

**CALIFORNIA INDUSTRIAL DEVELOPMENT FINANCING ADVISORY COMMISSION**

*Request to Approve Issuance of Tax-Exempt Bonds and Transfer Industrial Development  
Tax-Exempt Bond (IDB) Allocation*

**Little Brothers Bakery, LLC**  
**Application No. 14-0003**

**September 16, 2014**

**SUMMARY**

**Borrower/Project Sponsor and User** – Little Brothers Bakery, LLC

**Issuer** – California Municipal Finance Authority (CMFA)

**Location** – City of Carson, Los Angeles County

**Requested IDB Approval** – \$5,000,000 TE

**Requested IDB Allocation Approval** – \$5,000,000 TE

**Public Benefit Points Awarded** – 29 points out of 147 possible

**Staff Recommendation** – Approval

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**THE COMPANY**

Little Brothers Bakery, LLC (the Company or the Borrower/User) is a family-owned company and was formed on July 22, 1999 in California. It is owned by Paul C. Giuliano (49%), Paul G. Giuliano (17%), Anthony Giuliano (17%) and Jennifer Giuliano (17%). The Company provides freshly baked goods such as breads, rolls, croissants, cookies and cakes to several grocery store chains located throughout southern California via private label and also to institutional buyers (i.e. school districts and other large cafeterias).

The Company manufactures its baked goods for grocery retailers and institutional buyers including Trader Joes, Stater Bros, Food 4 Less, and numerous Southern California school districts.

Little Brothers Bakery, LLC is affiliated with three other business entities. Alondra Properties, LLC, which is the owner of the real estate, Grilled Sandwiches, LLC is a retail delicatessen, and Let's Do Lunch, Inc. is a manufacturer of frozen foods for institutional buyers. These businesses, collectively referred to as the (related entities), will serve as guarantors to the loan.

## **THE PROJECT**

The Company currently owns and operates an existing 17,770 square foot manufacturing facility in the City of Carson in Los Angeles County. Currently, the ground floor of the facility houses two production lines – one line is used for the manufacturing of bread loaves and croissants and the other line produces pastries and other baked goods. The bond proceeds will be used to acquire and install equipment such as a new bread and rolls line, conveyor proofing, and 100-foot tunnel oven. This new equipment will fully automate one bakery line. Existing employees currently handling tasks that will be automated will be retrained to assist in other areas of the company or reemployed within the related entities. This equipment will allow the Company to increase its market share in the commercial bakery business by helping to attract new industrial customers.

### **Anticipated Project and Issuance Costs**

	To be paid from <u>bond proceeds</u>	To be paid from <u>all other sources</u>
Acquisition of New Equipment		
(a) Invoice	\$4,900,000	\$0
Bond Issuance Expenses	<u>100,000</u>	<u>0</u>
<b>Totals</b>	<b><u>\$5,000,000</u></b>	<b><u>\$0</u></b>

### **Timeline**

The equipment has been ordered and is scheduled to be delivered by November 2014. The installation of the production line is scheduled to be completed by May 2015.

### **Financing Details**

The tax-exempt IDB will be sold on a private placement basis in accordance with CIDFAC's private placement policy<sup>1</sup> to GE Government Finance Inc. (GEGF). GEGF, which is a qualified institutional buyer (QIB) as defined by the U.S. Securities and Exchange Commission (SEC) Rule 144A, will purchase the bond for its own investment portfolio or that of a GE affiliate. The bond will be secured by a first priority perfected security interest in the equipment. The following related entities will be guarantors on the loan. Additionally, personal guarantees will be provided by Anthony Giuliano, Jennifer Giuliano, Paul C. Giuliano, Paul G. Giuliano, and Jon Sugimoto.

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<sup>1</sup> The bonds will be issued in accordance with CIDFAC's private placement policy, which has the following requirements:

- The bond purchaser must be a sophisticated investor as defined under SEC Rule 144A.
- The sophisticated investor must sign a "traveling" sophisticated investor letter, which will outline the requirements and restrictions related to sophisticated investors and will follow the bonds in the event the bonds are re-sold or traded at a later date.
- The security for the private placement debt must be collateral provided by the Borrower.
- The bond will be issued in a minimum denomination of \$250,000.

**Financing Team**

- Issuer: California Municipal Finance Authority
- Private Placement Provider: GE Government Finance, Inc.
- Bond Counsel: Jones Hall
- Escrow Agent: U.S. Bank N.A.

