AND AVAILABILITY OF THIRD-PARTY FINANCING FOR THE COMPANY’S PROJECTS; (VI) COMPLETION OF THE COMPANY’S PROJECTS THAT ARE CURRENTLY UNDERWAY, IN DEVELOPMENT OR OTHERWISE UNDER CONSIDERATION; (VI) RENEWAL OF THE COMPANY’S CURRENT CUSTOMER, SUPPLIER AND OTHER MATERIAL AGREEMENTS; AND (VII) FUTURE LIQUIDITY, WORKING CAPITAL, AND CAPITAL REQUIREMENTS. FORWARD-LOOKING STATEMENTS ARE PROVIDED TO ALLOW POTENTIAL INVESTORS THE OPPORTUNITY TO UNDERSTAND MANAGEMENT’S BELIEFS AND OPINIONS IN RESPECT OF THE FUTURE SO THAT THEY MAY USE SUCH BELIEFS AND OPINIONS AS ONE FACTOR IN EVALUATING AN INVESTMENT.**

**THESE STATEMENTS ARE NOT GUARANTEES OF FUTURE PERFORMANCE AND UNDUE RELIANCE SHOULD NOT BE PLACED ON THEM. SUCH FORWARD-LOOKING STATEMENTS NECESSARILY INVOLVE KNOWN AND UNKNOWN RISKS AND UNCERTAINTIES, WHICH MAY CAUSE ACTUAL PERFORMANCE AND FINANCIAL RESULTS IN FUTURE PERIODS TO DIFFER MATERIALLY FROM ANY PROJECTIONS OF FUTURE PERFORMANCE OR RESULT EXPRESSED OR IMPLIED BY SUCH FORWARD-LOOKING STATEMENTS.**

**ALTHOUGH FORWARD-LOOKING STATEMENTS CONTAINED IN THIS PRESENTATION ARE BASED UPON WHAT MANAGEMENT OF THE COMPANY BELIEVES ARE REASONABLE ASSUMPTIONS, THERE CAN BE NO ASSURANCE THAT FORWARD-LOOKING STATEMENTS WILL PROVE TO BE ACCURATE, AS ACTUAL RESULTS AND FUTURE EVENTS COULD DIFFER MATERIALLY FROM THOSE ANTICIPATED IN SUCH STATEMENTS. THE**



**COMPANY UNDERTAKES NO OBLIGATION TO UPDATE FORWARD-LOOKING STATEMENTS IF CIRCUMSTANCES OR MANAGEMENT'S ESTIMATES OR OPINIONS SHOULD CHANGE EXCEPT AS REQUIRED BY APPLICABLE SECURITIES LAWS. THE READER IS CAUTIONED NOT TO PLACE UNDUE RELIANCE ON FORWARD-LOOKING STATEMENTS.**

## Confidentiality Agreement

The undersigned reader acknowledges that the information provided by \_\_\_\_\_ in this business plan is confidential; therefore, reader agrees not to disclose it without the express written permission of \_\_\_\_\_.

It is acknowledged by reader that information to be furnished in this business plan is in all respects confidential in nature, other than information which is in the public domain through other means and that any disclosure or use of same by reader, may cause serious harm or damage to \_\_\_\_\_.

Upon request, this document is to be immediately returned to \_\_\_\_\_.

\_\_\_\_\_

Signature

\_\_\_\_\_

Name (typed or printed)

\_\_\_\_\_

Date

This is a business plan. It does not imply an offering of securities.

## 1.0 Executive Summary

Broken Clock Brewing is a brewery cooperative (co-op) located at 3134 California St. NE in Minneapolis. A co-op is a business or organization that is owned and operated by the people who work there or the people who use its services. We produce and offer a variety of artisan craft beer that is driven by the demands of the community we serve. We cater to adults 21 and over living in the Minneapolis metro area with an average income of \$30k and over.

The craft brewing industry has seen tremendous, steady growth over the last 10 years. Craft breweries grossed over 22.2 billion dollars in 2020. Minnesota ranks 12th in the nation for annual production per capita, and 15th in the nation for breweries per capita, which is a clear indicator that there is room for growth in the market. The cooperative brewery concept is extremely popular in Europe and other parts of the world. The United States is also trending upward in this area, with 25 Co-op breweries currently open, and several more in process.

Perhaps the best part of Broken Clock is our commitment to growth and development within the community. We are dedicated to two very important expansion projects over the next five years:

**A new production space.** Having a new production space will allow us to better serve our community and customers. Customers are seeking Lager and sour style beers and with our current space constraints we are unable to deliver on these styles of beer. We are also seeing a huge shift in trends when it comes to package size restrictions. A new production space will allow us to start producing 12 and 16 ounce cans and open us up to more accounts and customers.

**Private Event Space.** We get several requests weekly from members, businesses, and other local organizations seeking private event space. Having the ability to serve our community will not only be a bonus to that community but give us an additional stream of revenue.

## 1.1 Mission

Our Vision:

At Broken Clock Brewing, we believe that being a brewery cooperative is bigger than just brewing great beer. We aspire to make a difference by empowering people, inspiring passion, and fostering collaboration in our community. Being a cooperative means that we put the needs of the community ahead of the bottom line.

Our Mission:

To create high quality experiences and beer through collaboration and service within the community.

This vision and mission will be delivered through five core values (pillars):

1. Dignified Treatment of employees and customers
2. Environmental Sustainability
3. Social and Communal Responsibility

4. Responsible allocation of money and time
5. Access to Continuing Education€€

## 1.2 Keys to Success

1. Consistent growth through member/owner memberships (Currently averaging 5.8/mo. In 2021)
2. Positive recognition in the communities we serve (4.7/5 google rating)
3. Maintain a gross margin of 70% (Currently at 72.25%)

## 2.0 Company Summary

Broken Clock Brewing Cooperative is a brewery located in Northeast Minneapolis. The brewery is a member-owned cooperative, and currently has **1,175 owner members**. We currently operating a commercial brewery and taproom that can sell pints, growlers, and crowlers under Minnesota State law. We distribute our beer in kegs to restaurants, and crowlers to liquor stores, and provide Pints, growler fills, crowlers, snacks, and merchandise at our taproom.

Broken Clock Brewing Cooperative started in 2013, when founding members Jeremy Mathison and Jeremy Gharineh developed and refined an idea to create a business that works for people by empowering employees, promoting social and communal connection, and fostering growth and creativity. The duo discussed several business ideas before they learned about the cooperative brewery model. Seeing beer as a unifier in their own lives, the pair continued to research the cooperative model as well as an employee empowerment model called the workers assembly model. Mathison and Gharineh brought this concept to a group of ambitious supporters in 2014, and the concept has grown from a core membership of 14 individuals who incorporated the company in September of 2015 to a community of over 1,175 members and supporters. Broken Clock Brewing Cooperative is now overseen by an official board of directors and has 10 employees.

From our beginnings, Broken Clock Brewing Cooperative has made it a priority to build collaborative, service-oriented relationships with small businesses who share our values. Our intentional partnerships with organizations like Tiny Footprint Coffee, Brewing Change Collaborative, Campaign to Save the Boundary Waters have strengthened our commitment to our core values.

## 2.1 Company Ownership

Broken Clock is a Corporation with a 308(A) Cooperative distinction. This is the only structure that is allowed when running a true 100% member owned cooperative business. Every member will own one share and control one vote when it comes to voting on its board of directors. This structure limits the liability for its members.

What is a cooperative (Co-op)?

Co-ops function according to a specific set of principles and are built as an ownership model that allows more than just a limited number of individuals to benefit from the

profits of the company. They exist in the capitalist structure to help communities and individuals better themselves through contribution.

The Principles:

**Principle 1:** Voluntary and Open Membership

Cooperatives are voluntary organizations, open to all persons able to use their services and willing to accept the responsibilities of membership, without gender, social, racial, political or religious discrimination.

**Principle 2:** Democratic Member Control

Cooperatives are democratic organizations controlled by their members, who actively participate in setting their policies and making decisions. Men and women serving as elected representatives are accountable to the membership. In primary cooperatives members have equal voting rights (one member, one vote) and cooperatives at other levels are also organized in a democratic manner.

**Principle 3:** Member Economic Participation

Members contribute equitably to, and democratically control, the capital of their cooperative. At least part of that capital is usually the common property of the cooperative. Members usually receive limited compensation, if any, on capital subscribed as a condition of membership. Members allocate surpluses for any or all of the following purposes: developing their cooperative, possibly by setting up reserves, part of which at least would be indivisible; benefiting members in proportion to their transactions with the cooperative; and supporting other activities approved by the membership.

**Principle 4:** Autonomy and Independence

Cooperatives are autonomous, self-help organizations controlled by their members. If they enter to agreements with other organizations, including governments, or raise capital from external sources, they do so on terms that ensure democratic control by their members and maintain their cooperative autonomy.

**Principle 5:** Education, Training and Information

Cooperatives provide education and training for their members, elected representatives, managers, and employees so they can contribute effectively to the development of their cooperatives. They inform the public - particularly young people and opinion leaders - about the nature and benefits of cooperation.

**Principle 6:** Cooperation among Cooperatives

Cooperatives serve their members most effectively and strengthen the cooperative movement by working together through local, national, regional and international structures.

**Principle 7:** Concern for Community

Cooperatives work for the sustainable development of their communities through policies approved by their members.

**Member-Ownership**

Our members are Minnesota residents, ages 21 and over. Many of our members are highly involved in their communities and committed to our values of social and communal responsibility, environmental sustainability, and access to continuing education. In accordance with our bylaws, our members assembly votes upon election and removal of directors, passage of advisory resolutions for consideration by the board, and approval of policies for the co-op. They are also encouraged to run for our board of directors, vote on beers we will produce, serve on Broken Clock teams, and attend and/or present at all open board meetings.

We offer four different membership levels:

**Single membership.** \$200 secures a single lifetime membership.

**Household membership.** \$300 secures a lifetime family membership for up to 2 persons living at the same address.

**Brewers membership.** \$350 secures a lifetime membership for one person to brew beer at our brewery at least once a month.

**Joint Brewers membership.** \$500 secures a lifetime membership for up to 2 persons living at the same address. One of the persons will be allowed to brew beer at our brewery at least once a month.

**2.2 Expansion Summary**

Our total start-up requirements are \$780,705. \$339,500 will be to purchase new equipment. The buildout cost will be \$441,205. This cost includes buffers for overages and the final cost should almost certainly be lower than the projected cost.

Currently, we have \$200,000 on hand to commit for this expansion. Additionally, we are receiving Landlord Improvements that include: New HVAC, 600amp electrical service, new windows, fire suppression, restrooms, skylights, concrete floor polishing, new parking lot, and exterior landscaping. Will also be doing another member raise in July.

Table: Expansion Costs

	Craft Kettle 2 Vessel Brewhouse			
	<u>Equipment Item</u>	<u>Item Cost</u>	<u>Notes</u>	<u>Category Subtotal</u>

Primary Brewhouse Components				\$102,425.00
	15 BBL 2-Vessel Steam Operated	\$77,025.00	Includes all items needed for the brewhouse: Mash/Lauter Tun, Brew Kettle/Whirlpool, Brewhouse Parts	
	30 BBL Hot Liquor Tank	\$13,910.00		
	Hot Liquor Tank Parts/Automation	\$4,800.00		
	Hot Liquor Tank Control Panel	\$3,000.00		
	Cellar Transfer Package	\$2,690.00		
Boiler				\$21,778.12
	20 HP Low Pressure Columbia Steam Boiler w/blowdown and condensate pump	\$21,778.12	Quote from TRAP	
Cellar				\$110,352.25
	15 BBL Fermenter (QTY 4)	\$42,200.00		
	30 BBL Fermenter (QTY 1)	\$14,580.00		
	15 BBL Brite Tank (QTY 1)	\$9,960.00		
	30 BBL Brite Tank (QTY 1)	\$14,000.00		
Cellar	Carbonation Stones for Brite Tanks (QTY 2)	\$695.00		
	Fermenter and brite parts package and cellar control parts	\$7,620.25		
	2 HP Sanitary Transfer Pump	\$3,075.00		
	Keg Commander Automatic Two Head Keg Washer (34 kegs per hour)	\$16,722.00		
Grain Milling				\$13,925.00
	RMS 6x6 Grain Mill	\$8,825.00		
Grain Milling				
	Flex Auger System	\$2,550.00		

Chilling	14 HP Multistage Glycol Chiller	\$23,106.00		\$29,500.00
Installation/Training Support	On-site Setup Supervision, Commissioning & Training	\$5,950.00		\$5,950.00
Water Treatment	Water Filtration Unit	\$2,181.91	15 GPM catalytic granulated activated charcoal filter	\$2,181.91
TOTAL EQUIPMENT UPGRADE COST				\$286,112.28
Canning line	Gossling Base	\$26,769.00	12 CPM	\$33,341.24
	Cart	\$1,474.00		
	Pre/Post rinse	\$888.00		
	DO buster and CO2 regulating	\$1,482.00		
	Low Flow/High Flow pneumatic actuator	\$2,637.00		
	Tools	\$394.00		
	Package Discount	-\$1,345.76		
	Shipping/crate	\$1,043.00		
TOTAL CANNING LINE COST				\$33,341.24
Walk-In Cooler	10x20x8 w/47" pallet door	\$20,047.00		\$20,047.00
TOTAL COOLER COST				\$20,047.00
TOTAL EQUIPMENT COSTS				\$339,500.52



