

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

***Request to Amend the Sales and Use Tax Exclusion Award
Resolution to Add a Participating Party¹***

**GCE Holdings Acquisitions, LLC, and Bakersfield Renewable Fuels, LLC
Application No. 20-SM009**

Tuesday, March 16, 2021

Prepared By: *Matthew Jumps, Program Analyst*

SUMMARY

Applicant – GCE Holdings Acquisitions, LLC, and Bakersfield Renewable Fuels, LLC

Location – Bakersfield, Kern County

Industry – Renewable Diesel

Project – New Renewable Diesel Production Facility (Alternative Source)

Value of Qualified Property	Estimated Sales and Use Tax Exclusion (“STE”) Amount ²
\$119,617,224	\$10,000,000

Estimated Net Benefit ³	Dollar Value	Points Earned
Estimated Fiscal Benefits	\$17,223,213	1,722
Estimated Environmental Benefits	\$3,361,461	336
Additional Benefits	N/A	95
Total	\$20,584,674	2,153
Estimated Quantifiable Net Benefit	\$10,584,674	

Staff Recommendation – Approval of an amendment to Resolution No. 20-SM009 to add Bakersfield Renewable Fuels, LLC, as a participating party to the Master Regulatory Agreement.

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

² This amount is calculated based on the average statewide sales tax rate of 8.36% at the time of approval.

³ Applications that earn a Total Score of at least 1,000 points and an Environmental Benefits Score of over 20 points may be recommended for approval. (California Code of Regulations Title 4, Division 13, Section 10033(c)(6).)

REQUEST

On March 17, 2020, the CAEATFA Board approved a sales and use tax exclusion (“STE”) for GCE Holdings Acquisitions, LLC (“GCE Holdings”), for the purchase of up to \$119,617,224 in Qualified Property to build a new renewable-diesel production facility located in Bakersfield (the “Project”). As of December 31, 2020, GCE Holdings has used the STE to purchase \$13,567,409.65 of Qualified Property (11% of the total Qualified Property amount approved).

GCE Holdings submitted a request to add Bakersfield Renewable Fuels, LLC (“Bakersfield Renewable Fuel”), as a participating party on the STE award approval resolution and the Master Regulatory Agreement. Subsequent to GCE Holdings’ STE award approval, Bakersfield Renewable Fuel was formed and became the new operating entity and purchaser of all newly acquired Qualified Property.

THE APPLICANT

Bakersfield Renewable Fuels is a Delaware limited liability company that formed in 2020, and is a wholly owned subsidiary of GCE Holdings. GCE Holdings is a Delaware limited liability company that formed in 2007 with a focus on developing low-carbon, non-food-based feedstocks and renewable fuels. GCE Holdings is a wholly owned subsidiary of Global Clean Energy Holdings, Inc., which is publicly traded under the symbol GCEH. Global Clean Energy Holdings, Inc., and all its subsidiaries are headquartered in California.

The company officers of the Bakersfield Renewable Fuels and GCE Holdings are:

David Walker, Chairman

Richard Palmer, President and CEO

THE PROJECT

GCE Holdings received an STE to convert a crude oil refinery into a new renewable-diesel production facility located in Bakersfield. According to GCE Holdings, it will use a combination of non-food and traditional feedstocks, including camelina oil, used cooking oil, and waste fats and oils to produce three renewable fuel products: (1) renewable diesel, (2) renewable propane, and (3) renewable naphtha.

GCE Holdings states Camelina sativa, which is in the mustard seed family, is an annual crop that produces seeds that contain approximately 40% oil, is approved for renewable fuels, and has 60% biomass, which can be used as a high-protein animal feed. GCE Holdings explains that, unlike other feedstocks, Camelina is a dryland, non-food crop grown on fallow or rotational land that does not compete with food production. GCE Holdings anticipates selling its renewable fuels wholesale in California under the State Air Resources Board’s Low-Carbon Fuel Standard regulation, with the majority being sold in the San Joaquin Valley.

STAFF EVALUATION

Statutes limit the use of CAEATFA’s STE to “participating parties” (Section 6010.8(a) of the Revenue and Taxation Code). A “participating party” is defined as an entity that seeks financial assistance (Section 26003(a)(7)(B) of the Public Resources Code) as part of the Sales and Use Tax Exclusion Program (Section 26011.8 of the Public Resources Code). Section 3 of GCE Holdings’ Resolution No. 20-SM009 provides that the Applicant is a “participating party” within the meaning of the Sales and Use Tax Exclusion Program.