**PROJECT EVALUATION**

**PUBLIC BENEFITS:** The Project received 29 points out of a possible 147 pursuant to the California Debt Limit Allocation Committee (CDLAC) scoring system for IDB Projects. The award of points is detailed below:

**A. Community Economic Need (5 of 25 points).**

**1. Unemployment Rate of the Project Area (0 of 10 points).** In accordance with CDLAC Regulations, points are awarded in this category if the 2013 unemployment rate of the county sub-area in which the Project is located is at least 125 percent of the 2013 statewide rate. The unemployment rate of this Project area is 112.3 percent of the statewide rate. Therefore, the Project received 0 points in this subcategory.

**2. Poverty Rate of Project Area (0 of 5 points).** In accordance with CDLAC Regulations, the most recent data from the U.S. Bureau of the Census, which in this case is Census 2010 (5 year) data, is used to determine if the Project qualifies for points in this category. Points are awarded in this category if the poverty rate is at least 110 percent or more of the statewide rate. The poverty rate for this Project area is 6.7 percent, which is 43.8 percent of the Census 2010 statewide rate of 15.3 percent. Therefore, the Project received no points in this subcategory.

**3. Special Designation Area (0 of 5 points).** The Project is not located in a special designation area.

**4. Median Family Income (5 of 5 points).** In accordance with CDLAC Regulations, the most recent data from the U.S. Bureau of the Census, which in this case is from Census 2010, is used to determine if the Project qualifies for points in this category. Points are awarded if the Project is located in an area with a median family income of less than 80 percent of the statewide average. The Project is located in the City of Carson where the average median family income is \$54,857. The median family income for the State of California is \$69,883. So, the median family income for the Project area is 78.5 percent of the statewide average. Therefore, the Project received five points in this subcategory.

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**B. Job Creation (10 of 35 points).** Points are awarded in this category based on the borrower and/or user's representation that it will use its best efforts to increase the number of direct, full-time employees at the Project site within two years of Project completion by at least 10 percent. The company represents that it currently employs 76 direct, full-time employees at the Project site. The company represents that it anticipates hiring an additional 15 direct, full-time employees, which equates to approximately 20 percent increase, within two years of completion of the Project. Therefore, the Project received ten points in this category.

**C. Job Retention (0 of 10 points).** Points are awarded in this category based on the Borrower's or User's representation that it has considered moving operations out of state. There was no such representation in the application materials received, and therefore the Project received no points in this category.

**D. Average Hourly Wage (10 of 10 points).** In accordance with CDLAC Regulations, the most recent data from the Bureau of Labor Statistics, which in this case is May 2013, is used to determine if the Project qualifies for points in this category. Points are awarded if the company's average hourly wage is at least 105 percent of the nearest Metropolitan Statistical Area (MSA) average hourly wage. The company's weighted average hourly wage is \$25.91 while the MSA for Los Angeles/Long Beach/Santa Ana area had an average 2013 manufacturing wage for the occupation of baker is \$11.76. Therefore, the company's average hourly wage is 220.3 percent of the average manufacturing wage for the Los Angeles/Long Beach/Santa Ana area.

### **E. Workforce and Economic Development (0 of 15 points).**

**1. Welfare-to-Work Plan (0 of 5 points).** The Company did not provide any information indicating participation in a welfare-to-work program.

**2. Workforce Training (0 of 5 points).** The Company did not provide information indicating participation in a workforce training program.

**3. Exports Outside California (0 of 5 points).** The Company did not provide information indicating that they export products outside of California.

**F. Health Care Benefits (0 of 15 points).** The Company indicated that it does not currently offer medical insurance benefits to its employees, but this option will be offered starting in 2015.

**G. Payment of Retirement Benefits (0 of 5 points).** The Company did not provide information indicating the contribution to payment of retirement benefits for its employees.

### **H. Environmental Stewardship (4 of 27 points).**

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**1. Land Use (0 of 3 points).** This Project does not involve the reuse of vacant or abandoned land or buildings.

**2. Public Transit Corridor (4 of 4 points).** The Company provided verification that the Project site is located within ¼ mile of a Metropolitan Bus Line stop within a public transit corridor.

**3. Energy Efficiency and Renewable Energy (0 of 15 points).** The Company did not provide information regarding the Project's energy efficiency.