Buildout Costs			
Name	Qty	Unit Cost	Total Cost
<b>Permits</b>			
Building Permit	1	\$ 1,480.50	\$ 1,480.50
Building Permit 2	300	\$ 8.40	\$ 2,520.00
Plan Check Fee	0.65	\$ 4,000.51	\$ 2,600.33
Surcharge Fee	0.0005	\$ 300,000.00	\$ 200.00
<b>Permits Total</b>			<b>\$ 6,800.83</b>
SAC Fee	5	\$ 2,485.00	<b>\$ 12,425.00</b>
Insurance Requirements	0.0095	\$ 400,000.00	<b>\$ 3,800.00</b>
Plan Prints	1	\$ 400.00	<b>\$ 400.00</b>

Structural Engineering as needed ALLOWANCE	0	\$ 2,500.00	\$ .00
Value Engineering/Consultation	12	\$ 95.00	\$ 1,140.00
<b>General Requirements</b>			
Project Management & Coordination	1	\$ 20,000.00	\$ 20,000.00
Waste Management & Disposal: Dumpsters	4	\$ 450.00	\$ 1,800.00
Final Cleaning for MDA Inspection ALLOWANCE	1	\$ 2,500.00	\$ 2,500.00
Scissor Lift(s)	3	\$ 600.00	\$ 1,800.00
<b>General Requirements Total</b>			\$ 28,425.00
<b>Metals</b>			
Misc. deco Metal Allowance	1	\$ 1,500	\$ 1,500.00
Misc NSF Stainless Steel ALLOWANCE	1	\$ 3,500.00	\$ 3,500.00

Stainless Steel Coved Base installed ALLOWANCE	23	\$ 60.00	\$ 1,380.00
<b>Metals Total</b>			<b>\$ 6,380.00</b>
<b>Wood, Plastics, Comp</b>			
Framing and drywall for project	1	\$ 22,500.00	\$ 22,500.00
Misc Carpentry ALLOWANCE	1	\$ 1,500.00	\$ 1,500.00
Trim Carpentry Labor Allowence	16	\$ 65.00	\$ 1,040.00
Trim Carpentry Materials Allowence	1	\$ 2500.00	\$ 2,500.00
<b>Wood, Plastics, Comp Total</b>			<b>\$ 27,500.00</b>
<b>Thermal Protection</b>			
Roofing for RTU curb, chiller curb, and 3 penetrations ALLOWANCE	3	\$ 525.00	<b>\$ 525.00</b>
<b>Finishes</b>			

Urethane flooring at bar production area Allowence	620	\$ 20.00	\$ 12,400.00
FRP up 10' at production area ALLOWANCE	56	\$ 200.00	\$ 11,200.00
FRP at Bar	10	\$ 200.00	\$ 200.00
<b>Finishes Total</b>			<b>\$ 25,600.00</b>
<b>Equipment</b>			
Rigging to unload and upright brewing equipment ALLOWANCE 1 \$2,750.00 \$2,750.00	1	\$ 2,750.00	\$ 2,750.00
Final placement and leveling of tanks (process piping installation by others)	12	\$ 95.00	\$ 1,140.00
Rigging for chiller and boiler	1	\$ 1,250.00	\$ 1,250.00
Forklift(s) for equipment unloading ALLOWANCE	1	\$ 950.00	\$ 950.00
Install boiler, chiller, glycol piping, steam piping, and all connections to brewing equipment allowance	1	\$ 90,000.00	\$ 90,000.00
Remote Refrigeration for owner-provided walk-in cooler ALLOWANCE	1	\$ 6,500.00	\$ 6,500.00

<b>Equipment Total</b>			<b>\$ 102,210.00</b>
<b>Fire Suppression</b>			
Modification of existing sprinkler system to accommodate new walk in cooler and layout ALLOWANCE	1	\$ 4,500.00	<b>\$ 4,500.00</b>
<b>Plumbing</b>			
Plumbing subcontract	1	\$ 62,990.00	<b>\$ 62,990.00</b>
<b>HVAC</b>			
Install new 10ton RTU with exposed spiral ducting ALLOWANCE	0	\$ 35,000.00	<b>\$ .00</b>
<b>Electrical</b>			
Electrical subcontract ALLOWANCE	1	\$ 67,400.00	<b>\$ 67,400.00</b>
Controls allowance	1	\$ 3,500.00	<b>\$ 3,500.00</b>

<b>Electrical Total</b>			<b>\$ 70,900.00</b>
<b>Company Overhead &amp; Margin</b>			
Company Overhead Percentage	3.50%	\$ 3,406.29	\$ 15,867.26
Company's Profit Margin	3.50%	\$ 3,406.29	\$ 15,867.26
Contingency Reserve	10%	\$ 3,406.29	\$ 45,335.04
<b>Company Overhead &amp; Margin Total</b>			<b>\$ 77,069.57</b>
<b>Total Buildout Cost</b>			<b>\$ 441,205.39</b>

### 3.0 Products and Services

Broken Clock Brewing offers several different products and services including:

#### Products

- Off-sale growlers and crowlers
- Wholesale Keg and crowler sales to restaurants and liquor stores
- Retail merchandise and pre-packaged food

The successful production space expansion will enable the sale of wholesale 12oz and 16oz cans to several restaurants and liquor stores that currently cannot purchase our products due to our packaging constraints. This expansion also allows us to brew Lagers, Sours, and expand our Barrel Aging program and deliver to our customers two of the most requested styles of beer. We will also be adding private rental space, giving us an additional revenue stream that we currently do not have.

## 4.0 Market Analysis Summary

Minnesota's craft beer market had a \$2.2 billion-dollar impact on the craft beer market in 2020, making it the 12th highest in the nation. The number of micro-breweries in Minnesota has grown 107% in the last 5 years (105 to 217) yielding the 12th most craft beer in the United States (547,818 barrels).

### **Market Feasibility**

The Brewers Association did an extensive feasibility study, and concluded the following about where a brewery should be located:

- 150,000 people within a 15-mile radius
- Average income of \$30k
- 50% of target age group
- Per capita consumption should be in the top 1/3
- 5+ successful restaurants in the area
- 3+ successful bars in the area
- 1-3 tap rooms in the area
- 0-3 brewpubs in the area
- Foot traffic should be moderate to heavy
- Commerce is a must
- Parking should be ample for P.M. business
- Expansion potential is desirable
- Aesthetics are moderately important
- Access must be uncomplicated
- Neighborhood support is important

Location specific:

- Downtown: Important
- Office buildings: Important during lunch
- Sporting facility: Asset
- College: Post-grads = Asset
- Tourist attraction: Asset

## 4.1 Target Market Segment Strategy

Northeast Minneapolis, also known as the "Arts District", provides the perfect market for Broken Clock Brewing. The average income in the area is \$66k and the average age is 35.6 making it obvious why the brewing industry thrives in this area. The Northeast Arts District is also ideal for the cooperative model. We partner with several local artists and other small individually owned businesses to deliver our products and services to market. This segment of the population is extremely receptive to our values and cooperative model because they have a direct connection with them and their community.

Restaurants and bars are also very receptive to our cooperative model because it allows us to deliver a much more competitive product to the market. This is because we are beholden to the people who consume our product and not a small group of decision

makers. We eliminate a lot of the uncertainty that goes into bringing in new products because our collective group of members have voted on the beers they enjoy and want to see on tap.

#### 4.2 Service Business Analysis

Broken Clock Brewing Cooperative falls into the microbrewery category. A microbrewery is a brewery that produces less than 15,000 barrels (17,600 hectoliters) of beer per year with 75 percent or more of its beer sold off-site. Microbreweries sell to the public by one or more of the following methods: the traditional three-tier system (brewer to wholesaler to retailer to consumer); the two-tier system (brewer acting as wholesaler to retailer to consumer); and, directly to the consumer through carry-outs and/or on-site taproom or restaurant sales. Broken Clock will be a combination of three concepts;

1. Microbrewery, manufacturing and selling our beer on and off premise.
2. Educational epicenter for all things beer related
3. A Community outreach vehicle allowing member-owners and the community the opportunity to have a voice with a business they influence.

#### 4.3 Competition and Buying Patterns

With any industry that grows, so does the competition. Northeast Minneapolis has the largest concentration of microbreweries and taprooms in the area. A large reason for this is because of the popularity of community-oriented activities in this area. With the demographic and psychographic breakdown of the Northeast area, breweries, local coffee shops, small restaurants and art studios are very popular, and contribute to the thriving community.

The Northeast Minneapolis neighborhood also has another brewing Co-op, Fair State Brewing Cooperative.

#### 5.0 Web Plan Summary

Broken Clock's website plays a very important role during these early stages. It's the virtual business card and portfolio for the company, as well as an online "home." It's an informative site that explains the business model, specifically the cooperative philosophy and the member-owner benefits. We've intentionally edited our site to reduce "wordiness" so that we don't lose readers. The site helps with fundraising, guests are able to see what's on tap, events happening, and prospective members can purchase memberships directly on the site.

#### 5.1 Website Marketing Strategy

Not relying on selling products on-line means that we don't need to spend money on banner ads and other costly advertising campaigns. Instead, we will focus on more locally driven advertising through keyword searches and third party review sites such as Google and Untappd. We want our site to be viewed by those looking for specific experiences within their traveling radius such as "breweries in Minneapolis." Social



media does a great job with location specific targeted marketing, which is why we will utilize several of the services these platforms offer.

## 6.0 Strategy and Implementation Summary

Broken Clock Brewing is a brewing cooperative, and most people are unfamiliar with the cooperative model, so it's vital that we educate the masses about what that really means to them as the consumer. Direct, face-to-face community, and social media-based implementation is vital. We need to spend time building relationships with those in the local community through partnerships, local trade shows, and community events.

### 6.1 SWOT Analysis

The SWOT analysis provides an opportunity to examine the internal strengths and weaknesses Broken Clock must address. It also allows us to examine the opportunities presented to us as well as potential threats.

#### 6.1.1 Strengths

- Our cooperative based business model allows for the community to have a distinct reason to support the business because they're part of it.
- Multiple artisan brewers available allow for unique flavors and styles, and maximum appeal to every palate.
- A board of directors with a diverse experience base is leading the business.
- Taproom sales and wholesale gives us multiple streams of income.
- The craft brewing industry grew over 100% in the last 5 years and is still growing.
- Profit margins (usually over 85%) are extremely favorable in the brewing industry.
- Being able to still brew while building out allows us to not have to lose any production time.
- Our location is established for consumers of craft beer.

#### 6.1.2 Weaknesses

- The target space of the taproom is not on a major thoroughfare or street.
- We will be renting the location, therefore, locked into a lease.
- Our location can be hard to find.
- Operating as a co-op does keep payroll costs higher.

#### 6.1.3 Opportunities

- Using local brewers through our brewer membership is a concept that is currently not being used in Minnesota.
- There is a growing popularity and need for more cooperative businesses.
- Our community connections will allow us to maximize opportunities in the community.
- Expanding from our existing space to adjacent space allows for quicker expansion and lower rent/square foot than average.

#### 6.1.4 Threats

- U.S. and Minnesota state liquor laws are ever changing and always pose a potential threat.
- Brick and mortar locations can put a business at risk when it comes to construction projects and urban development.
- The Craft brewing industry is showing great growth and will provide more competition in the market.
- Securing funding as a cooperative business is always a challenge.

## 6.2 Competitive Edge

Broken Clock Brewing Cooperative's competitive advantage is derived from many factors. The following differentiate us from our competitors.

**Cooperative based business.** Being a brewery Co-op gives us a very distinct advantage because we will have a built-in customer base. The local community benefits because they are directly involved in the success of our business as we are dedicated to supporting the community with an amazing offer. Member-owners will also be invited to take part in exclusive events only offered by Broken Clock.

**Artisan brewers.** People love variety. Showcasing multiple brewers allows for added styles and provides a better product. People quickly form an allegiance and loyalty to certain breweries because they enjoy the style that their beer delivers. We give members and non-members the unique ability to enjoy a variety of member-driven beers.

**Employee-Owned Labor and Production.** The primary value of placing the ownership of labor and production back into the hands of the worker is that it promotes equity, solidarity, diversity, and empowerment. Workers are encouraged to invest in the process of democratically self-managing the workload. Each employee is given equal say in the amount and type of work that they participate in. Every employee is assigned a team based on passions and skills. Each team can exercise autonomy in decision-making for team-specific operations. This enlists loyalty and pride of ownership within the workforce.

## 6.3 Marketing Strategy

Our company will need to appeal and market to three distinct groups:

- Community members 21 and older with an average income of 30k per year living within a 15-mile radius of Minneapolis.
- Restaurants and bars serving local beer.
- Beer enthusiasts and home brewers.

**Community members.** As a cooperative business, a lot of our business is retained from word of mouth. Besides word of mouth, we will need to use social media and influential community leaders to help via press releases. Local beer events will open the door and give us a direct connection to people in the local community and allow for us to directly speak to potential member-owners.

