

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

***Request to Approve a Time Extension for the  
Initial Term of the Regulatory Agreement<sup>1</sup>***

**Hat Creek Bioenergy, LLC  
Application No. 20-SM018**

**Tuesday, January 17, 2023**

Prepared By: *David Palsha, Program Analyst*

**SUMMARY**

**Applicant** – Hat Creek Bioenergy, LLC

**Location** – Burney, Shasta County

**Industry** – Biomass Processing and Fuel Production

**Project** – New Biomass Processing and Fuel Production Facility (Alternative Source)

**Total Amount Qualified Property Approved**– \$12,680,000

**Estimated Sales and Use Tax Exclusion Amount at Approval<sup>2</sup>** – \$1,060,048

**Amount of Time Requested** –

- Requesting a one-year and six-month extension, until September 17, 2024, for the Initial Term of the Regulatory Agreement (a total of four years and six months from the date of initial CAEATFA Board approval of March 17, 2020)

**Staff Recommendation** – Approval

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<sup>1</sup> All capitalized terms not defined in this document are defined in the Sales and Use Tax Exclusion Program’s statutes and regulations.

<sup>2</sup> This amount is calculated based on the average statewide sales tax rate at the time of initial approval, which was 8.36%.

**REQUEST**

On March 17, 2020, the CAEATFA Board approved a Sales and Use Tax Exclusion (“STE”) award for Hat Creek Bioenergy, LLC (the “Applicant”) for the purchase of up to \$12,680,000 in Qualified Property to build a new biomass processing and fuel production facility in Burney (the “Project”). The Regulatory Agreement (“Agreement”) initial term provided the Applicant with three years from the date of Board Approval to utilize its STE award.<sup>3</sup> On August 17, 2021, the CAEATFA Board approved the Applicant for a six month and 15-day extension of the 15% Purchase Requirement of the Agreement from its original termination date of September 17, 2021 to accommodate delays due to the COVID-19 pandemic.

As of November 30, 2022, the Applicant has used the STE award to purchase \$1.9 million of Qualified Property (15% of the total Qualified Property approved). The Applicant is requesting to extend the Agreement initial term by one year and six months to accommodate delays with the utility interconnection approval for the Project resulting from the COVID-19 pandemic.

The Applicant states the delay with Pacific Gas & Electric (“PG&E”) approving the utility interconnection is not allowing it to meet the full purchase requirement before the initial term of the Agreement expires. According to the Applicant, COVID-19 and the California wildfires have impacted PG&E’s ability to stay on schedule with the planned utility interconnection timeline, however, the Applicant is now expecting an approved agreement from PG&E by January 2023. According to the Applicant, it is currently finalizing several contracts and purchase orders for the remaining STE after experiencing material pricing and shipping issues and vendor bidding issues due to sick leave. The extension requested reflects the expected timeframe the Applicant can efficiently contract, order and schedule payments for the Project’s remaining Qualified Property. The Applicant states there is no change to the scope of the Project and that the anticipated 18-month construction timeline will follow promptly after the interconnection is approved.

The initial term of the Agreement can be extended by the Board upon a finding that an extension is in the public interest and advances the purposes of the STE Program.<sup>4</sup>

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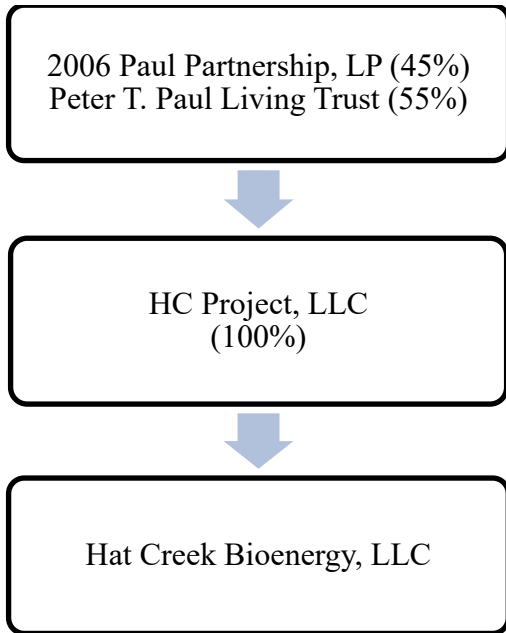
<sup>3</sup> California Code of Regulations Title 4, Division 13, Section 10035(b)(1)

<sup>4</sup> California Code of Regulations Title 4, Division 13, Section 10035(b)(1)(B)

**THE APPLICANT**

The Applicant is a California limited liability company established in 2017 to convert sustainably sourced wood into a renewable gaseous fuel (termed producer gas) that can be used to produce heat and electricity at the Project.

