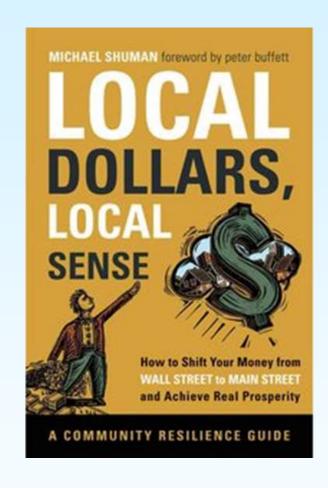
Local Investment 101





Unlocking the Economic Power of Local

Workshop Mission

- Education About the myriad strategies to local investment available today.
- Training On the practical and legal issues linked to these strategies.

 Organizing – To connect you with similarly minded people in your community.

Overview

Why Local Business Matters
Preliminary Thoughts on Local
Investment
Community Banking
Break
Cooperatives
Accredited Investor Landscape
Non-Securities
Lunch
Local Stock & Stock Markets
Local Investment Funds
Small Group Preparation
Break
Small Group Discussions
Report Back
Final Discussion

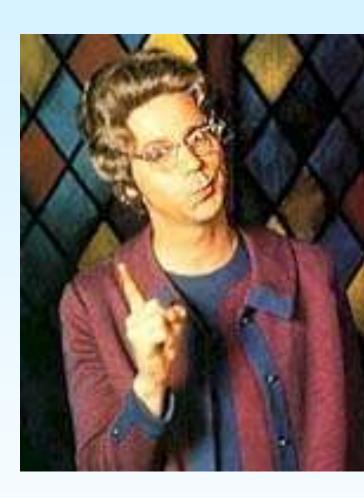


Introduction

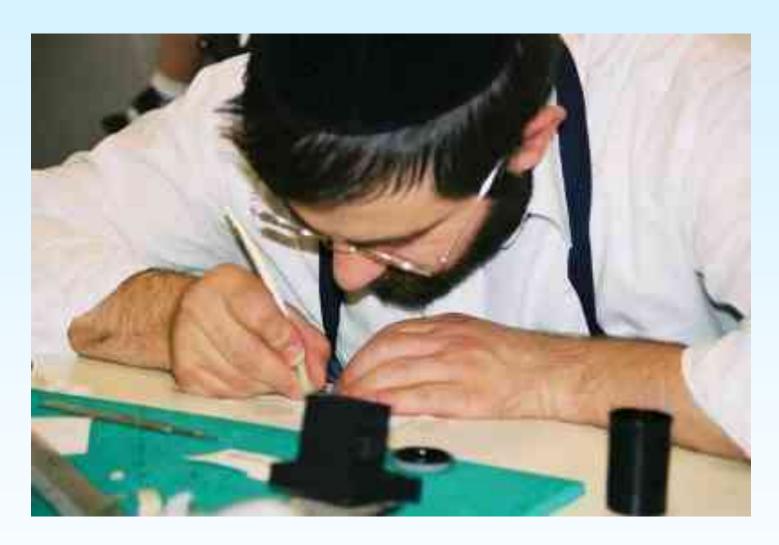


Ground Rules

- Silence Cell Phones
- Short Wind Sprints
- Clarification vs. Discussion Qs
- Respect Differences
- What Will You Do?



What About Notes?

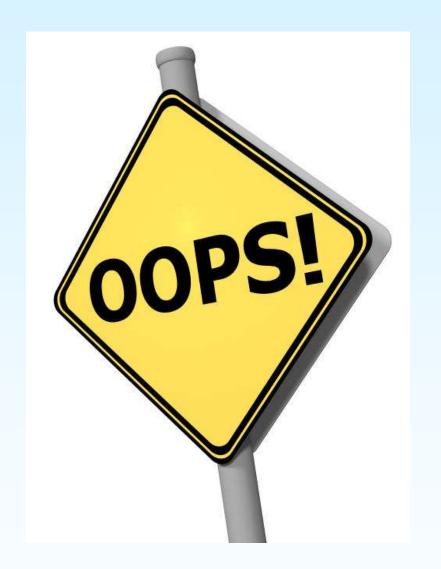


Caveats

Work in Progress

Feedback

Follow Up



Part 1: Why Local Business Matters



Unlocking the Economic Power of Local

Three Rules for Local Prosperity

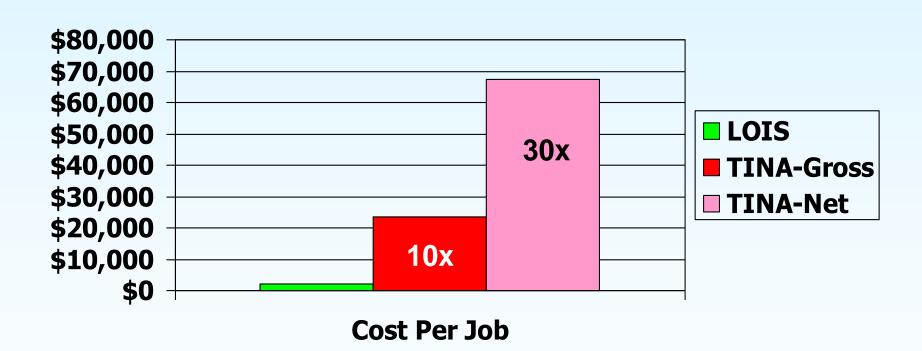
- (1) Maximize local ownership of business.
- (2) Maximize local self-reliance.
- (3) Spread models of triple-bottom line success.



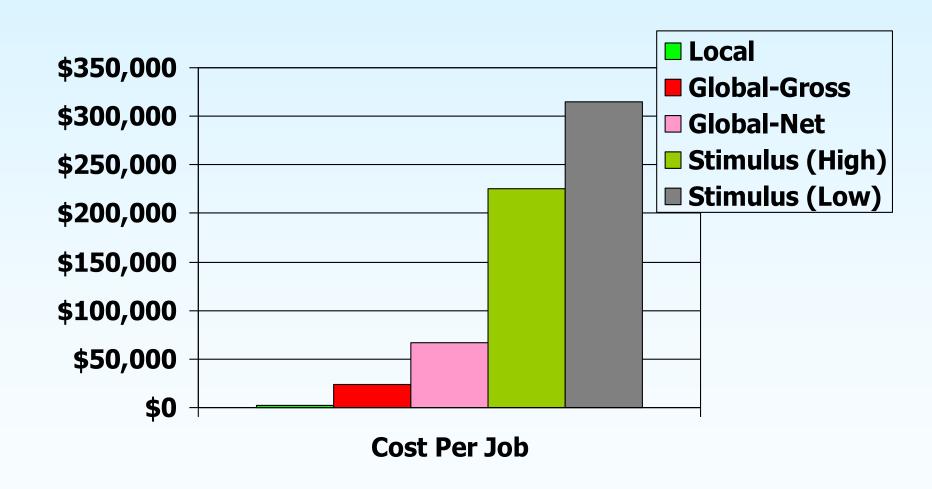
Rule #1:

Maximize Local Ownership

Business Subsidies in Lane County (OR)(mid-2003)

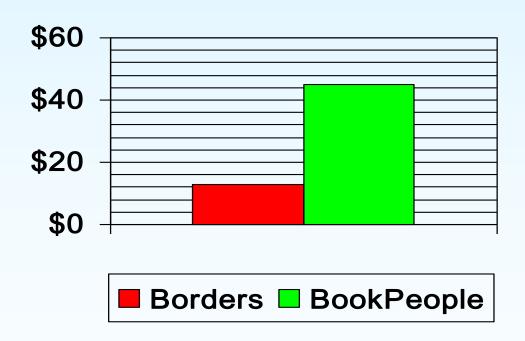


Recent U.S. Stimulus



The Importance of Multipliers

Impact of \$100 Spending (Austin)



The Jobs Verdict

Study	\$ Circulated Locally: Local vs. Nonlocal Ownership
Austin (2002)	3.5
Maine (2003)	5.0
Chicago (2004)	1.6
Toledo (2004)	4.0
lowa (2006)	1.6 (Jobs)
San Francisco (2007)	1.4-1.7
Phoenix (2007)	2.9
Grand Rapids (2008)	1.6
New Orleans (2009)	2.0
AVERAGE	2.6

Harvard Business Review

July-August 2010

More Small Firms Means More Jobs

Cities relying on only a few large firms for employment experienced slower subsequent job growth than cities with an abundance of small firms.

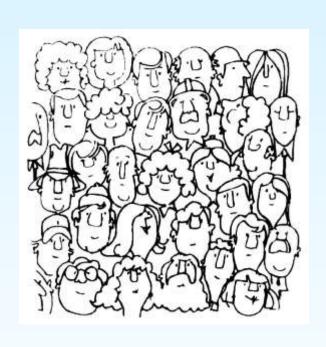


Other Reasons Ownership Matters

- Smart Growth
- Tourism
- Entrepreneurship
- Civil Society
- Political Participation



Rule #2: Maximize Local Self-Reliance







The Zingerman's Story











1 ingermania really good american for







SHARING ZINGERMAN'S UNIQUE APPROACH TO BUSINESS

SEMINARS

BOOKS & DVDs

CUSTOM TRAINING

SEARCH

FEATURED SEMINAR!

zingerman's marketing "secrets"

Zingerman's is known for a colorful, bold, engaging Look & Feel that is carried through print media, in-store signage and displays, online merchandising, social media and more. Our marketing specialists share what Zingerman's has done on a relatively small budget, and how you can adapt our approach and tools to work for your business.



REGISTER

UPCOMING SEMINARS & SERVSAFE TRAINING

May 7-8

The Zingerman's Experience

May 14-15

Fun, Flavorful Finance

May 21-22

The Art of Giving Great Service

June 4-5

Leading with Zing!

