



APPLICATION FOR ASSISTANCE

Each applicant seeking assistance must complete this application and provide required supplemental form/documentation. A **non-refundable** application fee of \$350.00 must be included with this application. Make check payable to COMIDA. Please see page 10 for additional information on costs and fees.

Please answer all questions. Use "None" or "Not Applicable" where necessary. Information in this application may be subject to public review under New York State Law, except for information that is considered deniable by the Freedom of Information Law. This form is available at www.growmonroe.org.

I. APPLICANT

A. **Name** Li-Cycle Inc.
Address 2351 Royal Windsor Drive, Unit 10
City/State/Zip Mississauga, ON L5J 4S7
Tax ID No. 38-4121347
Contact Name Bruce MacInnis
Title Chief Financial Officer
Telephone +1 416-602-4402
E-Mail bruce.macinnis@li-cycle.com

B. **Owners of 20% or more of Applicant Company**

Name	%	Corporate Title
<u>Ajay Kochhar</u>	<u>29</u>	<u>CEO</u>
<u>Adonis Pouroulis</u>	<u>14.7</u>	<u>Seed Investor</u>
<u>Tim Johnston</u>	<u>13.4</u>	<u>Board Chairman</u>
<u>Other Series Investor: 42.9</u>		

C. **Applicant's Legal Counsel**

Name Jesse Dunbar
Firm Barclay Damon, LLP
Address 2000 Five Star Bank Plaza
City/State/Zip Rochester, NY 14604
Telephone (212) 784-5803
Fax _____
Email jdunbar@barclaydamon.com

II. PROJECT

A. **Address of proposed project facility**
100 Latona Road, B350
Rochester, NY 14614
Tax Map Parcel Number 090.05-1-14.11
City/Town/Village Greece
School District Greece Central
Current Legal Owner of Property
Eastman Kodak Company

B. **Proposed User(s)/Tenant(s) of the Facility**

If there are multiple Users/Tenants, please attach additional pages.

Company Name Same as Column 1
Address _____
City/State/Zip _____
Tax ID No. _____
Contact Name _____
Title _____
Telephone _____
E-Mail _____

% of facility to be occupied by company 22%

C. **Owners of 20% or more of User/Tenant Company**

Name	%	Corporate Title
<u>Same as Column 1</u>		

D. **Benefits Requested (Check all that apply)**

- ☒ Sales Tax Exemption
☐ Industrial Revenue Bond Financing
☐ Mortgage Recording Tax Exemption
☐ Real Property Tax Abatement

E. Description of project (check all that apply)

- ☐ New Construction
- ☒ Existing Facility
 - ☐ Acquisition
 - ☐ Expansion
 - ☒ Renovation/Modernization
- ☒ Acquisition of machinery/equipment
- ☐ Other (specify) _____

GENERAL DESCRIPTION OF THE PROJECT AND BACKGROUND ON USER(S) OF THE FACILITY
(Attached additional sheets as necessary)

Li-Cycle's goal is to create a safe and sustainable way to recover the resources from end-of-life lithium-ion batteries. The fully operational Spoke 2 Plant processing approx. 5,000 metric tons of lithium-ion batteries per year. The spoke plant processes lithium ion batteries and provides three (3) products: plastics, shred metal, and Black Mass. The Black Mass is an intermediate product which can be processed further by Li-Cycle's hydro-metallurgical technology (Hub) or third-party facilities. The shred metal and plastics can also be retailed to third party facilities which further process these materials. Currently, Black Mass and shred metals are intermediate products which can be sold to third-party facilities, and can be leveraged as a revenue stream while Li-Cycle's Hub technology is being refined and commercialized.

The Li-Cycle process plant is being manufactured in Kingston, Ontario in Canada and will be transported to and assembled in Building 350 in an open-frame, free standing structure upon completion of manufacturing and testing.

The project scope includes: construction, procurement, commissioning, and operation of the Spoke Plant. There are architectural, mechanical, electrical, and plumbing upgrades that must take place in order for the facility to operate. Architectural upgrades include a demising wall to separate Li-Cycle space from the rest of Building 350, constructing a new office space for employees, and upgrading the break-room areas. Mechanical upgrades are mostly associated with upgrading the HVAC system to accommodate the needs of the process plant as well as regular building occupancy. Electrical and plumbing upgrades are also required for bringing the necessary utilities to the process plant as well as for the office space as mentioned above.