The ownership structure of the Applicant is as follows:



The company officers of the Applicant are:

Peter T. Paul, President  
Kristen Decker, EVP, Secretary and CFO

**THE PROJECT**

The Applicant’s Project will convert raw forest biomass to produce gas that can ultimately be used for renewable heat and electricity. The Project will use gasification to extract the gaseous fuel from biomass feedstock collected from nearby forest restoration projects. Specifically, the Applicant will obtain the biomass feedstock from nearby forest restoration projects, including dead trees resulting from years of drought and the related bark from beetle infestation of fir and pine trees throughout the California Sierra Nevada and 11 nearby states. According to the Applicant, the biomass feedstock would otherwise be piled and burned or chipped and left to decay in forests.

The Project’s facility will utilize approximately 32,000 bone dry tons (BDT) of woody biomass per year to produce 546,000 MMBtu of producer gas. The Applicant stated that a feedstock supply study conducted by the Watershed Research and Training Center of Hayfork, California, identified an annual available feedstock supply of 363,000 BDT of woody biomass harvested within a 50-mile radius of the Project site, confirming a significant excess supply of forest

feedstock in the region. The Project will procure its biomass feedstock from both public and private landowners.

In addition to producer gas, the facility can be operated to generate biochar as a value-added co-product. Biochar is a material with high levels of fixed carbon that can be used as a soil amendment or for filtration media. According to the Applicant, biochar enhances the soil's biological productivity and its water-holding and fertilizer-holding capacity, which provides crop nutrition and improves plant growth.

The producer gas created at the facility will be used to generate 3,600 kW of electricity, of which 600 kW will be used to power the facility and 3,000 kW will be exported to Pacific Gas & Electric ("PG&E") through the Bioenergy Market Adjusting Tariff program. The Applicant has secured a power purchase agreement with PG&E. The portion of the electricity generating equipment needed to prepare the biomass and operate the gasification process was included in the original Application.

### **AGREEMENT INITIAL TERM EXTENSION REQUEST**

The Applicant has requested that the initial term of the Agreement be extended from March 17, 2023 to September 17, 2024, in order to accommodate utility interconnection delays, which further impacted the purchasing and installation of equipment for the Project.

### **Staff Evaluation**

According to the Applicant, purchases of Qualified Property were outside the Applicant's control due to the extraordinary circumstances of the COVID-19 pandemic causing delays in the facility's construction and purchasing timeline. Staff has considered that the Applicant could not have foreseen the delays by PG&E in approving the utility interconnection. While the Applicant has experienced some delays, it is expecting an approved agreement from the utility provider by January 2023. Applicant states it is currently finalizing several contracts and purchase orders for the remaining STE. The extension requested reflects the new construction timeline of 18-months following the interconnection approval at the beginning of 2023 and the expected timeframe the Applicant can efficiently contract, order and schedule payments for the Project's remaining Qualified Property.

Based on this information, Staff believes extending the initial term of the Agreement will allow for the Project to be completed, and is, therefore, in the public interest and advances the purposes of the STE Program.

### **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,<sup>5</sup> the Applicant has paid an additional fee of \$2,000 because extending the initial term qualifies as a modification to the Applicant’s Agreement.

**RECOMMENDATION**

Staff recommends that the Board approve the Applicant’s request to extend the initial term of the Agreement by one year and six months to September 17, 2024 as it is in the public interest and advances the purposes of the STE Program.

