Western Ceramics Company 1, LLC

1700 20th Street, Oakland, CA 94607 Nicholas Goldberg, Chief Operating Officer

Date: March 17, 2022

Application Facts:

Industry Manufacturing
NAICS 327110
Type of App New
Location Lyon County

RDA NNDA, Amy Miller

Company Profile

Western Ceramics Company 1, LLC (Western Ceramics) is considering establishing a 450,000 + sq. ft. facility in Fernley. Western Ceramics is a subsidiary of Lilac Solutions, Inc (Lilac). Lilac is a leading lithium extraction technology company based in Oakland, California, focused on the development of technology and materials for the production of lithium products. Using cutting edge technology, Lilac enables the more efficient and environmentally friendly production of lithium, a critical mineral, for the battery supply chain. Lilac is currently examining an expansion of its operations in several markets across the Western United States through its subsidiary Western Ceramics. Western Ceramics will manufacture at commercial-scale ceramic materials used by Lilac in the production of lithium products. Lilac prides itself on being an engaged community partner and employer of choice, and intends to continue this with Western Ceramics. Its team takes pride in working with local organizations, schools, and non-profits to provide education and training to new generations about sustainable resource management and engineering practices. The company is also considering various locations in Utah, Arizona and Texas. Source: Western Ceramics Company 1, LLC

Tax Abatement Requirements:	<u>Statutory</u>	Company Application	Meeting Requirements	
Job Creation	10	24 Ye		
Average Wage	\$26.67	\$43.63	Yes	
Equipment Capex (SU & MBT)	\$250,000		Yes	
Equipment Capex (PP)	\$1,000,000	\$25,136,727 Yes		
Additional Requirements:				
Health Insurance	65%	75%	Yes	
Revenues generated outside NV	51%	80%	Yes	
Business License	☐ Current	Pending	Will comply	
Total Tax Liability (without tax abatements)	Direct (company)		Total	
	\$3,829,166		\$10,690,863	
Tax Abatements	Contract Terms		Estimated Tax Abatement	
Sales Tax Abmt.	2% for 2 years		\$1,281,973	
Modified Business Tax Abmt.	50% for 4 years \$87,915			
Personal Property Tax Abmt.	50% for 10 years \$934,314			
Total Estimated Tax Abatement over 10 yrs.			\$2,304,202	
Net New Tax Revenues	<u>Direct</u>	Indirect	Taxes after Abatements	
Local Taxes				
Property	\$3,760,579	\$3,760,579 \$1,479,520		
Sales	\$331,500 \$581,886 \$913,386			
Lodging	\$0	\$128,551	\$128,551	
State Taxes				
Property	\$185,675	\$128,158	\$313,833	
Sales	\$632,735	\$400,334	\$1,033,069	
Modified Business	\$599,284	\$152,850	\$752,134	
Lodging	\$0 \$5,589 \$5,589			
Total Estimated New Tax Revenue over 10 yrs.	\$5,509,773	\$2,876,888	\$8,386,661	
Economic Impact over 10 yrs.	<u>Direct</u>	<u>Construction</u>	<u>Total</u>	
Total Jobs Supported	113	77	190	
Total Payroll Supported	\$64,570,061 \$4,129,599 \$68,699,660			
Total Economic Value	\$282,614,327 \$12,557,682 \$295,172,009			

IMPORTANT TERMS & INFORMATION

Tax Abatements are reduction or discount of tax liability and companies do not receive any form of payment.

Total Estimated Tax Abatement is a tax reduction estimate. This estimated amount will be discounted from total tax liability. **Estimated New Tax Revenue** is amount of tax revenues local and state government will collect after the abatement was given to applying company.

Economic Impact is economic effect or benefits that this company and it's operations will have on the community and state economy measured by total number of jobs, payroll and created output.



January 18, 2022

Mr. Michael Brown Executive Director Governor's Office of Economic Development 555 E. Washington Ave., Suite 5400 Ls Vegas, NV 89101

Dear Mr. Brown

Northern Nevada Development Authority (NNDA) is pleased to provide this letter of support of Western Ceramics application for the Sales Tax Abatement, the Modified Business Tax Abatement, the Personal Property Tax Abatement as stated on the attached incentive application.