**Restaurants and Bars.** This group mostly cares about what sells in the bar. We are uniquely positioned to take advantage of this, because it's the consumer that drives our beer. Hard statistics that show their consumers have chosen the beer encourages the restaurant owner to purchase more because it's what the consumer wants. The best way to deliver this is through door-to-door direct sales and connecting with the business owner.

**Beer enthusiasts and home brewers.** Beer enthusiasts can be found where the beer is. They aren't looking for elaborate marketing campaigns, they're looking to talk about their love and knowledge of beer. That's why building relationships with local home brew supply stores and home-brew clubs is key. Craft beer retailers will also be a great source of word-of-mouth connection. When marketing to this group, the most important element is to be more personable and listen versus being overly informative on the offering.

#### 6.4 Sales Strategy

Our focus is to take a community first sales approach. We don't want to "sell" a product or service; we are selling people on the fact that they are part of a cooperative and their contribution is staying in the communities where they live. Many of our patrons will also be member-owners, so they will truly be contributing to something that belongs to them. Education is vital to selling this business to the consumer.

Sales will be focused on driving business to the Taproom and maintaining brand presence by maintaining relationships with existing wholesale accounts

##### 6.4.1 Sales Forecast

#### **Retail Beer Sales**

For retail beer sales we kept the 2021 pace (including discounts) and added a 2% increase post covid. On top of that, we now can produce the top 3 most requested products, Lagers, Sours, and Seltzers.

#### **Membership Sales**

To calculate this number, we kept the same pace as 2021. We believe this number should grow as we continue to pull away from the COVID-19 threat. Current rate is 5.9 per month at an average price of \$193.90.

#### **Merchandise/NA Beverages/Food/Video Game Revenue**

We kept this number at the same pace as 2021.

#### **Wholesale sales**

To get this number, we took our 2019 numbers (Pre-COVID) and added 300 cases of 12 and 16oz cans per month. We believe we should be able to obtain this number based on our industry peers' sales numbers that range from 120-200/cases/mo per sales representative. We have 3 sales representatives.

## Friendsgiving

This is our annual fundraiser. In 2020 we raised \$7,160(on-line only) in donations and in 2019 we raised \$12,136.88 in donations.

## Igloo Rental

For this number we kept things at the same rate as the last 12 months.

## Event Space Rental

Private space rental will be a new opportunity for us. For this we calculated \$3,000/mo.

Table: Sales Forecast

	2022	2023	2024	3 year total	Assumptions
<b>Revenue</b>					
<b>Pints/Flights</b>	\$358,594.57	\$394,454.03	\$433,899.43	<b>\$1,186,948</b>	2022 including discounts and 2% increase post covid, and now we can produce the top 3 most requested products. Lagers, Sours, and Seltzers
<b>Wholesale</b>	\$264,690.00	\$291,159.00	\$320,274.90	<b>\$876,124</b>	
<b>Memberships</b>	\$20,643.50	\$22,707.85	\$24,978.64	<b>\$68,330</b>	
<b>Merchandise</b>	\$35,575.87	\$39,133.46	\$43,046.80	<b>\$117,756</b>	
<b>Special Bombers</b>	\$9,000.00	\$9,900.00	\$10,890.00	<b>\$29,790</b>	
<b>N/A Beverages</b>	\$7,282.48	\$8,010.73	\$8,811.80	<b>\$24,105</b>	
<b>Crowler/Growler</b>	\$72,881.64	\$80,169.80	\$88,186.78	<b>\$241,238</b>	
<b>Event Space</b>	\$15,000.00	\$16,500.00	\$18,150.00	<b>\$49,650</b>	
<b>Food</b>	\$17,560.95	\$19,317.05	\$21,248.75	<b>\$58,127</b>	
<b>Other (Friendsgiving)</b>	\$50,000.00	\$55,000.00	\$60,500.00	<b>\$165,500</b>	
<b>Other (Pull Tabs)</b>	\$3,625.00	\$3,987.50	\$4,386.25	<b>\$11,999</b>	
<b>Igloo Rental</b>	<b>\$27,205.20</b>	\$29,925.72	\$32,918.29	<b>\$90,049</b>	
<b>Video Game</b>	\$1,143.01	\$1,257.31	\$1,383.04	<b>\$3,783</b>	
<b>Total Revenue</b>	<b>\$883,202.22</b>	<b>\$971,522.44</b>	<b>\$1,068,674.69</b>	<b>\$2,923,399.35</b>	

## 7.0 Management Summary

### **Staff:**

Jeremy Mathison – Operations Manager

Head Brewer – William Hubbard

Sales Manager – Tom Peets

Taproom Manager – Kian Dziak

Events/Marketing Coordinator – Samantha Colenso

Assistant Brewer/Packaging – Tate Levendusky

Taproom Staff – Seamus Kennedy, Vicki Epper, Darren Loude,

Sales Representatives – Megan Moroff, Blair Demko

### **Board Members:**

Broken Clock Brewing Cooperative is overseen by a board of directors. Currently, all of our directors also serve as member volunteers. Our board of directors is made up of 15 individuals with unique skill sets including business creation and ownership, attorneys, health care, consulting, public safety, risk management, and other various fields. One common thread that connects our board members is their desire for connection and community.

### **BOARD MEMBERS**

<b>Mitch Nemmers</b>
<b>Jeremiah Passe</b>
<b>Wayne Maki</b>
<b>Jeff Wood</b>
<b>David Sroka</b>
<b>Tom Wimler</b>
<b>Nicole Kor</b>
<b>Nic Puechner</b>
<b>Vicki Epper</b>

Samantha Farrell
Marcellin Kopandru
Jeff Traeger
Nick Beattie
Elizabeth Balcer

## 8.0 Projected Profit and Loss

The following is the forecasted three-year P&L for broken Clock.

	2022	2023	2024	3 year total
<b>Revenue</b>				
Pints/Flights	\$358,594.57	\$394,454.03	\$433,899.43	<b>\$1,186,948</b>
Wholesale	\$264,690.00	\$291,159.00	\$320,274.90	<b>\$876,124</b>
Memberships	\$20,643.50	\$22,707.85	\$24,978.64	<b>\$68,330</b>
Merchandise	\$35,575.87	\$39,133.46	\$43,046.80	<b>\$117,756</b>
Special Bombers	\$9,000.00	\$9,900.00	\$10,890.00	<b>\$29,790</b>
N/A Beverages	\$7,282.48	\$8,010.73	\$8,811.80	<b>\$24,105</b>
Crowler/Growler	\$72,881.64	\$80,169.80	\$88,186.78	<b>\$241,238</b>
Event Space	\$15,000.00	\$16,500.00	\$18,150.00	<b>\$49,650</b>
Food	\$17,560.95	\$19,317.05	\$21,248.75	<b>\$58,127</b>
Other (Friendsgiving)	\$50,000.00	\$55,000.00	\$60,500.00	<b>\$165,500</b>
Other (Pull Tabs)	\$3,625.00	\$3,987.50	\$4,386.25	<b>\$11,999</b>
Igloo Rental	<b>\$27,205.20</b>	\$29,925.72	\$32,918.29	<b>\$90,049</b>
Video Game	\$1,143.01	\$1,257.31	\$1,383.04	<b>\$3,783</b>
<b>Total Revenue</b>	<b>\$883,202.22</b>	<b>\$971,522.44</b>	<b>\$1,068,674.69</b>	<b>\$2,923,399.35</b>
<b>Cost of Goods Sold</b>	<b>\$105,984.27</b>	<b>\$116,582.69</b>	<b>\$128,240.96</b>	<b>\$350,807.92</b>
Brewing Ingredients	<b>\$113,226.52</b>	<b>\$124,549.18</b>	<b>\$137,004.09</b>	<b>\$374,779.80</b>
<b>Total Cost of Goods Sold</b>	<b>\$219,210.79</b>	<b>\$241,131.87</b>	<b>\$265,245.06</b>	<b>\$725,588</b>
<b>Gross Margin</b>	<b>\$663,991.43</b>	<b>\$730,390.57</b>	<b>\$803,429.63</b>	<b>\$2,197,812</b>
				<b>\$0</b>

<b>Merchant Fees</b>	\$21,050.02	\$23,155.03	\$25,470.53	<b>\$69,676</b>
<b>Advertising</b>	\$13,248.03	\$14,572.84	\$16,030.12	<b>\$43,851</b>
Bad Debts				
Bank Service Fees	\$24.00	\$24.00	\$24.00	<b>\$72</b>
<b>Brewing Supplies</b>	\$6,622.68	\$6,622.68	\$6,622.68	<b>\$19,868</b>
Licenses/Permits	\$3,949.92	\$3,949.92	\$3,949.92	<b>\$11,850</b>
Over/Short	-\$912.48	-\$912.48	-\$912.48	<b>-\$2,737</b>
Charity	\$0.00	\$0.00	\$0.00	<b>\$0</b>
<b>Phone/Internet expense</b>	<b>\$1,068.00</b>	<b>\$1,068.00</b>	<b>\$1,068.00</b>	<b>\$3,204.00</b>
Continuing Education	\$1,200.00	\$1,200.00	\$1,200.00	<b>\$3,600.00</b>
<b>Contract Labor</b>	\$4,455.24	\$4,544.34	\$4,635.23	<b>\$13,635</b>
Dues/Subscriptions	<b>\$6,880.20</b>	<b>\$6,880.20</b>	<b>\$6,880.20</b>	<b>\$20,641</b>
<b>Rent or Lease -- Vehicles, Machinery, Equipment</b>	\$11,524.20	\$11,524.20	\$11,524.20	<b>\$34,573</b>
<b>Insurance (other than health)</b>	\$8,457.24	\$8,457.24	\$8,457.24	<b>\$25,372</b>
Interest Expense (Included below)	\$0.00	\$0.00	\$0.00	<b>\$0</b>
<b>Janitorial</b>	<b>\$4,804.53</b>	<b>\$4,804.53</b>	<b>\$4,804.53</b>	<b>\$14,414</b>
Leasehold Improvements	\$0.00	\$0.00	\$0.00	<b>\$0</b>
Meals/Entertainment	\$504.00	\$504.00	\$504.00	<b>\$1,512</b>
<b>Office Expense</b>	\$1,099.32	\$1,099.32	\$1,099.32	<b>\$3,298</b>
<b>Operating Expenses</b>	<b>\$674.40</b>	\$687.89	\$701.65	<b>\$2,063.93</b>
<b>Outside Services</b>	<b>\$3,672.48</b>	<b>\$3,672.48</b>	<b>\$3,672.48</b>	<b>\$11,017</b>
<b>Payroll</b>	\$336,200.00	\$346,286.00	\$356,674.58	<b>\$1,039,161</b>
Postage	\$224.04	\$224.04	\$224.04	<b>\$672.12</b>
<b>Reimbursements</b>	\$2,900.00	\$2,900.00	\$2,900.00	<b>\$8,700</b>
<b>Rent or Lease -- Other Business Property</b>	<b>\$79,950.65</b>	<b>\$123,596.95</b>	<b>\$137,411.78</b>	<b>\$340,959</b>
CAM+ Fees	<b>\$26,633.85</b>	<b>\$26,633.85</b>	<b>\$26,633.85</b>	<b>\$79,901.55</b>
<b>Repairs/Maintenance</b>	\$6,000.00	\$6,000.00	\$6,000.00	<b>\$18,000.00</b>
<b>Distribution/Delivery expense</b>	<b>\$4,950.00</b>	<b>\$4,950.00</b>	<b>\$4,950.00</b>	<b>\$14,850.00</b>
<b>Utilities</b>	<b>\$13,135.96</b>	<b>\$13,135.96</b>	<b>\$13,135.96</b>	<b>\$39,407.88</b>
Interest Income				
<b>Total Operating Expenses</b>	<b>\$558,316.29</b>	<b>\$615,580.99</b>	<b>\$643,661.83</b>	<b>\$1,817,559.10</b>
<b>Income (Before Other Expenses)</b>	<b>\$105,675.14</b>	<b>\$114,809.59</b>	<b>\$159,767.80</b>	<b>\$380,252.53</b>

<b>Interest (included below)</b>				
<b>Original Commercial Loan</b>	\$12,174.68	\$0.00	\$0.00	<b>\$12,174.68</b>
<b>2019 Friendsgiving Loan</b>	\$3,415.93	\$0.00	\$0.00	<b>\$3,415.93</b>
<b>2% Minneapolis Loan</b>	\$1,919.33	\$0.00	\$0.00	<b>\$1,919.33</b>
<b>Co-signers payment</b>	\$875.00	\$0.00	\$0.00	<b>\$875.00</b>
<b>MNVest Fund</b>	<b>\$0.00</b>	\$0.00	\$0.00	<b>\$0.00</b>
<b>Jeremy Loan (10K)</b>	<b>\$0.00</b>	\$0.00	\$0.00	<b>\$0.00</b>
<b>Taproom Loan</b>	<b>\$6,033.58</b>	\$0.00	\$0.00	<b>\$6,033.58</b>
<b>EIDL</b>	\$1,002.00	\$12,024.00	\$12,024.00	<b>\$25,050.00</b>
<b>Shared Capital Loan</b>	\$35,610.00	\$85,464.00	\$85,464.00	<b>\$206,538.00</b>
<b>Income (Before Other Expenses)</b>	<b>\$105,675.14</b>	<b>\$114,809.59</b>	<b>\$159,767.80</b>	<b>\$380,252.53</b>
<b>Total Other Expenses</b>	<b>\$61,030.52</b>	<b>\$97,488.00</b>	<b>\$97,488.00</b>	<b>\$256,006.52</b>
<b>Net Profit/Loss</b>	<b>\$44,644.62</b>	<b>\$17,321.59</b>	<b>\$62,279.80</b>	<b>\$124,246.01</b>



