

# LRS HOLDINGS, LLC

PROJECT AND FINANCING SUMMARY \$125,000,000 (NOT-TO-EXCEED)

REQUEST	Final Bond Resolution	Date: September 12, 2023
PROJECTPurpose: Bond proceeds will Delaware limited liability com subsidiaries or affiliates, the "Bd assist the Company in providing to finance or refinance certain so but not limited to, the following vehicles, trucks, trailers, solid equipment, and computers and operations; (b) the acquisition of and processing equipment; (c) equipping of certain solid waste and customer care facilities; (d) landfill facilities, including (i) liners within currently perr improvements to the leachate colleachate trenching, (iii) addition systems, including collection, pr capture, conversion and/or distrinew liners for intermittent and fil landfill facilities, (v) site, pav improvements, and (vi) without the Bonds by the Company, in design, engineering, replace equipping of facilities, equipm subordinate thereto, which in ear by the Company, and place (collectively, the "Project"); and any, of the costs of issuance of the		struction, improvement, installation and pment or assets functionally related and each case will be owned and/or operated ce them into service within the State and (f) the payment of all or a portion, if
	Project Number: 12500	
	-	Bonds will require an allocation of unused staff elected to carryforward during the for such purposes.
	0	The Authority may issue the Bonds under er the Illinois Environmental Facilities -1, et seq., as amended.
LOCATION(S)	Meadows, Forest View, Roser Maywood and Northbrook County), Beecher City (Effing	Urbana (Champaign County), Rolling mount, Morton Grove, Glenview, Chicago, (Cook County), West Chicago (DuPage gham County), Vandalia (Fayette County), Elburn (Kane County), Wadsworth and



	Wauconda (Lake County), Bloomin Monmouth (Warre	gton (McLean Co		•
JOB DATA	<b>Current Jobs:</b> 2,3 <b>Retained Jobs:</b> No	,	New Jobs*: 50 Construction	
PRIOR ACTION	On March 9, 2021, a Preliminary Bo Borrower's applica	ond Resolution t	o effectuate the	• • •
	Material Changes	: None.		
<b>FINANCING</b> The plan of finance contemplates that the A tax-exempt qualified private activity bonds consist series in an aggregate principal amount not to exce " <u>Bonds</u> ") as a limited public offering by J.P. Morgan " <u>Representative</u> "), on behalf of itself, Truist Secu Third Securities, Inc. (collectively, the " <u>Underwriter</u> be remarketed from time to time by J.P. Morgan "Remarketing Agent").		y bonds consisting ount not to exceed 3 by J.P. Morgan Se elf, Truist Securitie he " <u>Underwriters</u> ")	g of one or more \$125 million (the ecurities LLC (the es, Inc. and Fifth ). The Bonds will	
	<b>Rating:</b> The Bonds will not be rated by any credit rating agency.			
	Authorized Den denominations of S thereof.			
INTEREST RATEThe Bonds are being offered at a fixed interest rate du Interest Rate Period but may convert to a Daily Inte Weekly Interest Rate Period or a Term Interest Rate Under the proposed multi-modal structure, the Bond at stated rates not exceeding 12% per annum.		rt to a Daily Intere	est Rate Period, a	
			will bear interest	
MATURITY	The Final Bond Resolution authorizes a final maturity of not later than 30 years from the date of issuance.			
SECURITY	The Bonds will be unsecured obligations of the Company and guaranteed on a joint and several basis by a Guaranty Agreement by and between certain subsidiaries of the Company party to certain credit facilities with the Company's various lenders. Such credit facilities are secured by a first lien on substantially all assets of the Company.			
Sources & Uses <sup>†</sup>	Sources:		Uses:	
	Bonds	<u>\$125,000,000</u>	Project	\$122,250,000
			Cost of Issuance	2,500,000
	Total	<u>\$125,000,000</u>	Total	<u>\$125,000,000</u>
RECOMMENDATION	Staff recommends	approval of the F	inal Bond Resoluti	on.