We have reviewed the application submitted by Western Ceramics and we are working with them in support of their efforts to locate a new facility in Lyon County Nevada. The company will add 24 new jobs in the first two years with an average wage of \$43.63 per hour.

NNDA respectfully request this application be considered by the Governor's Office of Economic Development and be placed on the next available GOED Board agenda to review and action.

Best Regards,

MWY MWW

Amy Miller

Director of Business Development

Northern Nevada Development Authority

Western Ceramics Company (A Subsidiary of Lilac Solutions, Inc.) 2200 E Newlands Dr. Fernley, NV 89408

Michael Brown Executive Director Nevada Governor's Office of Economic Development 555 E. Washington Ave., Suite 5400 Las Vegas, NV 89101 January 14, 2022

Dear Mr. Brown:

This letter is regarding an Application for Incentives submitted to the Governor's Office of Economic Development ("GOED") by Western Ceramics Company 1, LLC ("Western Ceramics" or the "Company"), a subsidiary of Lilac Solutions, Inc. Lilac Solutions is a leading lithium extraction technology company based in Oakland, California, focused on the development of technology and materials for the production of lithium products. Using cutting edge technology, Lilac enables the more efficient and environmentally friendly production of lithium, a critical mineral, for the battery supply chain. In 2021, Lilac raised \$150 million dollars from T. Rowe Price, among others. Lilac is currently examining an expansion of its operations in several markets across the Western United States through its subsidiary Western Ceramics. Western Ceramics will manufacture at commercial-scale ceramic materials used by Lilac Solutions in the production of lithium products.

This project involves the lease of a 450,000+ SF building in Fernley, Nevada by Western Ceramics for manufacturing purposes. At present, the overall anticipated capital investment is approximately \$65M over the life of the project. Within the first two years of operation, It is anticipated that approximately 24 new employees would be hired at an average wage of approximately \$90,542 per year, plus benefits. A site has been identified in Fernley, Nevada, if Western Ceramics successfully navigates the process for obtaining economic development incentives in the first quarter of 2022, Western Ceramics anticipates commencing building modifications in the first quarter of 2022, with the goal of being operational by the end of the year. It is estimated that approximately 90% of this project's revenue would be derived from outside the State of Nevada.

Western Ceramics is interested in potentially developing this project in the State of Nevada due to its competitive tax and regulatory environment; however, the Company is requesting support from the State for this project in the form of economic development incentives to offset significant capital investment and ongoing operational expenditures. In particular, the availability of personal property tax abatements, sales and use tax abatements, and a modified business tax abatement would assist the Company by defraying capital costs, allowing the Company to focus on workforce development and hiring professional talent to operate its facilities. Western Ceramics considers the availability of such incentives to be material to its decision to advance the project, and respectfully requests the consideration and approval of these benefit and incentive programs for the project.

Lilac Solutions prides itself on being an engaged community partner and employer of choice and intends to continue this with Western Ceramics. Its team takes pride in working with local organizations, schools

Western Ceramics Company (A Subsidiary of Lilac Solutions, Inc.) 2200 E Newlands Dr. Fernley, NV 89408

and non-profits to provide education and training to new generations about sustainable resource management and engineering practices. Lilac Solutions will offer new full-time career options to many residents of small communities and rural areas as compared to traditional industry opportunities. Technicians will receive benefits and be supported by technology in their work environment. Thank you for your consideration of our application for incentives. We look forward to becoming a member of the Nevada business community and making a positive contribution to the state.

Sincerely,

Nicholas Goldberg

The story

Chief Operating Officer, Western Ceramics Company 1, LLC

Chief Operating Officer, Lilac Solutions, Inc.

Western Ceramics Company (A Subsidiary of Lilac Solutions, Inc.) 2200 E Newlands Dr. Fernley, NV 89408

January 23, 2022

Michael Brown
Executive Director
Nevada Governor's Office of Economic Development
555 E. Washington Avenue
Suite 5400
Las Vegas, NV 89101

RE: <u>APPLICATION FOR INCENTIVES – REQUEST FOR CONFIDENTIALITY OF</u> RECORDS AND DOCUMENTS – NRS 231.069

Dear Director Brown

On January 18.2022, Western Ceramics Company 1, LLC submitted an application to you as the Executive Director of the State of Nevada Governor's Office of Economic Development ("GOED") requesting approval of economic incentives for the new operation in Lyon County, Nevada. The purpose of this letter is to request that any and all records and other documents in GOED's possession concerning initial contact with, research and planning for Western Ceramics Company 1, LLC, including but not limited to certain information in that application, and if amended, all be kept confidential pursuant to Section 4 of Assembly Bill No. 17 (2015 Regular Session) as codified in NRS 231.069.