GCE Holdings has requested to add Bakersfield Renewable Fuels as a participating party in order to continue with the Project as originally intended, as Bakersfield Renewable Fuels is now the operating entity and is responsible for purchasing the Qualified Property. GCE Holdings has indicated that the proposed Project will remain the same as what was approved on March 17, 2020.

Amending the resolution to add Bakersfield Renewable Fuels as a participating party to the Master Regulatory Agreement will allow the proposed Project to continue and the state to receive the estimated benefits of the original Project.

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 STE Program regulations,⁴ the Applicant has paid an additional fee of \$500 because adding a participating party qualifies as a modification to the Regulatory Agreement.

RECOMMENDATION

Staff recommends that the Board approve GCE Holdings Acquisitions, LLC’s request to amend Resolution No. 20-SM009 to add Bakersfield Renewable Fuels, LLC, as a participating party to the Master Regulatory Agreement.

ATTACHMENTS

Attachment A: GCE Holdings Acquisitions, LLC’s letter requesting an amendment to the resolution

Attachment B: GCE Holdings Acquisitions, LLC’s staff summary at the time of approval

⁴ California Code of Regulations Title 4, Division 13, Section 10036(c)(1).

**RESOLUTION AMENDING RESOLUTION NO. 20-SM009 TO ADD BAKERSFIELD
RENEWABLE FUELS, LLC, AS A PARTICIPATING PARTY**

March 16, 2021

WHEREAS, on March 17, 2020, the California Alternative Energy and Advanced Transportation Financing Authority (the “Authority”), a public instrumentality of the State of California, approved Resolution No. 20-SM009 granting a sales and use tax exclusion award for **GCE Holdings Acquisitions, LLC** (the “Applicant”), for the purchase of up to \$119,617,224 of Qualified Property to convert a crude oil refinery into a new renewable-diesel production facility located in Bakersfield (the “Project”); and

WHEREAS, Bakersfield Renewable Fuels, LLC, is now the operating entity on behalf of the Applicant for the Project and has the authority and responsibility to complete the Project as described in the Application; and

WHEREAS, the Applicant requests the Authority to amend the Master Regulatory Agreement by amending Resolution No. 20-SM009 to include Bakersfield Renewable Fuels, LLC, as a participating party.

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

Section 1. Resolution No. 20-SM009 is amended to add Bakersfield Renewable Fuels, LLC, as a participating party to the Master Regulatory Agreement.

Section 2. This resolution shall take effect immediately upon its passage.

**Attachment A: GCE Holdings Acquisitions, LLC’s Letter
Requesting an Amendment to the Resolution**

CAEATFA – Award No. 20-SM009
GCE Holdings Acquisitions, LLC
Name Change Request

Dear CAEATFA,

We kindly request to add a subsidiary to GCE Holdings Acquisitions, LLC (“GCE”)’s MRA (CAEATFA Award No. 20-SM009) originally executed 4/1/20 from the March 17 Board Meeting. Since GCE was the entity formed originally while investments were being accumulated and before operations began, that entity was used at the time of our application. Shortly after the award, GCE created a new operating entity, Bakersfield Renewable Fuels, LLC (“BKRF”). BKRF is wholly owned by GCE. As of May 12, 2020, BKRF is the new operating entity and purchaser of all newly acquired fixed assets for use in the operations of the existing business. Nothing in the business or project has changed in comparison to its original application.

At CAEATFA’s earliest convenience, GCE kindly requests that their subsidiary, BKRF be added to their MRA. For your reference, please see the attached California SOS registration for Bakersfield Renewable Fuels, LLC dated May 12, 2020. We would anticipate that the revised MRA would carry the name below:

GCE Holdings Acquisitions, LLC and its Subsidiary, Bakersfield Renewable Fuels, LLC.