July 10

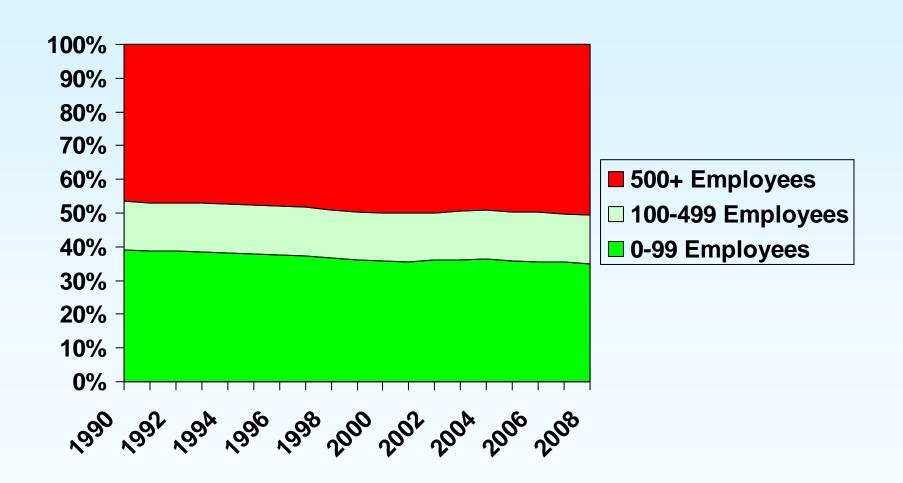
Customer Service Express Workshop

VIEW MORE ...

Rule #3: Spread Triple-Bottom-Line Business

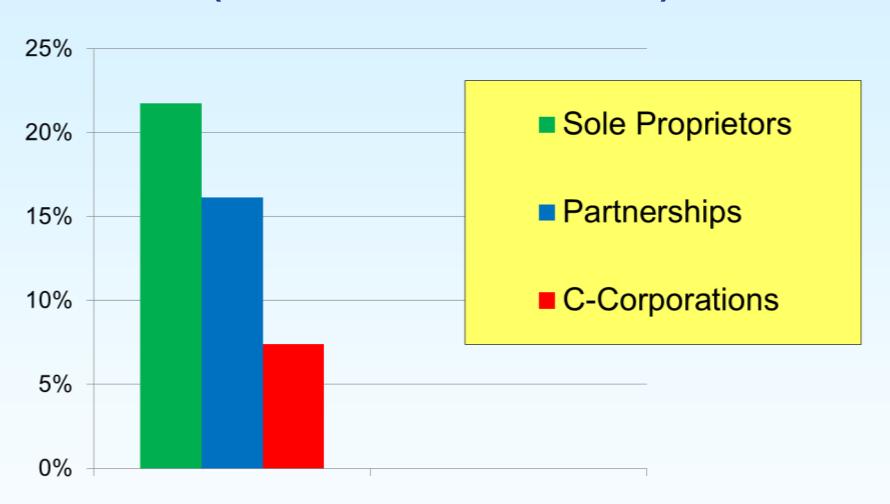


The Competitiveness of Small



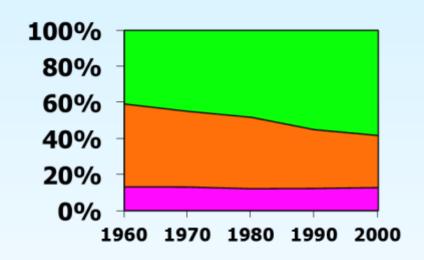
Profitability of Local in 2006

(Net Income/Net Revenue)



Why Global Is Becoming Less Competitive

- Service Economy
- Rising Oil Costs
- Home-Based Buz





Why Global Is Becoming Less Competitive

- Service Economy
- Rising Oil Costs
- Home-Based Buz



Why Global Is Becoming Less Competitive

- Service Economy
- Rising Oil Costs
- Home-Based Buz



Questions & Discussion



Part 2: Preliminary Thoughts on Local Investment





Unlocking the Economic Power of Local

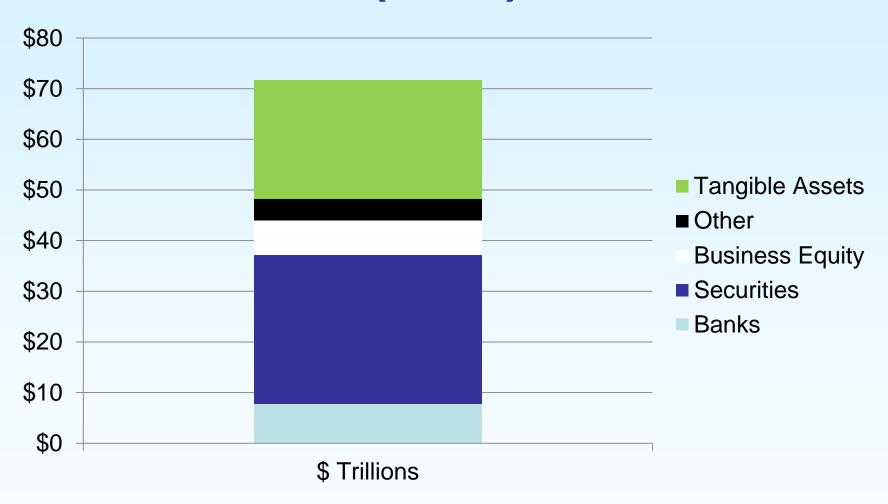
How To Nurture Local Business?

Planning	Plug the leaks.
People	Support entrepreneurs.
Partners	Compete through collaboration.
Purse	Harness pensions locally.
Purchasing	Spearhead "Local First" campaigns.
Policymaking	Remove anti-local biases.

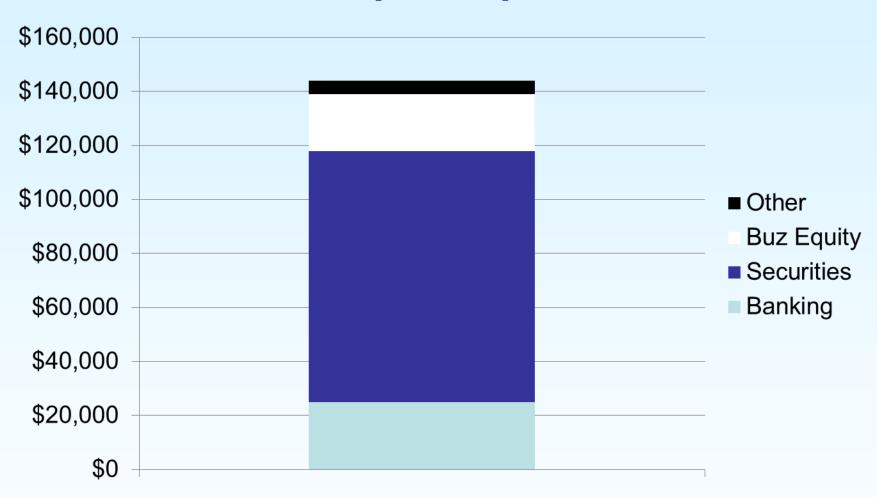
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Policymaking	Remove anti-local biases.

Household & Nonprofit Assets (2010)



Per Capita Financial Assets (2010)

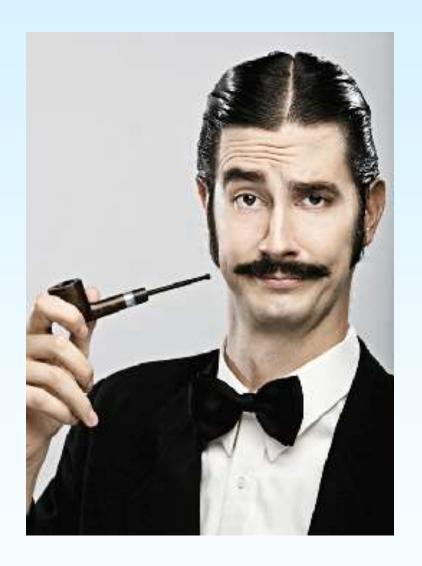


Our Current Investment Strategy



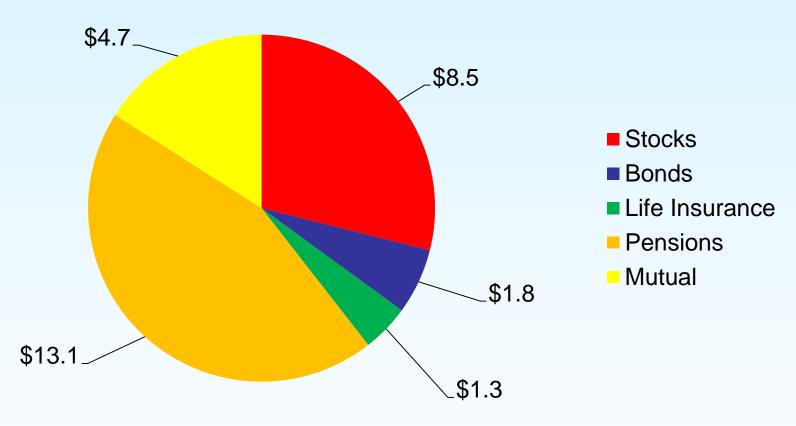
The Accredited Investor

- \$200-300k Income
- \$1 Million Wealth
- \$5 Million Institution



Household Finance (~\$30 Trillion)

Assets (\$ Trillions)



The Impact of \$15 Trillion Shift

(\$12 Billion for New London County)



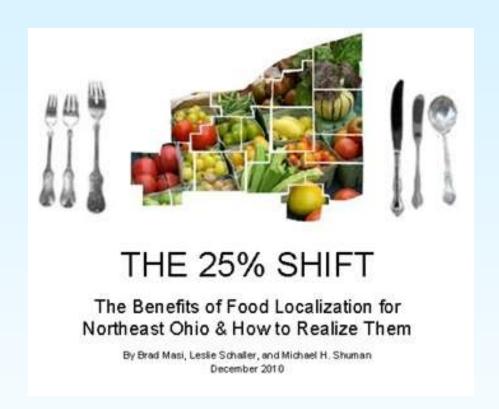
Impacts of a 25% Food Shift: Metro Cleveland (2010)

