

**CALIFORNIA ALTERNATIVE ENERGY AND
ADVANCED TRANSPORTATION FINANCING AUTHORITY**

Request to Approve Project for SB 71 Sales and Use Tax Exclusion¹ (STE)

**AMERESCO FORWARD LLC
Application No. 10-SM022**

Wednesday, December 15, 2010

Prepared By: *Martha Alvarez*

SUMMARY

Applicant – Ameresco Forward LLC

Location – Manteca, San Joaquin County

Industry – Landfill Gas

Project – New Landfill Gas Capture and Production Facility

Value of Qualified Property – \$2,227,596

Estimated Sales and Use Tax Exclusion Amount² – \$202,711

Estimated Net Benefits – \$112,281

Application Score –

Fiscal Benefits Points:	1,367
<u>Environmental Benefits Points:</u>	<u>187</u>
Net Benefits Score:	1,554
<u>Additional Benefits Points:</u>	<u>32</u>
Total Score:	1,586

Staff Recommendation – Approval

¹ All capitalized terms not defined in this document are defined in the Program's statute and regulations.

² This amount is calculated based on the average statewide sales tax rate of 9.1%.

THE APPLICANT

Ameresco Forward LLC (“Forward” or “Applicant”) is a Delaware limited liability company formed in May 2010 and qualified to do business in California. While Ameresco Forward LLC is a wholly owned subsidiary of Ameresco, Inc., all contracts, operational responsibility, and revenue rest with Forward.

The Forward project will be constructed at the Forward Landfill, located in Manteca, California, and will be used to process or manufacture raw landfill gas (“LFG”) into a “green” renewable gas suitable for combustion in an internal combustion engine or turbine for the purpose of producing electricity.

Forward is 100 percent owned by Ameresco, Inc. (“Parent Company”).

The major shareholders (10.0% or greater) of the Parent Corporation are:

George P. Sakellaris
CEDE & Co.

The corporate officers of the Parent Corporation are:

George P. Sakellaris – President & CEO, Chairman
David J. Anderson – EVP, Business Development & Director
Michael T. Bakas – Senior VP, Renewable Energy
David J. Corrsin – EVP, General Counsel/Secretary & Director
William J. Cunningham – Senior VP, Corporate Government Relations
Joseph P. DeManche – EVP, Engineering & Operations
Keith A. Derrington – EVP & GM, Federal Operations
Mario Iusi – President, Ameresco Canada
Louis P. Maltezos – EVP & GM, Central Region
Andrew B. Spence – CFO, VP

THE PROJECT

The Forward Landfill also consists of an older landfill, the Austin Road Landfill. Combined, the two landfills are now owned and operated by Republic Services, who is the owner of the land. Forward has a twenty-year site lease agreement for use of the property at the Forward Landfill site. The site has a 200-well active collection system, collecting upwards of 1,500 cubic feet per minute (“cfm”) of LFG expected to increase to 1,900 cfm with the addition of gas collection wells in the near future.

There are two major technology components of the process: the processing and conditioning of landfill gas to turn it into biogas, and the combustion of the biogas in either a turbine or an internal combustion engine to produce electricity. However, the sales and use tax exclusion will only be used to finance the equipment required for the first portion of the process. This includes

pipng, valves, vessels, gas skid and other items required for the processing of biogas. The LFG must be cleaned up and processed to remove water, particulates, siloxanes, and other contaminants to produce a clean “green” gas before it can be used to generate electricity for sale.

Forward has a Gas Purchase Agreement with Republic Services, the landfill owner, for the rights to the landfill gas for a minimum of twenty years. Forward has also executed a long term Power Purchase Agreement with Silicon Valley Power for purchase of the renewable energy.