Best Regards,



Alex Tran

President & Managing Partner
California Incentives Group

202014010615

	Secretary of State Application to Register a Foreign Limited Liability Company (LLC)	LLC-5												
<p>IMPORTANT — Read Instructions before completing this form. Must be submitted with a current Certificate of Good Standing issued by the government agency where the LLC was formed. See Instructions.</p> <p>Filing Fee - \$70.00 Copy Fees - First page \$1.00; each attachment page \$0.50; Certification Fee - \$5.00</p> <p><i>Note: Registered LLCs in California may have to pay minimum \$800 tax to the California Franchise Tax Board each year. For more information, go to https://www.ftb.ca.gov.</i></p>														
1c This Space For Office Use Only														
<p>1a. LLC Name (Enter the exact name of the LLC as listed on your attached Certificate of Good Standing.)</p> <p>Bakersfield Renewable Fuels, LLC</p>														
<p>1b. California Alternate Name, If Required (See Instructions – Only enter an alternate name if the LLC name in 1a not available in California.)</p>														
<p>2. LLC History (See Instructions – Ensure that the formation date and jurisdiction match the attached Certificate of Good Standing.)</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;"> a. Date LLC was formed in home jurisdiction (MM/DD/YYYY) 05/21/2010 </td> <td style="width: 50%;"> b. Jurisdiction (State, foreign country or place where this LLC is formed.) Delaware </td> </tr> </table> <p>c. Authority Statement (Do not alter Authority Statement) This LLC currently has powers and privileges to conduct business in the state, foreign country or place entered in Item 2b.</p>			a. Date LLC was formed in home jurisdiction (MM/DD/YYYY) 05/21/2010	b. Jurisdiction (State, foreign country or place where this LLC is formed.) Delaware										
a. Date LLC was formed in home jurisdiction (MM/DD/YYYY) 05/21/2010	b. Jurisdiction (State, foreign country or place where this LLC is formed.) Delaware													
<p>3. Business Addresses (Enter the complete business addresses. Items 3a and 3b cannot be a P.O. Box or "in care of" an individual or entity.)</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;"> a. Street Address of Principal Executive Office - Do not enter a P.O. Box 2790 Skypark Drive, Suite 105 </td> <td style="width: 20%;"> City (no abbreviations) Torrance </td> <td style="width: 10%;"> State CA </td> <td style="width: 20%;"> Zip Code 90505 </td> </tr> <tr> <td> b. Street Address of Principal Office in California, if any - Do not enter a P.O. Box 2790 Skypark Drive, Suite 105 </td> <td> City (no abbreviations) Torrance </td> <td> State CA </td> <td> Zip Code 90505 </td> </tr> <tr> <td> c. Mailing Address of Principal Executive Office, if different than item 3a </td> <td> City (no abbreviations) </td> <td> State </td> <td> Zip Code </td> </tr> </table>			a. Street Address of Principal Executive Office - Do not enter a P.O. Box 2790 Skypark Drive, Suite 105	City (no abbreviations) Torrance	State CA	Zip Code 90505	b. Street Address of Principal Office in California, if any - Do not enter a P.O. Box 2790 Skypark Drive, Suite 105	City (no abbreviations) Torrance	State CA	Zip Code 90505	c. Mailing Address of Principal Executive Office, if different than item 3a	City (no abbreviations)	State	Zip Code
a. Street Address of Principal Executive Office - Do not enter a P.O. Box 2790 Skypark Drive, Suite 105	City (no abbreviations) Torrance	State CA	Zip Code 90505											
b. Street Address of Principal Office in California, if any - Do not enter a P.O. Box 2790 Skypark Drive, Suite 105	City (no abbreviations) Torrance	State CA	Zip Code 90505											
c. Mailing Address of Principal Executive Office, if different than item 3a	City (no abbreviations)	State	Zip Code											
<p>4. Service of Process (Must provide either Individual OR Corporation.) INDIVIDUAL – Complete Items 4a and 4b only. Must include agent's full name and California street address.</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 40%;"> a. California Agent's First Name (If agent is not a corporation) Richard </td> <td style="width: 15%;"> Middle Name </td> <td style="width: 25%;"> Last Name Palmer </td> <td style="width: 20%;"> Suffix </td> </tr> <tr> <td> b. Street Address (If agent is not a corporation) - Do not enter a P.O. Box 2790 Skypark Drive, Suite 105 </td> <td> City (no abbreviations) Torrance </td> <td> State CA </td> <td> Zip Code 90505 </td> </tr> </table> <p>CORPORATION – Complete Item 4c only. Only include the name of the registered agent Corporation.</p> <p>c. California Registered Corporate Agent's Name (If agent is a corporation) – Do not complete Item 4a or 4b</p>			a. California Agent's First Name (If agent is not a corporation) Richard	Middle Name	Last Name Palmer	Suffix	b. Street Address (If agent is not a corporation) - Do not enter a P.O. Box 2790 Skypark Drive, Suite 105	City (no abbreviations) Torrance	State CA	Zip Code 90505				
a. California Agent's First Name (If agent is not a corporation) Richard	Middle Name	Last Name Palmer	Suffix											
b. Street Address (If agent is not a corporation) - Do not enter a P.O. Box 2790 Skypark Drive, Suite 105	City (no abbreviations) Torrance	State CA	Zip Code 90505											

LIA
FILED
Secretary of State
State of California
MAY 12 2020

5. Read and Sign Below (See Instructions. Title not required.)
 By signing, I affirm under penalty of perjury that the information herein is true and correct and that I am authorized to sign on behalf of the foreign LLC.