Jobs = 27,000

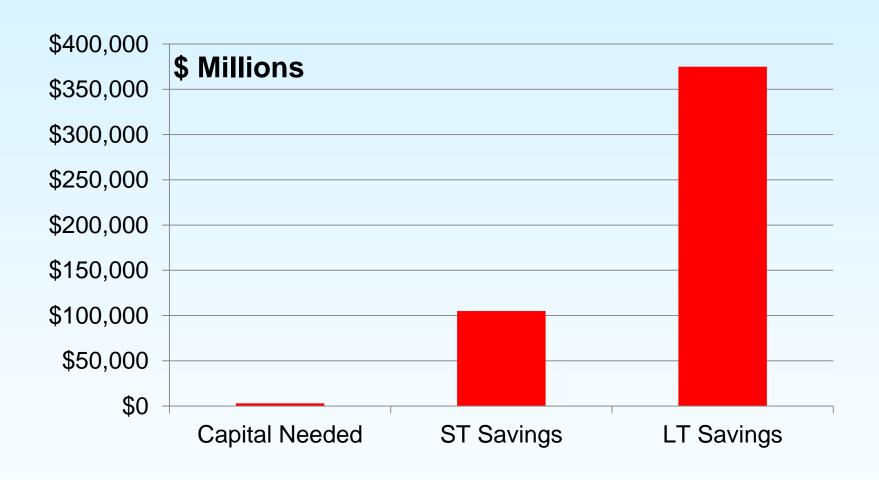
Wages = \$868 million

Value Added = \$1.5 billion

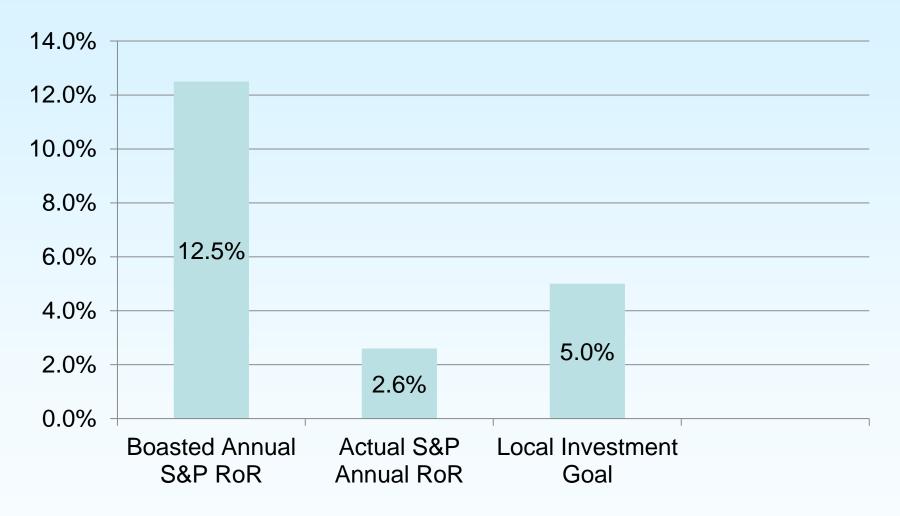
Taxes = \$126 million



Capital Requirements for 25% Shift in Cleveland (\$735M)



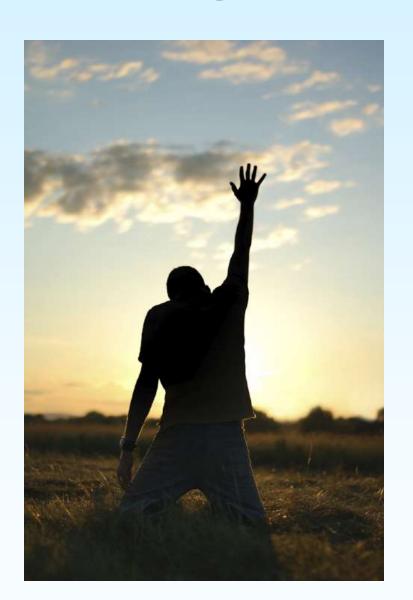
What's the Goal to Beat?



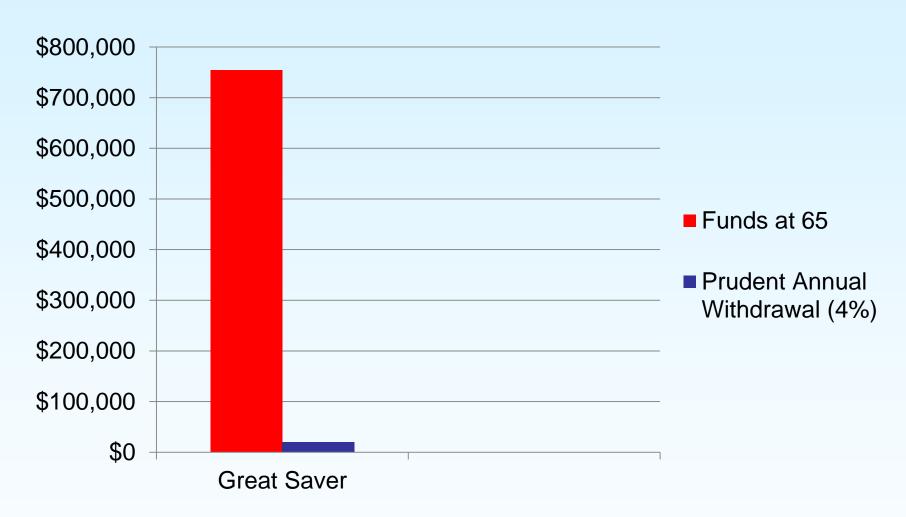
5/31/2013

Local Investments Beating 5%

- Equal Exchange
- Community Grocers
- Weaver Street
- Organic Valley
- New Markets Tax Credits

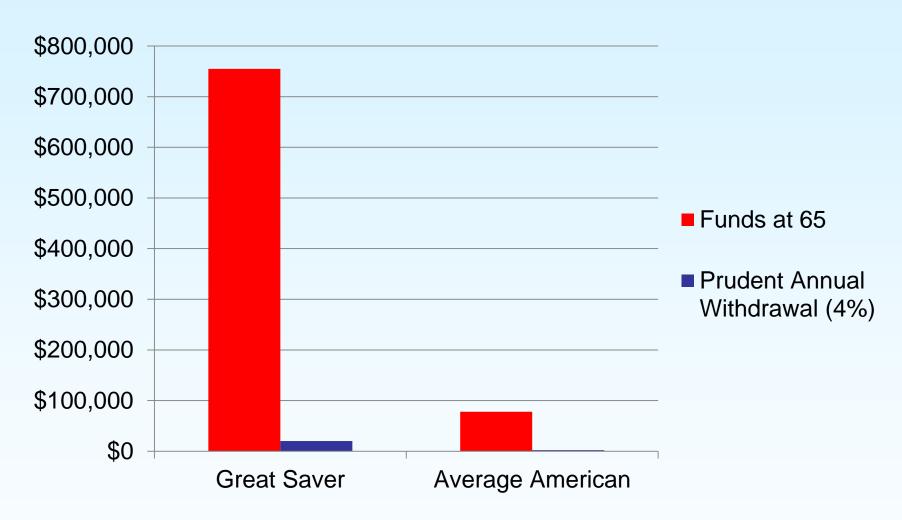


Coming Retirement Crisis



5/31/2013

Coming Retirement Crisis



5/31/2013

Why This Analysis Might Be Too Rosy

- Taxes Could Increase
- Social Security Could Go Bust
- Stocks Could Underperform Historic Averages



How Local Investment Can Increase Risk

- Fewer Businesses
- Fewer Investors
- Business Cycle



How Local Investment Can Decrease Risk

- Better Information
- TBL Benefits
- Investors = Consumers
- Multiplier Impacts
- Industrial Ecology



Questions & Discussion



Part 3: Community Banking





Unlocking the Economic Power of Local

House



House

Credit Cards



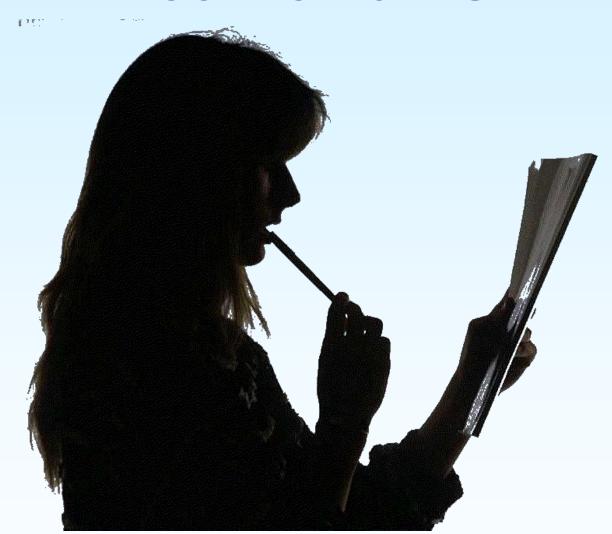
- House
- Credit Cards
- Retained Earnings