**4. Manufacturer of Certified Environmentally Preferable Products (0 of 5 points).** The Company did not provide information indicating that the Project produces or will produce environmentally preferable products.

**I. Leveraging (0 of 5 points).** This project does not involve the use of leveraging.

### **RELOCATION OF COMPANY OPERATIONS**

The Company will remain at its current location.

### **QUALIFICATION OF BOND ISSUANCE**

Based on the proposed financial structure, and the application and other materials submitted to CIDFAC for this Project, staff believes the bonds (a) will be adequately secured; (b) will be fair, just and equitable to a purchaser of the bonds; and (c) will not defraud the bond purchaser. Final determination of qualification of the bonds will be subject to staff's review of final bond documents prior to the issuance of the bonds.

### **STATUS OF PERMITS/OTHER REQUIRED APPROVALS**

- The CMFA approved the Inducement Resolution in an aggregate amount not to exceed \$7,000,000 in tax-exempt IDBs for the Project on July 18, 2014. CMFA adopted a final resolution for the Project on August 29, 2014.
- A TEFRA hearing was held by the City Council of the City of Carson on September 2, 2014. No comments in support of or in opposition to the Project were received.
- The Project site is zoned for light industrial, manufacturing and warehouse uses and includes commercial and retail uses as well. The Company's operations do not require additional land use or zoning approvals or permits to accommodate this Project.

### **LEGAL QUESTIONNAIRE**

Staff reviewed the Borrower's/User's responses to the questions contained in the Legal Status portion of the application. The responses did not disclose any information that raises questions concerning the financial viability or legal integrity of the company.

**PRIOR ACTIONS AND FINANCINGS**

None.

**CIDFAC FEES**

In accordance with CIDFAC regulations, the Company has paid CIDFAC an application fee of \$1,250<sup>2</sup> and will pay a closing fee of up to \$12,500.

**RECOMMENDATION**

Staff recommends approval of Initial and Final Resolution No. 14-0003 for \$5,000,000 in tax-exempt bonds and Allocation Resolution No. 14-2-003 for \$5,000,000 in tax-exempt IDB allocation for CMFA for the Little Brothers Bakery, LLC Project. Staff's recommendation is subject to staff analysis and approval of final bond documents and receipt of bond counsel's opinion as set forth in Initial and Final Resolution No.14-0003.

**Staff report by: Deanna Hamelin**

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<sup>2</sup> California Code of Regulations Title 10, Chapter 8, Article 3, §6070

**INITIAL AND FINAL RESOLUTION OF THE  
CALIFORNIA INDUSTRIAL DEVELOPMENT FINANCING  
ADVISORY COMMISSION (CIDFAC)  
INDUSTRIAL DEVELOPMENT BONDS  
IR/FR #: 14-0003**

**WHEREAS**, the California Municipal Finance Authority (the “Applicant”) has transmitted the application of Little Brothers Bakery, LLC (the “Project Sponsor”) for the issuance of \$5,000,000 in tax-exempt bonds under the provisions of the California Industrial Development Financing Act, and has transmitted said application to the California Industrial Development Financing Advisory Commission (the “Commission”) and the information necessary to permit review of said application by the Commission, and has informed the Commission that it has adopted a resolution declaring its intention to issue such bonds and that the City of Carson held a public hearing regarding the issuance of the bonds and has approved the issuance of the bonds by the Applicant; and

**WHEREAS**, the Commission has reviewed the application and the materials submitted with the application.

**NOW, THEREFORE**, the Commission resolves as follows;

**Section 1.** The Commission, based on its review of the application and the information submitted therewith, does determine that the public benefits described in the application likely will substantially exceed any public detriment from the issuance of the bonds in the total principal amount of \$5,000,000; and

**Section 2.** The Commission conditionally finds that the proposed issuance of the bonds qualifies under the provisions of Article 5 of Title 10 of the Government Code, and further finds that:

(a) the bonds will be adequately secured and the funds available to the Applicant will be sufficient to pay the principal of and interest on the bonds to be issued; and

(b) based on its review of the preliminary material submitted to it and as provided for under Government Code Section 91571, the proposed issuance will be fair, just and equitable to a purchaser of the bonds, and that the bonds proposed to be issued and the methods to be used by the Authority in issuing them will not be such as will work a fraud upon the purchaser thereof.