Please be advised that Western Ceramics Company 1, LLC specifically deems the following information proprietary and confidential:

- 1. Incentive Application Equipment List Schedule 5 (A)
- 2. Incentive Application Employment List Schedule 5 (B)

Thank you for your consideration. If you have any questions or require any further information, please do not hesitate to contact me.

Sincerely.

Nicholas Goldberg

COO

Western Ceramics Company 1, LLC

ECONOMIC DEVELOPMENT

REQUEST FOR CONFIDENTIALITY DETERMINATION

Pursuant to NRS 231.069, and upon the request of applicant Western Ceramics Company 1, LLC the Executive Director of the Office has determined the:

- (i) The detailed schedule of Capital Equipment List, 5(A)
- (ii) The detailed schedule of Employment List, 5(B)

are confidential proprietary information of the business, are not public records, and shall be redacted in its entirety from the copy of the application that is disclosed to the public.

	February 8, 2022
Michael Brown	Date
Executive Director	

vedudu Governor s c	office of					
ECONOMIC DEVELOPMENT			Company is an / a: (check one)			
Incentive Application			✓ New location in Nevada			
Company Name:	Western Ceramics Company 1, LLC			Expansion	on of a Nevada co	ompany
Date of Application: January 14, 2022						
Section I - Type	e of Incentives					
Please check all that	t the company is applying for on this ap	plication:				
☑ Sales &	Use Tax Abatement	☐ Sales & U	se Tax Deferral			
✓ Modified	Business Tax Abatement	☐ Recycling	Real Property Tax Aba	tement		
✓ Persona	l Property Tax Abatement	☐ Other:				
Soction ? Cour	oorate Information	_				
-	(Legal name under which business will	be transacted in N	evada)		FEDERAL TAX	X ID #
Western Ceramics	. •					
CORPORATE ADD	RESS		CITY / TOWN		/ PROVINCE	ZIP
1700 20th Street			Oakland	CA		94607
MAILING ADDRES	S TO RECEIVE DOCUMENTS (If differ	rent from above)	CITY / TOWN	STATE	E / PROVINCE	ZIP
TELEPHONE NUM	BER		WEBSITE			
510.470.9272			www.lilacsolution	ns.com		
COMPANY CONTA	CT NAME		COMPANY CONTAC			
Nicholas Goldberg E-MAIL ADDRESS			Chief Operating Office			
Nick@lilacsoluti	ons.com		PREFERRED PHONE NUMBER 1.917.446.6443			
	ever applied and been approved for inc	entives available b	v the Governor's Office	of Economic Deve	lopment?	Yes V No
	am awarded, date of approval, and stat					
			(
Section 3 - Prog	ram Requirements					
Please check two o	f the boxes below; the company must n	neet at least two of	f the three program requ	uirements:		
	estment of \$1,000,000 in eligible equipally cases of expanding businesses, the				•	
New busines quarter in wh	sses locating in urban areas require fifty nich the abatement becomes effective. on its payroll by 10% more than its exist	In rural areas, the	requirement is ten (10)	or more. For an exp	pansion, the busin	ess must
✓ In both urba	n and rural areas, the average hourly w	age that will be pa	id by the business to its	new employees is	at least 100% of	the average
statewide ho Note: Criteria	is different depending on whether the busin	ness is in a county w	here the population is 100	0.000 or more or a city	where the populat	ion is 60.000 or
	or if the business is in a county where the	•				
Section 4 - Neva	ada Facility					
Type of Facility:	······································					
☐ Headqua	arters		☐ Service F	Provider		
□ Technol	ogy		☐ Distribution	on / Fulfillment		
☐ Back Office Operations		Manufacturing				
☐ Researc	h & Development / Intellectual Property	/	☐ Other:			
	REVENUE GENERATED BY THE NE IIS APPLICATION FROM OUTSIDE N		EXPECTED DATE C	OF NEW / EXPAND	ED OPERATION	S (MONTH / YEAR)
NAICS CODE / SIC			INDUSTRY TYPE			
327110	OOMBANNIO NEWARA ORES TESTIS		Manufacturing			
	COMPANY'S NEVADA OPERATIONS iic Bead material to support Lithium Ext					
	UAL NEVADA FACILITY ADDRESS	addion	CITY / TOWN	COUN	TY	ZIP
2200 E Newlands Dr, Fernley NV 89408			Fernley	Lyon C		89408
WHAT OTHER STA	ATES / REGIONS / CITIES ARE BEING	G CONSIDERED F	OR YOUR COMPANY	'S RELOCATION /	EXPANSION / ST	ARTUP?