\* Projected <sup>†</sup> Preliminary, subject to change



# **PROJECT AND FINANCING SUMMARY**

### **PROGRAM AND CONTRIBUTION**

The Illinois Finance Authority ("<u>Authority</u>") may issue bonds from time to time as provided in the Illinois Finance Authority Act, 20 ILCS 3501/801-1 et seq., as amended (the "<u>Authority Act</u>" or the "<u>Act</u>"), for the purposes set forth therein. Tax-exempt qualified private activity bonds issued by the Authority (and any premium thereon and the interest thereon) do not constitute indebtedness or an obligation, general or moral, or a pledge of the full faith or a loan of credit of the State of Illinois ("<u>State</u>") or any political subdivision thereof, within the purview of any constitutional or statutory limitation or provision.

Because interest paid to bondholders on such obligations is not includable in their gross income for federal income tax purposes, bondholders are willing to accept a lower interest rate than they would accept if the interest was taxable. Special rules apply to bonds that are private activity bonds for those bonds to be tax-exempt qualified private activity bonds.

#### **BUSINESS SUMMARY**

The Company, headquartered in Rosemount, Illinois, is a leading regional provider of nonhazardous waste management services, focusing on recycling, diversion, and environmentally-conscious practices in the Midwest. The Company differentiates itself from its peers through exceptional customer service, innovative diversion and recycling programs, utilization of technological advances, and a strong awareness for the environment. The Company is a vertically-integrated nonhazardous solid waste services provider in Chicago, Wisconsin, Minnesota, Michigan, and surrounding regions providing municipal solid waste service services to over 1.2 million residential and 25,000+ commercial customers while delivering leading customer service.

The Company is complemented by the deep waste industry expertise of Macquarie Asset Management, which is a global asset manager.

The Company is a diversion-focused vertically-integrated solid waste platform that offers collection, processing, recycling, and disposal for a variety of commercial, residential, and industrial customers. The Company delivers a comprehensive array of services, encompassing collection from a variety of volume generators (including residential, municipal, and commercial roll-off customers), recycling reusable materials (including plastics, metals, and cardboard), and final disposal solutions at landfills or other beneficial reuse. Beyond these core offerings, the Company has incorporated additional complementary service offerings including street sweeping and portable sanitation services to diversify its operational scope and revenue mix. This portfolio of complementary service offerings enables the Company to be a "one-stop provider" that caters to its customers' waste services needs. The Company's commitment to recycling, waste diversion, and sustainable waste management practices resonates through each service it offers.

The Company owns and operates a robust, integrated network of collection, processing, and disposal assets that are difficult to replicate given complex permitting requirements and significant capital requirements which provide it a sustainable advantage compared to peers. Its current asset base includes collection and post-collection capacity through 77 facilities composed of 31 hauling and collection facilities, 18 transfer stations, 11 material recovery facilities ("<u>MRFs</u>"), and three landfills across its nine-state footprint: Illinois, Wisconsin, Iowa, Indiana, Michigan, Minnesota,



Kansas, Arkansas and Tennessee. The Company has approximately 2,300 employees with a fleet of 1,100 collection vehicles.

The Company continues to densify its operations throughout Greater Chicagoland and the North-Central Midwest markets using a calculated strategy that incorporates organic growth complemented by a disciplined approach to strategic acquisitions. This organic growth includes significant contract wins, including now serving four of six zones of the City of Chicago's "Blue Cart" residential recycling contract (with the remaining two zones currently serviced by the city). The Company also has a demonstrated track record of identifying and developing greenfield organic growth opportunities, notably including the 2023 construction and operational commencement the "Exchange MRF", a state-of-the-art single-stream recycling facility in Chicago's iconic Stockyards neighborhood.

### **OWNERSHIP OR ECONOMIC DISCLOSURE STATEMENT**

The initial owner, operator or manager of the facilities being financed or refinanced with the proceeds of the Bonds is the Borrower.