A majority of the procurement costs associated with the project are based on operational or safety equipment rather than process-based equipment. Key examples of this equipment include personal protective equipment for the employees, safety equipment such as fire extinguishers and first-aid kits, and operation equipment such as forklifts, pallet jacks, and tools for battery disassembly. In order to effectively operate the Spoke 2 Facility at Eastman Business Park, an off-site storage facility in Webster, NY (described below) is used to store the batteries until they are ready to be processed at the facility.

Li-Cycle selected Eastman Business Park as the location for it's Spoke 2 Facility due to the unique space and utility offerings as well as the excellent people that have helped make this project a reality.

II. PROJECT (cont'd)

F. Are other facilities or related companies located within New York State?

☒ Yes ☐ No

Location:

1720 Boutler Industrial Park

Webster, NY 14580

Will the Project result in the removal of an industrial or manufacturing plant of the Project occupant from one area of the state to another area of the state?

☐ Yes ☒ No

Will the Project result in the abandonment of one or more plants or facilities of the Project occupant located within the state?

☐ Yes ☒ No

If Yes to either question, explain how, notwithstanding the aforementioned closing or activity reduction, the Agency's Financial Assistance is required to prevent the Project from relocating out of the State, or is reasonably necessary to preserve the Project occupant's competitive position in its respective industry**:

G. Please confirm by checking the box, below, if there is likelihood that the Project would not be undertaken but for the Financial Assistance provided by the Agency?

☒ Yes ☐ No

If the Project could be undertaken without Financial Assistance provided by the Agency, then provide a statement in the space provided below indicating why the Project should be undertaken with the Financial Assistance to be provided by the Agency**:

COVID-19 has caused a significant delay in
terms of building upgrades and plant
manufacturing, and as such, the costs
associated with the project have increased.
There is still a large amount of
uncertainty and risk due to COVID-19.

**To be completed with Agency assistance.

H. **PROJECT TIMELINE**

Proposed Date of Acquisition

7/1/2019

Proposed Commencement Date of Construction

8/24/2020

Anticipated Completion Date

11/1/2020

I. **Contractor(s)**

Eastman Kodak Company

Zeton

J. **State Environmental Quality Review (SEQR) Act Compliance**

COMIDA, in granting assistance to the Applicant, is required to comply with the New York State Environmental Quality Review Act (SEQR). This is applicable to projects that require the state or local municipality to issue a discretionary permit, license or other type of Approval for that project.

Does the proposed project require discretionary permit, license or other type of approval by the state or local municipality?

☒ YES – Include a copy of any SEQR documents related to this Project including Environmental Assessment Form, Final Determination, Local Municipality Negative Declaration, etc.

☐ NO

III. PROPERTY TAX ABATEMENT/PAYMENT IN LIEU OF TAX AGREEMENT (PILOT)

Check One:

☐ **JOBSPLUS**

Requirements:

- Company must commit to a 10% increase in full-time equivalent employment, measured on the existing impacted employee base, over a 3 year period. The required number of jobs is _____.

☐ **LEASEPLUS**

Requirements:

- University and/or medical related facilities in which a 501(c)3 entity leases from a for-profit entity.
- Company must commit to a 10% increase in full-time equivalent employment, measured on the existing impacted employee base, over a 3 year period. The required number of jobs is _____.

☐ **ENHANCED JOBSPLUS**

Requirements:

- A minimum \$15 million investment in new plant, machinery and equipment or renovation of existing building(s) **AND**
- A minimum of 100 new jobs from new companies locating in Monroe County, or existing companies expanding operations here.

☐ **GREEN JOBSPLUS**

Requirements:

- LEED® Certification – Project must be rated as Certified, Gold, Silver or Platinum by the United States Green Building Council's Leadership in Energy and Environmental Design (LEED®) Green Building Rating System.
- Company must commit to a 10% increase in full-time equivalent employment, measured on the existing impacted employee base, over a 3 year period. The required number of jobs is _____.

☐ **SHELTER RENTS**

for student housing or affordable housing projects.

☐ **Local Tax Jurisdiction Sponsored PILOT**

☒ **NO PROPERTY TAX ABATEMENT IS SOUGHT FOR THIS PROJECT**

IV. APPLICANT PROJECT COSTS

- A. Estimate the costs necessary for the construction, acquisition, rehabilitation, improvement and/or equipping of the project by the APPLICANT.