**Attachments**

- Attachment A: Hat Creek Bioenergy, LLC’s letter requesting waiver (November 18, 2022)
- Attachment B: Hat Creek Bioenergy, LLC’s staff summary at the time of approval

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<sup>5</sup> California Code of Regulations Title 4, Division 13, Section 10036(c)(1)(B)

**RESOLUTION APPROVING A TIME EXTENSION FOR  
HAT CREEK BIOENERGY, LLC’S INITIAL TERM FOR  
THE REGULATORY AGREEMENT**

January 17, 2023

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 a Sales Tax Exclusion (“STE”) in the amount of \$12,680,000 of Qualified Property for **Hat Creek Bioenergy, LLC** (the “Applicant”); and

WHEREAS, within three (3) years of approval by the Authority, the Applicant must make all Qualified Property purchases (STE Program regulations Section 10035(b)(1)); and

WHEREAS, upon a finding that it is in the public interest and advances the purposes of the Program, the Authority may waive the requirement that all purchases of Qualified Property be made within three (3) years of Application approval (STE Program regulations Section 10035(b)(1)(B)); and

WHEREAS, the Applicant has requested a waiver of the requirement to purchase all of the Qualified Property within three (3) years, due to unexpected delays in the Project timeline, extending the term by one (1) year and six (6) months to September 17, 2024; and

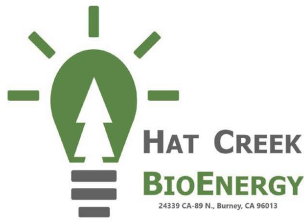
WHEREAS, granting the waiver will allow the Project to proceed and the state to receive the anticipated environmental and economic benefits that justified the initial approval of the Project in accordance with the law, thereby advancing both the public interest and the purposes of the Program.

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

Section 1. The Authority finds that it is in the public interest and advances the purposes of the Program to extend the Applicant’s initial term of the Regulatory Agreement to September 17, 2024.

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

**Attachment A: Hat Creek Bioenergy, LLC’s Letter Requesting Waiver (November 18, 2022)**



November 18, 2022

CAEATFA  
915 Capitol Mall, Room 538  
Sacramento, CA 95814

RE: Sales and Use Tax Exclusion Program – Initial Term Purchase Requirement

To Whom It May Concern:

On March 17, 2020, Hat Creek Bioenergy, LLC (HCB) received a California Sales and Tax Exclusion for the purchase of up to \$12,680,000.00 in Qualified Property to build a new biomass processing and fuel production facility in Burney, CA. This facility will convert forest thinnings from community fire prevention projects to a gaseous alternative fuel – producer gas – that is used for renewable heat and electricity.

HCB received a time extension approval for the 15% purchase requirement under the Regulatory Agreement on August 17, 2021 but was unaware that they could have also requested a time extension on the full purchase of Qualified Property. Currently, HCB is required to purchase all Qualified Property by March 17, 2023. Delays in the utility interconnection for the project has deferred the purchase and installation of equipment so HCB will not be able to meet the full “Purchase Requirement” before the initial term of the agreement expires. HCB is expecting an approved interconnect agreement from the utility company in January, which allows HCB to begin the 18-month construction timeline for the project. Per program regulation section 10035(b)(1)(B), Hat Creek Bioenergy is requesting a time extension of 18-months from the CAEATFA Board to complete purchasing.

The time extension requested reflects the expected timeframe that Hat Creek Bioenergy can efficiently contract, order and schedule payments for the remaining of their Qualified Property for the project once the interconnection is approved. Currently, the company has purchased \$1,918,603.54 of Qualified Property that is awaiting installation. There is no change to the scope of the project. HCB is currently finalizing several contracts and purchase orders with suppliers for the remaining balance of funds. Please contact me if there are any questions.

Regards,

*Kristen Decker*

Kristen Decker, CFO  
HAT CREEK BIOENERGY, LLC

*Business Office  
765 Baywood Drive, Suite 340  
Petaluma, CA 94954  
kristen.decker@headlands.us  
(415) 446-2751*

*Bioenergy Site  
24339 CA-Hwy 89  
Burney, CA 96013*

**Attachment B: Hat Creek Bioenergy, LLC’s Staff Summary at the  
Time of Approval**

The original award staff summary can be found [on the CAEATFA website](#).

