

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

Request to Approve Project for Sales and Use Tax Exclusion (STE)¹

**Aemetis Biogas LLC
Application No. 20-SM007**

Tuesday, January 21, 2020

Prepared By: *Ashley Emery, Program Analyst*

SUMMARY

Applicant – Aemetis Biogas LLC

Location – Ceres, Stanislaus County

Industry – Dairy Biogas Production

Project – New Cluster of Dairy Biogas Production Facilities (Alternative Source)

Value of Qualified Property – \$8,772,605

Estimated Sales and Use Tax Exclusion Amount² – \$733,390

Estimated Quantifiable Net Benefits – \$1,510,529

Application Score³ –

Fiscal Benefits Points:	2,942
<u>Environmental Benefits Points:</u>	<u>117</u>
Net Benefits Score:	3,060
<u>Additional Benefits Points:</u>	<u>85</u>
Total Score:	3,145

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 8.36%.
³ Point values in the staff summary may not add up correctly due to rounding in the Application worksheet.

THE APPLICANT

Aemetis Biogas LLC (“Aemetis Biogas or the “Applicant”) is a Delaware limited liability company that formed in 2019 to build and operate the Aemetis Central Dairy Digester Cluster.

On December 18, 2018, the CAEATFA Board granted Aemetis Advanced Products Keyes, Inc., which shares parent company Aemetis, Inc. with the Applicant, an STE award for the purchase of up to \$153,076,838 in Qualified Property for an estimated STE value of \$12,797,224 to build a new biomass processing and fuel production facility located in Riverbank that will convert woody mass into cellulosic ethanol. As of June 30, 2019, Aemetis Advanced Products Keyes, Inc. has reported purchases of \$2,480,000 in Qualified Property (2% of the total Qualified Property amount approved).

The major shareholders (10.0% or greater) of Aemetis Biogas LLC are:
Aemetis, Inc.
Protair-X Americas, Inc.

The corporate officers of Aemetis Biogas LLC are:
Eric A. McAfee, Chairman and Chief Executive Officer
Todd Waltz, Chief Financial Officer
Andy Foster, Chief Operating Officer

THE PROJECT

Aemetis Biogas is requesting a sales and use tax exclusion to build a new dairy digester cluster spanning portions of Stanislaus and Merced Counties (the “Project”). The Project will include covered lagoon digester technology that will capture and treat biogas at two dairies, Ackerman Dairy and Double D Dairy. The biogas will then be transmitted via a private pipeline to a central biogas upgrading facility to produce renewable natural gas (“RNG”). The RNG will be used for direct sale at an on-site conditioned natural gas fueling station as transportation fuel, or will be injected into the Pacific Gas & Electric natural gas pipeline. The Applicant states that biogas produced prior to the completion of the RNG fueling facility and pipeline interconnection will be utilized in a natural gas boiler to produce renewable ethanol for transportation fuel at the Aemetis Advanced Fuels – Keyes renewable ethanol production facility.

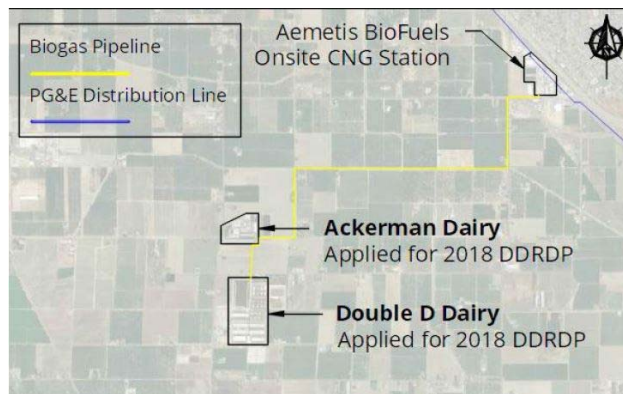


Figure 1: Aemetis Central Dairy Digester Cluster Map

The Project has received grant funding through the California Department of Food and Agriculture’s Dairy Digester Research and Development Program for the two dairy digesters. The Applicant has also applied for grant funding under the California Energy Commission’s Low-Carbon Fuel Production Program (GFO-19-601).

