



MEMORANDUM

TO: Delegates of the Michigan Strategic Fund ("MSF") Board for the Michigan Business Development Program

FROM: Marcia Gebarowski, Development Finance Manager

DATE: August 15, 2012

SUBJECT: Approval of Michigan Business Development Request for \$800,000 Performance-based Grant to:

Pinnacle Foods Group, LLC ("Applicant" or "Company")
399 Jefferson Road
Parsippany, New Jersey 07054
www.pinnaclefoods.com

MBDP PROGRAM AND ITS GUIDELINES

On December 21, 2011, the MSF Board approved the Michigan Business Development Program ("MBDP") and its guidelines. The primary intended objective of the MBDP is to provide incentives to businesses that create qualified jobs, make qualified investments, or a combination of both, in Michigan.

SOURCE OF INFORMATION

It is the role of the Development Finance staff ("MEDC Staff") to review for eligibility, completeness, and adherence to MBDP guidelines, the information provided by the applicant and to manage the MSF's investment. Explanatory and background information is supplied in summary form to provide context for the request and is drawn exclusively from materials submitted by the applicant, and, as applicable, from other relevant third party sources utilized by MEDC staff.

HISTORY OF THE APPLICANT

Pinnacle Foods Group LLC is a leading producer, marketer and distributor of high-quality branded food products among three divisions including the Duncan Hines Grocery division, Birds Eye Frozen Foods division and Specialty Foods division. Headquartered in Parsippany, New Jersey, Pinnacle Foods was formed in 2007 and employs over 4,600 people across the U.S.

Pinnacle Foods owns and operates many facilities in the U.S. and two in Michigan; Imlay City, producing products mostly under the Vlasic brand name, and Fennville where they produce Comstock brand name products.

The Applicant has not received any incentives from the MSF previously.

Michigan Economic Development Corporation

PROJECT DESCRIPTION

The Applicant plans to consolidate its Millsboro, Delaware pickle operations in Michigan and expand pickle manufacturing operations at their Imlay City facility, make investments and create jobs related to fruit and vegetable canning.

- a) The Applicant is a “Qualified Business”, as defined in MCL 125.2088r(9)(b), that is located and operates in Michigan.
- b) The project will be located in Imlay City. The city has offered a “staff, financial, or economic commitment to the project” in the form of a PA 198 and PA 328 tax abatement related to the new investment. Lapeer County will be requesting the use of the PA 328 abatement through the I-69 Next Michigan Development Authority. The estimated value of these incentives is \$3.6 million.
- c) The Applicant has demonstrated a need for the funding based on a competitive offer from the State of Delaware in an effort to consolidate pickle manufacturing operations at the facility operated by Pinnacle Foods in that state.
- d) The Applicant plans to create 29 Qualified New Jobs above a statewide base employment level of 249.
- e) Pursuant to the program guidelines, the following was taken into consideration for the proposed project: The Company indicates that investment will begin in the fall of 2012, job creation is expected to begin in 2013 and there was out-of-state competition for this project.

INCENTIVE OPPORTUNITY

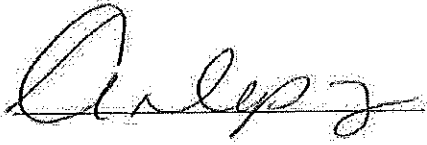
This project involves the creation of 29 Qualified New Jobs, with the potential for up to an additional 300 seasonal jobs each year as a result of the Project, and a capital investment of up to \$14.3 million in the City of Imlay City. The requested incentive amount from the MSF is \$800,000 in the form of a performance-based grant. Please see below for more information on the recommended action.

