

**CALIFORNIA POLLUTION CONTROL FINANCING AUTHORITY  
BOND FINANCING PROGRAM  
Meeting Date: December 13, 2016**

*Request to Approve Initial Resolution Reflecting  
Official Intent to Issue Revenue Bonds*

Prepared by: *Lyudmila Farbitnikova*

<b>Applicant:</b>	Viridis Fuels, LLC and/or its Affiliates	<b>Amount Requested:</b>	\$24,165,000
<b>Project Location:</b>	City of Oakland (Alameda County)	<b>Application No.:</b>	900(SB)
		<b>Initial Resolution No.:</b>	16-18

**Summary.** Viridis Fuels, LLC and/or its Affiliates (the “Company”) requests approval of an Initial Resolution for an amount not to exceed \$24,165,000 to finance (a) the construction of a biodiesel plant, (b) the acquisition and installation of equipment related to operation of the facility, (c) the lease of land, and (d) the funding of the capitalized interest, the reserve fund, and the cost of issuance.

**Borrower.** Viridis Fuels, LLC was organized in 2012 in Delaware. The Company is in the business of biodiesel fuel production. It has entered into a 25-year lease with the East Bay Municipal Utilities District, as lessor, with an additional 5-year extension option at lessee’s option and subsequent 5-year extensions by mutual agreement of lessee and lessor. The Company is a small business and expects to have approximately 28 employees when in stabilized production upon project completion. Viridis Fuels, LLC is 100% owned by Kathy Neal.

**Legal Questionnaire.** The Staff has reviewed the Company’s responses to the questions contained in the Legal Status portion of the Application. No information was disclosed in the Legal Status portion of the Application that raises questions concerning the financial viability or legal integrity of this applicant.

**Project Description.** The Company will utilize bonds to finance (a) the construction of a biodiesel plant that will process approximately 17 million gallons of brown grease and/or other waste oils in order to produce approximately 15 million gallons of 100% standards-compliant, commercial-grade biodiesel while simultaneously refining four million gallons of crude glycerin into technical-grade glycerin, (b) the acquisition and installation of equipment related to operation of the facility, (c) the lease of land, as well as (d) the funding of the capitalized interest, the reserve fund, and the cost of issuance. The Project is expected to require 12-18 months to complete and to be placed into service by the end of 2018.

**Volume Cap Allocation.** The Company anticipates applying to the Authority for volume cap allocation in the first quarter of 2017 or upon completion of the California Environmental Quality Act (CEQA) process.

**Financing Details.** The Company anticipates the issuance of negotiated tax-exempt bonds.

**Financing Team.**

**Underwriter:** Westhoff, Cone & Holmstedt

**Bond Counsel:** Orrick, Herrington & Sutcliffe LLP

**Issuer's Counsel:** Office of the Attorney General

**Staff Recommendation.** Staff recommends approval of Initial Resolution No. 16-18 for Viridis Fuels, LLC and/or its Affiliates for an amount not to exceed \$24,165,000.

*Note: An Initial Resolution approval is not a commitment that the Board will approve a Final Resolution and bond financing of the proposed Project.*

**RESOLUTION OF OFFICIAL INTENT TO ISSUE BONDS TO  
FINANCE SOLID WASTE DISPOSAL FACILITIES FOR  
VIRIDIS FUELS, LLC AND/OR ITS AFFILIATES**

**December 13, 2016**

**WHEREAS**, the California Pollution Control Financing Authority (“Authority”), a public instrumentality, is authorized and empowered by the provisions of the California Pollution Control Financing Authority Act (“Act”) to issue bonds for the purpose of defraying the cost of facilities for the disposal of solid and liquid waste products, including resource recovery and energy conversion facilities; and

**WHEREAS**, Viridis Fuels, LLC, a Delaware limited liability company (the “Applicant”), and/or its affiliates (collectively, the “Company”) has submitted an application (the “Application”) requesting that the Authority assist in financing the acquisition, construction and/or equipping of facilities for the collection and processing of solid waste, as more fully described in the Application (collectively, the “Project”) to be owned and operated by the Company, and have presented an estimate of the maximum cost of such Project as shown in Exhibit “A” attached hereto; and