Agenda Item – 4.F.9  
Resolution No. 20-SM018  
Application No. 20-SM018

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

*Request to Approve Project for Sales and Use Tax Exclusion (STE)<sup>1</sup>*

**Hat Creek Bioenergy, LLC  
Application No. 20-SM018**

**Tuesday, March 17, 2020**

Prepared By: *Matthew Newman, Blue Sky Consulting Group, on Behalf of CAEATFA, with  
Ashley Emery, Program Manager*

**SUMMARY**

**Applicant** – Hat Creek Bioenergy, LLC

**Location** – Burney, Shasta County

**Industry** – Biomass Processing and Fuel Production

**Project** – New Biomass Processing and Fuel Production Facility (Alternative Source)

**Value of Qualified Property** – \$12,680,000

**Estimated Sales and Use Tax Exclusion Amount<sup>2</sup>** – \$1,060,048

**Estimated Quantifiable Net Benefits** – \$1,899,124

**Competitive Criteria Score** – 152 points

**Application Score<sup>3</sup>** –

Fiscal Benefits Points:	1,945
<u>Environmental Benefits Points:</u>	<u>847</u>
<b>Net Benefits Score:</b>	<b>2,792</b>
<u>Additional Benefits Points:</u>	<u>37</u>
<b>Total Score:</b>	<b>2,828</b>

**Staff Recommendation** – Approval

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<sup>1</sup> All capitalized terms not defined in this document are defined in the Program’s statute and regulations.

<sup>2</sup> This amount is calculated based on the average statewide sales tax rate of 8.36%.

<sup>3</sup> Point values in the staff summary may not add up correctly due to rounding in the Application worksheet.



**Agenda Item – 4.B.9  
Resolution No. 20-SM018-01**

**Agenda Item – 4.F.9  
Resolution No. 20-SM018  
Application No. 20-SM018**

**THE APPLICANT**

Hat Creek Bioenergy, LLC (“Hat Creek” or the “Applicant”) is a California limited liability company formed in 2017 to convert sustainably sourced wood to into a renewable gaseous fuel (termed producer gas) that can be used to produce heat and electricity at the Hat Creek Bioenergy facility. The facility is a partnership between Hat Creek Construction & Materials, which will lease the facility to Hat Creek, and West Biofuels, LLC, which will provide the equipment and technology for the gasification and fuel production process.

The major shareholders (10.0% or greater) of Hat Creek Bioenergy, LLC are: Peter Paul Living Trust (100% owner)	The company officers of Hat Creek Bioenergy, LLC are: Peter T. Paul, Manager
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**THE PROJECT**

Hat Creek is requesting a sales and use tax exclusion to build a new biomass processing and fuel production facility in Burney (the “Project”). The Hat Creek bioenergy facility will convert raw forest biomass to a gaseous alternative source fuel—producer gas—that can ultimately be used for renewable heat and electricity. The Project will use gasification to extract the gaseous fuel from biomass feedstock collected from nearby forest restoration projects. Specifically, Hat Creek plans to obtain the biomass feedstock from nearby forest restoration projects, including dead trees resulting from years of drought and the related bark beetle infestation in fir and pine trees throughout the California Sierra Nevada and 11 nearby states. According to the Applicant, the biomass feedstock would otherwise be piled and burned or chipped and left to decay in forests.

The facility will utilize approximately 32,000 bone dry tons (“BDT”) of woody biomass per year to produce 546,000 MMBtu of producer gas. The Applicant states that a feedstock supply study conducted by the Watershed Research and Training Center of Hayfork, California, identified an annual available feedstock supply of 363,000 BDT of woody biomass harvested within a 50-mile radius of the plant site, confirming a significant excess supply of forest feedstock in the region. The facility will procure its biomass feedstock from both public and private landowners.

In addition to producer gas, the facility can be operated to generate biochar as a value-added co-product. Biochar is a material with high levels of fixed carbon that can be used as a soil amendment or for filtration media. According to the Applicant, biochar enhances the soil’s biological productivity and its water-holding and fertilizer-holding capacity, which provides crop nutrition and improves plant growth.

The producer gas created at the facility will be used to generate 3,600 kW of electricity, of which 600 kW will be used to power the facility and 3,000 kW will be exported to Pacific Gas & Electric (“PG&E”) through the Bioenergy Market Adjusting Tariff (“BioMAT”) program. The Applicant has already secured a power purchase agreement with PG&E. The portion of the electricity generating equipment needed to prepare the biomass and operate the gasification process is included in the Application.

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**Agenda Item – 4.F.9**  
**Resolution No. 20-SM018**  
**Application No. 20-SM018**

The Project received a \$5 million competitive EPIC grant from the California Energy Commission in 2017.