ANTICIPATED COSTS OF QUALIFIED PROPERTY

The anticipated Qualified Property purchases are listed below:

Gas blowers, rotary lobe design & discharge silencer	\$ 257,847
Gas dehydration skid-design, cooler, reheater, separator	257,329
Gas blower VFD	23,299
Gas compressor skid	447,349
Siloxane pretreatment	827,792
Air cooled glycol chiller	78,472
Gas flow metering	5,178
Glycol tank	3,179
Plant control panel and software	93,198
Methane detectors	15,533
Plant ventilation, AC equipment	75,000
Gas chromatograph and calibration gas	36,244
Plant manual and control valves	47,634
Condensate knockouts V1 and V2 with demister	25,888
V2 condensate pumps	7,766
Control integration with flare	25,888
Total	<u>\$2,227,596</u>

Note: The Qualified Property purchases reported in the Application and shown here in staff's report are estimated costs. At the termination of the conveyance/reconveyance agreement a finalized project equipment list will be prepared detailing the value of the Project equipment conveyed and reconveyed and detailing the actual tax benefit realized pursuant to Revenue and Tax Code Section 6010.8. Variations from the costs shown in the Application and in this report may occur prior to the closing due to increased costs of certain components of the Project from original estimates, and other reasons. In addition, such costs may vary after closing due also to increased costs, as well as common design and equipment modifications during construction, differences in equipment due to future changes in law or regulation or for other reasons.

TIMELINE

The Applicant anticipates procuring the Qualified Property between December 2010 and August 2011. The construction phase of the Project will be from November 2011 through July 2012, with an expected commercial operation date of October 2012.

PROJECT EVALUATION

NET BENEFITS

The total cost of the Qualified Property purchases is anticipated at \$2,227,596 and the total net benefits are valued at \$112,281 for the Project. The Project received a Total Score of 1,586, which exceeds the required 1,000 point threshold, and a total Environmental Benefits Score of 187, which exceeds the 100 point threshold.

- A. **Fiscal Benefits (1,367 points)**. The net present value of the total fiscal benefits over the lifetime of the Qualified Property is derived from the Applicant's sales taxes, personal income taxes paid by the firm's employees, firm taxes on profits, property taxes and other indirect fiscal benefits of the Applicant which amounts to \$277,169, resulting in a Fiscal Benefits score of 1,367 points for the Project.
- B. **Environmental Benefits (187 points)**. The Project results in \$37,823 of total pollution benefits over the life of the Facility resulting in an Environmental Benefits Score of 187 points for the Project. These benefits derive from the production of biogas, which offsets the need for use of fossil methane.
- C. **Additional Benefits (32 of 200 points)**. Applicants may earn up to 200 additional points for their Total Score. The applicant submitted information and received 32 additional points.
 1. **Permanent Jobs (0 of 40 points)**. The Applicant's Project will support a total of 1.2 jobs³ at its Facility. CAEATFA estimates that none of these jobs will be attributable to a marginal increase created due to the approved STE. Therefore, the Applicant received 0 points for this section.
 2. **Construction Jobs (5 of 20 points)**. The Applicant's Project will support a total of 10.25 construction jobs⁴ at its Facility. CAEATFA estimates that approximately 1 of these jobs will be attributable to a marginal increase in jobs created due to the approved STE, resulting in a Construction Jobs Score of 5 points for the Project.

³ This is a fraction of 1 job since one full-time operator and a supervisor share their time between several plants in the region.

⁴ In addition to the ten construction jobs, there is a fraction of 1 job since there will be a health and safety officer working on a quarter time basis.

3. **Unemployment (27 of 40 points)**. The Applicant's Project is located in San Joaquin County which has an unemployment rate of 17 percent. This is above 110 percent of the statewide unemployment average which is currently 12.4 percent, resulting in an Unemployment Score of 27 points for this Project.

STATUS OF PERMITS/OTHER REQUIRED APPROVALS

The air permit application for this Project was submitted to the San Joaquin Air Quality Metropolitan District in October 2010, as was the interconnection application submitted to the Pacific Gas & Electric Company.

LEGAL QUESTIONNAIRE

Staff reviewed the Applicant's responses to the questions contained in the Legal Status portion of the Application. The Executive Director, in consultation with legal counsel, has determined that the legal issues disclosed do not affect the financial viability or legal integrity of the Applicant.

CAEATFA FEES

In accordance with CAEATFA regulations,⁵ the Applicant has paid CAEATFA an Application Fee of \$1,114 and will pay CAEATFA an Administrative Fee of \$15,000.

RECOMMENDATION

Staff recommends approval of Resolution No. 10-SM022 for Ameresco Forward LLC's purchase of Qualified Property in an amount not to exceed \$2,227,596 anticipated to result in an approximate sales and use tax exclusion value of \$202,711.

