

PAYMENT-IN-LIEU-OF-TAX APPLICATION



**ECONOMIC DEVELOPMENT
GROWTH ENGINE**
FOR MEMPHIS & SHELBY COUNTY

**100 Peabody Place, Suite 1100
Memphis, TN 38103
(901) 341-2100**

Please submit your application online at www.growth-engine.org

PILOT APPLICATION

ECONOMIC DEVELOPMENT GROWTH ENGINE INDUSTRIAL DEVELOPMENT BOARD OF
CITY OF MEMPHIS AND SHELBY COUNTY, TENNESSEE

Applicant

Company Name: W.M. Barr & Company, Inc.
Company Contact: Jennifer Webster
Mailing Address: 6750 Lenox Center Court, Suite 200
City: Memphis State: TN Zip: 38115
Telephone: 901-775-5416 Fax: 901-881-3781
Federal Employer Identification Number: 62-0435710
Applicant's Legal Structure: Qualified Subchapter S Corporation (Subsidiary of Barr Brands International, Inc., a privately held 100% ESOP Corporation)

If any outside consultants will be representing the applicant (accounting firm, law firm or site consultant) in applying for this PILOT, please provide the following:

Company Name Adams & Reese LLP
Contact Name: James McLaren
Mailing Address: 6075 Poplar Avenue, Suite 700
City: Memphis State: TN Zip: 38119
Telephone: 901-524-5277 Fax: 901-524-5377

Project Location

- A. Address: 2105 Channel Avenue; 2121 Channel Avenue; 2210 Buoy
B. Tax Parcel Numbers: 050-1130-0-00015-C; 050-1130-0-00006-C, 050-1020-0-00044-0
C. City of Memphis: Yes No
D. New Market Tax Credit Eligible Site: Yes No

Project Description

Briefly describe the applicant's principal business activities to be conducted at the Project Site:

We have one distribution and two manufacturing facilities located on President's Island. We manufacture paint removers and solvents as well as various household cleaning products such as Damp Rid, Goof Off and Home Armor. We've outsourced the production and packaging of several consumer goods in the last three to five years due to capacity and efficiency constraints in our current facilities. To bring that production and distribution back into our Memphis facilities, we're investing in building improvements and significant manufacturing equipment additions. These investments are the catalyst for us to engineer process improvements and more efficiently produce household cleaning products here in our Memphis facilities.

Project - Real Property Investment

- Building a new _____ sq. ft. facility
 Purchasing an existing facility, and Making renovations or additions
 Leasing _____ sq. ft. of an existing facility and Making renovations or additions

Category	Capital Investment
Purchase Price of Land	\$
Purchase Price of Building	\$
New Construction/Site Improvements	\$
Renovation of Existing Structure	\$ 2,000,000
Soft Costs	\$
TOTAL	\$ 2,000,000

Project - Personal Property Investment

Group	New	Relocated ²
1 – Furniture, Fixtures, General Equipment & All Other Property Not Listed in Another Group	\$	\$
2 – Computers, Copiers, Fax Machines, Peripherals & Tools	\$	\$
3 -- Molds, Dies & Jigs	\$	\$
4 – Aircraft, Towers & Boats ¹	\$	\$
5 – Manufacturing Machinery	\$ 10,000,000	\$
6 – Billboards, Tanks & Pipelines	\$	\$
7 – Scrap Property ¹	\$	\$
8 – Raw Material & Supplies ¹	\$	\$
9 – Vehicles ¹	\$	\$
TOTAL	\$ 10,000,000	\$

¹Vehicles, towers, scrap and inventory are not eligible for a PILOT agreement, but the value of these items may be included in the determination of the PILOT benefit. ²Depreciated value.

Items to be submitted with this application

- Tax Compliance – Provide documentation demonstrating payment of all municipal, county, state, and federal taxes due for all properties owned by the Applicant located within Shelby County.
- Application Fee (\$3,000.00)
- Diversity Plan – There are several LOSB entities that we would work with throughout the term of the PILOT, either through MRO spending or building renovations to expand our facilities.

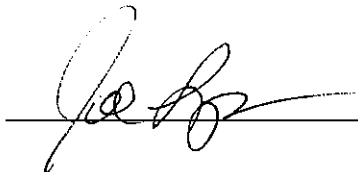
Other

***Note** Applicant Financial Information – Staff will need to review audited financial statements for the most recent three fiscal years. *Available for inspection onsite due to private company confidentiality.

This Application is made in order to induce EDGE to grant financial incentives to Applicant. Applicant represents and warrants that the statements contained herein or attached hereto are true and correct to the best of their knowledge and include all information materially significant to EDGE in its consideration of this Application.

Applicant has read and agrees to comply with all requirements of the EDGE Jobs PILOT Program Policies and Procedures. Applicant specifically agrees to pay all reasonable costs, fees, and expenses incurred by EDGE in connection with this Application, whether or not the financial incentives are granted or the Project is consummated.

Applicant: _____



Date: _____

9/8/16

PROJECT EMPLOYMENT

Position	# of Full-time Jobs	Average Annual Base Pay		Average Overtime/Incentive Pay		Annual Benefits		Annual Total Compensation	
		Each	Total	Each	Total	Each	Total	Each	Total
Salary Employee Owner	45	\$ 98,593	\$ 4,436,685	\$ -	\$ -	\$ 16,287	\$ 732,893	\$ 114,880	\$ 5,169,578
Hourly Employee Owner - Clerical	12	\$ 39,330	\$ 471,960	\$ 3,933	\$ 47,196	\$ 7,712	\$ 92,538	\$ 50,975	\$ 611,694
Hourly Employee Owner - Operations	122	\$ 34,946	\$ 4,263,412	\$ 6,116	\$ 746,097	\$ 7,712	\$ 940,805	\$ 48,773	\$ 5,950,315
New Salary Employee Owner	1	\$ 98,593	\$ 98,593	\$ -	\$ -	\$ 16,287	\$ 16,287	\$ 114,880	\$ 114,880
New Hourly Employee Owner	39	\$ 34,946	\$ 1,362,894	\$ 3,495	\$ 136,289	\$ 7,712	\$ 300,749	\$ 46,152	\$ 1,799,933
Total	219	\$ 10,633,544	\$ 10,633,544	\$ 929,583	\$ 929,583	\$ 2,083,273	\$ 2,083,273	\$ 13,646,399	\$ 13,646,399
Average		\$ 48,555	\$ 48,555	\$ 4,245	\$ 4,245	\$ 9,513	\$ 9,513	\$ 62,312	\$ 62,312

Definitions:

¹Permanent jobs or combination of permanent positions that provide employment of 1,600 hours or more within a year that is employed directly by the Applicant or employed by a contract employer on behalf of the Applicant.

²Annual base wage must exceed \$12 per hour to be included, please show payments as annual average wages.

³Include paid overtime, paid holidays and vacation pay. Do not include discretionary bonus or stock options.

⁴Include health insurance, dental insurance, 401K plans, paid sick leave, bonus compensation, etc.