- House
- Credit Cards
- Retained Earnings
- 3 F's



Entrepreneurs Therefore Look to Banks



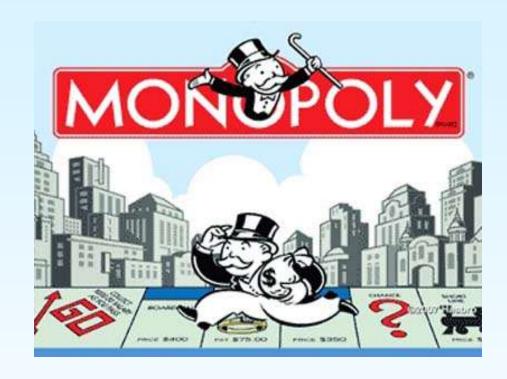
Key Points about Banking

- Efficiency & Scale
- Consolidation
- Ownership Matters
- Collateral Rules

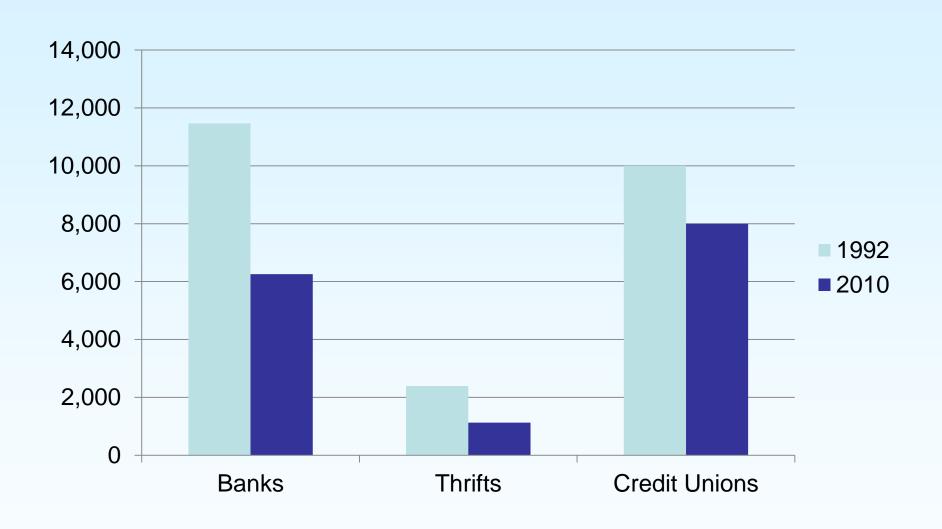


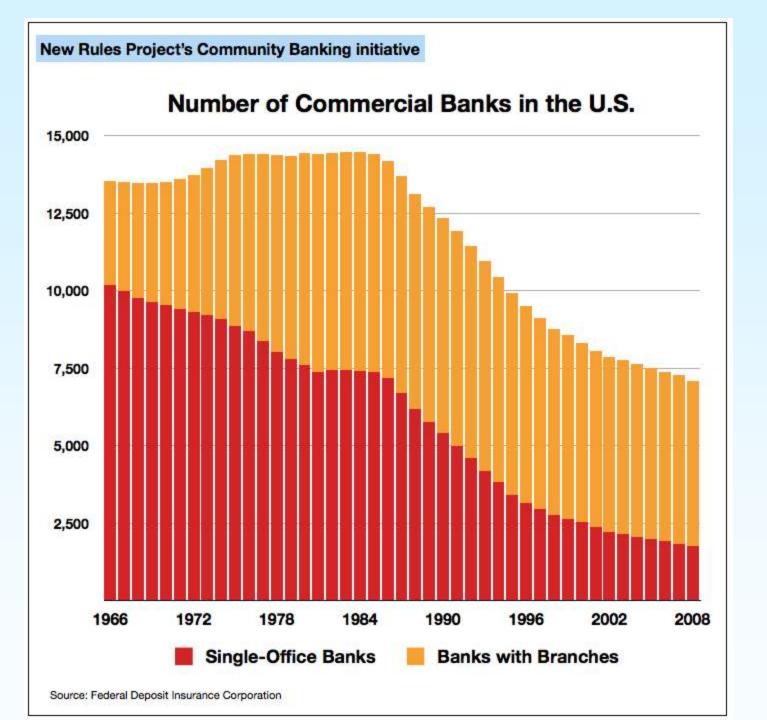
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- Efficiency & Scale
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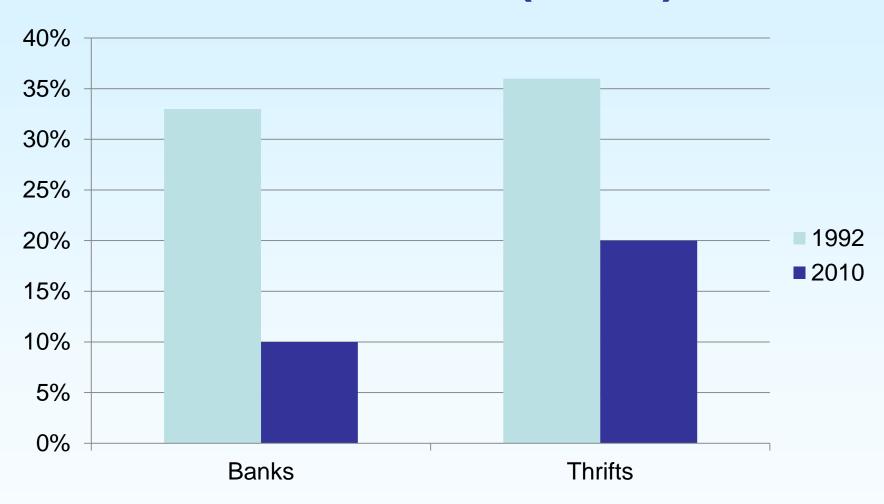


Thinning of the Herd





% Assets Managed by Smaller Institutions (<\$1B)



Why Mergers Occur



Key Points about Banking

Efficiency

Consolidation

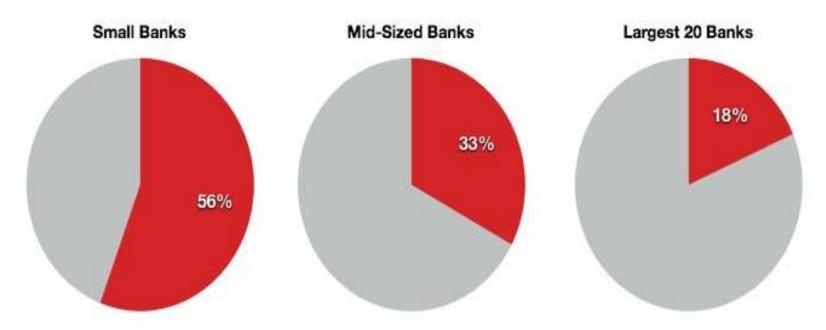
Ownership Matters

Collateral Rules



New Rules Project's Community Banking initiative

Small Business Share of All Commercial Loans



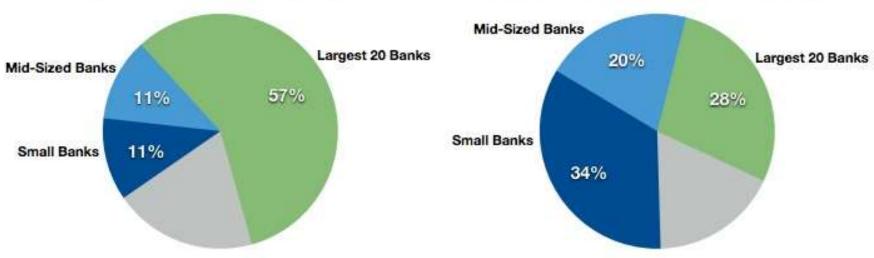
Source: Federal Deposit Insurance Corporation Data, 3rd Quarter 2009

Notes: Small banks are defined as those with \$1 billion in assets or less and mid-sized banks as those between \$1 billion and \$10 billion in assets. The largest 20 banks have an average of \$380 billion in assets each. Small business loans consist of commercial and industrial loans of \$1 million or less.

New Rules Project's Community Banking initiative

Share of Bank Assets

Share of Small Business Lending

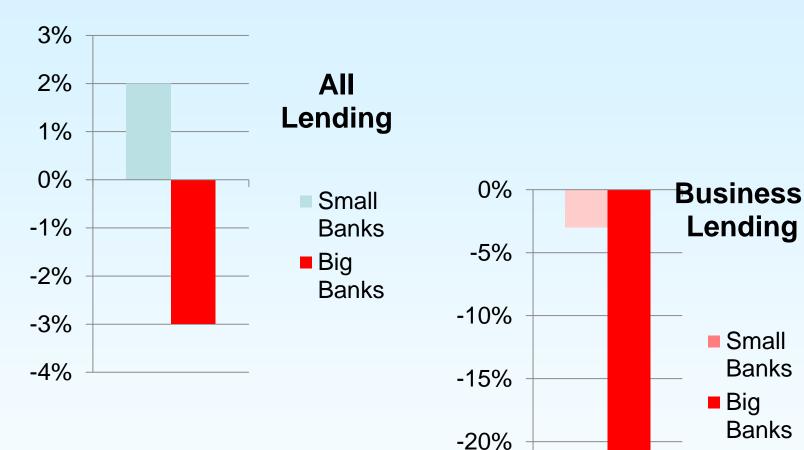


Source: Federal Deposit Insurance Corporation Data, 3rd Quarter 2009

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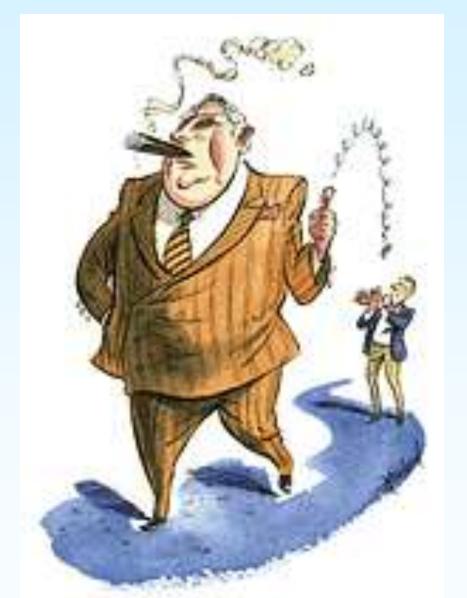
Lending Change (2009-10)

-25%



Key Points about Banking

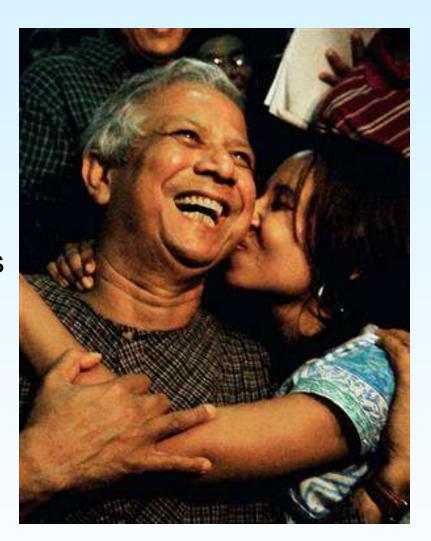
- Efficiency & Scale
- Consolidation
- Ownership Matters
- Collateral Rules



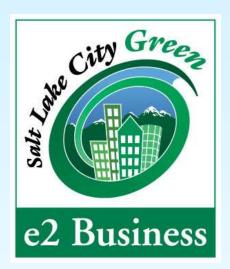
- Credit Circle
- Microcredit
- Community Loan Funds
- Internet Tools



- Credit Circle
- Microcredit
- Community Loan Funds
- Internet Tools



- Credit Circle
- Microcredit
- Community Loan Funds
- Internet Tools



Greeley Community
Development Fund



- Credit Circle
- Microcredit
- Community Loan Funds
- Internet Tools



Specialty CD's: Example #1

The E. F. Schumacher Society

Linking people, land, and community by building local economies

SHARE Microcredit Program





Specialty CD's: Example #2



Business

Business Services



Over twenty years ago a group of small businesses wanted to expand and couldn't get capital from the banking system.