## **RISK FACTORS**

**A crowdfunding investment involves risk. You should not invest any funds in this offering unless you can afford to lose your entire investment.**

**In making an investment decision, investors must rely on their own examination of the issuer and the terms of the offering, including the merits and risks involved. These securities have not been recommended or approved by any federal or state securities commission or regulatory authority. Furthermore, these authorities have not passed upon the accuracy or adequacy of this document.**

**The U.S. Securities and Exchange Commission does not pass upon the merits of any securities offered or the terms of the offering, nor does it pass upon the accuracy or completeness of any offering document or literature.**

**These securities are offered under an exemption from registration; however, the U.S. Securities and Exchange Commission has not made an independent determination that these securities are exempt from registration.**

8. Discuss the material factors that make an investment in the issuer speculative or risky:

## **RISK FACTORS**

*AN INVESTMENT IN THE SECURITIES OFFERED HEREBY IS SPECULATIVE IN NATURE, INVOLVES A HIGH DEGREE OF RISK AND SHOULD NOT BE MADE BY ANY INVESTOR WHO CANNOT AFFORD THE LOSS OF HIS ENTIRE INVESTMENT. EACH PROSPECTIVE PURCHASER SHOULD CAREFULLY CONSIDER THE FOLLOWING RISKS AND SPECULATIVE FACTORS ASSOCIATED WITH THIS OFFERING, AS WELL AS OTHERS DESCRIBED ELSEWHERE IN THE AGREEMENT, BEFORE MAKING ANY INVESTMENT. THE AGREEMENT CONTAINS CERTAIN STATEMENTS RELATING TO FUTURE EVENTS OR THE FUTURE FINANCIAL PERFORMANCE OF OUR COMPANY. PROSPECTIVE INVESTORS ARE CAUTIONED THAT SUCH STATEMENTS ARE ONLY PREDICTIONS, INVOLVE RISKS AND UNCERTAINTIES, AND THAT ACTUAL EVENTS OR RESULTS MAY DIFFER MATERIALLY. IN EVALUATING SUCH STATEMENTS, PROSPECTIVE INVESTORS SHOULD SPECIFICALLY CONSIDER THE VARIOUS FACTORS IDENTIFIED IN THE AGREEMENT, INCLUDING THE MATTERS SET FORTH BELOW, WHICH COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE INDICATED BY SUCH FORWARD-LOOKING STATEMENTS.*

### **Risks Related to the Company's Business and Financial Condition**

Broken Clock Brewing Cooperative was organized on September 8, 2015. Our business model is evolving and is distinct from other companies in our industry and it may not be successful. As a result of these factors, the future revenue and income potential of our business is uncertain. Any evaluation of our business and prospects must be considered in light of these factors and the risks and uncertainties often encountered by companies in the early stage of development. Some of these risks and uncertainties relate to our ability to:

- raise adequate financing
- respond effectively to competition, and
- attract and retain qualified employees

There can be no assurance that the Company will ever generate sufficient revenues to achieve or sustain profitability or generate positive cash flow. There can be no assurance that the Company will be successful in implementing its business plan.

### ***Competition***

Competition may adversely affect our operations and financial results: The craft brewing industry in Minnesota has experienced significant growth in recent years which has resulted in increased competition amongst consumers. We will compete on the basis of location, atmosphere, product quality, social aspects of the guest experience, guest service and price. We will compete with other locally owned craft breweries. Some of our competitors are well established and have substantially greater financial, marketing and other resources than we do. If we are unable to effectively compete, our operations and financial results will be adversely affected.

### ***Consumer Trends***

Changes in consumer trends could negatively impact our results: We are dependent upon consumer trends with respect to tastes, alcohol consumption and discretionary spending priorities, all of which can shift rapidly. Any adverse change in consumer preferences, tastes or purchasing habits, or our inability to anticipate and effectively respond to such change, could adversely affect our business and financial results.

### ***Demographics***

Adverse changes in demographic or economic conditions or an adverse regulatory climate in the Twin Cities metropolitan area could have a material adverse effect on our business.

Increases in the cost of raw materials could materially adversely affect our financial results: The type, variety, quality and price of our products will be subject to factors beyond our control, including weather, transportation costs, government regulation and seasonality, each of which may affect our materials costs or cause a disruption in supply. If we fail to anticipate and react to increases in materials costs by adjusting purchasing practices and prices, our cost of sales could increase and our financial results could be adversely affected.

### ***Labor Costs***

Increases in labor costs could adversely affect our financial results: Our success depends in part on our ability to attract, motivate and retain a sufficient number of qualified employees. Competition for qualified employees could require us to pay higher wages and benefits, which would result in higher labor costs. We may be unable to increase our prices in order to pass these increased labor costs on to our guests, in which case our profitability would be reduced.

### ***Regulatory Climate***

We are subject to extensive government regulation: We are subject to extensive government regulation at the federal, state and local levels. These include, but are not limited to, regulations relating to the sale of alcoholic beverages and employee, health, sanitation, and safety matters. We will be required to obtain and maintain a variety of licenses, permits and approvals. Difficulty or failure in obtaining them could result in delaying or canceling the opening of the Distillery.

### ***Key Personnel***

The Company is highly dependent on its key management. The loss of any of these individuals could have a material adverse effect on the Company. The Company does not presently maintain key person life insurance on any of these individuals.

### **Risks Associated with the Company's Business**

Our results of operations may be negatively impacted by the coronavirus outbreak.

In December 2019, the 2019 novel coronavirus surfaced in Wuhan, China. The World Health Organization declared a global emergency on January 30, 2020, with respect to the outbreak and several countries, including the United States, Japan and Australia have initiated travel restrictions to and from China. The impacts of the outbreak are unknown and rapidly evolving.

**The Company's business has been impacted by government actions to mitigate the novel coronavirus.** To date the outbreak has not had a material adverse impact on our operations, and the Company will be focusing its franchise sales within states whose coronavirus mitigation efforts have been less restrictive. However, the future impact of the outbreak is highly uncertain and cannot be predicted and there is no assurance that the outbreak will not have a material adverse impact on the future results of the Company. The extent of the impact, if any, will depend on future developments, including actions taken to contain the coronavirus.

### **Risks Associated with this Offering and the Company's Membership Interests**

***This Offering is being made in reliance on an exemption from registration requirements and there is no guarantee the Offering will comply with the requirements for such exemption.***

This Offering will not be registered with the Securities and Exchange Commission ("SEC") under the Securities Act or with the securities agency of any state. The securities are being offered in reliance on an exemption from the registration provisions of the Securities Act and state securities laws applicable to offers and sales to investors meeting the investor suitability requirements set forth herein. If this Offering should fail to comply with the requirements of such exemption, investors may have the right to rescind their investment. This might also occur under applicable state securities or "blue sky" laws and regulations in states where the securities will be offered without registration or qualification pursuant to a private offering or other exemption.

***The Offering has not been reviewed by Securities Agencies.***

The sale of the securities offered hereby has not been approved or disapproved by the SEC or any state regulatory agencies, and no regulatory body has passed upon or endorsed the accuracy, adequacy, or completeness of this document. Accordingly, prospective investors must rely on their own examination of the document, including, without limitation, the merits of, and risks involved in, acquiring the securities.

***There are significant restrictions on the transferability of the securities.***

The securities to be issued upon conversion of the Notes will be restricted securities under the Securities Act and cannot be resold or otherwise transferred unless they are registered under the Securities Act and any applicable state securities laws or are transferred in a transaction exempt from such registration.

**In addition, the Company's Member Control Agreement contains restrictions on transfer of the Company's membership interests.**

Consequently, each investor's ability to control the timing of the liquidation of his or her investment in the Company may be restricted. Investors should be prepared to hold their securities for an indefinite period of time.

***There is no market, and there may never be a market, for the Company's Membership Interests, which may make it difficult for you to sell your Membership Interests Upon Conversion of the Notes.***

The Company is a private company and there is no trading market for any of the Company's securities. Accordingly, there can be no assurance as to the liquidity of any markets that may develop for the Company's membership interests, the ability of holders of its membership interests to sell the same, or the prices at which holders may be able to sell such membership interests.

***We cannot provide assurance regarding distributions.***

The Company Agreement calls for distributions to members after a waiting period. Annual Net Income shall be distributed pro rata to Membership interest, but the existence of Annual Net Income sufficient to make such distributions cannot be guaranteed.

***The Company's managers may be subject to indemnification by the Company in connection with this Offering.***

The Company's Member Control Agreement provides for the indemnification of the Company's managers, and, to the extent permitted by such law, eliminate or limit the personal liability of managers to the Company and its members of monetary damages for certain breaches of fiduciary duty. Such indemnification may be available for liabilities arising in connection with this Offering. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to governors, officers or persons controlling the Company pursuant to the foregoing provisions, the Company has been informed that in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

## **Risks Related to Tax Issues**

EACH PROSPECTIVE MEMBER SHOULD CONSULT HIS, HER OR ITS OWN TAX ADVISOR CONCERNING THE IMPACT THAT HIS, HER OR ITS PARTICIPATION IN THE COMPANY MAY HAVE ON HIS, HER OR ITS FEDERAL INCOME TAX LIABILITY AND THE APPLICATION OF STATE AND LOCAL INCOME AND OTHER TAX LAWS TO HIS, HER OR ITS PARTICIPATION IN THE OFFERING.

***The IRS may classify your investment as a passive activity, resulting in your inability to deduct losses associated with your investment.***

If you are not involved in our operations on a regular, continuing and substantial basis, it is likely that the IRS will classify your interest in the Company as a passive activity. The passive activity rules could restrict an investor's ability to currently deduct any of the Company's losses that are passed through to such investor.

***Income allocations assigned to an investor's Units may result in taxable income in excess of cash distributions, which means you may have to pay income tax on your investment with personal funds.***

Investors will pay tax on their allocated shares of our taxable income. An investor may receive allocations of taxable income that result in a tax liability that is in excess of any cash distributions the Company may make to the investor. Accordingly, investors may be required to pay some or all of the income tax on their allocated shares of the Company's taxable income with personal funds.

***An IRS audit could result in adjustment to the Company's allocations of income, gain, loss and deduction causing additional tax liability to the Company's Members.***

The IRS may audit the Company's income tax returns and may challenge positions taken for tax purposes and allocations of income, gain, loss and deduction to investors. If the IRS were successful in its challenge, an investor may have additional tax liabilities.

**IN ADDITION TO THE ABOVE RISKS, BUSINESSES ARE OFTEN SUBJECT TO RISKS NOT FORESEEN OR FULLY APPRECIATED BY MANAGEMENT. IN REVIEWING THIS AGREEMENT, POTENTIAL INVESTORS SHOULD KEEP IN MIND OTHER POSSIBLE RISKS THAT COULD BE IMPORTANT.**

## **THE OFFERING**

9. What is the purpose of this offering?

To raise capital to purchase furniture and fixtures for the Company's new taproom.

10. How does the issuer intend to use the proceeds of this offering?

## THE OFFERING

### Use of Offering Proceeds

	If Minimum Offering Amount Sold	If Maximum Offering Amount Sold
Total Proceeds	\$ 50,000	\$ 249,999
Net Proceeds of Offering	\$ 50,000	\$ 249,999
Equipment	20,000	20,000
Buildout costs/fixtures and finishes	30,000	229,999
Total Use of Net Proceeds of Offering	\$ 50,000	\$ 249,999



11. How will the issuer complete the transaction and deliver securities to the investors?  
Signed Subscription Agreements will be collected through the funding portal.

12. How can an investor cancel an investment commitment?

**NOTE: Investors may cancel an investment commitment until 48 hours prior to the deadline identified in these offering materials.**

**The intermediary will notify investors when the target offering amount has been met.**

**If the issuer reaches the target offering amount prior to the deadline identified in the offering materials, it may close the offering early if it provides notice about the new offering deadline at least five business days prior to such new offering deadline (absent a material change that would require an extension of the offering and reconfirmation of the investment commitment).**

**If an investor does not cancel an investment commitment before the 48-hour period prior to the offering deadline, the funds will be released to the issuer upon closing of the offering and the investor will receive securities in exchange for his or her investment.**

**If an investor does not reconfirm his or her investment commitment after a material change is made to the offering, the investor's investment commitment will be cancelled and the committed funds will be returned.**

## **OWNERSHIP AND CAPITAL STRUCTURE**

### **The Offering**

13. Describe the terms of the securities being offered.

**Broken Clock Brewing Cooperative**  
**CONFIDENTIAL TERM SHEET**

The following is a summary of the basic terms and conditions of a proposed offering of Convertible Promissory Notes for \$249,999.00 by Broken Clock Brewing Cooperative, a Minnesota cooperative **(the “Company”)**, to **certain qualified investors**.