ANTICIPATED COSTS OF QUALIFIED PROPERTY

The anticipated Qualified Property purchases are listed below:

Central Hub Compression, Treatment, and Monitoring Equipment	\$4,307,000
Central Hub Valves, Instruments, Controls, and Infrastructure Equipment	2,781,000
Ackerman Dairy Lagoon Digester Equipment	639,894
Double D Dairy Lagoon Digester Equipment	<u>1,044,711</u>
Total	<u>\$8,772,605</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 master regulatory agreement a finalized project equipment list will be prepared detailing the value of the Project equipment acquired and the actual tax benefit realized pursuant to Revenue and Tax Code Section 6010.8. Variance 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) over 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

According to the Applicant, construction has already started on the Project and operations are anticipated to commence by the end of June 2020.

PROJECT EVALUATION

NET BENEFITS

The total cost of the Qualified Property purchases is anticipated to be \$8,772,605 and the total quantifiable net benefits are valued at \$1,510,529 for the Project. The Project received a Total Score of 3,145 points, which exceeds the required 1,000-point threshold, and a total Environmental Benefits Score of 117 points, which exceeds the 20-point threshold.

- A. Fiscal Benefits (2,942 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 \$2,157,797, resulting in a Fiscal Benefits score of 2,942 points for the Project.

- B. Environmental Benefits (117 points).** The Project will result in \$86,121 of total pollution benefits over the life of the Project, resulting in an Environmental Benefits Score of 117 points for the Project. These benefits derive from the production of dairy biogas, which offsets the need for use of fossil methane.
- C. Additional Benefits (85 points).** Applicants may earn additional points for their Total Score. The Applicant submitted information and received 85 additional points.
- 1. Production Jobs (0 of 75 points).** The Applicant represents that the Project will support a total of three production-related jobs at its Facility. Zero points were awarded because the marginal increase in jobs does not meet the required threshold.
 - 2. Construction Jobs (35 of 75 points).** The Applicant represents that the Project will support a total of 26 construction jobs at its Facility. CAEATFA estimates that approximately two 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 35 points for the Project.
 - 3. Unemployment (50 of 50 points).** The Applicant’s Project is located in Stanislaus County which has an average annual unemployment rate of 8.0%. This is above 110% of the statewide average annual unemployment rate which was 5.1% in 2017, the dataset used in the Application. This results in an Unemployment Score of 50 points for this Project.

STATUS OF PERMITS/OTHER REQUIRED APPROVALS

The Applicant states the Project requires air permits, Water Board permits, and grading and building permits. The Applicant represents it has already received Authority to Construct permits from the San Joaquin Valley Air Pollution Control District and Water Board, as well as grading permits. The Applicant anticipates receiving the Permits to Operate upon commissioning.

LEGAL QUESTIONNAIRE

Staff reviewed the Applicant’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 this Applicant.

CAEATFA FEES

In accordance with CAEATFA Regulations,⁴ the Applicant has paid CAEATFA an Application Fee of \$4,386.30 and will pay CAEATFA an Administrative Fee of up to \$35,090.42.

RECOMMENDATION

Staff recommends approval of Resolution No. 20-SM007 for Aemetis Biogas LLC's purchase of Qualified Property in an amount not to exceed \$8,772,605, anticipated to result in an approximate sales and use tax exclusion value of \$733,390.

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

**RESOLUTION APPROVING AND AUTHORIZING EXECUTION OF A MASTER
REGULATORY AGREEMENT WITH AEMETIS BIOGAS LLC**

January 21, 2020

WHEREAS, the California Alternative Energy and Advanced Transportation Financing Authority (the “Authority” or “CAEATFA”) has received the Application of **Aemetis Biogas LLC** (the “Applicant”), for financial assistance in the form of a master regulatory agreement (the “Agreement”) regarding tangible personal property utilized in an Advanced Manufacturing process or 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 to acquire Project equipment with an estimated cost not to exceed \$8,772,605 over a period of three years; 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(a)(8)(B).

Section 2. The requested master regulatory agreement constitutes “financial assistance” within the meaning of Public Resources Code Section 26003(a)(6).

Section 3. The Applicant is a “participating party” within the meaning of Public Resources Code Section 26003(a)(7).

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.

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Application No. 20-SM007

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 listed in the semi-annual reports 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.