Alternatives Federal Credit Union was chartered

to address that problem. It's stated directly in our Mission Statement: Alternatives provides "Capital investments in individuals, small business and non-profits." Serving small business, as well as non-profits, is promoting smart community development. Small businesses, especially start-ups, are engines of local economic development. Small businesses play a major role in job creation in New York, creating 80% of all new jobs.

Most banks ignore businesses when they have less than a million dollars in annual sales. Small business or "microenterprise" lending is our specialty. Alternatives designs products and services to meet the needs of small
businesses: retail, service, small manufacturers, home-based businesses, cooperatives, worker-owned
businesses, non-profits and start-ups.



Specialty CD's: Example #3



Questions & Discussion





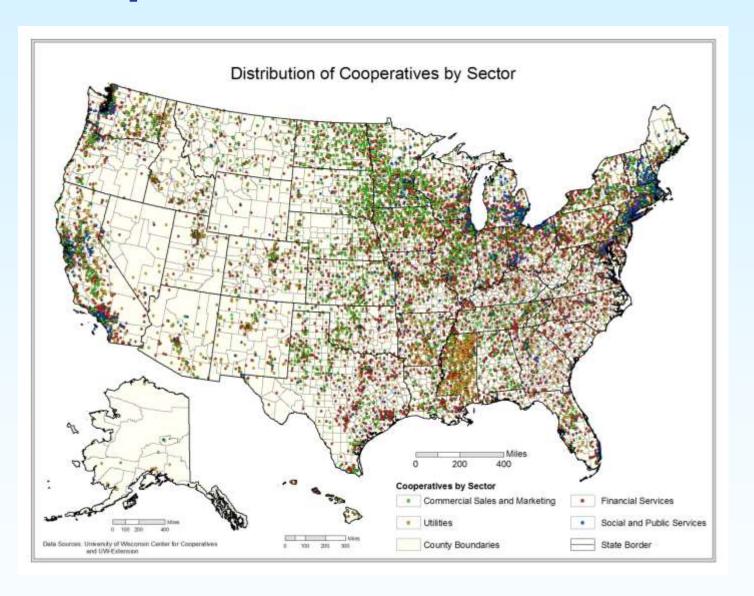
Part 4: Cooperatives





Unlocking the Economic Power of Local

Coops in the United States



Types of Coops

- Consumer Coops
- Worker Coops
- RE®
 www.rei.com



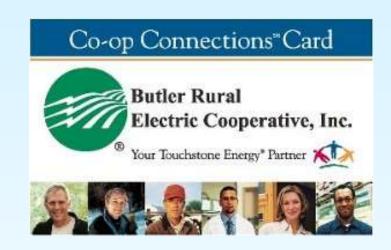
- Producer Coops
- Hybrids





Economic Arguments

- Fields Others Won't Touch
- Consumers Drive Down Price
- Higher Worker Productivity
- Bulk Purchasing





Legal Issues

- United Housing v. Forman (1975)
- Mostly State Laws
- Intrastate Simplifies
- Ag Coops Exception



- Member Capital
- Member Lending
- Coop Loan Funds
- Investing Coops
- Worker-Owned Coops
- Charitable Coops



- Member Capital
- Member Lending
- Coop Loan Funds
- Investing Coops
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Charitable Coops

- Member Capital
- Member Lending
- Coop Loan Funds
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- Member Capital
- Member Lending
- Coop Loan Funds
- Investing Coops
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- Charitable Coops



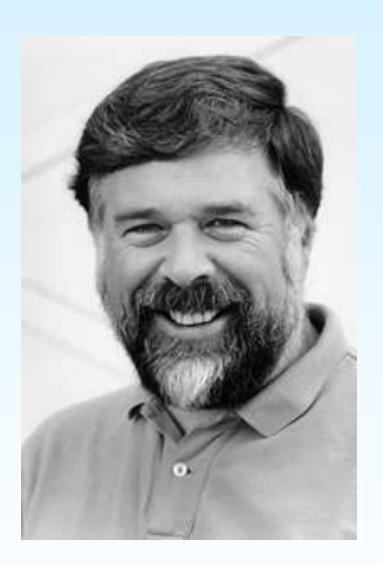


- Member Capital
- Member Lending
- Coop Loan Funds
- Investing Coops
- Worker-Owned Coops
- Charitable Coops

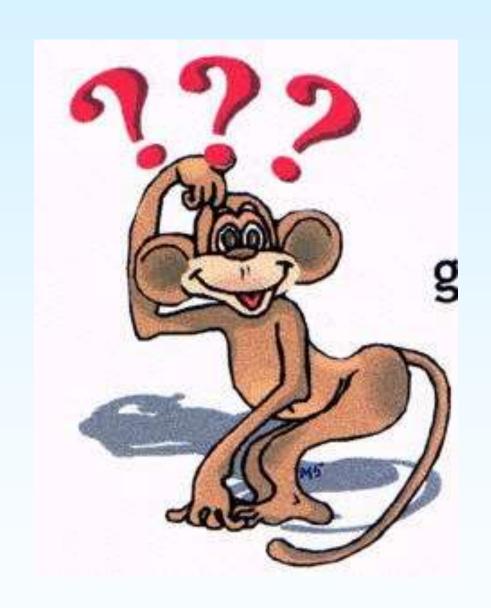




- Member Capital
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- Worker-Owned Coops
- Charitable Coops



Questions & Discussion



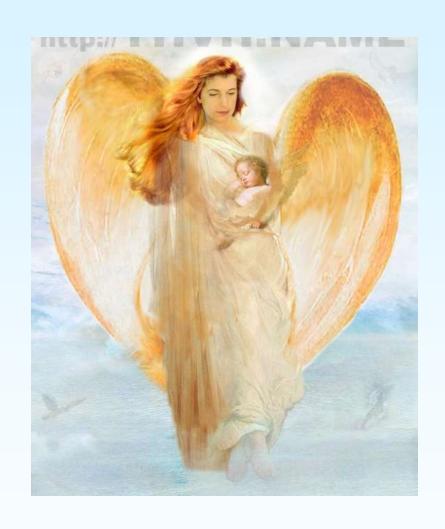
Part 5: Accredited Investor Landscape





Unlocking the Economic Power of Local

- Angel Investors
- Angel Clubs
- Venture Investors
- Hedge Funds
- Institutions



- Angel Investors
- Angel Clubs
- Venture Investors
- Hedge Funds





Institutions

- Angel Investors
- Angel Clubs
- Venture Investors
- Hedge Funds
- Institutions



- Angel Investors
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- Institutions



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- Venture Investors
- Hedge Funds
- Institutions

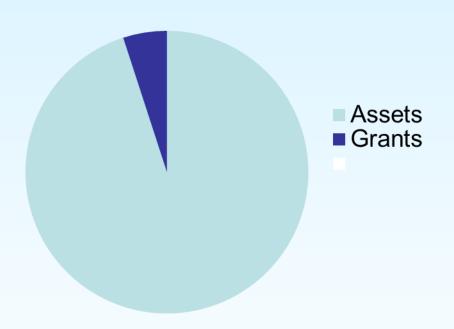




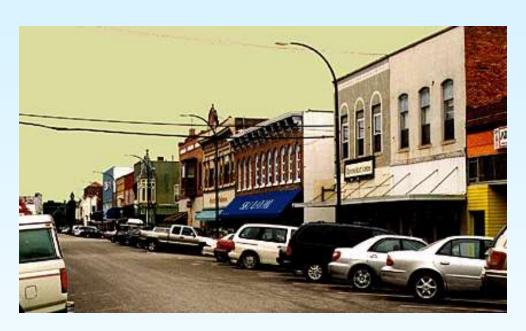


Program-Related Investments

Foundation Capital



Fairfield, Iowa







Hardwick, Vermont



Pt. Townsend, Washington





Community Development Financial Institutions

- A \$25 Billion Landscape
 - Banks (South Shore)
 - Credit Unions (Self-Help)
 - CDCs
 - Revolving Loan Funds
 - Community Support Organizations (LISC)





Accredited Investors

New Markets Tax Credits

- \$30 Billion Authorized
- 39% Return Over 7 Years
- EG Ohio Cooperative Solar





Examples of CDFIs:Coastal Enterprises (ME)





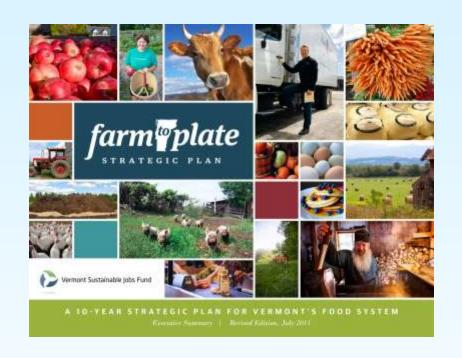
Examples of CDFIs: CAMEO (CA)