 Signature

Richard Palmer
 Type or Print Name

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAKERSFIELD RENEWABLE FUELS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTH DAY OF MAY, A.D. 2020.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BAKERSFIELD RENEWABLE FUELS, LLC" WAS FORMED ON THE TWENTY-FIRST DAY OF MAY, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



4826664 8300
SR# 20203555471
You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 202891420

Date: 05-07-20

202014010615

**Attachment B: GCE Holdings Acquisitions, LLC’s Staff Summary
at the Time of Approval**

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

Request to Approve Project for Sales and Use Tax Exclusion (STE)⁵

**GCE Holdings Acquisitions, LLC
Application No. 20-SM009**

Tuesday, March 17, 2020

Prepared By: *Ashley Emery, Program Manager*

SUMMARY

Applicant – GCE Holdings Acquisitions, LLC

Location – Bakersfield, Kern County

Industry – Renewable Diesel

Project – New Renewable Diesel Production Facility (Alternative Source)

Value of Qualified Property – \$119,617,224

Estimated Sales and Use Tax Exclusion Amount⁶ – \$10,000,000

Estimated Quantifiable Net Benefits – \$10,584,674

Competitive Criteria Score – 185

Application Score –

Fiscal Benefits Points:	1,722
<u>Environmental Benefits Points:</u>	<u>336</u>
Net Benefits Score:	2,058

<u>Additional Benefits Points:</u>	<u>95</u>
Total Score:	2,153

Staff Recommendation – Approval

⁵ All capitalized terms not defined in this document are defined in the Program’s statute and regulations.

⁶ This amount is calculated based on the average statewide sales tax rate of 8.36%.

THE APPLICANT

GCE Holdings Acquisitions, LLC (“GCE Holdings” or the “Applicant”) is a Delaware limited liability company that formed in 2007 with a focus on developing low-carbon, non-food-based feedstocks and renewable fuels. GCE Holdings is a wholly owned subsidiary of Global Clean Energy Holdings, Inc., which is publicly traded under the symbol GCEH. Global Clean Energy Holdings, Inc. and all its subsidiaries are headquartered in California.

The company officers of GCE Holdings are:

David Walker, Chairman

Richard Palmer, President and CEO

THE PROJECT

GCE Holdings is requesting a sales and use tax exclusion to convert a crude oil refinery into a new renewable diesel production facility located in Bakersfield (the “Project”). According to the Applicant, it will use a combination of non-food and traditional feedstocks, including camelina oil, used cooking oil, and waste fats and oils to produce three renewable fuel products: (1) renewable diesel, (2) renewable propane, and (3) renewable naphtha.

According to the Applicant, Camelina sativa, which is in the mustard seed family, is an annual crop that produces seeds which contain approximately 40% oil, approved for renewable fuels, and 60% biomass, which can be used as a high protein animal feed. The Applicant explains that, unlike other feedstocks, Camelina is a dryland, non-food crop grown on fallow or rotational land that does not compete with food production. The Applicant anticipates selling its renewable fuels wholesale in California under the LowCarbon Fuel Standard, with the majority being sold in the San Joaquin Valley.

ANTICIPATED COSTS OF QUALIFIED PROPERTY

The anticipated Qualified Property purchases are listed below:

Manufacturing/Processing Machinery, Equipment & Materials	\$ 39,000,000
Facility Buildout, Upgrades & Infrastructure Improvements	35,617,224
Research & Development Equipment	2,650,000
Logistics, Transport, Storage Systems & Related Property	25,600,000
Lab Instruments & Devices	2,250,000
Quality Control Testing & Related Property	10,500,000
Computers, Industrial Controls, IT & Related Property	3,250,000
Lab Materials & Related Property	750,000
Total	<u>\$119,617,224</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

The Applicant plans to begin equipment purchases in March 2020 and begin construction by the end of April of 2020. The Applicant anticipates completing the project and beginning commercial operation in Q3 2021.

COMPETITIVE CRITERIA SCORE

In the event that CAEATFA receives Applications in excess of the statutory \$100 million cap for that calendar year, the order in which the Applications shall be considered in the same month will be ranked based on five Competitive Criteria.