RECOMMENDATIONS

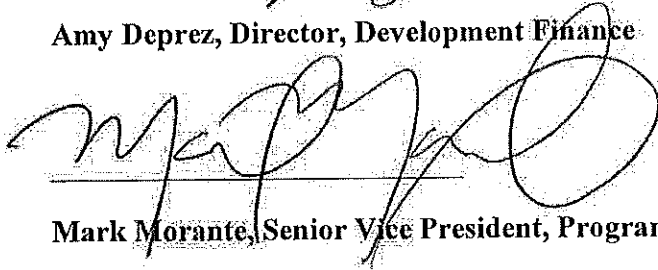
MEDC Staff recommends (the following, collectively, “Recommendation”):

- a) Approval of the MBDP Proposal as outlined in the attached term sheet (collectively, “MBDP Proposal”);
- b) Closing the MBDP Proposal, subject to available funding under the MBDP at the time of closing (“Available Funding”), satisfactory completion of due diligence, (collectively, “Due Diligence”), finalization of all MBDP transaction documents, and further subject to the following terms and conditions:
 - a. Commitment will remain valid for 90 days with approval for MSF Fund Manager to extend the commitment an additional 30 days.

APPROVAL AUTHORITY – MBDP SUPPORT MEMO
Michigan Economic Development Corporation



Amy Deprez, Director, Development Finance

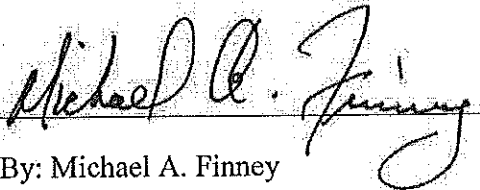


Mark Morante, Senior Vice President, Program Management

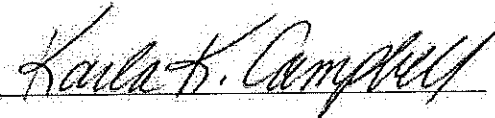
The Recommendation is approved subject to Available Funding and Completion of Due Diligence, and execution of all MBDP transaction documents, all in accordance with the MBDP and its guidelines:

Note: To utilize the delegation authority granted by the MSF Board, the approval of the Chairperson, and either the MSF Fund Manager of the MSF State Treasurer Director, are required for this commitment under the MBDP:

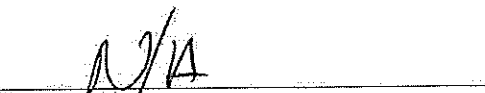
Michigan Strategic Fund



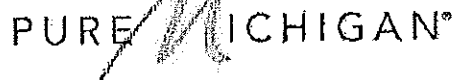
By: Michael A. Finney
Its: Chairman



By: Karla Campbell
Its: Fund Manager



By: Andy Dillon, State Treasurer
Its: Director



**MICHIGAN BUSINESS DEVELOPMENT PROGRAM
Performance Based Grant - Term Sheet**

The following is a summary of the highlights of the project and basic terms for which the Company desires grant support from the Michigan Strategic Fund ("MSF") under the Michigan Business Development Program ("MBDP"). While the MBDP is operated and funded through the MSF, recommendation for approval of a MBDP incentive award is presented by the Michigan Economic Development Corporation ("MEDC") to the MSF.

Date: 8/1/2012

1. **Company Name:** Pinnacle Foods Group, LLC ("Company" or "Applicant")
2. **Company Address:** 399 Jefferson Road
Parsippany, NJ 07054
www.pinnaclefoods.com
3. **Project Address ("Project"):** 415 South Blacks Corner Road
if different than above Imlay City, Michigan 49408
4. **MBDP Incentive Type:** Performance Based Grant
5. **Maximum Amount of MBDP Incentive:** Up to \$800,000 ("MBDP Incentive Award")
6. **Base Employment Level** 249 The number of year round jobs currently maintained in Michigan by the Company based on data submitted by the Company to the MEDC reflecting the Company's Project site employment level in Michigan prior to the proposed project. The Base Employment Level, including identification of the Company data used to establish this level, shall be included in the final MBDP Incentive Award agreement ("Agreement") between the MSF and the Company.
7. **Total Qualified New Job Creation:** 29 The minimum number of total Qualified New
(above Base Employment Level) Jobs the Company shall be required to create at the Project site (above the Base Employment Level), in addition to satisfying other milestones if applicable, to be minimally eligible to receive the full amount of the MBDP Incentive Award. Each Qualified New Job must be performed for consideration by a Michigan resident (whose

Michigan income taxes are withheld as required), and each Qualified New Job must be in excess of the Base Employment Level. A Qualified New Job must be an employee that reports to the Project Site twelve consecutive months of the year (year round). The final terms and conditions of the requirements for the minimum number of Qualified New Jobs that must be created, including provisions addressing disbursements of portions of the MBDP Incentive Award, shall be included in the final Agreement.

a. **Start Date for Measurement of Creation of Qualified New Jobs:** Date of Approval of MSF Award

8. **Company Investment:** Approximately \$14.3 million in building renovations, leasehold improvements and machinery and equipment or any combination thereof, for the Project.