Examples of CDFIs:Vermont Sustainable Jobs Fund

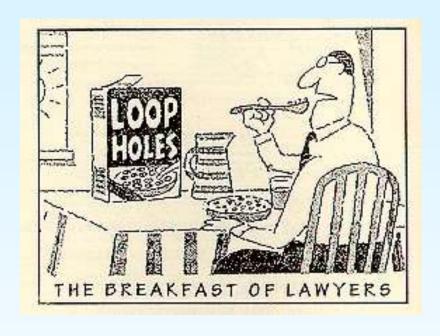




Questions & Discussion



Part 6: Non-Securities





Unlocking the Economic Power of Local

What Is A "Security"

The official definition, from the Securities Exchange Act of 1934, is: "Any note, stock, treasury stock, bond, debenture, certificate of interest or participation in any profit-sharing agreement or in any oil, gas, or other mineral royalty or lease, any collateral trust certificate, preorganization certificate or subscription, transferable share, investment contract, votingtrust certificate, certificate of deposit, for a security, any put, call, straddle, option, or privilege on any security, certificate of deposit, or group or index of securities (including any interest therein or based on the value thereof), or any put, call, straddle, option, or privilege entered into on a national securities exchange relating to foreign currency, or in general, any instrument commonly known as a 'security'; or any certificate of interest or participation in, temporary or interim certificate for, receipt for, or warrant or right to subscribe to or purchase, any of the foregoing; but shall not include currency or any note, draft, bill of exchange, or banker's accentance which has a maturity at the time of issuance of not

(1) Your Own Business



(2) Sponsorship

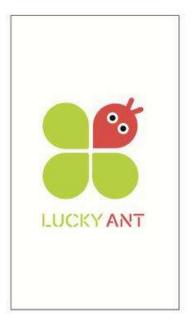


Some Local Sites









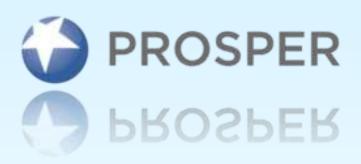


(3) Interest-Free Lending





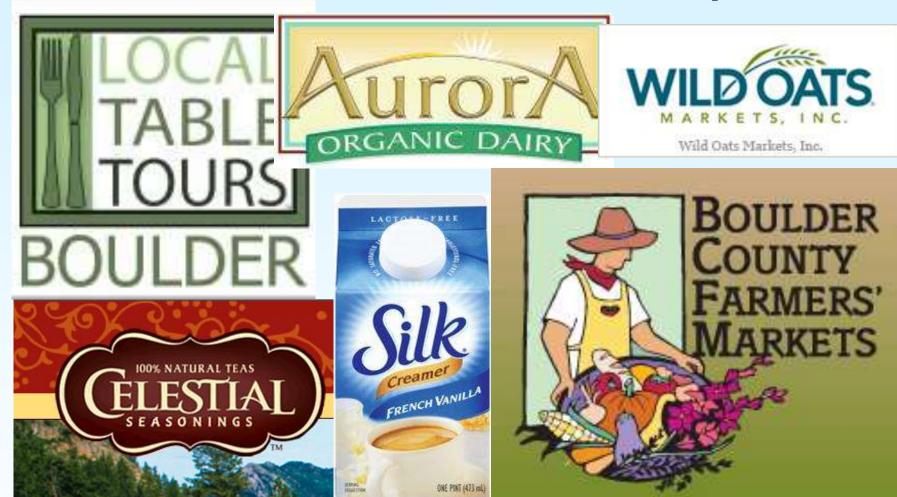
But Note Other P2P Approaches Are Securities...







(4) Slow Munis (Permissible Securities)



(5) Public Banks

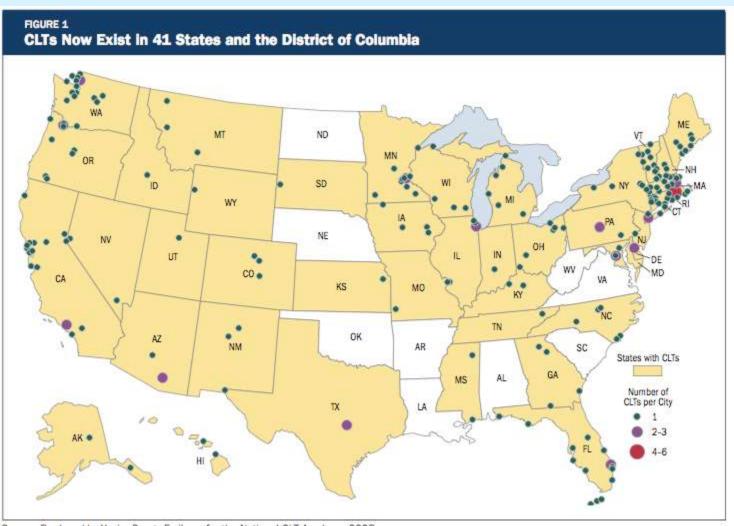




(6) Pre-Selling



(7) Community Land Trusts



Source: Produced by Yesim Sungu-Eryilmaz for the National CLT Academy, 2008.

Questions & Discussion











Part 7: Local Stock & Local Stock Markets





Unlocking the Economic Power of Local

Basics of Securities Law

Accredited Investors:

- Generally Permitted
- Loose Disclosures

Unaccredited Investors:

- Generally Prohibited
- Expensive Disclosures

AND...Must Have Pre-existing Relationships



Public vs. Private Offerings



Public vs. Private Offerings



Key "Exemptions" to SEC Registration

- "Intrastate Offerings"
- Reg. D Rule 504
 - <\$1 million</p>
 - SCOR Form U-7
 - < 35 Unaccredited</p>
- Reg. D Rules 505 & 506
 - Higher \$
 - More Demanding Disclosures
 - < 35 Unaccredited</p>

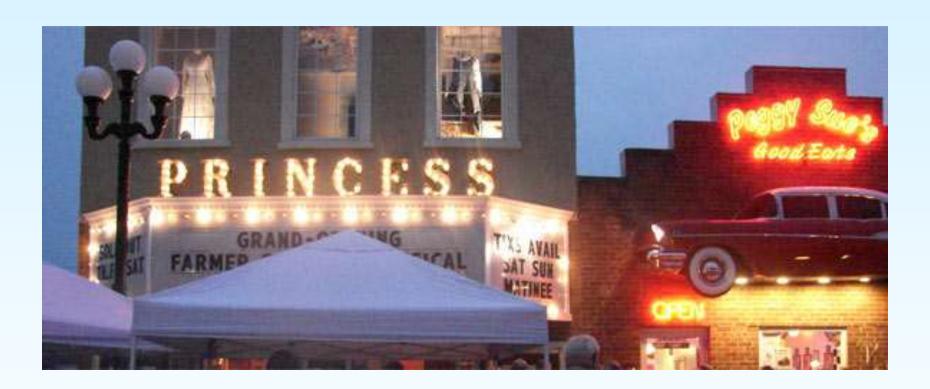


- Reg. A
 - Unlimited Unaccredited
 - <\$5 million</p>

Intrastate Offering: Example #1



Intrastate Offering: Example #2



Multistate Grassroots Offering



Table of Controls As find with the Securities and Exchange Commission on February 2, 2012 Registrative No. 203-170270 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 205/89 Amendment No. 2 FORM S-1 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1989 ANNIE'S, INC. (Einst Name of Prigotrant as Specified in its Charter) 20.1258426 Deterwee incomonation to Organization Separtuation Code Number 1515 FIRST Street (510) 558-7500 Address, Including Zip Code, and Telepitons Number, Including Anto Code, of Registrant's Phropis Electuave Offices; **CNW! Floaticial Officer** 1612 Filth Street Berkeley, CA \$4710 (310) 559-7500 (Marks, Addison, Including Zip Code, and Telephone Humber, Including Area Dode, or Agent For Service) Stephan L. Painer, Exc. Julio H. Alien, Eng. Rote F. Heimpelesen, Eng. Procedurer Flore 11.P Eleven Times Square Cravette, Swelton & Moore LLP KSI Gawa LLP Worselman Place State Street Firmwoold Certain 826 Elighth Avenue New York, MY 16616-TETS One Lineary Street Telegricorie: 52125-969-3000 Telephone: (212) 474-1906 Feb: (210) 474-3706 Temprore: (807) 261:0100 FINE (NTT) 281-2176 Approximate date of commencement of proposed sets to the public. As soon as products after the effective date of the Pagantalics Dispersive. If any of the consulted being registered on this tiers are to be offered on a delayed or continuous basis pursuant to Publish the Securities that All of 1833, shock the fallowing box. ID If the form is fixed to regime additional accurate for an offering parament to fluxe 460(b) under the Securition Act, check the following box and fix the Securition Act registration planets from parameters from the contra If this form is a past-effective amendment field publication to Rule 4680; under the Securities Act, check the following loss and list the Securities Act regardation abstracts number of the warler effective registration statement for the same offering. (2) If this form is a past effective prevedent find passases to Plan (RDM) under the Securities Act, sheat the factoring too and fall the Securities Act registration statement runties at the earlier effective regulation (datement for the come offering). If I likelessic by blank-mark whether the register's is a large associated files, an acc ruled files, a surreaconimated file, or a smaller reporting company. File the deferitives of Targer accordanated files," "Accordanated Ster" and "provider reporting company" in Plate 125-2 of the Exchange Aut. Large access and file. Administrated Star 100 13 Non-scientist at air flavor III (Do not shack if a smaller reporting company) Smaller reporting company

