

**CALIFORNIA POLLUTION CONTROL FINANCING AUTHORITY
BOND FINANCING PROGRAM
Meeting Date: July 18, 2017**

*Request to Approve Initial Resolution Reflecting Official
Intent to Issue Revenue Bonds*

Prepared by: *Andrea Gonzalez*

Applicant: SiONEER Stockton, LLC	Amount Requested: \$9,800,000
Project Location: City of Stockton (San Joaquin County)	Application No.: 911(SB)
	Initial Resolution No.: 17-11

Summary. SiONEER Stockton, LLC and/or its Affiliates (the “Company”) requests approval of an Initial Resolution for an amount not to exceed \$9,800,000 to finance the construction of a glass processing facility.

Borrower. SiONEER Stockton, LLC is a new company formed by the parent company Glass Processing Solutions, LLC (GPS). GPS has experience in commercial operations and was founded by Cynthia Andela who is also the founder of Andela Tool and Machine which has been making glass pulverizing equipment since 1991. GPS’s initial plant was built in Richfield Springs, NY in 2009 which was a small 6,000 ton per year operation. GPS began selling processed glass into the abrasive market in 2010. The patent for the clean glass process was awarded in 2012. In 2013 GPS licensed the technology to Momentum recycling in Salt Lake City & in 2014 licensed the technology to Tricentris in Lachute (Montreal) Quebec. GPS was instrumental in the building, training and initial operation of both plants. The plants in Salt Lake City & Lachute are both 10 ton per hour facilities that are fully operational and profitable.

The Company has developed and deployed a new technology that has the capability to process 100% of the post-consumer waste glass. The Company is a small business currently with three employees and is expected to have a maximum of 30 employees at commercial operation.

The principal stockholders of the Company are as follows:

Cynthia Andela	42%
Douglas L. Jackson	42%
Wendy J. Wright	4%
Brett Wilhelm	4%
David Selover	4%
Various (Less than 3%)	4%
Total:	<u>100%</u>

Legal Questionnaire. The Staff has reviewed the Company’s responses to the questions contained in the Legal Status portion of the Application. No information was disclosed in the Legal Status portion of the Application that raises questions concerning the financial viability or legal integrity of this applicant.

Project Description. The Company plans to finance the construction of a glass processing facility which is anticipated to process 6,000 tons a month of post-consumer glass. Glass fines, along with other material glass types will be used as feedstock which will be sorted and processed in a Material Recovery Facility (MRF).

The finished products of the processing facility will be a specialty sand and a high quality pozzolan which will be sold into the concrete market. Pozzolans are required for ultra-high strength concrete used in infrastructure projects. Using the Company's process, the waste glass can be processed into a high quality pozzolan that will be sold to California concrete companies for use in California infrastructure projects, including the construction and maintenance of sidewalks, buildings, roads, bridges and dams.

The CEQA process has currently begun. The Port of Stockton is leading development of an Initial Study/Mitigated Negative Declaration (IS/MND) for the proposed facility. A draft IS/MND will be complete and circulated to the public and agencies for 30-day review by September 2017. Any substantive comments will be addressed, after which the IS/MND will be brought to the Port's Board of Commissioners for approval with issuance of the Company's lease. This is expected to occur by or before early 2018.

Volume Cap Allocation. The Company anticipates applying to the Authority for volume cap allocation in the 4th quarter of 2017 or once CEQA process is complete.

Financing Details. The Company anticipates the issuance of negotiated tax exempt bonds.

Financing Team.

Underwriter: Westhoff, Cone & Holmstedt

Bond Counsel: Orrick, Herrington & Sutcliffe LLP

Issuer's Counsel: Office of the Attorney General

Staff Recommendation. Staff recommends approval of Initial Resolution No. 17-11 for SiONEER Stockton, LLC and/or its Affiliates for an amount not to exceed \$9,800,000.

Note: An Initial Resolution approval is not a commitment that the Board will approve a Final Resolution and bond financing of the proposed Project.