THIS TERM SHEET IS FOR DISCUSSION PURPOSES ONLY AND IS NOT BINDING ON THE COMPANY OR THE PROSPECTIVE INVESTORS. NEITHER THE COMPANY NOR ANY PROSPECTIVE INVESTORS SHALL BE OBLIGATED TO CONSUMMATE AN INVESTMENT UNTIL APPROPRIATE DOCUMENTATION HAS BEEN PROVIDED TO PROSPECTIVE INVESTORS.

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Securities Offered:	Up to \$249,999.00 of Convertible Promissory Notes <b>(the “Notes”)</b>
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Offering Price:	At least \$50.00 per Note
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Minimum Investment:	\$50.00
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Minimum Offering:	\$50,000.00
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Capital Structure:	The Company has a single class of membership interest. A 100% membership interest was previously issued to <b>the Company’s founder (the “Founder”)</b> in consideration for his contribution to the Company. Up to \$100,000.00 of Convertible Promissory Notes will be sold pursuant to this offering. <b>The Company’s Operating Agreement</b> sets forth the rights of members. Upon maturity, the Notes will be converted into <b>units of the Company’s</b> membership interests.
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Special Perks:	The Notes shall provide for a seven (7) year maturity date and an interest rate of seven percent (7%), paid quarterly. Upon the Maturity Date of the Notes, the Company shall have the option to convert the outstanding principal balance and accrued interest <b>thereon into Units of the Company’s membership</b> interests, with the number of Units to be issued upon
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conversion determined as of the Maturity Date and determined by a qualified business valuation expert.

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Corporate Governance:

As a cooperative association, also known as a “co-op”, and is incorporated in Minnesota under the Minnesota Cooperative Associations Act (since 2003). A co-op is a business that produces or distributes goods or services, owned and operated by its owners, for their mutual benefit.

The Company is managed by its Board of Directors. For more information, please see the GOVERNANCE section, *infra*, and the Company’s Bylaws, a copy of which are attached hereto.

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Convertible Promissory Notes:

*Ownership Interest*

The percentage ownership in the Company represented by the Membership Interests to be issued **upon the Company’s** conversion of the Notes shall be determined by an independent business valuation expert selected by the Company. **Each Member’s pro** rata percentage of Units, and therefore dividends, when and if authorized by the Manager, will be calculated by dividing total Units owned by such Member by the total Units outstanding.

*Voting Interest*

Until such time at the Notes are converted into Membership Interests, the investors of the Company shall have no authority to vote on any matters.

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Restrictions on Transfer:

We will be offering the Convertible Promissory Notes pursuant to certain exemptions from the registration requirements of the Securities Act and applicable state securities laws. Therefore, the Convertible Promissory Notes will not be registered **with the SEC, and will be deemed “restricted securities” under the Securities Act. You will not be** able to re-sell or transfer your Convertible Promissory Notes except as permitted under the Securities Act and applicable state securities laws, pursuant to registration or exemption therefrom.

14. Do the securities offered have voting rights? ☐ Yes ☒ No

15. Are there any limitations on any voting or other rights identified above? ☒ Yes ☐ No

Explain: See Operating Agreement

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16. How may the terms of the securities being offered be modified?

Any material changes to this offering will be communicated through the Funding Portal giving unsubscribed investors an opportunity to positively accept the modifications, reject them, or have their investment commitment automatically refunded.

### **Restrictions on Transfer of the Securities Being Offered**

The securities being offered may not be transferred by any purchaser of such securities during the one year period beginning when the securities were issued, unless such securities are transferred:

- (1) to the issuer;
- (2) to an accredited investor;
- (3) as part of an offering registered with the U.S. Securities and Exchange Commission; or
- (4) to a member of the family of the purchaser or the equivalent, to a trust controlled by the purchaser, to a trust created for the benefit of a member of the family of the purchaser or the equivalent, or in connection with the death or divorce of the purchaser or other similar circumstance.

**NOTE: The term “accredited investor” means any person who comes within any of the categories set forth in Rule 501(a) of Regulation D, or who the seller reasonably believes comes within any of such categories, at the time of the sale of the securities to that person.**

**The term “member of the family of the purchaser or the equivalent” includes a child, stepchild, grandchild, parent, stepparent, grandparent, spouse or spousal equivalent, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the purchaser, and includes adoptive relationships. The term “spousal equivalent” means a cohabitant occupying a relationship generally equivalent to that of a spouse.**

## **Description of Issuer's Securities**

17. What other securities or classes of securities of the issuer are outstanding? Describe the material terms of any other outstanding securities or classes of securities of the issuer.

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Alyssa	Loneragan	<a href="mailto:lone0032@umn.edu">lone0032@umn.edu</a>	507-202-2663	3843 Russell Ave N	Minneapolis	MN	55412
Thomas	Maxey	<a href="mailto:thommmaxey@gmail.com">thommmaxey@gmail.com</a>	612-810-7442	2303 Monroe St. NE	Minneapolis	MN	55418
Tanya	Springer	<a href="mailto:trspringer@comcast.net">trspringer@comcast.net</a>	612-801-3960	2303 Monroe St. NE	Minneapolis	MN	55418
Ben	Swenson	<a href="mailto:bswenson2015@gmail.com">bswenson2015@gmail.com</a>	651-815-5492	1331 N.E. Marshall St. Unit 307	Minneapolis	MN	55413
Zachary	Swenson	<a href="mailto:zakswenson2010@gmail.com">zakswenson2010@gmail.com</a>	651-785-3605	1331 N.E. Marshall St. Unit 307	Minneapolis	MN	55413

Dave	Hilden	davidhilden@gmail.com	952-457-1432	5325 Georgia Ave N	Crystal	MN	55428
Sean	Tillmann	STillmann@aol.com	651-247-2490	2321 Madison Street NE	Minneapolis	MN	55418
Laura	Hauser	hauserlaurak@gmail.com	(612) 618-2628	2321 Madison Street NE	Minneapolis	MN	55418
Katherine	Loutchko	katia165@hotmail.com	763-574-7333	7437 Lakeside Rd. NE	Fridley	MN	55432
Gavin	Watt	gdwatt@gmail.com	612-644-5989	22 Malcolm St.	Minneapolis	MN	55414
Joe	Bove	jbove@rtb19.com	612-789-8423	2912 Roosevelt Ave NE	St. Anthony	MN	55418
Mary Jean	Bove	mjbove@dwelne.com	612-789-8423	2912 Roosevelt Ave NE	St. Anthony	MN	55418
Seth	Spangler	oneseth@gmail.com	720-470-4944	2951 Buchanan St. NE	Minneapolis	MN	55418
Michelle	Spangler	walrus_cornflake@yahoo.com	720-212-9569	2951 Buchanan St. NE	Minneapolis	MN	55418
Tim	Kukula	timkukula@mac.com	612-991-1785	4146 Humboldt Ave N	Minneapolis	MN	55412
Salah	Uweiti	uweitisalah@gmail.com	913-325-3163	4146 Humboldt Ave N	Minneapolis	MN	55412
David	Huisken	davidfhuysken@gmail.com	612-900-7328	5849 2nd Ave S	Minneapolis	MN	55419
Lisa	Huisken	lisamhuysken@gmail.com	763-248-9781	5849 2nd Ave S	Minneapolis	MN	55419
Thomas	Spargo	thetoad14@gmail.com	952-484-9482	218 8th St SE	Minneapolis	MN	55414
Nick	Rosencrans	brokenclockcoop@nickrosencrans.net	612-220-5241	218 8th St SE	Minneapolis	MN	55414
Dean	Jenson	jenson40@msn.com	612-581-6293	3222 Cleveland St. NE	Minneapolis	MN	55418
Emily	Rmaiti	rmaiti06@yahoo.com	612-799-1191	3222 Cleveland St. NE	Minneapolis	MN	55418
Jeff	Puncochar	Jude1331@aol.com	612-384-0103	7104 2nd Ave S	Richfield	MN	55423
Amber	Illies	ILLIE016@Gmail.com	320-248-7192	7104 2nd Ave S	Richfield	MN	55423
William	Kron	wkron22@gmail.com	763-283-8694	12413 Flanders Ct. NE Unit E	Blaine	MN	55449
Stephanie	Gabert	stephanie.gabert11@gmail.com	920-369-6914	215 10th Ave S Unit 415	Minneapolis	MN	55415
Scott	Gabert	scott.gabert49@gmail.com	651-605-1408	215 10th Ave S Unit 415	Minneapolis	MN	55415
Daniel	Bihrl	danielbihrl@gmail.com	701-391-8316	2392 17th Street NW	New Brighton	MN	55112
Machen	Bihrl	machenbihrl@gmail.com	423-827-9137	2392 17th Street NW	New Brighton	MN	55112
Molly	Pothen	mollyjo700@gmail.com	651-247-9829	165 Western Ave N #404	St. Paul	MN	55104

Dan	McCormick	northshorefam@q.com	651-324-0600	1669 18th Ave NW	New Brighton	MN	55112
Linda	McCormick	northshorefam@q.com	952-457-5554	1669 18th Ave NW	New Brighton	MN	55112
Hector	Holguin	hhh9872@aol.com	763-300-6082	1640 73 1/2 Ave NE	Fridley	MN	55432
Larry	Spargo	larryspargo4@yahoo.com	952-261-4426	3225 McKnight Rd.	Chaska	MN	55318
Carolyn	Spargo	<a href="mailto:carolynspargo@gmail.com">carolynspargo@gmail.com</a>	952-201-5480	3225 McKnight Rd.	Chaska	MN	55318
Tom	Pechman	tpechman@gmail.com	612-250-1434	2524 36th Ave NE	Minneapolis	MN	55418
Leah	Mackie	lmackierunner@gmail.com	651-428-4129	2524 36th Ave NE	Minneapolis	MN	55418
Luke	Munroe	luke.munroe@gmail.com	612-327-6010	2203 Heritage Ln	New Brighton	MN	55112
Jessica	Munroe	jess.grehmre@gmail.com	612-558-9522	2203 Heritage Ln	New Brighton	MN	55112
Kerry	Dierickx	kdierickx@gmail.com	612-237-8785	2640 Colfax Ave S. Apt. 306	Minneapolis	MN	55406

18. How may the rights of the securities being offered be materially limited, diluted or qualified by the rights of any other class of security identified above?

See Term Sheet for Details

19. Are there any differences not reflected above between the securities being offered and each other class of security of the issuer? ☐ Yes ☒ No

Explain: \_\_\_\_\_

20. How could the exercise of rights held by the principal shareholders identified in Question 6 above affect the purchasers of the securities being offered?

21. How are the securities being offered being valued? Include examples of methods for how such securities may be valued by the issuer in the future, including during subsequent corporate actions.

The selection of an offering price was based on similar precedent transactions.

22. What are the risks to purchasers of the securities relating to minority ownership in the issuer?

23. What are the risks to purchasers associated with corporate actions including:

- additional issuances of securities,
- issuer repurchases of securities,
- a sale of the issuer or of assets of the issuer or
- transactions with related parties?

24. Describe the material terms of any indebtedness of the issuer:

(1) Sunrise Bank - \$163,848.62, 5.25%, Maturity Date 9.5.2028; (2) SBA - \$199,900.00, 3.75%, Maturity Date 12.24.2052

25. What other exempt offerings has the issuer conducted within the past three years? :

26. Was or is the issuer or any entities controlled by or under common control with the issuer a party to any transaction since the beginning of the issuer's last fiscal year, or any currently proposed transaction, where the amount involved exceeds five percent of the aggregate amount of capital raised by the issuer in reliance on Section 4(a)(6) of the Securities Act during the preceding 12-month period, including the amount the issuer seeks to raise in the current offering, in which any of the following persons had or is to have a direct or indirect material interest:

(1) any officer of the issuer;

(2) any person who is, as of the most recent practicable date, the beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated on the basis of voting power;

(3) if the issuer was incorporated or organized within the past three years, any promoter of the issuer; or

(4) any immediate family member of any of the foregoing persons.

If yes, for each such transaction, disclose the following:

Specified Person	Relationship to Issuer	Nature of Interest in Transaction	Amount of Interest
------------------	------------------------	-----------------------------------	--------------------

## FINANCIAL CONDITION OF THE ISSUER

27. Does the issuer have an operating history? ☐ Yes ☒ No

28. Describe the financial condition of the issuer, including, to the extent material, liquidity, capital resources and historical results of operations.