Risks to Unaccredited Investors





Other Ways of Limiting Risk

Fraud Statutes

Dollar Limits

Intermediaries



Peer Feedback

Contradictions in Risk Policy



Recent Legislation







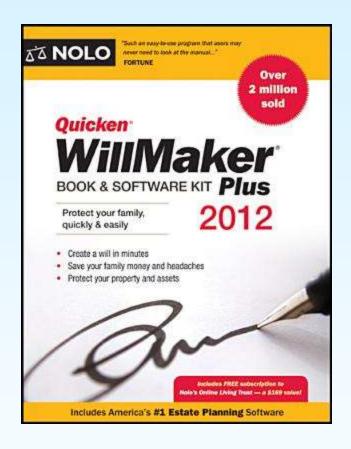


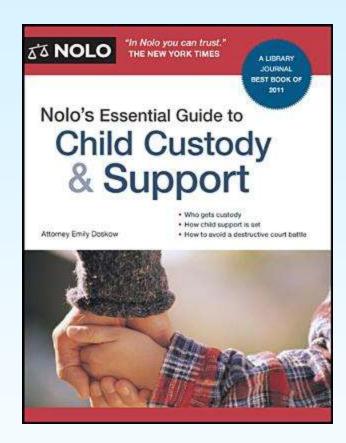
The New World Order 5 April 2012

- <\$1 million</p>
- <\$100k \rightarrow \$2k/5%
- $>$100k \rightarrow 10\%$
- Intermediary Required
- State Preemption



The Future of DPOs





Local Stock Exchanges

many missions one market

MISSION MARKETS[™]



Community Portal



The Financial Marketplace For Sustainable Capitalism

Find Sustainable Investments Raise Mission Aligned Capital Transact on The MMX

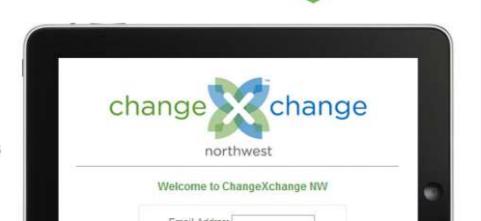
Use Impact Metrics

Create a Community Portal

Create a Community Portal

A Community Portal is our turnkey technology solution creating a branded private capital marketplace allowing communities and organisations to more effectively serve their markets.

Learn More



Key Elements of Community Portals

- Initial & Secondary Offerings
- High Standards
- Ongoing Reporting
- Broker-Dealer
- Legal Compliance
- Build Local Marketplace



Questions & Discussion



Part 7: Pools of Money



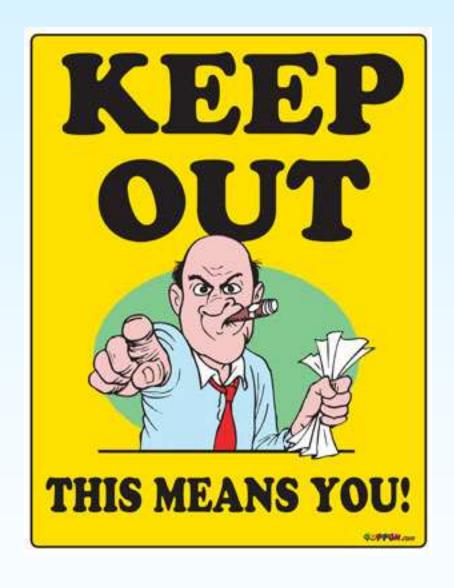


Unlocking the Power of Community Capital

Why Pools Matter



Investment Company Act



Act Exemptions

- Nonprofits
- Banks, Etc.
- < 100 Investors

Clubs



• BIDCOs

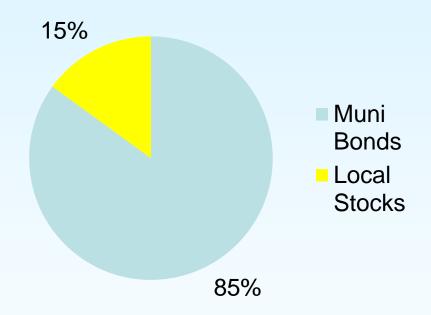
Mutual Funds

• 7,500 Funds

Plausible Structure

0 Locally Focused

Possibilities

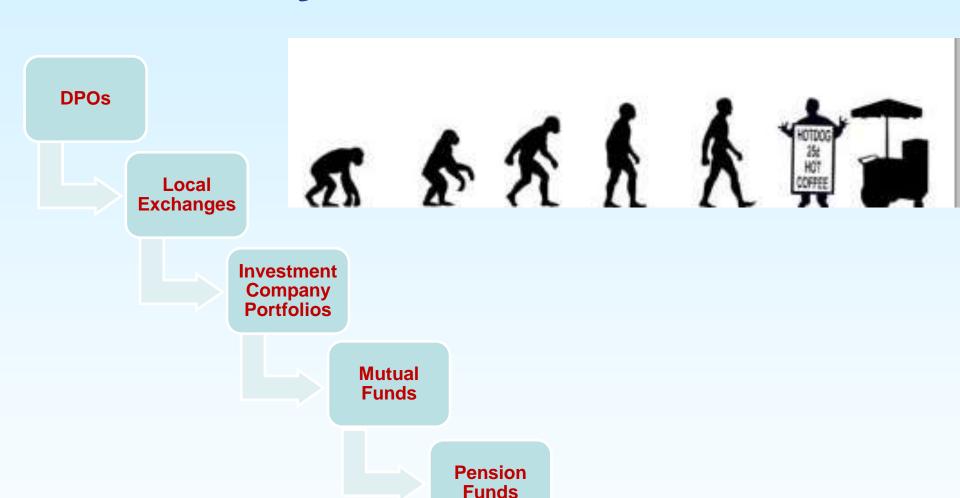


Pension Funds

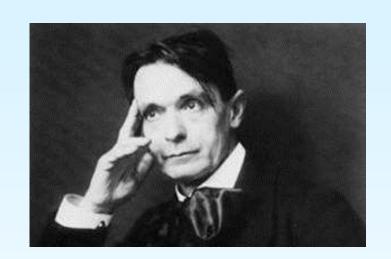
- ERISA Rules
 - Fiduciary Duty
- Exceptional ETIs
 - NY
 - MI
 - CalPERs



Likely Arc of Evolution



- RSF Social Investment Fund
- Calvert Community Notes
- Revolving Loan Funds
- Investment Clubs
- BIDCOs





- RSF Social Investment Fund
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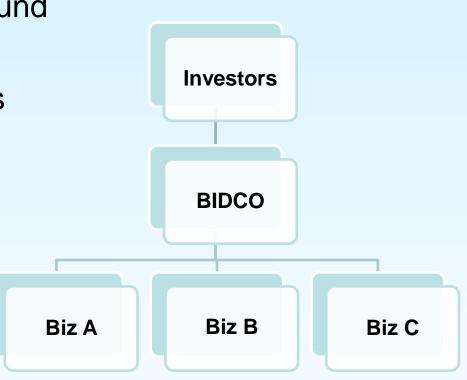
RSF Social Investment Fund

Calvert Community Notes

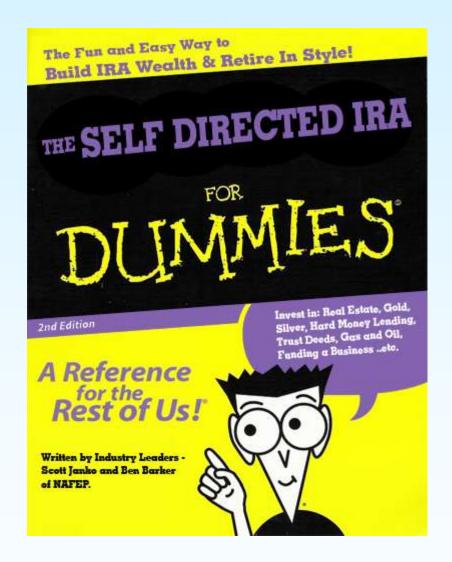
Revolving Loan Funds

Investment Clubs

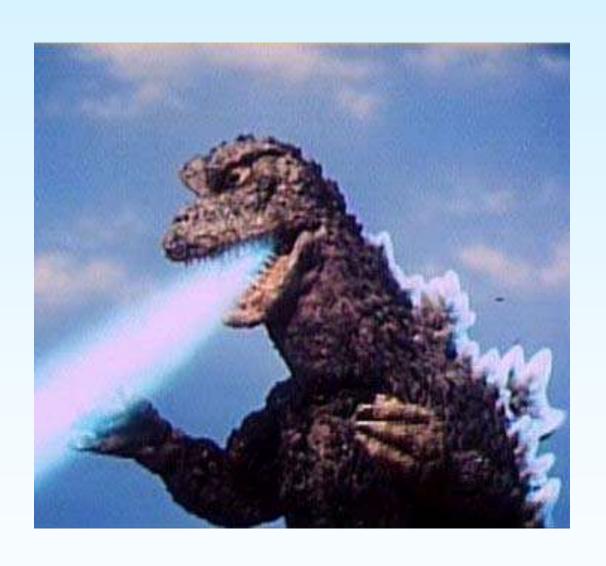
BIDCOs



The "Secret" Weapon



Questions & Discussion



Part 8: Small Groups





Unlocking the Economic Power of Local

Choosing Top Tools

- Cutting Edge Coops (Mark)
- Community Portalm (Ronna)
- Local Fund (Hanna)
- Investment Club (Art)
- Current Investment Opps (Marian)

Questions for Small Group

(1) **DEFINITION**: What's the opportunity?

(2) CAPACITY: What do we have – to build on?

(3) BENEFICIARIES: Who could benefit? Which businesses?

(4) OBSTACLES: What stands in the way? Policies? Laws?

Money? Organization? Technology?

(5) STRATEGY: How might the obstacles be overcome?

(6) MOVING FORWARD: Who should do what, when?

BE SURE TO PICK A RAPPORTEUR!

Break



Questions for Small Group

(1) **DEFINITION**: What's the opportunity?

(2) CAPACITY: What do we have – to build on?

(3) BENEFICIARIES: Who could benefit? Which businesses?

(4) OBSTACLES: What stands in the way? Policies? Laws?

Money? Organization? Technology?

(5) STRATEGY: How might the obstacles be overcome?

(6) MOVING FORWARD: Who should do what, when?

BE SURE TO PICK A RAPPORTEUR!