**ANTICIPATED COSTS OF QUALIFIED PROPERTY**

The anticipated Qualified Property purchases are listed below:

Biomass Unloading, Storage and Conveyance	\$ 2,500,000
Gasifier and Integrated Thermal Oil Heater	3,480,000
Organic Rankine Cycle Generator	750,000
Biochar Hopper and Conveyance	300,000
Flue Gas Cleanup Hardware	1,200,000
Structures	1,450,000
Base of Plant Equipment (Electrical, Plumbing, Insulation)	<u>3,000,000</u>
<b>Total</b>	<b><u>\$12,680,000</u></b>

*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 has completed the preliminary engineering for the project, including a construction timeline. The Applicant plans to begin purchasing equipment in June 2020 and begin site construction in October 2020. Equipment installation is anticipated to begin in March 2021, and commercial operation is expected to begin in January 2022.

**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 152 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

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monetized and scored pursuant to the Program’s regulations<sup>4</sup>), therefore 100 points are awarded.

2. **Unemployment (17 of 50 points)**. The Applicant’s Project is located in Shasta County, which has an average annual unemployment rate of 4.7%. 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 17 points.
3. **Job Creation (20 of 75 points)**. The Applicant represents that the Project will support a total of 10 production-related jobs at its Facility. CAEATFA estimates that approximately one 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 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 \$12,680,000 and the total quantifiable net benefits are valued at \$1,899,124 for the Project. The Project received a Total Score of 2,828 points, which exceeds the required 1,000-point threshold, and a total Environmental Benefits Score of 847 points, which exceeds the 20-point threshold.

- A. **Fiscal Benefits (1,945 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 \$2,061,725, resulting in a Fiscal Benefits score of 1,945 points for the Project.
- B. **Environmental Benefits (847 points)**. The Project will result in \$897,448 of total pollution benefits over the life of the Project resulting in an Environmental Benefits Score of 847 points for the Project. These benefits derive from the production of

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<sup>4</sup> California Code of Regulations Title 4, Division 13, Section 10033(c)(4)

**Agenda Item – 4.B.9**  
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**Agenda Item – 4.F.9**  
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producer biogas, which can be used to generate electricity, and offsets the need for use of fossil-fuel produced electricity

C. **Additional Benefits (37 points)**. Applicants may earn additional points for their Total Score. The Applicant submitted information and received 37 additional points.

1. **Production Jobs (20 of 75 points)**. The Applicant represents that the Project will support a total of 10 production-related jobs at its Facility. CAEATFA estimates that approximately one 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 5 construction jobs at its Facility. CAEATFA estimates that approximately one 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 (17 of 50 points)**. The Applicant's Project is located in Shasta County, which has an average annual unemployment rate of 4.7%. 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 17 points.

**STATUS OF PERMITS/OTHER REQUIRED APPROVALS**

According to the Applicant, Shasta County approved a Conditional Use Permit (CUP) in August 2019. The CUP application triggered CEQA, and a CEQA review was completed as an Addendum to an existing Environmental Impact Report. The Applicant expects the Shasta County Air Quality Management District to issue an air permit based upon the air quality impact analysis performed as part of the CEQA analysis. The Applicant expects to submit an application to the Shasta County Air Quality Management District for an Authority to Construct permit in March 2020. The Applicant further expects approval of its Permit to Construct application in June 2020 and of its Permit to Operate in February 2022.

**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.

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**Agenda Item – 4.F.9  
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**CAEATFA FEES**

In accordance with CAEATFA Regulations,<sup>5</sup> the Applicant has paid CAEATFA an Application Fee of \$7,500 and will pay CAEATFA an Administrative Fee of up to \$50,720.

**RECOMMENDATION**

Staff recommends approval of Resolution No. 20-SM018 for Hat Creek Bioenergy, LLC's purchase of Qualified Property in an amount not to exceed \$12,680,000, anticipated to result in an approximate sales and use tax exclusion value of \$1,060,048.

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<sup>5</sup> California Code of Regulations Title 4, Division 13, Section 10036

**RESOLUTION APPROVING AND AUTHORIZING EXECUTION OF A MASTER  
REGULATORY AGREEMENT WITH HAT CREEK BIOENERGY, LLC**

March 17, 2020

WHEREAS, the California Alternative Energy and Advanced Transportation Financing Authority (the “Authority” or “CAEATFA”) has received the Application of **Hat Creek Bioenergy, 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 \$12,680,000 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.

**Agenda Item – 4.B.9**  
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**Agenda Item – 4.F.9**  
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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.