Applicant:	LRS Holdings, l	LLC, 5500 Pearl Street,	Rosemont, IL 60018
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Website: https://www.lrsrecycles.com

Contact: Hassan Nisar, Director of Finance Email: <u>HNisar@LRSrecycles.com</u>

	I KUFESSIONAL AND FINA	INCIAL INFORMATION	
Borrower Advisor: Borrower Counsel:	CTBH Partners LLC	Hanover, NH	John Ruth
Borrower Counsel:	Greenberg Traurig LLP	Orlando, FL	Jéan E. Wilson Ashton M. Bligh
Bond Counsel:	McGuireWoods LLP	Chicago, IL New York, NY	Kay McNab John Semeniak
		Richmond, VA	Caroline G. Perrin
Underwriter Representative/			
Remarketing Agent:	J.P. Morgan Securities LLC	San Francisco, CA	Will Frymann
		New York, NY	Ivan Naguit
			Jaleni Thompson
			Yulin Chen
Co-Managers:	Truist Securities, Inc.	New York, NY	Jeffrey L Swanson
			Joe Bentley
	Fifth Third Securities, Inc.	Chicago, IL	Aleks Granchalek
		NT X7 1 NTX7	Shane Johnson
Underwriter's Counsel:	Nixon Peabody LLP	New York, NY	Scott R. Singer Barry Carrigan
Trustee:	The Bank of New York Mellon		
	Trust Company, N.A.	Chicago, IL	Patricia M. Trlak Eduardo Rodriguez
			Mietka Collins
			John R. Prendiville
Issuer:	Illinois Finance Authority	Chicago, IL	Brad Fletcher
Issuer's Counsel:	Kutak Rock LLP	Chicago, IL	Debbi Boye

**PROFESSIONAL AND FINANCIAL INFORMATION** 



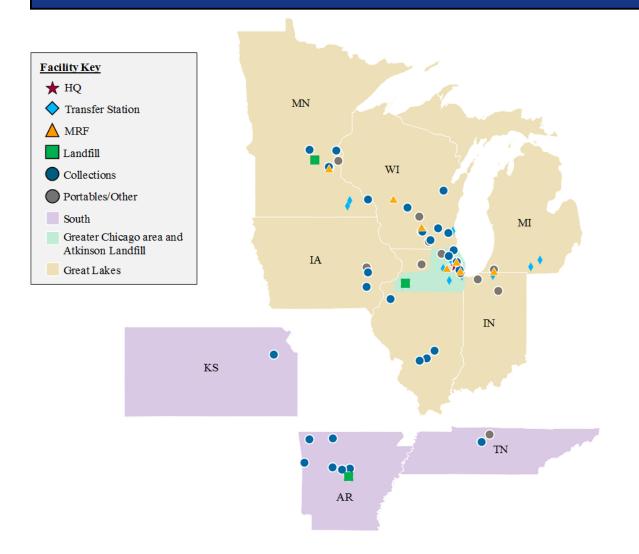
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# **LEGISLATIVE DISTRICTS**

Congressional:	1, 3, 4, 5, 7, 8, 9, 10, 11, 13, 15, 16, 17
State Senate:	1, 4, 8, 9, 10, 12, 14, 25, 26, 31, 32, 33, 35, 36, 37, 45, 46, 52, 54, 55
State House:	1, 2, 7, 15, 17, 20, 23, 24, 27, 49, 51, 52, 61, 63, 65, 66, 69, 71, 73, 89, 91, 104, 107, 109, 110

# SERVICE AREA

# **LRS Operating Footprint**





WASTE MANAGEMENT, INC. PROJECT AND FINANCING SUMMARY

\$50,000,000 (NOT-TO-EXCEED)