Building Construction or Renovation

- a. MATERIALS a. \$ 674,100
b. LABOR b. \$ 1,572,900

Site Work

- c. MATERIALS c. \$ 35,000
d. LABOR d. \$ 30,000
e. Non-Manufacturing Equipment e. \$ 558,000
f. Furniture and Fixtures f. \$ 7,500
g. LAND and/or BUILDING Purchase g. \$ N/A
h. Manufacturing Equipment h. \$ N/A
i. Soft Costs (Legal, Architect, Engineering) i. \$ 85,000

Other (specify) j. _____ j. \$ _____
k. _____ k. \$ _____
l. _____ l. \$ _____
m. _____ m. \$ _____

Total Project Costs \$ 2,962,500

- B. Sources of Funds for Project Costs:

- a. Tax-Exempt Industrial Revenue Bond a. \$ _____
b. Taxable Industrial Revenue Bond b. \$ _____
c. Tax-Exempt Civic Facility Bond c. \$ _____
d. Bank Financing d. \$ _____
e. Public Sources e. \$ 450,000

Identify each state and federal grant/credit

_____ \$ _____
_____ \$ _____
_____ \$ _____
_____ \$ _____

- f. Equity \$ 2,512,500
TOTAL SOURCES \$ 2,962,500

- C. Has the applicant made any arrangements for the financing of this project?

☐ Yes ☒ No

If so, please specify bank, underwriter, etc.

NOTE FOR SECTION A.a. and A.b.

MEP and Architectural Bids did not include
breakdown for labor and materials

IV. COMPLETE FOR EACH USER/TENANT THAT IS SEEKING SALES TAX EXEMPTION USER(S)/TENANT(S) PROJECT COSTS

Use additional sheets as necessary

Company Name Li-Cycle Inc.

- A. Estimate the costs necessary for the construction, acquisition, rehabilitation, improvement and/or equipping of the project by the user(s)/tenant(s) for which a sales tax exemption is requested.

Estimated Costs Eligible for Sales Tax Exemption Benefit

- a. MATERIALS a. \$ _____
b. LABOR b. \$ _____
c. Non-Manufacturing Equipment c. \$ _____
d. Furniture and Fixtures d. \$ _____
Other (specify) e. _____ e. \$ _____
f. _____ f. \$ _____
g. _____ g. \$ _____
h. _____ h. \$ _____

Total \$ _____

A non-refundable fee of 1/4% on TOTAL(e) above is due and payable upon issuance of a Sales Tax Letter to User(s)/Tenant(s)

Li-Cycle Inc.

User/Tenant Company

Signature _____, Title _____ Date _____

For Office Use Only	
Total Assessment Value	
Land	Building
Applicant 2602-	20 029 A
User/Tenant 2602-	
RM	

VI. Value of Incentives

Project name: *Li-Cycle Inc.*

A. IDA PILOT Benefits:

Current Land Assessment	Taxes on Land	0
Dollar Value of New Construction & Renovation Costs		
Estimated New Assessed Value of Project Subject to IDA	0	

County Tax rate/\$1,000

Local Tax Rate* Tax Rate/\$1,000

School Tax Rate /\$1,000

Total Tax Rate 0.00

PILOT Year	% Payment	County PILOT Amount	Local PILOT Amount	School PILOT Amount	Total PILOT Amount	Full Tax Payment w/o PILOT	Net Exemption
1	90%	0	0	0	0	0	0
2	80%	0	0	0	0	0	0
3	70%	0	0	0	0	0	0
4	60%	0	0	0	0	0	0
5	50%	0	0	0	0	0	0
6	40%	0	0	0	0	0	0
7	30%	0	0	0	0	0	0
8	20%	0	0	0	0	0	0
9	10%	0	0	0	0	0	0
10	0%	0	0	0	0	0	0
Total		0	0	0	0	0	0

* Local Tax Rate for Town/City/Village

B. Sales Tax Exemption Benefit:

Estimated value of Sales Tax exemption:	<u>\$101,968</u>
Estimated duration of Sales Tax exemption:	<u>12/31/2021</u>

C. Mortgage Recording Tax Exemption Benefit:

Estimated Value of Mortgage Recording Tax exemption:	<u> </u>
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D. Industrial Revenue Bond Benefit

IRB inducement amount, if required:	<u>\$0</u>
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E. Percentage of Project Costs financed from Public Sector sources:

Total Value of Incentives:	<u>\$101,968.00</u>	<u>3.44%</u>
Sources of Funds (Section IV.B.)	<u>\$2,962,500.00</u>	

** All estimates are based on current tax rates.

VII. PROJECTED EMPLOYMENT

Complete for each Applicant or User/Tenant

Company Name: Li-Cycle Inc.