1

Salt Lake City Utah; Las Vegas, NV; Phoenix, AZ; Austin, TX; Dallas, TX, Houston, TX

Section 5 - Complete Forms (see additional tabs at the bottom of this sheet for each form listed below)

Check the applicable box when form has been completed.			
5 (A)	☑ Equipment List		

5 (C) 🗵 Evaluation of Health Plan, with supporting documents to show the employer paid portion of plan meets the minimum of 65%.

5 (D) <a> Company Information Form

New Operations / Start Up - Plans Over the Next Ten Years		Expansions - Plans Over the Next 10 Years	
Part 1. Are you currently/planning on		Part 1. Are you currently leasing space in Nevada?	
leasing space in Nevada?	Yes	If No, skip to Part 2. If Yes, continue below:	
If No, skip to Part 2. If Yes, continue below:		What year(s)?	
What year(s)?	2021	How much space (sq. ft.)?	
How much space (sq. ft.)?	485,000	Annual lease cost at current space:	
Annual lease cost of space:	\$2,352,000.00	Due to expansion, will you lease additional space?	
Do you plan on making building tenant improvements?	Yes	If No, skip to Part 3. If Yes, continue below:	
If No, skip to Part 2. If Yes *, continue below:		Expanding at the current facility or a new facility?	
When to make improvements (month, year)?	Feb-2022	What year(s)?	
_		How much expanded space (sq. ft.)?	
Part 2. Are you currently/planning on		Annual lease cost of expanded space:	
buying an owner occupied facility in Nevada?	No	Do you plan on making building tenant improvements?	
If No, skip to Part 3. If Yes *, continue below:		If No, skip to Part 3. If Yes *, continue below:	
Purchase date, if buying (month, year):		When to make improvements (month, year)?	
How much space (sq. ft.)?			
Do you plan on making building improvements?		Part 2. Are you currently operating at an	
If No, skip to Part 3. If Yes *, continue below:		owner occupied building in Nevada?	
When to make improvements (month, year)?		If No, skip to Part 3. If Yes, continue below:	
_		How much space (sq. ft.)?	
Part 3. Are you currently/planning on		Current assessed value of real property?	
building a build-to-suit facility in Nevada?	No	Due to expansion, will you be making building improvements?	
If Yes *, continue below:		If No, skip to Part 3. If Yes *, continue below:	
When to break ground, if building (month, year)?		When to make improvements (month, year)?	
Estimated completion date, if building (month, year):			
How much space (sq. ft.)?		Part 3. Do you plan on building or buying a	
		new facility in Nevada?	
		If Yes *, continue below:	
		Purchase date, if buying (month, year):	
		When to break ground, if building (month, year)?	
		Estimated completion date, if building (month, year):	
		How much space (sq. ft.)?	

BRIEF DESCRIPTION OF CONSTRUCTION PROJECT AND ITS PROJECTED IMPACT ON THE LOCAL ECONOMY (Attach a separate sheet if necessary):

The project will be done in two phases with the first phase stating in Q1 FY2022 and completing in Q4 FY2022. This phase will be the small Commercial line that will produce 500KG of material a day and the capital cost for this project will be \$6M and the manufacturing process will require a head count of 10 to 20 individuals. Phase two will be a capital investment of \$62M employing an additional 52 to 64 individuals to produce 10 tons of material a day.