**Section 3.** The Commission determines that it is appropriate to the proposed transaction that the qualification of the proposed issuance be subject to the following conditions:

(a) the Bond Counsel Opinion, when ready for execution, shall be submitted to Commission staff;

(b) the final legal documents, when ready for execution, shall be submitted to Commission staff for its review. Submitted documents shall include:

(i) Loan Agreement,

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- (ii) Tax Regulatory Agreement,
- (iii) Escrow Agreement, and;
- (iii) Other documents which, in the opinion of Commission staff, are necessary to the review of the transaction;

(c) the Commission staff shall determine that the final documents associated with the transaction have been developed in form and content substantially similar to the representations in the application on which are based the findings under Section 2. above;

(d) the bonds, when issued, are within the maximum limitation of bonds authorized in the California Industrial Development Financing Act (Section 91573(a) of California Government Code);

(e) the Commission shall receive all applicable fees prior to the issuance of the bonds, unless the bond documents indicate that such fees are to be paid from the proceeds of the bonds; and

(f) the Project Sponsor agrees to comply with Section 91533(l) of the Government Code relating to the payment of prevailing wages.

**Section 4.** This Resolution shall cease to be effective if the above-described bonds have not been issued within six months after the date of adoption of this Resolution.

**Section 5.** In compliance with the provision of the California Industrial Development Financing Act (Section 91754 California Government Code), the qualification of the proposed bond issue by this resolution is permissive only, and does not constitute a recommendation or endorsement of the bonds so qualified by the Commission.

**THE CALIFORNIA INDUSTRIAL DEVELOPMENT  
FINANCING ADVISORY COMMISSION  
RESOLUTION NO. 14-2-003  
RESOLUTION TRANSFERRING A PORTION OF THE 2014 STATE CEILING  
FOR QUALIFIED PRIVATE ACTIVITY BONDS FOR A  
SMALL-ISSUE INDUSTRIAL DEVELOPMENT PROJECT**

**WHEREAS**, that the California Debt Limit Allocation Committee (“CDLAC”) awarded allocation to the California Industrial Development Financing Advisory Commission (the “Commission”) for the purpose of awarding a portion of the allocation to local and State issuers; and

**WHEREAS**, the Commission has the authority to transfer a portion of its allocation to local and State issuers; and

**WHEREAS**, the Commission has received an application (“Application”) from the California Municipal Finance Authority (“Applicant”) requesting a transfer to the Applicant of a portion of the 2014 State Ceiling on Qualified Private Activity Bonds (the “State Ceiling”) under Section 146 of the Internal Revenue Code of 1986, as amended, for use by the Applicant to issue bonds or other obligations (“Bonds”) for a project as specifically described in Exhibit A (“Project”) (capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the Regulations of the CDLAC Implementing the Allocation of the State Ceiling on Qualified Private Activity Bonds (“CDLAC’s Regulations”)); and

**WHEREAS**, the Project Sponsor (as defined in Exhibit A) has represented certain facts and information concerning the Project in the Application, which the Applicant has confirmed; and

**WHEREAS**, in evaluating the Project and potential allocation of a portion of the State Ceiling to the Applicant for the benefit of the Project, the Commission has relied upon the written facts and information provided in the Application and otherwise by the Project Sponsor and the Applicant; and

**WHEREAS**, it is appropriate for the Commission to make a transfer of a portion of the State Ceiling (“Allocation”) in order to benefit the Project described in the Application.

**NOW, THEREFORE**, the California Industrial Development Financing Advisory Commission resolves as follows:

**Section 1.** There will be a transfer to the Applicant an amount of the State Ceiling equal to \$5,000,000. Such Allocation may be used only by the Applicant and only for the issuance of Bonds for the Project, as specifically described in Exhibit A. All of the terms and conditions of Exhibit A are incorporated as though fully set forth herein (this resolution, together with Exhibit A, hereinafter referred to as the “Resolution”).

**Section 2.** The terms and conditions of this Resolution shall be incorporated in appropriate documents relating to the Bonds, and the Project Sponsor, the Applicant and their respective successors and assigns will be bound by such terms and conditions.