Applicant: ☒ or User/Tenant: ☐

You **must** include a copy of the most recent NYS-456 Quarterly Combined Withholding, Wage Reporting and Unemployment Insurance Return OR if you have multiple locations within New York State, the Bureau of Labor – BLS 3020 – Multiple Worksite Report

	Current # of jobs at proposed project location or to be relocated to project location	IF FINANCIAL ASSISTANCE IS GRANTED – project the number of FTE and PTE jobs to be RETAINED	IF FINANCIAL ASSISTANCE IS GRANTED – project the number of FTE and PTE jobs to be CREATED upon THREE Years after Project completion	Estimate number of residents of the Labor Market Area in which the Project is located that will fill the FTE and PTE jobs to be created upon THREE Years after Project Completion **
Full time (FTE)	0	1	41	41
Part Time (PTE)				
Total				

** For purposes of this question, please estimate the number of FTE and PTE jobs that will be filled, as indicated in the third column, by residents of the Labor Marker Area, in the fourth column. The Labor Marker Area includes: Monroe County, Orleans County, Genesee County, Wyoming County, Livingston County, Ontario County, Wayne County, Yates County, and Seneca County chosen at the Agency's discretion.

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VIII. LOCAL LABOR

To be completed by all Applicants and Users/Tenants of Projects which include the construction of new, expanded or renovated facilities:

Company Name Li-Cycle Inc.
Applicant: ☒ **or** **User/Tenant:** ☐

All project employees of the general contractor, subcontractor, or sub to a subcontractor (contractors) working on the project must reside within the following counties in the State of New York: Monroe, Genesee, Livingston, Ontario, Orleans, Seneca, Wayne, Wyoming or Yates. The All-Local Labor criterion will be verified based on employment, payroll and related records.

COMIDA understands that at certain times local labor may not be available within the local area. Under this condition, applicants are required to complete a waiver request of the All-Local Labor requirement prior to beginning construction. Contractors do not have to be local companies as defined herein, but must employ local people to qualify under the All-Local Labor criterion.

The foregoing terms have been read, reviewed and understood by the Applicant or User/Tenant and all appropriate personnel. Furthermore, the undersigned agrees and understands that the information contained herein must be transmitted and conveyed in a timely fashion to all applicable subcontractors, suppliers and materialman. Furthermore, the undersigned agrees to post and maintain a sign, provided by COMIDA, in a prominent, easily accessible location, identifying the project as a recipient of COMIDA assistance and the local labor requirements associated with this assistance.

Furthermore, the undersigned realizes that failure to abide by the terms herein could result in COMIDA revoking all or any portion of benefits it deems reasonable in its sole discretion for any violation hereof.

Li-Cycle Inc.

(APPLICANT or USER/TENANT COMPANY)

B. McInnis CFO 7/27/2020
Signature , Title Date

IX. **FEES**

1. **Application Fee - Send with Completed Application**

A non-refundable application fee of Three Hundred Fifty Dollars (\$350.00) shall be charged each applicant.

2. **Administrative Fee - Paid at Closing**

- (a) For tax-exempt IRB bond issues, the fee shall be one percent (1%) of the project amount. For projects that utilize a Payment In Lieu of Taxes (PILOT) agreement, an additional one-quarter percent (1/4%) will be added.
 - (b) For lease/leaseback transactions and taxable bond issues, the fee shall be one-half percent (1/2%) of the project amount. For projects that utilize a Payment In Lieu of Taxes (PILOT) agreement, an additional one-quarter percent (1/4%) will be added.
 - (c) For refunding outstanding COMIDA bond issues, the fee shall be one-quarter percent (1/4%) of the new issuance amount.
3. If a sales tax letter is required prior to closing, a non-refundable twenty-five percent (25%) of the Administrative Fee and Agency Counsel fee is payable at that time. This amount will be applied towards the Administrative fee and Agency Counsel Fee. The Sales Tax Letter shall only be for a three (3) month period. If the project does not have a formal closing within three (3) months of the sales tax letter being issued, and an extension is not granted, the balance of the Administrative fee and Agency Counsel fee become immediately due and payable.
4. Agency Counsel fee is one-third (1/3) of the Agency's Administrative fee, with a minimum fee for a lease/leaseback transaction of \$4,000.00.
5. Designated Bond Counsel fee is based on the complexity and amount of the transaction.