New Operations / Start Up			Expansions	
How much capital investment is planned? (Breakout below):		How much ca	pital investment is planned? (Breakout beld	ow):
Building Purchase (if buying):			Building Purchase (if buying)	:
Building Costs (if building / making improvements): \$10,0	000,000	Buildin	g Costs (if building / making improvements)	:
Land:	-		Land	:
Equipment Cost: \$25,	136,727		Equipment Cost	
Total: \$35,	136,727		Total	:
			Is the equipment purchase for replacement	
			of existing equipment	-
			assessed value of personal property in NV	
		(Must attach t	he most recent assessment from the County As	ssessor's Office.)
Section 8 - Employment (Fill in either New Open	rations/S	Startup or	• • • • • • • • • • • • • • • • • • • •	
New Operations / Start Up			Expansions	
How many full-time equivalent (FTE*) employees will be created	-	1	II-time equivalent (FTE*) employees will be	•
	24		irst eighth quarter of expanded operations?	
Average hourly wage of these <u>new</u> employees:\$4	3.63		erage hourly wage of these new employees	
			many FTE employees prior to expansion?	
		Averag	ge hourly wage of these existing employees	:
			Total number of employees after expansion	:
* FTE represents a permanent employee who works an average of 30 h as set forth in NAC 360.474.	ours per wee	ek or more, is eligi	ble for health care coverage, and whose position	n is a "primary job"
OTHER COMPENSATION (Check all that apply):				
✓ Overtime ✓ Merit increases		Tuition assistance	e Bonus	
☑ PTO / Sick / Vacation ☐ COLA adjustments	✓ F	Retirement Plan	Profit Sharing / 401(k) Other:	
BRIEF DESCRIPTION OF ADDITIONAL COMPENSATION PROGRAM	IS AND ELIC	GIBILITY REQUIR	EMENTS (Attach a separate sheet if necessary	/):
Section 9 - Employee Health Insurance Benefit F			ttack hoolth plan and quoto or invoice)	□ No
Is health insurance for employees and is an option for dependent	s onerea?.	□ res (a	ttach health plan and quote or invoice)	□ No
Package includes (check all that apply): ✓ Medical ✓ Vision ✓ Der	ntal	☐ Other:		
Qualified after (check one):	ıtaı	□ Other.		
✓ Upon employment ☐ Three months after hire date	e 🗆	Six months after	er hire date Other:	
Health Insurance Costs:			Percentage of health insurance premium	by (min 65%):
Plan Type:				
Employer Contribution (annual premium per employee):		\$ 6,521.64	Company: 75%	
Employee Contribution (annual premium per employee)	_	\$ 2,125.71	Employee: 25%	
Total Annual Premium:		\$8,647		

[SIGNATURE PAGE FOLLOWS]

Section 10 - Certification

I, the undersigned, hereby grant to the Governor's Office of Economic Development access to all pertinent and relevant records and documents of the aforementioned company. I understand this requirement is necessary to qualify and to monitor for compliance of all statutory and regulatory provisions pertaining to this application.

Being owner, member, partner, officer or employee with signatory authorization for the company, I do hereby declare that the facts herein stated are true and that all licensing and permitting requirements will be met prior to the commencement of operations. In addition, I and /or the company's legal counsel have reviewed the terms of the GOED Tax Abatement and Incentives Agreement, the company recognizes this agreement is generally not subject to change, and any material revisions have been discussed with GOED in advance of board approval.

Nicholas Goldberg	1695/	
Name of person authorized for signature	Signature	
Chief Operating Officer	January 14, 2022	
Title	Date	

Nevada Governor's Office of Economic Development

555 E. Washington Ave., Ste 5400 • Las Vegas, Nevada 89101 • 702.486.2700 • (Fax) 702.486.2701 • www.diversifynevada.com

Site Selection Factors

Company Name: Western Ceramics 1, LLC		County: Lyon	
Section I - Site Selection Ratings			
Directions: Please rate the select factors by important Incentives Application.	ce to the	company's business (1 = very low; 5 = very high). Attach this form	to the
Availability of qualified workforce:	4	Transportation infrastructure:	3
Labor costs:	3	Transportation costs:	2
Real estate availability:	4	State and local tax structure:	4
Real estate costs:	5	State and local incentives:	4
Utility infrastructure:	5	Business permitting & regulatory structure:	5
Utility costs:	4	Access to higher education resources:	4

Please summarize the importance of the abatement program to your decision (please include at least a paragraph summary):

The economic development incentives will help to offset significant capital investment and ongoing operational expenditures. In particular, the availability of personal property tax abatements, sales and use tax abatements, and a modified business tax abatement would assist the Company by defraying capital costs, allowing the Company to focus on workforce development and hiring higher skilled and more professional talent to maintain and operate the facility. The result is a staff with higher average wages.