REQUEST	Final Bond Resolution	Date: September 12, 2023
PROJECT	Delaware corporation (the " <u>Borro</u> assist the Corporation in providing any or all of the following: (a) fin facilities, including but not limite cells and liners within currently improvements to the leachate coll leachate trenching, (iii) additions systems, (iv) installation of new I of completed sections of the I improvements, including const acquisition of real property, (vii) the landfill facilities, and (viii) acc necessary to support the foregoin place them into service (collect operated by the Corporation or on located within the State at the fo 31725 N. Route 83, Grayslake ( Street, Macomb (McDonough O Marissa (Saint Clair County); (D) County); (E) 601 Madison Street, (F) 18370 N. Somonauk Road, D 1500 North Road, Taylorville (CI View Drive, Wilmington (Will Morrison (Whiteside County); (J) (Ogle County); and (K) 1145 Bea	loaned to Waste Management, Inc., a <u>ower</u> " or the " <u>Corporation</u> ") in order to g a portion of the funds necessary to do ance improvements to existing landfill ed to (i) construction of new disposal permitted acreage, (ii) additions and ection and treatment system, including and improvements to the methane gas liners for intermittent and final closure landfill facilities, (v) site and/or land ruction of building facilities, (vi) acquisition of equipment to be used at quisition of other equipment and assets ing additions and improvements and to ively, the " <u>Project</u> "), all owned and te of its wholly-owned subsidiaries and llowing addresses and localities: (A) (Lake County); (B) 13998 E. 1400th County); (C) 10400 Hillstown Road, 21233 W. Laraway Road, Joliet (Will East Saint Louis (Saint Clair County); eKalb (DeKalb County); (G) 890 East hristian County); (I) 18762 Lincoln Road, 8290 N. IL Route 251, Davis Junction ar Road, Decatur (Macon County); and the costs of issuance of the Bonds.
	Project Number: 12571	
	-	nds will require an allocation of unused f elected to carryforward during the such purposes.
	-	e Authority may issue the Bonds under he Illinois Environmental Facilities et seq., as amended.
LOCATION(S)	(Lake County), Macomb (McI County), Davis Junction (Ogle C	DeKalb (DeKalb County), Grayslake Donough County), Decatur (Macon County), East Saint Louis and Marissa (Whiteside County), and Joliet and
JOB DATA	Current Jobs: 148 (at Project Sites) Retained Jobs: Not applicable	<b>New Jobs*:</b> 3-4 <b>Construction Jobs*:</b> 0



PRIOR ACTION	approved a Pre	4, 2020, a quorum liminary Bond Resc application relating	olution to effectua	te the approval of
	Material Char	<b>iges:</b> Not applicable.		
FINANCING	tax-exempt qua series in an agg " <u>Bonds</u> ") as " <u>Underwriter</u> ")	finance contemplat alified private activit gregate principal am a public offering . The Bonds will b s, Inc. (the " <u>Remark</u>	ty bonds consistir ount not to exceed by BofA Sector be remarketed from	ng of one or more d \$50 million (the urities, Inc. (the
	<b>Rating:</b> The Borrower has applied to S&P Global Ratings for a long-term rating and a short-term rating in connection with the proposed issuance of the Bonds.			
	denominations excess thereof, Rate Period, a 3-Month Term of \$5,000 in ex	Denominations: The of (i) \$100,000 or if the Bonds are beat Term Interest Rate Interest Rate Period of cess thereof, if the I period of one year or r	any integral mult aring interest in the Period of less or (ii) \$5,000 or an Bonds are bearing	tiple of \$5,000 in ne SIFMA Interest than one year, or ny integral multiple
INTEREST RATE	The term of the Bonds will be divided into consecutive Interest Periods, during each of which the Bonds will bear interest at an In Interest Rate, a SIFMA Interest Rate, a Daily Interest Rate, a We Interest Rate or a Term Interest Rate.		nterest at an Index	
Under the proposed multi-modal structure, the Bonds will be at stated rates not exceeding 12% per annum.		s will bear interest		
MATURITY	The Final Bond Resolution authorizes a final maturity of not later than 40 years from the date of issuance.			
SECURITY	The Bonds will be secured by a Promissory Note delivered to the Authority as evidence of the Borrower's obligations under the Loan Agreement, and the Bonds will be guaranteed pursuant to a Guaranty Agreement from Waste Management Holdings, Inc., a wholly-owned subsidiary of the Borrower (the " <u>Guarantor</u> ").			
Sources & Uses <sup>†</sup>	Sources:		Uses:	
	Bonds	\$50,000,000	Project	\$50,000,000
	Equity	<u>1,000,000</u>	Cost of Issuance	1,000,000
	1 0			
	Total	<u>\$51,000,000</u>	Total	<u>\$51,000,000</u>

\*Projected <sup>†</sup>Preliminary, subject to change



# **PROJECT AND FINANCING SUMMARY**

# **PROGRAM AND CONTRIBUTION**

The Illinois Finance Authority ("<u>Authority</u>") may issue bonds from time to time as provided in the Illinois Finance Authority Act, 20 ILCS 3501/801-1 et seq., as amended (the "<u>Authority Act</u>" or the "<u>Act</u>"), for the purposes set forth therein. Tax-exempt qualified private activity bonds issued by the Authority (and any premium thereon and the interest thereon) do not constitute indebtedness or an obligation, general or moral, or a pledge of the full faith or a loan of credit of the State of Illinois ("<u>State</u>") or any political subdivision thereof, within the purview of any constitutional or statutory limitation or provision.