⁵ California Code of Regulations Title 4, Division 13, Section 10036

**RESOLUTION APPROVING AND AUTHORIZING EXECUTION OF A TITLE
CONVEYANCE AGREEMENT WITH AMERESCO FORWARD LLC**

WHEREAS, the California Alternative Energy and Advanced Transportation Financing Authority (the “Authority” or “CAEATFA”) has received the Application of **Ameresco Forward LLC** (the “Applicant”), for financial assistance in the form of a conveyance/reconveyance of title agreement (the “Agreement”) regarding tangible personal property for the design, manufacture, production or assembly of Advanced Transportation Technologies or Alternative Source products, components, or systems (“Qualified Property”) as more particularly described in the staff summary and in the Applicant’s Application to the Authority (collectively, the “Project”); and

WHEREAS, the Applicant has requested the Authority to enter into the Agreement transferring title of Project equipment with an estimated cost not to exceed \$2,227,596 over a period of three years; and

WHEREAS, the Agreement will provide that the Applicant will, prior to any use of the Qualified Property, transfer title at no cost to the Authority from time to time as purchases of Qualified Property are made and the Authority will then transfer title back to the Applicant without having taken possession of the Qualified Property; and

WHEREAS, the Applicant believes that this form of financial assistance will enable it to avail itself of the benefits of an exclusion from sales and use taxes relative to the Qualified Property pursuant to California Revenue and Taxation Code Section 6010.8; and

WHEREAS, approval of the terms of the Agreement and authority for the Executive Director, Deputy Executive Director, or Chair of the Authority to execute the necessary documents to effectuate the Agreement is now sought;

NOW, THEREFORE, BE IT RESOLVED by the California Alternative Energy and Advanced Transportation Financing Authority, as follows:

Section 1. The Project constitutes a “project” within the meaning of Public Resources Code Section 26003(g)(2).

Section 2. The requested conveyance agreement constitutes “financial assistance” within the meaning of Public Resources Code Section 26003(e)(2).

Section 3. The Applicant is a “participating party” within the meaning of Public Resources Code Section 26003(f).

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Section 4. The Executive Director, Deputy Executive Director, or Chair of the Authority (the “Authorized Signatories”) are hereby authorized for and on behalf of the Authority to approve any changes to the Project as the Executive Director shall deem appropriate, provided that the amount of the Qualified Property to be purchased may not be increased above the amount approved by the Authority.

Section 5. The proposed form of the Agreement between the Applicant and the Authority, as filed with the Authority prior to this meeting, is hereby approved. The Authorized Signatories are hereby authorized and directed, for and on behalf and in the name of the Authority, to execute, acknowledge and deliver to the Applicant the Agreement in substantially the form filed with or approved by the Authority, with such insertions, deletions or changes therein as the Authorized Signatory executing the same, may require or approve, and with particular information inserted therein in substantial conformance with the staff summary and in the Applicant’s Application to the Authority, such approval to be conclusively evidenced by the execution and delivery thereof. The Authority understands and agrees that pursuant to the terms of the Agreement, the obligations of the Applicant may, under some circumstances be carried out or assumed by a successor or assignee entity, or by an affiliate of the Applicant.

Section 6. Each of the Authorized Signatories, acting alone, is hereby authorized and directed to do any and all ministerial acts, including (without limitation) the execution and delivery of any and all documents and certificates they may deem necessary or advisable in order to consummate the Agreement and otherwise effectuate the purposes of this resolution.

Section 7. The Applicant shall assure CAEATFA that all Qualified Property conveyance pursuant to the Agreement shall be installed, maintained and operated in compliance with all applicable local, state and federal laws.

Section 8. The Agreement shall only apply to Qualified Property that the Applicant certifies will be installed, maintained and operated at facilities within the State of California.

Section 9. The adoption by the Authority of this Resolution for the Applicant shall not be referred to in any application before any governmental agency as evidence of the feasibility, practicality or suitability of the Project or in any application for any required permission or authority to acquire, construct or operate the Project.

Section 10. This Resolution is effective immediately and will remain in full force and effect unless the Regulatory Agreement, as defined in CAEATFA Regulations Section 10035(A), is not executed within thirty (30) days of the date of this Resolution. The Executive Director may extend the thirty days if necessary.