The Applicant received 185 Competitive Criteria points as follows:

1. **Environmental Benefits (100 points)**. The Applicant's Project earned more than zero Total Pollution Benefits points (i.e. had environmental benefits that could be monetized and scored pursuant to the Program's regulations⁷), therefore 100 points are awarded.
2. **Unemployment (50 of 50 points)**. The Applicant's Project is located in Kern County, which has an average annual unemployment rate of 7.8 %. When compared to the statewide average annual unemployment rate, which was 4.1% in 2019, the dataset used in the Application, the Project location earned the Applicant an Unemployment Score of 50 points.
3. **Job Creation (20 of 75 points)**. The Applicant represents that the Project will support a total of 91 production-related jobs at its Facility. CAEATFA estimates that approximately seven of these jobs will be attributable to a marginal increase in jobs created due to the STE. Based on the amount of STE per estimated number of jobs created, the Applicant earned 20 points.
4. **California Headquarters (15 points)**. The Applicant has a California Corporate Headquarters, therefore 15 points are awarded.
5. **Natural Disaster Relief (0 points)**. The Project is not to rebuild or relocate the Applicant's Facility due to a fire, flood, storm, or earthquake identified in the state of

⁷ California Code of Regulations Title 4, Division 13, Section 10033(c)(4)

emergency proclamation made by the California State Governor within two years of the time of application, therefore zero points are awarded.

PROJECT EVALUATION

NET BENEFITS

The total cost of the Qualified Property purchases is anticipated to be \$119,617,224 and the total quantifiable net benefits are valued at \$10,584,674 for the Project. The Project received a Total Score of 2,153 points, which exceeds the required 1,000-point threshold, and a total Environmental Benefits Score of 336 points, which exceeds the 20-point threshold.

- A. **Fiscal Benefits (1,722 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 \$17,223,213, resulting in a Fiscal Benefits score of 1,722 points for the Project.
- B. **Environmental Benefits (336 points).** The Project will result in \$3,361,461 of total pollution benefits over the life of the Project resulting in an Environmental Benefits Score of 336 points for the Project. These benefits derive from the production of renewable diesel, which offsets the need for use of fossil diesel.
- C. **Additional Benefits (95 points).** Applicants may earn additional points for their Total Score. The Applicant submitted information and received 95 additional points.
 - 1. **Production Jobs (20 of 75 points).** The Applicant represents that the Project will support a total of 91 production-related jobs at its Facility. CAEATFA estimates that approximately seven of these jobs will be attributable to a marginal increase in jobs created due to the STE. Based on the amount of STE per estimated number of jobs created, the Applicant earned 20 points.
 - 2. **Construction Jobs (0 of 75 points).** The Applicant represents that the Project will support a total of 70 construction jobs at its Facility. CAEATFA estimates that approximately five of these jobs will be attributable to a marginal increase in jobs created due to the STE. Based on the amount of STE per estimated number of jobs created, the Applicant earned zero points.
 - 3. **Unemployment (50 of 50 points).** The Applicant's Project is located in Kern County, which has an average annual unemployment rate of 7.8 %. When compared to the statewide average annual unemployment rate, which was 4.1% in 2019, the dataset used in the Application, the Project location earned the Applicant an Unemployment Score of 50 points.

4. **Research and Development Facilities (25 points).** The Applicant has verified that it has a facility located in California that performs research and development functions related to developing renewable fuels from non-food-based feedstock.

STATUS OF PERMITS/OTHER REQUIRED APPROVALS

GCE states it has permitting in place for the existing equipment, as well as all of the required operating environmental permits. The remaining permits, including building, installation and operational permits for new equipment, the Applicant states either have already been secured from Kern County or the City of Bakersfield or will be secured prior to Project completion in Q3 2021.

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,⁸ the Applicant has paid CAEATFA an Application Fee of \$10,000 and will pay CAEATFA an Administrative Fee of up to \$350,000.

RECOMMENDATION

Staff recommends approval of Resolution No. 20-SM009 for GCE Holdings Acquisitions, LLC's purchase of Qualified Property in an amount not to exceed \$119,617,224, anticipated to result in an approximate sales and use tax exclusion value of \$10,000.

⁸ California Code of Regulations Title 4, Division 13, Section 10036

**RESOLUTION APPROVING AND AUTHORIZING EXECUTION OF A MASTER
REGULATORY AGREEMENT WITH GCE HOLDINGS ACQUISITIONS, LLC**

March 17, 2020

WHEREAS, the California Alternative Energy and Advanced Transportation Financing Authority (the “Authority” or “CAEATFA”) has received the Application of **GCE Holdings Acquisitions, 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 \$119,617,224 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.

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.