Because interest paid to bondholders on such obligations is not includable in their gross income for federal income tax purposes, bondholders are willing to accept a lower interest rate than they would accept if the interest was taxable. Special rules apply to bonds that are private activity bonds for those bonds to be tax-exempt qualified private activity bonds.

# **BUSINESS SUMMARY**

The following is an excerpt from the Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2022 as filed by the Corporation with the Securities and Exchange Commission (the "<u>SEC</u>"):

Waste Management, Inc. is a holding company and all operations are conducted by its subsidiaries. When the terms "the Company," "we," "us" or "our" are used in this document, those terms refer to Waste Management, Inc., together with its consolidated subsidiaries and consolidated variable interest entities. When we use the term "WMI," we are referring only to Waste Management, Inc., the parent holding company.

WMI was incorporated in Oklahoma in 1987 under the name "USA Waste Services, Inc." and was reincorporated as a Delaware company in 1995. In a 1998 merger, the Illinois-based waste services company formerly known as Waste Management, Inc. became a wholly-owned subsidiary of WMI and changed its name to Waste Management Holdings, Inc. ("<u>WM Holdings</u>"). At the same time, our parent holding company changed its name from USA Waste Services to Waste Management, Inc. Like WMI, WM Holdings is a holding company and all operations are conducted by subsidiaries.

Our principal executive offices are located at 800 Capitol Street, Suite 3000, Houston, Texas 77002. Our telephone number is (713) 512-6200. Our website address is <u>www.wm.com</u>. Our annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K are all available, free of charge, on our website as soon as practicable after we file the reports with the SEC. Our stock is traded on the New York Stock Exchange under the symbol "WM".

We are North America's leading provider of comprehensive environmental solutions, providing services throughout the United States ("<u>U.S.</u>") and Canada. We partner with our residential, commercial, industrial and municipal customers and the communities we serve to manage and reduce waste at each stage from collection to disposal, while recovering valuable resources and creating clean, renewable energy. Our "Solid Waste" business is operated and managed locally by our subsidiaries that focus on distinct geographic areas and provide collection, transfer,



disposal, and recycling and resource recovery services. Through our subsidiaries, including our Waste Management Renewable Energy ("<u>WM Renewable Energy</u>") business, we are also a leading developer, operator and owner of landfill gas-to-energy facilities in the U.S. and Canada that produce renewable electricity and renewable natural gas, which is a significant source of fuel for our natural gas fleet. During 2022, our largest customer represented less than 5% of annual revenues. We employed approximately 49,500 people as of December 31, 2022.

We own or operate 259 landfill sites, which is the largest network of landfills throughout the U.S. and Canada. In order to make disposal more practical for larger urban markets, where the distance to landfills is typically farther, we manage 337 transfer stations that consolidate, compact and transport waste efficiently and economically. We also use waste to create energy, recovering the gas produced naturally as waste decomposes in landfills and using the gas in generators to make electricity. We are a leading recycler in the U.S. and Canada, handling materials that include cardboard, paper, glass, plastic and metal. We provide cost-efficient, environmentally sound recycling programs for municipalities, businesses and households across the U.S. and Canada as well as other services that supplement our Solid Waste business.

Our fundamental strategy has not changed; we remain dedicated to providing long-term value to our stockholders by successfully executing our core strategy of focused differentiation and continuous improvement. As North America's leading provider of comprehensive environmental solutions, sustainability and environmental stewardship is embedded in all that we do. We have enabled a people-first, technology-led focus to drive our mission to maximize resource value, while minimizing environmental impact, so that both our economy and our environment are positively impacted. Our strategy leverages and sustains the strongest asset network in the industry to drive best-in-class customer experience and growth. Our strategic planning processes appropriately consider that the future of our business and the industry can be influenced by changes in economic conditions, the competitive landscape, the regulatory environment, asset and resource availability and technology. We believe that focused differentiation, which is driven by capitalizing on our unique and extensive network of assets, will deliver profitable growth and position us to leverage competitive advantages. Simultaneously, we believe the combination of cost control and investing in automation to improve processes and drive operational efficiency will yield an attractive total cost structure and enhanced service quality. While we continue to improve existing diversion technologies, such as through investments in our recycling operations, we are also evaluating and pursuing emerging diversion technologies that may generate additional value.