Equipment Schedule, Detailed

The Office has determined the detailed equipment schedule as described in this application constitutes confidential proprietary information of Western Ceramics Company 1, LLC and is not a public record.

Employment Schedule, Detailed

The Office has determined the detailed employment schedule as described in this application constitutes confidential proprietary information of Western Ceramics Company 1, LLC and is not a public record.

5(C) Evaluation of Health Plans Offered by Companies Company Name: Western Ceramics Company 1, LLC County: Lyon Total Number of Full-Time Employees: 24 Average Hourly Wage per Employee \$43.53 Average Annual Wage per Employee (implied) \$90,542.40 **COST OF HELATH INSURANCE** Annual Health Insurance Premium Cost: \$8,647.35 Percentage of Premium Covered by: 75% Company **Employee** 25% **HEALTH INSURANCE PLANS: Blue Cross Silver 70** Base Health Insurance Plan*: Deductible - per employee 2,250 (Company) 75% / 25% (Employee) Coinsurance Out-of-Pocket Maximum per employee 4,500 Kaiser Gold 80 Additional Health Insurance Plan*: Deductible - per employee 250 Coinsurance 75 / 25% Out-of-Pocket Maximum per employee 7.800 Additional Health Insurance Plan*: Deductible - per employee Coinsurance 0% / 0% Out-of-Pocket Maximum per employee \$ *Note: Please list only "In Network" for deducatble and out of the pocket amounts **Generalized Criteria for Essential Health Benefits (EHB)** [following requirements outlined in the Affordable Care Act and US Code, including 42 USC Section 18022] Covered employee's premium not to exceed 9.5% of annual wage MMQ Annual Out-of-Pocket Maximum not to exceed \$8,700 (2022) \$4,500 MMQ Minimum essential health benefits covered (Company offers PPO): (A) Ambulatory patient services ✓ ✓ (B) Emergency services (C) Hospitalization (D) Maternity and newborn care (E) Mental health/substance use disorder/behavioral health treatment (F) Prescription drugs (G) Rehabilitative and habilitative services and devices (H) Laboratory services (I) Preventive and wellness services and chronic disease management (J) Pediatric services, including oral and vision care 1 No Annual Limits on Essential Health Benefits **/** I, the undersigned, hereby declare to the Governor's Office of Economic Development that the facts herein stated are true, and that I have attached a qualified plan with information highlighting where our plan reflects meeting the 65% minimum threshold for the employee paid portion of the plan for GOED to independently confirm the same. Nicholas Goldberg Name of person authorized for signature Signature Chief Operations Officer 18-Nov-21

Date

Title

5(D) Company Information

Company Name: Western Ceramics Company 1, LLC	County: Lyon
Section I - Company Interest List	
Directions: Please provide a detailed list of owners and/or members of the comp strives to maintain the highest standards of integrity, and it is vital that the pu conflict or appearance of a conflict must be avoided. To maintain our integrity detailed list of owners, members, equity holders and Board members of the comp	blic be confident of our commitment. Accordingly, any and credibility, the applicant is required to provide a
(a)	(b)
Name	Title
David Snydacker	Chief Executive Officer
Niccholas Goldberg	Chief Operations Officer
David Gelinas	Chief Financial Officer
Tom Willson	Chief Development Officer
Section 2 - Company Affiliates and/or Subsidiaries	
Are there any subsidiary or affiliate companies sharing tax liability with the	e applicant company? No 🔽 Yes 🗌
If Yes, continue below:	
Directions: In order to include affiliates/subsidiaries, under the exemption letter, the practice GOED requires a corporate schematic to understand the exact relationships table to show the exact relationships between the companies and include: 1. The names as they would read on the tax exemption letter. 2. Which entity(ies) will do the hiring? 3. Which entity(ies) will be purchasing the equipment?	
Name of Subsidiary or Affiliate Entity, Role and Legal Control Relationship	
Please include any additional details below:	

6