## FINANCIAL INFORMATION

29. Include the financial information specified below covering the two most recently completed fiscal years or the period(s)



since inception, if shorter:

# Broken Clock Brewing Cooperative

## Balance Sheet

As of December 31, 2021

	TOTAL
<b>ASSETS</b>	
Current Assets	
Bank Accounts	
Brex Account	485.44
Cash on hand	3,500.00
Line of Credit	25,000.00
New Checking Account	169,950.59
Sunrise	0.00
Total Bank Accounts	\$198,936.03
Accounts Receivable	
Accounts Receivable	5,284.26
Total Accounts Receivable	\$5,284.26
Other Current Assets	
Food Inventory	1,387.72
Inventory Asset	18,423.83
Undeposited Funds	6,789.88
Total Other Current Assets	\$26,601.43
Total Current Assets	\$230,821.72
Fixed Assets	
Brewery Supplies	45,134.98
Delivery Vehicle	14,770.50
Furniture and Equipment	185,028.79
New Brewhouse	389,500.50
Total Fixed Assets	\$634,434.77
<b>TOTAL ASSETS</b>	<b>\$865,256.49</b>

# Broken Clock Brewing Cooperative

## Balance Sheet

As of December 31, 2021

	TOTAL
<b>LIABILITIES AND EQUITY</b>	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	165,400.24
<b>Total Accounts Payable</b>	<b>\$165,400.24</b>
Other Current Liabilities	
Crowler Loan	0.00
Direct Deposit Payable	0.00
Payroll Liabilities	
Federal Taxes (941/944)	6,916.00
Federal Unemployment (940)	391.11
MN Income Tax	10,008.09
MN Unemployment Taxes	11,051.50
<b>Total Payroll Liabilities</b>	<b>28,366.70</b>
Sales Tax Agency Payable	0.00
Sales Tax Payable	-36,858.60
<b>Total Sales Tax Agency Payable</b>	<b>-36,858.60</b>
Sales Tax Payable	38,053.07
Square Gift Card	-5,972.92
Square Tips	3,105.74
Unassigned Tax Agency for Apps Payable	0.00
<b>Total Other Current Liabilities</b>	<b>\$26,693.99</b>
<b>Total Current Liabilities</b>	<b>\$192,094.23</b>
Long-Term Liabilities	
2% City Of Minneapolis Loan	20,973.96
2019 Friendsgiving Loan	17,066.31
2nd PPP Loan	0.00
EIDL Loan	199,900.00
Jeremy Mathison 10k Loan	10,000.00
Jeremy Mathison Vehicle Loan	0.00
Kevin Loan	0.00
Notes Payable	0.00
Original Brewery Loan	98,240.63
PPP Loan	0.00
Taproom Loan	55,408.30
Taproom Member Loans	552.24
<b>Total Long-Term Liabilities</b>	<b>\$402,141.44</b>
<b>Total Liabilities</b>	<b>\$594,235.67</b>

# Broken Clock Brewing Cooperative

## Balance Sheet

As of December 31, 2021

	TOTAL
Equity	
Opening Bal Equity	208,116.20
Retained Earnings	-128,790.40
Stock Investment	103,966.00
Net Income	87,729.02
Total Equity	\$271,020.82
TOTAL LIABILITIES AND EQUITY	\$865,256.49

# Broken Clock Brewing Cooperative

## Profit and Loss

January - December 2021

	TOTAL
Income	
2021 Bottle Club	586.98
Friendsgiving	4,232.00
Auction	7,755.00
Bottle Pull	900.00
Friendsgiving Beer Credit	17,447.00
Raffle Tickets	780.00
Total Friendsgiving	31,114.00
Off site events	2,515.00
Other Income	1,080.00
Owner Memberships	400.00
Craft Brewer Membership	1,750.00
Household Membership	9,900.00
Joint Brewers Membership	800.00
Single Membership	5,855.00
Total Owner Memberships	18,705.00
Retail	-85.00
Beer tokens	-840.00
Clocktails	7,025.00
Craftapped	-4,905.00
Crowlers	48.00
Food	13,212.00
Groupon Sales	-46.00
Growler Deposit	-76.00
Hop Passport (2 for 1)	-4,256.50
Igloo Rental	24,520.00
Industry Discount	-258.50
Member Discounts	-45,971.40
Merchandise	26,226.79
on-site event promotions	-24,588.87
Pint Sales	435,711.50
Pub Pass	-22,246.00
Sidewalk Dog	-6,197.00
Soda	5,479.00
Teacher Discount	-276.00
Video Game Revenue	788.34
Vikings Lead	-133.00
Total Retail	403,131.36

# Broken Clock Brewing Cooperative

## Profit and Loss

January - December 2021

	TOTAL
Sales	0.00
Wholesale Beer Sales	142,923.90
Keg/Tap Deposit Return	-60.00
<b>Total Wholesale Beer Sales</b>	<b>142,863.90</b>
<b>Total Sales</b>	<b>142,863.90</b>
Shipping Income	195.00
<b>Total Income</b>	<b>\$600,191.24</b>
Cost of Goods Sold	
Cost of Goods Sold	75,765.75
brewing Ingredients	76,962.25
<b>Total Cost of Goods Sold</b>	<b>152,728.00</b>
Inventory Shrinkage	0.00
Merchant Account Fees	15,528.01
<b>Total Cost of Goods Sold</b>	<b>\$168,256.01</b>
<b>GROSS PROFIT</b>	<b>\$431,935.23</b>
Expenses	
Advertising and Promotion	3,289.23
Off site event supplies	250.62
Website Fees	1,398.02
<b>Total Advertising and Promotion</b>	<b>4,937.87</b>
Bad Debts	-479.00
Bank Service Charges	41.62
Brewing supplies	6,629.85
Business Licenses and Permits	3,356.65
Cash Over and Short	-912.49
Charity Donations	11,942.39
Computer and Internet Expenses	1,068.00
Continuing Education	814.13
Contract labor	4,455.24
Dues and Subscriptions	7,518.43
Equipment Rental	11,264.55
Friendsgiving costs	2,410.50
Insurance Expense	203.57
General Liability Insurance	4,128.36
Insurance Expense Delivery Vehicle	2,184.03
Worker's Compensation	2,035.00
<b>Total Insurance Expense</b>	<b>8,550.96</b>
Interest Expense	11,291.18
Janitorial Expense	6,093.49

# Broken Clock Brewing Cooperative

## Profit and Loss

January - December 2021

	TOTAL
Leasehold Improvements	11,978.05
Taproom Repairs/Maintenance	148.09
<b>Total Leasehold Improvements</b>	<b>12,126.14</b>
Meals and Entertainment	762.91
Off-site events	712.21
Office Supplies	1,099.27
Operating Expense	674.38
Outside Services	5,460.98
Payroll Expenses	
Taxes	28,362.33
Wages	250.00
Commission	9,599.90
Holiday Pay	1,348.66
Hourly 2	1,349.25
Overtime	475.33
Paycheck Tips	0.00
Regular Pay	106,024.70
Salary	118,472.79
Vacation Pay	3,708.63
<b>Total Wages</b>	<b>241,229.26</b>
<b>Total Payroll Expenses</b>	<b>269,591.59</b>
Postage and Delivery	277.15
Professional Fees	5,950.00
Reimbursements	
Reimbursement	1,681.26
<b>Total Reimbursements</b>	<b>1,681.26</b>
Rent Expense	49,040.00
Repairs and Maintenance	6,975.48
Square Fees	0.00
Travel Expense	1,321.81
Cost of Sales	3,765.82
<b>Total Travel Expense</b>	<b>5,087.63</b>
Utilities	27,183.84
<b>Total Expenses</b>	<b>\$465,606.21</b>
<b>NET OPERATING INCOME</b>	<b>\$ -33,670.98</b>
Other Income	
Non taxable PPP loan forgiveness	121,300.00
<b>Total Other Income</b>	<b>\$121,300.00</b>

# Broken Clock Brewing Cooperative

## Profit and Loss

January - December 2021

	TOTAL
Other Expenses	
Bulk Discount	-100.00
Total Other Expenses	\$ -100.00
NET OTHER INCOME	\$121,400.00
NET INCOME	\$87,729.02



30. With respect to the issuer, any predecessor of the issuer, any affiliated issuer, any director, officer, general partner or managing member of the issuer, any beneficial owner of 20 percent or more of the issuer's outstanding voting equity securities, calculated in the same form as described in Question 6 of this Question and Answer format, any promoter connected with the issuer in any capacity at the time of such sale, any person that has been or will be paid (directly or indirectly) remuneration for solicitation of purchasers in connection with such sale of securities, or any general partner, director, officer or managing member of any such solicitor, prior to May 16, 2016:

(1) Has any such person been convicted, within 10 years (or five years, in the case of issuers, their predecessors and affiliated issuers) before the filing of this offering statement, of any felony or mis demeanor:

- (i) in connection with the purchase or sale of any security? ☐ Yes ☒ No
- (ii) involving the making of any false filing with the Commission? ☐ Yes ☒ No
- (iii) arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser, funding portal or paid solicitor of purchasers of securities? ☐ Yes ☒ No

If Yes to any of the above, explain: \_\_\_\_\_

(2) Is any such person subject to any order, judgment or decree of any court of competent jurisdiction, entered within five years before the filing of the information required by Section 4A(b) of the Securities Act that, at the time of filing of this offering statement, restrains or enjoins such person from engaging or continuing to engage in any conduct or practice:

- (i) in connection with the purchase or sale of any security? ☐ Yes ☒ No
- (ii) involving the making of any false filing with the Commission? ☐ Yes ☒ No
- (iii) arising out of the conduct of the business of an underwriter, broker, dealer, municipal securities dealer, investment adviser, funding portal or paid solicitor of purchasers of securities? ☐ Yes ☒ No

If Yes to any of the above, explain: \_\_\_\_\_

(3) Is any such person subject to a final order of a state securities commission (or an agency or officer of a state performing like functions); a state authority that supervises or examines banks, savings associations or credit unions; a state insurance commission (or an agency or officer of a state performing like functions); an appropriate federal banking agency; the U.S. Commodity Futures Trading Commission; or the National Credit Union Administration that:

- (i) at the time of the filing of this offering statement bars the person from:
  - (A) association with an entity regulated by such commission, authority, agency or officer? ☐ Yes ☒ No
  - (B) engaging in the business of securities, insurance or banking? ☐ Yes ☒ No
  - (C) engaging in savings association or credit union activities? ☐ Yes ☒ No
- (ii) constitutes a final order based on a violation of any law or regulation that prohibits fraudulent, manipulative or deceptive conduct and for which the order was entered within the 10-year period ending on the date of the filing of this offering statement? ☐ Yes ☒ No

If Yes to any of the above, explain: \_\_\_\_\_

(4) Is any such person subject to an order of the Commission entered pursuant to Section 15(b) or 15B(c) of the Exchange Act or Section 203(e) or (f) of the Investment Advisers Act of 1940 that, at the time of the filing of this offering statement:

- (i) suspends or revokes such person's registration as a broker, dealer, municipal securities dealer, investment adviser or funding portal? ☐ Yes ☒ No
- (ii) places limitations on the activities, functions or operations of such person? ☐ Yes ☒ No
- (iii) bars such person from being associated with any entity or from participating in the offering of any penny stock?  
☐ Yes ☒ No

If Yes to any of the above, explain: \_\_\_\_\_

(5) Is any such person subject to any order of the Commission entered within five years before the filing of this offering statement that, at the time of the filing of this offering statement, orders the person to cease and desist from committing or causing a violation or future violation of:

- (i) any scienter-based anti-fraud provision of the federal securities laws, including without limitation Section 17(a)(1) of the Securities Act, Section 10(b) of the Exchange Act, Section 15(c)(1) of the Exchange Act and Section 206(1) of the Investment Advisers Act of 1940 or any other rule or regulation thereunder? ☐ Yes ☒ No
- (ii) Section 5 of the Securities Act? ☐ Yes ☒ No

If Yes to any of the above, explain: \_\_\_\_\_

(6) Is any such person suspended or expelled from membership in, or suspended or barred from association with a member of, a registered national securities exchange or a registered national or affiliated securities association for any act or omission to act constituting conduct inconsistent with just and equitable principles of trade?

☐ Yes ☒ No

If Yes, explain: \_\_\_\_\_

(7) Has any such person filed (as a registrant or issuer), or was any such person or was any such person named as an underwriter in, any registration statement or Regulation A offering statement filed with the Commission that, within five years before the filing of this offering statement, was the subject of a refusal order, stop order, or order suspending the Regulation A exemption, or is any such person, at the time of such filing, the subject of an investigation or proceeding to determine whether a stop order or suspension order should be issued?

☐ Yes ☒ No

If Yes, explain: \_\_\_\_\_

(8) Is any such person subject to a United States Postal Service false representation order entered within five years before the filing of the information required by Section 4A(b) of the Securities Act, or is any such person, at the time of filing of this offering statement, subject to a temporary restraining order or preliminary injunction with respect to conduct alleged by the United States Postal Service to constitute a scheme or device for obtaining money or property through the mail by means of false representations?

☐ Yes ☒ No

If Yes, explain: formc.attest.postal.postal

**If you would have answered “Yes” to any of these questions had the conviction, order, judgment, decree, suspension, expulsion or bar occurred or been issued after May 16, 2016, then you are NOT eligible to rely on this exemption under Section 4(a)(6) of the Securities Act.**

## **OTHER MATERIAL INFORMATION**

31. In addition to the information expressly required to be included in this Form, include:

- (1) any other material information presented to investors; and
- (2) such further material information, if any, as may be necessary to make the required statements, in the light of the circumstances under which they are made, not misleading.

## Office of the Minnesota Secretary of State Certificate of Incorporation

I, Steve Simon, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

The business entity is now legally registered under the laws of Minnesota.

Name: Broken Clock Brewing Cooperative

File Number: 841142500035

Minnesota Statutes, Chapter: 308A

This certificate has been issued on: 09/08/2015



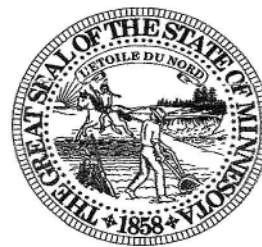
A handwritten signature in black ink that reads "Steve Simon".