Our Company's goals are targeted at putting our people first, positioning them to serve and care for our customers, the environment, the communities in which we work and our stockholders. Our brand promise is ALWAYS WORKING FOR A SUSTAINABLE TOMORROW®. We live this promise through our service offerings and sustainable solutions, our investments in innovation, our people, and our commitment to the future. Through our longtime focus on finding sustainable solutions, we continue to evolve beyond being a traditional environmental waste services company. Increasingly, our industry-leading focus on environmental sustainability aligns with demand from our customers who want more of their waste materials recovered. Waste streams are becoming more complex, and our aim is to address current needs, while anticipating the expanding and evolving needs of our customers. We believe we are uniquely equipped to meet the challenges of the changing waste industry and our customers' waste management needs, both today and tomorrow as we work together to envision and create a more sustainable future.



We believe that execution of our strategy will deliver shareholder value and leadership in a dynamic industry and challenging economic environment. In addition, we intend to continue to return value to our stockholders through dividend payments and our common stock repurchase program. In December 2022, we announced that our Board of Directors expects to increase the quarterly dividend from \$0.65 to \$0.70 per share for dividends declared in 2023, which is a 7.7% increase from the quarterly dividends we declared in 2022. This is an indication of our ability to generate strong and consistent cash flows and marks the 20th consecutive year of dividend increases. All quarterly dividends will be declared at the discretion of our Board of Directors and depend on various factors, including our net earnings, financial condition, cash required for future business plans, growth and acquisitions and other factors the Board of Directors may deem relevant.

# **OWNERSHIP OR ECONOMIC DISCLOSURE STATEMENT**

The expected initial legal owner or principal user of the facilities being financed with the proceeds of the Bonds is the Borrower or an affiliate of the Borrower (including Waste Management of Illinois, Inc., Countryside Landfill, Inc., Envirofil of Illinois, Inc., Waste Management of Five Oaks Recycling and Disposal Facility, Inc., Advanced Disposal Services Orchard Hills Landfill, Inc. and Advanced Disposal Services Valley View Landfill, Inc.).

Applicant: Waste Management, Inc., 800 Capitol Street, Suite 3000, Houston, TX 77002

Website: <u>https://www.wm.com/</u>

<b>Contact:</b> Jeff E	Sennett, Assistant Treasurer	Email: jbennet6@	wm.com
	<b>PROFESSIONAL AND FINA</b>	NCIAL INFORMATIO	N
Borrower/Bond Counsel	: Locke Lord LLP	Boston, MA	Stephanie Massey Michael Meidinger
		Cincinnati, OH	Todd Cooper
Underwriter/			1
Remarketing Agent:	BofA Securities, Inc.	San Francisco, CA	Lawrence Tonomura
		Chicago, IL	John Emerson
Underwriter's Counsel:	Norton Rose Fulbright US LLP	New York, NY	James Marlin
	C		Anna Lee
			Siyi Zhu
Trustee:	U.S. Bank, National Association	Philadelphia, PA	Gregory Guim
Issuer:	Illinois Finance Authority	Chicago, IL	Brad Fletcher
Issuer's Counsel:	Nixon Peabody LLP	Chicago, IL	Julie Seymour
	-		Sharone Levy

# **LEGISLATIVE DISTRICTS**

Congressional:	1, 10, 12, 13, 14, 15, 16, 17
State Senate:	31, 35, 36, 37, 40, 43, 45, 48, 54, 57, 58
State House:	62, 70, 71, 74, 80, 86, 89, 96, 107, 113, 115

# SERVICE AREA

Waste Management, Inc. offers comprehensive and sustainable waste management and recycling solutions throughout the State, including 233 locations as of September 5, 2023.