9. **Municipality supporting the Project:** Imlay City

a. **Municipality Support.** One of the conditions of execution of the final Agreement is the requirement that the municipality shall have committed to provide: a property tax abatement. The final terms and conditions demonstrating this support shall be included in the final Agreement.

10. **Disbursement Milestones:** The final terms and conditions of each of the disbursements of any portion of the MBDP Incentive Award shall be included in the final Agreement, including that before any disbursement is made to the Company, the Company must have maintained: (i) the Base Employment Level (exclusive of the number of Qualified New Jobs then created) and (ii) any Qualified New Jobs created for which disbursements by the MSF have been made, and must otherwise be in compliance with all terms and conditions of the final Agreement, and further shall include:

a. **Disbursement Milestone 1:** Up to \$800,000 Upon demonstrated creation of 29 Qualified New Jobs above the Base Employment Level and verification of final approval of municipality support by no later than December 31, 2013.

11. **Term of Agreement:** Execution of Agreement to December 31, 2015.

12. **Repayment Provisions:**

Repayment provisions are required by law. The Repayment terms and conditions will be effective through the Term of the Agreement and shall be defined in the final Agreement. The final repayment provisions may require repayment of some or all of the disbursements made by the MSF, including if the Company moves 25% or more of their employees out of Michigan, if the Company fails to maintain the Base

Employment Level in Michigan, if the Company fails to maintain the Qualified New Jobs incented by this Award.

13. Reporting Requirements:

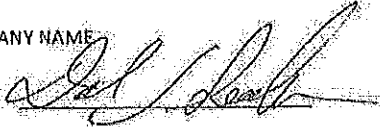
Periodic reporting will be required with this program. The detailed information needed from the Company will be included in the final Agreement, but will include Project reporting for such things as: amount of proposed Incentive, amount of actual Incentive received by Company; amount of proposed and actual investment made by Company for Project; the committed number of new jobs and the actual number of new jobs created as a result of the Project; the educational attainment of the employees hired; the number of new patents, copyrights, or trademarks applied for and issued to the Company; the number of licensing agreements by the Company and the number of such licensing agreements entered into by the Company with Michigan based firms; and any products commercialized by the Company.

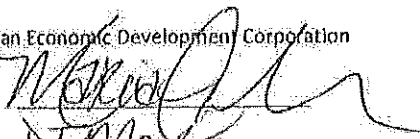
14. Public Announcements:

The Company shall not make, or cause, any announcement of the proposed MBDP Incentive Award parameters outlined in this letter before the date of approval by the MSF of the MBDP Incentive Award, unless prior authorized and coordinated with the MEDC.

Any final MBDP Incentive Award is contingent upon several factors, including: (i) submission by the Company of a completed application and all other documentation required under the MBDP (ii) satisfactory municipality support (iii) available MSF funding (iv) completion of financial review, business integrity review, required background checks, and other business and legal review and due diligence as required, and the results of which must be satisfactory to the MEDC, the MSF, and as applicable, the Chief Compliance Officer, (v) approval of an award by the MSF, and (vi) execution of a final Agreement containing the established milestones, repayment terms, reporting requirements, and all other detailed terms and conditions, required by the MSF.

If the Company is interested in the MEDC pursuing a recommendation to the MSF for a possible MBDP Incentive Award for the Company along the above parameters, please sign and date this Term Sheet. If the MEDC does not receive the signed Term Sheet from the Company by August 3, 2012, the MEDC may not be able to proceed with any recommendation to the MSF.

COMPANY NAME _____
By: 
Its: Vice President
Dated: August 1, 2012

Acknowledged as received by:
Michigan Economic Development Corporation
By: 
Its: [Name]
Dated: 8/2/12