**Section 3.** Any modification to the Project made prior to the issuance of the Bonds must be reported to the Executive Director or Deputy Executive Director and, if the Executive

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Director or Deputy Executive Director determines such modification to be material in light of the Commission's Procedures, such modification shall require reconsideration by the Commission before the Allocation may be used for the Project. Once the Bonds are issued, the terms and conditions set forth in this Resolution shall be enforceable by the Commission through an action for specific performance or any other available remedy, provided however, that the Commission agrees not to take such action or enforce any such remedy that would be materially adverse to the interests of the Bondholders. The Commission may, as circumstances warrant, consent to changes in the terms and conditions set forth in this Resolution in the event the Commission is advised of changes in the Project.

**Section 4.** Prior to the issuance of the Bonds, any material changes in the structure of the credit enhancement and not previously approved by the Commission shall require approval of the Commission Chair or the Executive Director or the Deputy Executive Director.

**Section 5.** The Applicant is not authorized to use the Allocation transferred hereby to make a carryforward election with respect to the Project. The Applicant is not authorized to transfer the Allocation to any governmental unit in the State other than this Commission.

**Section 6.** The potential Allocation transferred herein shall automatically revert to this Commission unless the Applicant has issued Bonds for the Project by the close of business within 90 days of the award of Allocation. In the case of extreme hardship, the Executive Director or the Deputy Executive Director may extend this date by up to five (5) business days.

**Section 7.** Within twenty-four (24) hours of using the Allocation to issue the Bonds, the Applicant shall notify the Commission's staff and CDLAC's staff in writing (which may be by electronic or facsimile communication) that the Allocation has been used. Each notification to the Commission and to CDLAC shall identify the Applicant, the project or program, the date the Allocation was used, and the amount of the Allocation used.

**Section 8.** Within fifteen (15) calendar days of the issuance of the Bonds, the Applicant or its counsel shall formally transmit to CDLAC information regarding the issuance of the Bonds by submitting, in a form prescribed by and made available by CDLAC a completed Report of Action Taken. In addition, the Applicant shall provide the Commission with a copy of the final Official Statement, Private Placement Agreement, or other appropriate sale document.

**Section 9.** Any differences between the amount of Bonds issued and the amount of the Allocation granted in Section 1 of this Resolution shall automatically revert to the Commission. If at any time prior to the expiration date set forth in Section 6 of this Resolution the Applicant determines that part or all of the Allocation will not be used to issue Bonds by that date, the Applicant shall take prompt action by resolution of its governing board or by action of its authorized officer to return such unused Allocation to the Commission.

**Section 10.** The staff of the Commission is authorized and directed to transmit a copy of this Resolution to the Applicant together with a request that the Applicant retain, for the term of the Bonds, a copy of this Resolution in the Applicant's official records. The Commission staff is further directed to retain a copy of this Resolution in the files of the Commission (or any successor thereto) for the same period of time.

**Section 11.** In consideration of the potential Allocation to be transferred to the Applicant and the Project Sponsor, the Applicant and the Project Sponsor shall comply with all of the terms and conditions contained in this Resolution and ensure that these terms and

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conditions are included in the documents related to the Bonds. Further, the Applicant and the Project Sponsor expressly agree that the terms and conditions of this Resolution may be enforced by the Commission through an action for specific performance or any other available remedy, provided however, that the Commission expressly agrees not to take such action or enforce any such remedy that would be materially adverse to the interests of the Bondholders. In addition, the Applicant and the Project Sponsor shall ensure that the Bond documents, as appropriate, expressly provide that the Commission is a third party beneficiary of the terms and conditions set forth in this Resolution.

**Section 12.** The Project Sponsor or its successor-in-interest shall provide certifications of compliance with the terms and conditions set forth in this Resolution when reasonably requested by the Commission.

**Section 13.** This Resolution shall take effect upon its adoption.

**EXHIBIT A**

**RESOLUTION NO: 14-2-003  
(A SMALL-ISSUE INDUSTRIAL DEVELOPMENT PROJECT)**

1. Applicant: California Municipal Finance Authority (CMFA)
2. Application No.: 14-0003
3. Borrower, Project Sponsor and User: Little Brothers Bakery, LLC and/or a related entity
4. Project Name: Little Brothers Bakery, LLC Project
5. Project Description: Acquisition and Installation of New Equipment
6. Address: 320 W. Alondra Blvd.  
Location: Gardena, CA 90248  
County: Los Angeles County
7. Amount of Allocation: \$5,000,000
8. The Borrower has represented that it reasonably expects to use its best efforts to achieve the following within two years of the completion of the Project:
  - Creation of 15 additional direct, full-time positions.