**RESOLUTION OF OFFICIAL INTENT TO ISSUE BONDS TO
FINANCE SOLID WASTE DISPOSAL FACILITIES FOR
SiONEER STOCKTON, LLC AND/OR ITS AFFILIATES**

July 18, 2017

WHEREAS, the California Pollution Control Financing Authority ("Authority"), a public instrumentality, is authorized and empowered by the provisions of the California Pollution Control Financing Authority Act ("Act") to issue bonds for the purpose of defraying the cost of facilities for the disposal of solid and liquid waste products, including resource recovery and energy conversion facilities; and

WHEREAS, SiONEER Stockton, LLC, an Ohio partnership (the "Applicant"), and/or its affiliates (collectively, the "Company") has submitted an application (the "Application") requesting that the Authority assist in financing the construction of facilities for processing post-consumer waste glass as more fully described in the Application (collectively, the "Project") to be owned and operated by the Company, and have presented an estimate of the maximum cost of such Project as shown in Exhibit "A" attached hereto; and

WHEREAS, the Authority desires to encourage the Company to provide solid waste disposal and resource recovery facilities and equipment which will serve the public of the State; and

WHEREAS, the Authority deems it necessary and advisable to further the purposes of the Act that the Project be acquired at the earliest practicable date, but the Company requires satisfactory assurances from the Authority that the proceeds of the sale of bonds of the Authority will be made available to finance such Project; and

WHEREAS, the Company expects to incur or pay from its own funds certain expenditures in connection with the Project prior to the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis; and

WHEREAS, subject to meeting all the conditions set forth in this resolution the Authority reasonably expects that debt obligations in an amount not expected to exceed \$9,800,000 will be issued and that certain of the proceeds of such debt obligations will be used to reimburse the Company for its prior expenditures for the Project; and

WHEREAS, Section 1.103-8(a)(5) and Section 1.150-2 of the Treasury Regulations require the Authority to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, BE IT RESOLVED by the California Pollution Control Financing Authority as follows:

Section 1. The Authority finds and determines that the foregoing recitals are true and correct. For purposes of this Resolution, an "Affiliate" of the Applicant means any person or entity which controls, is controlled by, or is under common control with, the Applicant, as shown by the possession, directly or indirectly, of the power to direct or cause the direction of its management or policies, whether through majority equity ownership, contract or otherwise. An Affiliate shall also be a "participating party" as defined in the Act.

Section 2. The Authority declares its official intent to issue, at one time or from time to time, an aggregate of up to \$9,800,000 principal amount of bonds of the Authority for the Project; including for the purpose of reimbursing to the Company costs incurred for the Project prior to the issuance of the bonds.

Section 3. The bonds will be payable solely from the revenues to be received by the Authority pursuant to a loan agreement or other agreements to be entered into between the Authority and the Company in connection with the Project. Each bond shall contain a statement to the following effect:

"Neither the faith and credit nor the taxing power of the State of California or any political subdivision thereof or local agency is pledged to the payment of the principal of, premium, if any, or any interest on this bond."

Section 4. The bonds shall be issued subject to the conditions that (i) the Authority and the Company shall have first agreed to mutually acceptable terms for the bonds and of the sale and delivery thereof, and mutually acceptable terms and conditions of the loan of the bond proceeds to finance the Project; (ii) all requisite governmental approvals shall have first been obtained; (iii) a Final Resolution shall have been received from the Authority; and (iv) an allocation shall have been received from the California Debt Limit Allocation Committee for any portion of the bonds which are to be sold as exempt from federal income tax.

Section 5. The Executive Director of the Authority is hereby authorized to indicate the willingness of the Authority to proceed with and effect such financing in order to assist the Company by defraying the cost of the Project, subject to due compliance with all requirements of the law and the obtaining of all necessary consents and approvals and to meeting all other requirements of the Authority.

Section 6. It is intended that this Resolution shall constitute "some other similar official action" towards the issuance of bonds within the meaning of Section 1.103-8(a)(5) of the Treasury Regulations and "official intent" within the meaning of Section 1.150-2 of the Treasury Regulations, each as applicable under Section 103 of the Internal Revenue Code of 1986, as amended. It is also intended that this statement of "official action" or "official intent" by the Authority shall continue in full force and effect even if this Resolution ceases to be effective for other purposes.

Section 7. This Resolution shall take effect immediately upon its passage and remain in full force and effect thereafter; provided that, subject to Section 6 above, this Resolution shall

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cease to be effective on July 18, 2020 unless the Authority specifically adopts a further resolution extending the effective date of this Initial Resolution. The Authority will consider such extension upon receiving a specific request for such action from the Company, accompanied by any additional information requested by the Authority to supplement the Company's application, and an explanation of the status of the Project.

EXHIBIT A

NUMBER: 17-11

LOCATION: 713-A Luce Avenue
Stockton, CA 95203

TYPE: Solid Waste Disposal

AMOUNT: Up to \$9,800,000