**WHEREAS**, the Authority desires to encourage the Company to provide solid waste disposal and resource recovery facilities and equipment which will serve the public of the State; and

**WHEREAS**, the Authority deems it necessary and advisable to further the purposes of the Act that the Project be acquired at the earliest practicable date, but the Company requires satisfactory assurances from the Authority that the proceeds of the sale of bonds of the Authority will be made available to finance such Project; and

**WHEREAS**, the Company expects to incur or pay from its own funds certain expenditures in connection with the Project prior to the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis; and

**WHEREAS**, subject to meeting all the conditions set forth in this resolution the Authority reasonably expects that debt obligations in an amount not expected to exceed \$24,165,000 will be issued and that certain of the proceeds of such debt obligations will be used to reimburse the Company for its prior expenditures for the Project; and

**WHEREAS**, Section 1.103-8(a)(5) and Section 1.150-2 of the Treasury Regulations require the Authority to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

**NOW, THEREFORE, BE IT RESOLVED** by the California Pollution Control Financing Authority as follows:

**Section 1.** The Authority finds and determines that the foregoing recitals are true and correct. For purposes of this Resolution, an “Affiliate” of the Applicant means any person or entity which controls, is controlled by, or is under common control with, the Applicant, as shown by the possession, directly or indirectly, of the power to direct or cause the direction of its management or policies, whether through majority equity ownership, contract or otherwise. An Affiliate shall also be a “participating party” as defined in the Act.

**Section 2.** The Authority declares its official intent to issue, at one time or from time to time, an aggregate of up to \$24,165,000 principal amount of bonds of the Authority for the Project; including for the purpose of reimbursing to the Company costs incurred for the Project prior to the issuance of the bonds.

**Section 3.** The bonds will be payable solely from the revenues to be received by the Authority pursuant to a loan agreement or other agreements to be entered into between the Authority and the Company in connection with the Project. Each bond shall contain a statement to the following effect:

“Neither the faith and credit nor the taxing power of the State of California or any political subdivision thereof or local agency is pledged to the payment of the principal of, premium, if any, or any interest on this bond.”

**Section 4.** The bonds shall be issued subject to the conditions that (i) the Authority and the Company shall have first agreed to mutually acceptable terms for the bonds and of the sale and delivery thereof, and mutually acceptable terms and conditions of the loan of the bond proceeds to finance the Project; (ii) all requisite governmental approvals shall have first been obtained; (iii) a Final Resolution shall have been received from the Authority; and (iv) an allocation shall have been received from the California Debt Limit Allocation Committee for any portion of the bonds which are to be sold as exempt from federal income tax.

**Section 5.** The Executive Director of the Authority is hereby authorized to indicate the willingness of the Authority to proceed with and effect such financing in order to assist the Company by defraying the cost of the Project, subject to due compliance with all requirements of the law and the obtaining of all necessary consents and approvals and to meeting all other requirements of the Authority.

**Section 6.** It is intended that this Resolution shall constitute “some other similar official action” towards the issuance of bonds within the meaning of Section 1.103-8(a)(5) of the Treasury Regulations and “official intent” within the meaning of Section 1.150-2 of the Treasury Regulations, each as applicable under Section 103 of the Internal Revenue Code of 1986, as amended. It is also intended that this statement of “official action” or “official intent” by the Authority shall continue in full force and effect even if this Resolution ceases to be effective for other purposes.

**Section 7.** This Resolution shall take effect immediately upon its passage and remain in full force and effect thereafter; provided that, subject to Section 6 above, this Resolution shall cease to be effective on December 13, 2019 unless the Authority specifically adopts a further resolution extending the effective date of this Initial Resolution. The Authority will consider such extension upon receiving a specific request for such action from the Company, accompanied by any additional information requested by the Authority to supplement the Company's application, and an explanation of the status of the Project.

**EXHIBIT A**

**NUMBER:** 16-18

**LOCATION:** 7200 Engineers Road  
Oakland, CA 94607

**TYPE:** Solid waste disposal

**AMOUNT:** Up to \$24,165,000