Steve Simon  
Secretary of State  
State of Minnesota

# Office of the Minnesota Secretary of State

## Minnesota Cooperative | Articles of Incorporation

Minnesota Statutes, Chapter 308A



Read the instructions before completing this form.

Filing Fee: \$80 for expedited service in-person and online filings, \$60 if submitted by mail

The undersigned incorporator(s), in order to form a Cooperative under *Minnesota Statutes, Chapter 308A* adopt the following:

### Article I – Name of the Cooperative (Required)

Broken Clock Brewing Cooperative

### Article II – Purpose of the Cooperative (Required)

The purpose of this association are to own, lease, mortgage, sell buy, operate, encumber and in all possible ways deal, trade, and invest in real and personal property in this or any other jurisdiction as a principal, agent, partner, either general or limited, or as a member of a joint venture, syndicate or other form of business entity and to own and vote stock in this or any other corporation or association, all of which activities shall be for the use and benefit of the members of the association and their families, and any other purposes permitted by Minnesota Statutes, Chapter 308A.

### Article III – Principal Place of Business (Required)

3444 Grand Ave. S. Unit 202	Minneapolis	MN	55408
Street Address (A PO Box by itself is not acceptable)	City	State	Zip

### Article IV – Duration

The period of duration of this association shall be: (If you do not complete this item, a perpetual duration is assumed by law.)

### Article V – Registered Office Address and Agent (A Registered Office Address is Required)

3800 American Blvd West STE 1500 #300-030	Bloomington	MN	55431
Street Address (A PO Box by itself is not acceptable)	City	State	Zip

The Registered Agent at the above address is: Legalinc Corporate Services INC.

### Article VI – Other Lawful Provisions (Optional)

If the cooperative is to be organized on a capital stock basis, the total authorized number of shares and the par value of each share:

If the shares are to be classified, a description of the classes of shares, including a statement of the number of shares in each class and relative rights, preferences, and restrictions grant to or imposed upon the shares of each class:



The names, post office addresses, and terms of office of the directors of the first board:

Jeremy Mathison  
3444 Grand Ave. S. Unit 202  
Minneapolis, MN 55408

Board Director

**Article VII – Incorporators (Required)**

I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

Jeremy Mathison	3444 Grand Ave. S. Unit 202	Minneapolis	MN	55408
Incorporator's Name	Street Address	City	State	Zip Code

	9/5/2015
Signature	Date

Incorporator's Name	Street Address	City	State	Zip Code

Signature	Date

**Email Address for Official Notices**

Enter an email address to which the Secretary of State can forward official notices required by law and other notices:

info@thebrewatory.com

☐ Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

**List a name and daytime phone number of a person who can be contacted about this form:**

Jeremy Mathison	970-333-0135
-----------------	--------------

Contact Name	Phone Number
--------------	--------------

Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the MN Dept. of Agriculture's Corporate Farm Program.



**Work Item 841142500035**  
**Original File Number 841142500035**

STATE OF MINNESOTA  
OFFICE OF THE SECRETARY OF STATE  
FILED  
**09/08/2015 11:59 PM**

A handwritten signature in black ink that reads "Steve Simon". The signature is written in a cursive, flowing style.

Steve Simon  
Secretary of State

# **By-Laws of Broken Clock Brewing Cooperative**

## **Article 1**

### **NAME AND ORGANIZATION**

**Section 1.1** The organization shall be known as Broken Clock Brewing Cooperative (BCBC) and formed as a brewing cooperative organization within the State of Minnesota pursuant to Minnesota Statute Section 308A.

## **ARTICLE 2**

### **OFFICES**

#### **Section 2.1 Registered Office**

The registered office of Broken Clock Brewing Cooperative (BCBC) in Minnesota is the principal place of business for the organization located at 3134 California St., Suite 122, Minneapolis, MN 55418.

#### **Section 2.2 Principal Executive Office**

The principal executive office of BCBC is the office where the operation's manager is located.

## **ARTICLE 3**

### **Values and Principles**

## **Section 3.1     Principles**

BCBC was founded upon the following provisions comprising The Five Pillars:

- 1. Dignified Treatment of Employees and Customers.**
- 2. Environmental Sustainability.**
- 3. Social and Communal Responsibility.**
- 4. Responsible Allocation of Money and Time.**
- 5. Access to Continuing Education.**

These principles can be exemplified in the following ways:

- a.     Voluntary and Open Membership. BCBC is a voluntary organization, open to all persons able to use their services and willing to accept the responsibilities of membership, without gender, social, racial, political or religious discrimination.
- b.     Democratic Member Control. BCBC is a democratic organization where all members have equal voting rights with one member one vote. Members are invited to participate in setting policy and making decisions either as individual members or seeking election to the board of directors.
- c.     Education and Training. BCBC is dedicated to providing education and training to its members and employees so all may contribute to the development of BCBC.
- d.     Community. BCBC will work for the sustainable development of our community through policies and strategic partnerships approved by our membership.



## **ARTICLE 4**

### **MEMBERSHIP**

#### **Section 4.1    Types of Membership**

There shall be five separate and distinct categories of voting membership (member(s)), all have the same voting rights as described below in Article 6, and one non-voting membership (identified in Section 4.1.6 below).

In order to remain a member in good standing, each individual person in any of the member categories below must be and remain a resident within the state of Minnesota and at time of membership be at least 21 years of age.

Membership shall commence upon the filing of a completed application form and receipt by BCBC of the appropriate membership fee.

##### **Section 4.1.1    Single Member**

A single member is any person who has paid the appropriate membership fee at the time of joining.

##### **Section 4.1.2    Joint Member**

Any two persons who share the same mailing address may join together and pay a discounted membership fee as appropriate at the time of joining.

##### **Section 4.1.3    Brewer Member**

Any single person may join as a brewer member, allowing that brewer member to additional benefits beyond a

single member as defined in the membership application at the time of joining.

#### **Section 4.1.4 Joint Brewer Member**

Any two persons who share the same mailing address may join together as brewer members, entitling both members to additional benefits beyond a joint membership.

#### **Section 4.1.5 Employee Member**

Any person employed by BCBC who does not already have a paid membership will be afforded a complimentary single membership, valid for the terms of their employment. This cannot be combined in any way to create a joint membership. An employee member possesses all rights as a paying single member. Upon termination of employment, an employee member can retain membership by paying the membership fee in effect at the time of termination.

#### **Section. 4.1.6 Non-Patronage Member**

##### **4.1.6.1 Eligibility Requirements:**

Any individual of legal age may become a non-patronage member.

##### **4.1.6.2 Application and Purchase Requirement**

A prospective non-patronage member shall make an application to purchase a non-patronage membership interest in writing to BCBC. The application shall contain, at a minimum, the amount of money, services or other consideration the prospective non-patron member intends to

provide to BCBC, as well as identifying information of the prospective non-patronage member.

Upon approval by the board of directors, the prospective non-patronage member shall sign a membership purchase or service agreement.

#### **4.1.6.3 Approval**

Upon the affirmative (simple majority) vote of the board of directors and execution by the prospective non-patronage member applicant of BCBC's then current purchase or service agreement, the board of directors shall accept the purchase or service agreement of the prospective non-patronage member and accept the money, services, or other consideration offered in exchange for non-patronage consideration.

### **Section 4.2 Distribution of Profits**

If the board of directors decides to issue a return to the membership, returns will be equally distributed among all members in good standing.

Returns to non-patron members, if applicable, are defined in the purchase or service agreement prior to membership.

### **Section 4.3 Termination or Withdrawal of Membership**

Either party may terminate membership through the procedures outlined below.

### **Section 4.3.1 Withdrawal**

Members may withdraw their membership at any time. Withdrawing members shall provide a written resignation to the Board of Directors to the Principal Executive Office as identified in Section 2.2 along with a return address to which BCBC may send a confirmation of their resignation.

### **Section 4.3.2 Withdrawal Fees**

Any member who voluntarily withdraws their membership is entitled to receive full reimbursement of a single membership fee. If one person of a joint membership voluntarily withdraws, such person is entitled to the difference between the single and joint membership fees at the time of joining.

Members who withdraw from the Co-op shall be immediately refunded the full value of their investment provided that such refund does not jeopardize the fiscal solvency of the Co-op. Member joining fee shall be returned subject to offset by any debt owed to the Co-op by the withdrawing member.

### **Section 4.3.3 Expulsion**

A member may be expelled for good cause including, but not limited to: intentionally or repeatedly violating BCBC bylaws, policies of the Board of Directors, breaching any contract with BCBC, willfully obstructing any lawful purpose or activity of BCBC.

Expulsion requires a two-thirds (2/3) majority vote of the Board of Directors. Members who are subject to expulsion shall

be given notice and an opportunity to address the proposed expulsion at the next scheduled meeting of the board of directors. This is a separate proceeding than expulsion from the board as described in 7.5.

Any member expelled through a two-thirds (2/3) majority vote of the board of directors shall immediately forfeit any right to return of any single membership fee.

Any joint member expelled through a two-thirds (2/3) majority vote of the board of directors shall not impact the membership status of the remaining joint member; however, the member status of the remaining joint member shall immediately convert to the respective single membership. Neither the expelled member nor the remaining member is entitled to a reduction in the joining fee due to change in status resulting from the expulsion.

#### **Section 4.4     Transferability**

Memberships may be transferred to an eligible person with the approval of the board of directors. The resulted transferred membership will be conferred the current eligible member benefits.

### **ARTICLE 5**

#### **Meetings**

#### **Section 5.1     Membership Meetings**

Membership meetings shall occur a minimum of twice per calendar year at a time determined by the board of directors. Members shall receive notification of these meetings a

minimum of 30 days prior to but not more than 60 days prior to the meeting.

## **Section 5.2      Special Membership Meetings**

Special meetings may be called by a majority vote of the board of directors or by petition of at least ten percent (10%) of members. The membership shall receive notice of the special meeting at least 7 calendar days before the special meeting is scheduled. The purpose of a special meeting can be for, but not limited to: call for referendum, expulsion of a member, removal of a director, bylaw amendments, or an issue deemed necessary by the membership or the board of directors.

## **Section 5.3      Membership Meeting Quorum**

A quorum for membership meetings shall consist of at least 50 members present, including no fewer than one-third (1/3) of the board of directors members. A member is considered present either through personal appearance at the meeting or by participating remotely through any electronic means that enables the member's full participation in the dialogue of the meeting, including, but not limited to, voting on items before the membership.

## **Section 5.4      Board of Directors Meetings**

Meetings of the board of directors shall meet a minimum of once per calendar month as determined by the board. With a minimum of 2 weeks notice given to the membership.

## **Section 5.5      Special Meetings of the Board of Directors**

Special meetings of the board of directors may be called for by the President subject to a seconding by another board member or by a request from 3 members of the board of directors.

#### **Section 5.6     Closed Meetings**

All meetings of the board shall be open to the membership except for those specifically pertaining to personnel, litigation, real estate, or any other matter deemed sensitive by the board. A meeting in its entirety or in part may be closed by the board following a majority vote.

#### **Section 5.7     Board of Directors Meeting Quorum**

A quorum for board of directors meetings consists of a minimum of two-thirds (2/3) of board members present, at least one of whom must be an Officer of the board as defined below in Article 8. A board member is considered present either through personal appearance at the meeting or by participating remotely through any electronic means that enables the director's full participation in the dialogue of the meeting, including, but not limited to, voting on items before the board.

### **ARTICLE 6**

#### **Voting**

#### **Section 6.1     Voting**

The standard for a successful vote shall be a simple majority unless otherwise specified in these bylaws.

## **Section 6.2     Member Vote**

Each member of BCBC, regardless of membership category (except for non-patronage members), shall be entitled to cast one vote.

## **Section 6.3     Proxy Voting**

No proxy vote is allowed nor will be accepted in any vote of the membership.

## **Section 6.4     Electronic Voting**

All membership voting shall occur primarily via electronic means. The board of directors will make every effort to accommodate exceptions that arise unexpectedly during the voting window.

## **Section 6.5     Eligibility**

All members in good standing at the time of the electronic distribution of ballots are eligible to vote. Persons joining as new members after distribution or during the voting window are ineligible to vote on that ballot.

## **Section 6.6     Board of Director Elections**

An election vote shall be held throughout the entire calendar month of December, or until 10% of the eligible membership has voted, whichever is longer.



Voting will be ranked following the methods for Ranked Choice Voting explained at: [https://www.fairvote.org/rcv#how rcv works](https://www.fairvote.org/rcv#how_rcv_works).

## **Section 6.7      Bylaw Amendment Voting**

Amendments to BCBC bylaws require a voting period of at least 30 calendar days or until 10% of the membership eligible to vote has voted, whichever is longer, and shall require a two-thirds (2/3) majority vote of the members voting to pass. Also see section 9.3.

## **ARTICLE 7**

### **Board of Directors**

#### **Section 7.1      Definition**

The board of directors of BCBC shall consist of no fewer than nine (9) and no more than sixteen (16) directors. The maximum number of directors elected by the membership shall be fifteen (15).

Each year the elected board may choose to add a single board seat to be appointed by the board itself for a one (1) year term, the board may choose to extend the appointment to a maximum of 5 years at which point, the board would need to nominate a different individual to this chair, should the board exercise the additional board seat . The sole purpose of this board member is to assist BCBC with focusing on Race and Equity Chair goals (Section 8.6).