Li-Cycle Inc.

(APPLICANT or USER/TENANT COMPANY)

B. MacIntyre CFO 7/27/2020
Signature , Title Date

X. CERTIFICATION

The undersigned company officer and/or user/tenant officer each hereby certifies, on behalf of the company and/or user/tenant, respectively (each singularly and together, the "Applicant"), as follows:

- A. The information contained in this Application, including employment information, is true and correct. The Applicant is aware that any material misrepresentation made in this Application constitutes an act of fraud, resulting in revocation of COMIDA benefits.
- B. The undersigned, on behalf of the Applicant, hereby certifies that the Applicant, and all parties which own a minimum of 20% of the Applicant are current and will remain current on all real property, federal, state, sales, income and withholding taxes throughout the term of any agreements made in connection with this Application.
- C. Compliance with N.Y. GML Sec. 862(1): Applicant understands and agrees that the provisions of Section 862(1) of the New York General Municipal Law, as provided below, will not be violated if Financial Assistance is provided for the proposed Project:

§ 862. Restrictions on funds of the agency. (1) No funds of the agency shall be used in respect of any project if the completion thereof would result in the removal of an industrial or manufacturing plant of the project occupant from one area of the state to another area of the state or in the abandonment of one or more plants or facilities of the project occupant located within the state, provided, however, that neither restriction shall apply if the agency shall determine on the basis of the application before it that the project is reasonably necessary to discourage the project occupant from removing such other plant or facility to a location outside the state or is reasonably necessary to preserve the competitive position of the project occupant in its respective industry.
- D. Compliance with Applicable Laws: The Applicant confirms and acknowledges that the owner, occupant, or operator receiving Financial Assistance for the proposed Project is in substantial compliance with applicable local, state and federal tax, worker protection and environmental laws, rules and regulations.
- E. False and Misleading Information: The Applicant confirms and acknowledges that the submission of any knowingly false or knowingly misleading information may lead to the immediate termination of any Financial Assistance and the reimbursement of an amount equal to all or part of any tax exemption claimed by reason of the Agency's involvement the Project.
- F. Recapture: Should the Applicant not expend as projected or hire as presented, the Agency may view such information/status as failing to meet the established standards of economic performance. In such events, some or all of the benefits taken by the Applicant will be subject to recapture.
- G. Applicant hereby releases the County of Monroe Industrial Development Agency ("Agency") from, agrees that the Agency shall not be liable for, and agrees to indemnify, defend and hold the Agency harmless from and against any and all liability arising from or expense incurred by (A) the Agency's examination and processing of, and action pursuant to or upon, this Application, regardless of whether or not this Application or the Project described herein or the tax exemptions and other assistance requested herein are favorably acted upon by the Agency; (B) the Agency's acquisition, construction, renovation and/or equipping of the Project described herein; and (C) any further action taken by the Agency with respect to the Project; including, without limiting the generality of the foregoing, all causes of action and attorneys' fees and any other expenses incurred in defending any suits or actions which may arise as a result of any of the foregoing. Applicant hereby understands and agrees, in accordance with Section 875(3) of the New York General Municipal Law, that any New York State and local sales and use tax exemption claimed by the Applicant and approved by the Agency in connection with the Project may be subject to recapture by the Agency under such terms and conditions as will be set forth in the Agent Agreement to be entered into by and between the Agency and the Applicant. The Applicant further represents and warrants that the information contained in this

Application, including without limitation, information regarding the amount of New York State and local sales and use tax exemption benefits, is true, accurate and complete.

APPLICANT COMPANY

B. McInnis CFO 7/27/2020
Signature , Title Date

USER/TENANT COMPANY

Signature , Title Date