Report: Investment Fund

DEFINITION -

CAPACITY

- Francis Fund
- Dime Bank

BENEFICIARIES

- Scope Magazine

OBSTACLES

- Awareness
- _

STRATEGY

- Make Opps Accessible
- Niche: Educational Institutions are all over town. Could generate a hub of opps.
- Post-military economy, recycle human and built capital

MOVING FORWARD

- Dime bank interest in some

vehicle

- Francis Fund in a planning

process

- Need more people involved

Report: Community Opps

DEFINITION

-Bens of local business

CAPACITY

- Hodges Square campaign
- Local farmers
- interests here
- Schools Mitchell, Coast

Guard

BENEFICIARIES

- People w/o cars
- Elderly, youths
- Local Businesses

OBSTACLES

- Costs
- Zoning
- Health Codes

STRATEGY

- LISTS of people, orgs, resources, businesses looking for capital, investors looking for investment opportunities
- MONTHLY get together like LION, Jacqui will provide good food and venue

MOVING FORWARD

- Group will move ahead
- This is a launch

_

Report: Cutting-Edge Coops

DEFINITION

- Buz model that most people don't know.
- Fundamentally community oriented.
- Many kinds of businesses can operate as coops

CAPACITY

- Fiddleheads (\$3m/yr)

BENEFICIARIES

- Hard to find small spaces. Need to help small startups.
 - Housing
 - Health care

OBSTACLES

- Mindset against coops
- Not enuf entreps attracted to New London
- Zoning doesn't facilitated entrepreneurship (need rewrite code)
 - Myth that unprofitable
 - Startup capital

STRATEGY

- Write down the story
- Hodges Square development as a model, break out piece, bring in bigger players
 - Procurement opportunities
 - Tap interns

MOVING FORWARD

- Tell story about rolling out
- Funding neighborhood fund get

Report: Community Portals

DEFINITION

- Marketplace where local investors and businesses can find each other

-

CAPACITY

- Mission Markets local
- Businesses HAVE used

CF'ing

_

BENEFICIARIES

- Neighborhood revitalization
- Investors opportunities

(direct and indirect)

OBSTACLES

- Newbies
- Legal issues
- Money to get started
- Shakeout period & risks

STRATEGY

- MM – planning, education, positioned now, start small, get stakeholders together now

MOVING FORWARD

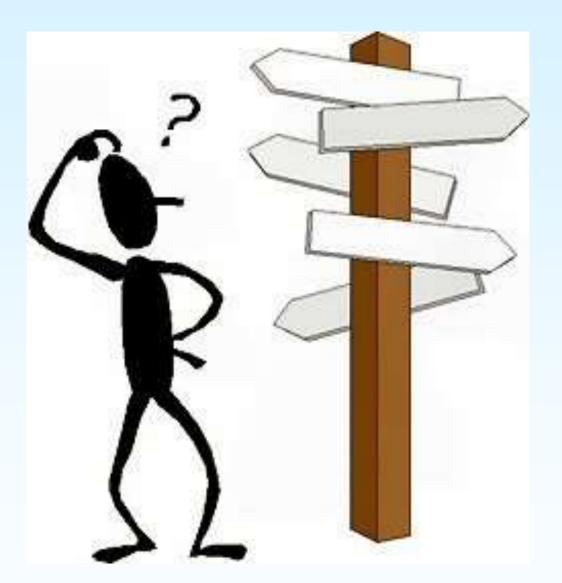
- Continue meeting
- MM Mike van Patten

Finale': Next Steps & Wrap Up



Unlocking the Economic Power of Local

What Else Should Be Done Here?

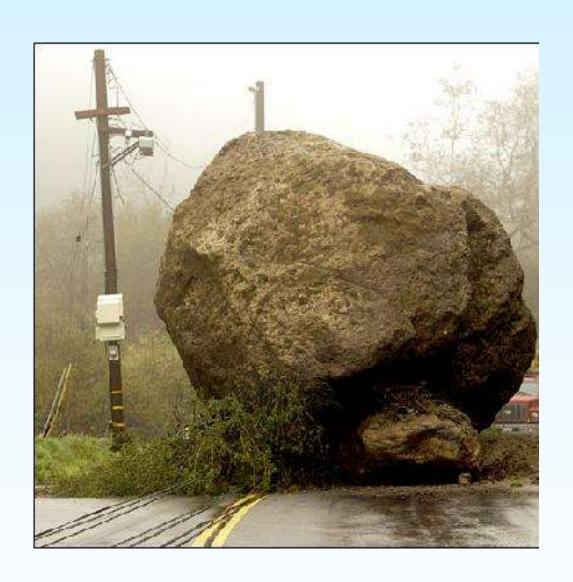


What Can The City Do?

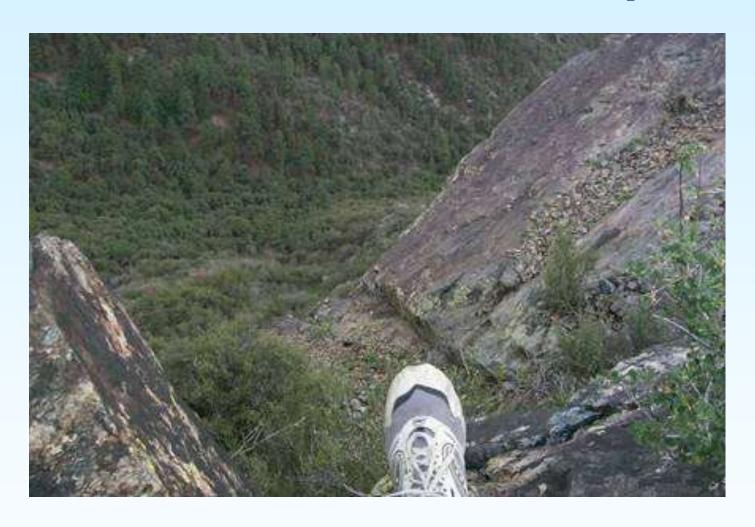
- Bank Local
- Web Listing
- SD-IRA Deals
- Mission Markets Platform
- More Reform

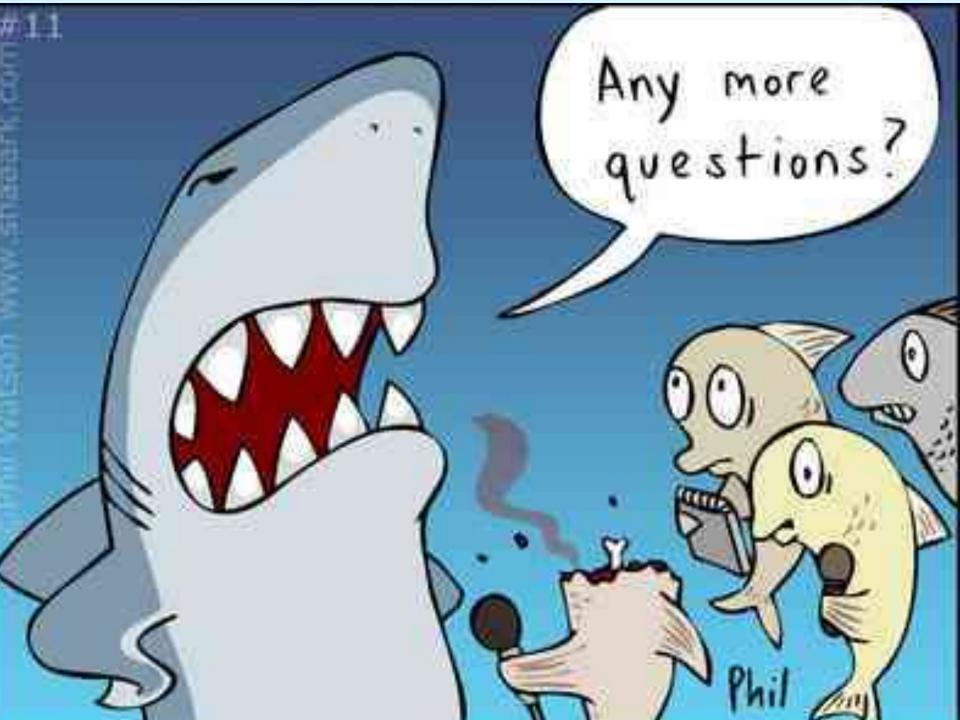


What Are The Obstacles?

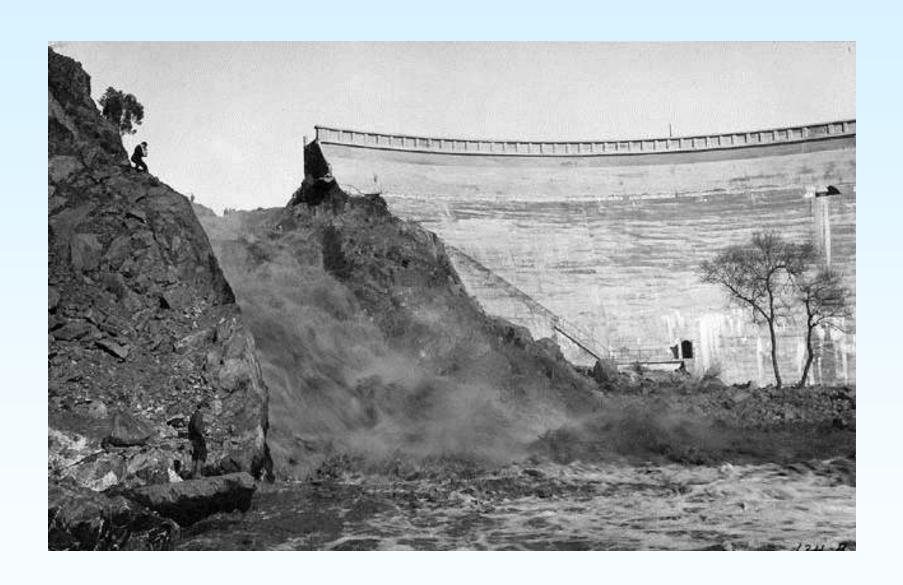


What Are The Next Steps?





Once The Dam Cracks...



For More Information:

Michael Shuman

202-669-1220

shuman@igc.org
www.locatopia.net (soon!)