Any permanent change (defined as one that extends beyond the following December) in the number of board members shall require a two-thirds (2/3) majority vote of the members voting.

The purpose of the board of directors is to handle the governance and oversee management of BCBC.

## **Section 7.2     Terms**

Directors shall serve a 3 year term beginning February 1 in the year following the election. A director's term ends on January 31 of the third year of the term. Directors may serve for no more than 2 consecutive 3 year terms or 8 consecutive years, inclusive of time serving on the board by appointment. A director must then wait a minimum of 2 years from the date of the end of their last term before again standing for election.

See Section 7.6 "Vacancy" for exception to three year term.

## **Section 7.3     Eligibility**

Any member in good standing is eligible to run for a seat on the board of directors. No more than 2 employee members may sit on the board of directors at any one time.

Any member who is the spouse of a BCBC employee or shares the same physical address of a BCBC employee is also considered an employee of BCBC for purposes of the number of BCBC employees eligible to sit on the board at any one time.

## **Section 7.4     Designated Signing Authority**

The board shall elect certain members of the board of directors and the Operations Manager to represent and hold signing authority on behalf of BCBC. Designated signers are permitted to, and are authorized to make financial decisions in the name of BCBC with consent of the majority of the other board members.

#### **Section 7.5     Removal**

A director may be removed for due cause (See Board of Directors Handbook). Removal requires a vote of two-thirds (2/3) vote of the entire board of directors. Removal from the Board of Directors does not equate to expulsion from Membership as defined in 4.3.3.

#### **Section 7.6     Vacancy**

A vacancy created on the board of directors shall be filled by selection of the board on a temporary basis until the end of the term year. This board member opening in the election shall only be for the remainder of the term of the board member that vacated their position. This is the only exception to the three (3) year term stated in Section 7.2.

#### **Section 7.7     Electronic Votes**

An electronic vote, or electronic poll, shall follow the same quorum rules as a regular board meeting, except that board members have 72 hours, from the timestamp on the electronic post, to respond to the request to have their presence counted for quorum and their vote, or abstention, cast. All electronic votes will be noted in the minutes of the first regular board meeting following said vote.

## **Section 7.8     Compensation**

Membership on the board of directors is done in a voluntary capacity. As such, no compensation shall be given to members of the board beyond that of any other member volunteer of BCBC.

## **ARTICLE 8**

### **Officers**

#### **Section 8.1     Election**

The officers of BCBC shall be elected by an affirmative vote of the board of directors. The officers of BCBC shall consist of: President/Chair, Vice-President/Vice-Chair, Secretary, Treasurer, and Race and Equity Chair. The minimum role expectations listed in Sections 8.2 - 8.5, a more detailed view of role expectations is available in the Board of Directors Handbook. A person may hold only one office. The officers shall perform such duties and have such responsibilities as provided for in these bylaws or as otherwise determined by the board. Each officer shall hold their title for a term of one year. There is no limit on the number of terms an officer may serve other than limitations on serving on the board of directors as noted in Section 7.2

#### **Section 8.2     President/Chair**

The President shall set the agenda for and preside over board meetings.

The President shall also ensure the Board Handbook is reviewed and updated as needed.

### **Section 8.3     Vice-President/Vice Chair**

The Vice President shall set the agenda for and preside over board meetings in the absence of the President.

The Vice President shall also facilitate board election submission and preside over votes by the membership unless running for re-election.

### **Section 8.4     Secretary**

The Secretary shall be responsible for taking meeting minutes, making said minutes available for review by the board in a timely manner, and posting those approved minutes to the Members Only section of the BCBC website.

The Secretary shall set the agenda for and preside over board meetings in the absence of the President and Vice President.

In the absence of the Secretary, a present board member will volunteer to fulfill the role of the Secretary.

### **Section 8.5     Treasurer**

The Treasurer shall be responsible for preparing and presenting financial documents so that the entire board will have a clear and accurate understanding of the financial health of BCBC. If deemed appropriate by the board, these documents will be posted to the Members Only section of the BCBC website.

The Treasurer shall set the agenda for and preside over board meetings in the absence of the President, Vice President, and Secretary.

#### **Section 8.6      Race and Equity Chair**

The Race and Equity Chair shall be appointed by the board of directors as a seat in addition to the member voted on board size (Section 7.1).

This appointment may be a non-member party of BCBC who has demonstrated commitment, dissuaded bias, and passion to dismantling institutional racism. If the appointed individual is not a member of BCBC, then the individual will be conferred a temporary membership through the duration of their appointment.

### **ARTICLE 9**

#### **Miscellaneous**

#### **Section 9.1      Indemnification**

BCBC shall indemnify, as allowed by law, any officer, director, or employee of BCBC, for expenses and costs actually and necessarily incurred in connection with any claim asserted by reason of the person being or having been such officer, director, or employee except in relation to matters of negligence, fraud, criminal acts or intentional misconduct in respect of the matter in which indemnity is sought. BCBC shall carry appropriate liability insurance to protect its officers,

directors, employees and BCBC itself against the costs of such indemnification.

## **Section 9.2     Severability**

If any section, clause, provision or portion of these bylaws is adjudged unconstitutional or invalid by a court of competent jurisdiction, the remainder of these bylaws shall not be affected thereby.

## **Section 9.3     Amendments**

These bylaws may be amended at any time. Amendments may be proposed by the board of directors or a petition of ten percent (10%) of members. Approval of the amendment(s) shall require a two-thirds (2/3) majority vote of the members voting. Also see Section 6.7.

## **Section 9.4     Sunset**

These bylaws must be reviewed by the membership every five years. The countdown begins December 31, 2020.

## **Section 9.5     Bylaw Provision Control**

To the extent that Section 3.1 “Values and Principles” conflicts with any other bylaw provisions, the bylaw provision shall control.

NEITHER THIS CONVERTIBLE PROMISSORY NOTE NOR THE SECURITIES ISSUABLE UPON CONVERSION HEREOF HAVE BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND NO SALE OR DISPOSITION HEREOF MAY BE EFFECTED EXCEPT IN COMPLIANCE WITH RULE 144 UNDER SUCH ACT OR AN EFFECTIVE REGISTRATION STATEMENT RELATED THERETO OR AN APPLICABLE EXEMPTION THEREFROM. THE SECURITIES ISSUABLE UPON THE CONVERSION HEREOF ARE SUBJECT TO ANY AND ALL RESTRICTIONS ON TRANSFER SET FORTH IN THE GOVERNING DOCUMENTS OF BURNING BROTHERS BREWING, LLC, INCLUDING, BUT NOT LIMITED TO, THE COMPANY'S OPERATING AGREEMENT, COPIES OF WHICH ARE ON FILE IN THE OFFICE OF BURNING BROTHERS BREWING, LLC (AS THE SAME MAY BE FURTHER AMENDED AND/OR RESTATED FROM TIME TO TIME).

### CONVERTIBLE PROMISSORY NOTE

\$ \_\_\_\_\_, 2022  
Minneapolis, Minnesota

For value received, **Broken Clock Brewing Cooperative**, a Minnesota cooperative (the "**Company**"), promises to pay to \_\_\_\_\_ (the "**Holder**"), the principal sum of \_\_\_\_\_ and No/100ths Dollars (\$ \_\_\_\_\_). Interest shall accrue from the date of this Convertible Note on the outstanding and unpaid principal amount at a rate equal to seven percent (7%) per annum, compounded annually.

**1. Maturity.** Unless converted as provided in Section 2, this Convertible Note will automatically mature and be due and payable on \_\_\_\_\_, 2029 (the "**Maturity Date**"). **Subject to Section 2 below**, interest shall accrue on this Convertible Note and accrued interest shall be due and payable with the payment of principal. Notwithstanding the foregoing, the entire unpaid principal sum of this Convertible Note, together with accrued and unpaid interest thereon, shall become immediately due and payable (a) upon the insolvency of the Company, the commission of any act of bankruptcy by the Company, the execution by the Company of a general assignment for the benefit of creditors, the filing by or against the Company of a petition in bankruptcy or any petition for relief under the federal bankruptcy act or the continuation of such petition without dismissal for a period of ninety (90) days or more, or the appointment of a receiver or trustee to take possession of the property or assets of the Company; and (b) at the Holder's option, upon a default under this Convertible Note.

**2. Conversion.**

(a) **Investment by the Holder.** At the Company's option at any time on or before the Maturity Date, all or a portion of the principal amount of this Convertible Note, after payment of all accrued unpaid interest under this Convertible Note, shall be converted into membership interests of the Company (the "**Membership Interests**" or "**Units**"). The percentage ownership in the Company represented by the Membership Interests to be issued upon such conversion shall be determined by an independent business



valuation expert selected by the Company. On the Maturity Date, any outstanding principal of, together with accrued unpaid interest on, this Convertible Note shall, at Company's option, be repaid to Holder in immediately available funds or converted into Membership Interests using the formula set forth above in this paragraph.

(b) **Mechanics and Effect of Conversion.** Upon payment of all accrued principal and interest hereunder, or upon conversion of all principal under this Convertible Note pursuant to this Section 2, as applicable the Holder shall surrender this Convertible Note, duly endorsed, at the principal offices of the Company. At its expense, the Company will, as soon as practicable thereafter, issue and deliver to such Holder, at such principal office, a certificate or certificates (or if Membership Interests are not certificated, then reflect on the Company's official records) showing the Holder's percentage ownership in the Company evidenced by the Class B Membership Interests to which Holder is entitled upon such conversion, together with any other securities and property to which the Holder is entitled upon such conversion under the terms of this Convertible Note, including a check payable to the Holder for any cash amounts payable as described herein. Upon payment of all accrued unpaid interest hereunder, and conversion of this Convertible Note, the Company will be forever released from all of its obligations and liabilities under this Convertible Note with regard to that portion of the principal amount being converted including without limitation the obligation to pay such portion of the principal amount and accrued interest.

**3. Payment.** Prepayment this Convertible Note may be made at any time without penalty. All payments shall be made in lawful money of the United States of America at such place as the Holder hereof may from time to time designate in writing to the Company. Payment shall be credited first to the accrued interest then due and payable and the remainder applied to principal.

**4. Transfer; Successors and Assigns.** The terms and conditions of this Convertible Note shall inure to the benefit of and be binding upon the respective successors and assigns of the parties. Notwithstanding the foregoing, the Holder may not assign, pledge, or otherwise transfer this Convertible Note without the prior written consent of the Company, except for transfers to affiliates. Subject to the preceding sentence, this Convertible Note may be transferred only upon surrender of the original Convertible Note for registration of transfer, duly endorsed, or accompanied by a duly executed written instrument of transfer in form satisfactory to the Holder. Thereupon, a new note for the outstanding principal amount and interest will be issued to, and registered in the name of, the transferee. Interest and principal are payable only to the registered holder of this Convertible Note.

**5. Governing Law.** This Convertible Note and all acts and transactions pursuant hereto and the rights and obligations of the parties hereto shall be governed, construed and interpreted in accordance with the laws of the State of Minnesota, without giving effect to principles of conflicts of law.

**6. Notices.** Any notice required or permitted by this Convertible Note shall be in writing and shall be deemed sufficient upon delivery, when delivered personally or

by a nationally-recognized delivery service (such as Federal Express or UPS), or by confirmed facsimile or forty-eight (48) hours after being deposited in the U.S. mail, as certified or registered mail, with postage prepaid, addressed to the party to be notified at **such party's address as set forth below or as subsequently modified by written notice.**

**7. Amendments and Waivers.** Any term of this Convertible Note may be amended only with the written consent of the Company and the Holder. Any amendment or waiver effected in accordance with this Section 7 shall be binding upon the Company, the Holder and each transferee of the Convertible Note.

**8. Action to Collect on Convertible Note.** If action is instituted to collect on this Convertible Note, the Company promises to pay all costs and expenses, including **reasonable attorney's fees, incurred in connection with any collection action.**

**COMPANY:**

**BROKEN CLOCK BREWING  
COOPEATIVE**

By:\_\_\_\_\_

Name:\_\_\_\_\_

(print)

Title:\_\_\_\_\_

Address:\_\_\_\_\_

## ONGOING REPORTING

The issuer will file a report electronically with the Securities & Exchange Commission annually and post the report on its website, no later than:  
(120 days after the end of each fiscal year covered by the report)

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Once posted, the annual report may be found on the issuer's website at:  
<http://www.brokenclockbrew.com>

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The issuer must continue to comply with the ongoing reporting requirements until:

- (1) the issuer is required to file reports under Section 13(a) or Section 15(d) of the Exchange Act;
- (2) The issuer has filed, since its most recent sale of securities pursuant to this part, at least one annual report pursuant to this section and has fewer than 300 holders of record;
- (3) The issuer has filed, since its most recent sale of securities pursuant to this part, the annual reports required pursuant to this section for at least the three most recent years and has total assets that do not exceed \$10,000,000;
- (4) the issuer or another party repurchases all of the securities issued in reliance on Section 4(a)(6) of the Securities Act, including any payment in full of debt securities or any complete redemption of redeemable securities; or
- (5) the issuer liquidates or dissolves its business in accordance with state law.