

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

*Request to Approve a Time Extension for the
Initial Term of the Regulatory Agreement¹*

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

Tuesday, January 17, 2023

Prepared By: *David Palsha, 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)

Total Amount Qualified Property Approved – \$119,617,224

Estimated Sales and Use Tax Exclusion Amount at Approval² – \$10,000,000

Amount of Time Requested –

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

Staff Recommendation – Approval

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

² 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 GCE Holdings Acquisitions, LLC for the purchase of up to \$119,617,224 in Qualified Property to convert an idle crude oil refinery into a new renewable diesel production facility located in Bakersfield (the “Project”). On March 16, 2021, the CAEATFA Board approved to add Bakersfield Renewable Fuels, LLC as a participating party on the STE award approval resolution and the Regulatory Agreement as Bakersfield Renewables Fuels, LLC became the new operating entity and purchaser of all newly acquired Qualified Property. GCE Holdings Acquisitions, LLC and Bakersfield Renewable Fuels, LLC (collectively the “Applicant”) are both responsible for the management of the Project. The Regulatory Agreement (“Agreement”) initial term provided the Applicant with three years from the date of CAEATFA Board approval to utilize its STE award.³

As of September 2022, the Applicant has used the STE award to purchase approximately \$65 million of Qualified Property (55% of the total Qualified Property approved). The Applicant is requesting to extend the Agreement initial term by one year to accommodate shipping delays and supplier shortages caused by the COVID-19 pandemic.

The Applicant’s STE award became effective in March 2020, occurring around the same time as the COVID-19 pandemic. According to the Applicant, its plans to expand the production facilities were drastically set back from the beginning due to supplier shortages and shipping delays. The Applicant states resources also had to be reallocated to aid the implementation of strict health and safety practices to minimize the spread of COVID-19 in accordance with CDC guidelines, causing redesign of the facility’s production space. With the passing of the pandemic, the Applicant states it has made significant headway on the conversion of the idle 520-acre crude oil refinery into a renewable diesel refinery, and anticipates the facility will go live by the third quarter of 2023 with the remaining Qualified Property to be procured by the first quarter of 2024.

The CAEATFA Board can extend the initial term of the Agreement upon a finding that an extension is in the public interest and advances the purposes of the STE Program.⁴

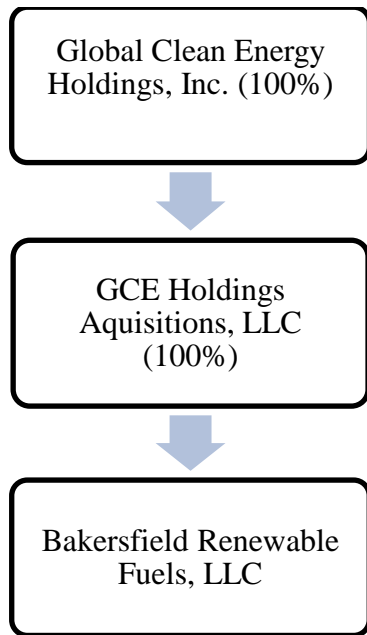
THE APPLICANT

Bakersfield Renewable Fuels, LLC is a Delaware limited liability company that formed in 2020 and is a wholly owned subsidiary of GCE Holdings Acquisitions, LLC. GCE Holdings Acquisitions, LLC 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 Acquisitions, LLC is a wholly owned subsidiary of Global Clean Energy Holdings, Inc., which is publicly traded under the ticker symbol GCEH. Global Clean Energy Holdings, Inc., and all its subsidiaries are headquartered in California.

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

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

The ownership structure of the Applicant is as follows:



The company officers of the Applicant are:

Richard Palmer, President and CEO
Ralph Goehring, CFO

THE PROJECT

The Applicant received an STE to convert a crude oil refinery into a new renewable diesel production facility located in Bakersfield. 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 Low Carbon Fuel Standard, with the majority being sold in the San Joaquin Valley.

AGREEMENT INITIAL TERM EXTENSION REQUEST

The Applicant has requested that the initial term of the Agreement be extended from March 17, 2023 to March 17, 2024, in order to accommodate delays due to COVID-19 related shipping delays and supplier shortages, which resulted in a significant reduction in planned expansions.

Staff Evaluation

Staff considered the fact that the Applicant’s STE award was approved right at the onset of the COVID-19 pandemic, which drastically affected the Applicant’s plans to expand current production facilities due to supply chain shortages, shipping delays and labor resource constraints. Despite these obstacles, the Applicant has made significant headway on converting the crude oil refinery into a diesel refinery in 2021 with additional Project progress in 2022. The Applicant states the Project will go live by the third quarter of 2023 and expects all Qualified Property to be procured for final facility buildout by the first quarter of 2024.

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,⁵ 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 to March 17, 2024, as it is in the public interest and advances the purposes of the STE Program.

Attachments

- Attachment A: GCE Holdings Acquisitions, LLC and Bakersfield Renewable Fuels, LLC’s letter requesting waiver (November 16, 2022)
- Attachment B: GCE Holdings Acquisitions, LLC and Bakersfield Renewable Fuels, LLC’s staff summary at the time of approval

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

**RESOLUTION APPROVING A TIME EXTENSION FOR
GCE HOLDINGS ACQUISITIONS, LLC AND
BAKERSFIELD RENEWABLE FUELS, 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 \$119,617,224 of Qualified Property for **GCE Holdings Acquisitions, LLC and Bakersfield Renewable Fuels, 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 to March 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 March 17, 2024.

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

Attachment A: GCE Holdings Acquisitions, LLC and Bakersfield Renewable Fuels, LLC's
Letter Requesting Waiver (November 16, 2022)



November 16, 2022

CAEATFA
Attn: Xee Moua, Program Analyst
915 Capitol Mall Room 587
Sacramento, CA 95814

RE: CAEATFA STE Master Regulatory Agreement ("MRA") Extension Request – Bakersfield Renewable Fuels, LLC and GCE Holdings Acquisitions, LLC (20-SM009)

Dear CAEATFA Board Members & Staff,
Bakersfield Renewable Fuels, LLC and GCE Holdings Acquisitions, LLC ("GCE") respectfully requests a twelve (12) month extension on its CAEATFA STE MRA award, until March 17, 2024, to procure the remaining CAEATFA STE Qualified Property.

GCE's CAEATFA STE award became effective as of March 17, 2020, which unfortunately occurred around the same time the COVID-19 pandemic hit hard causing massive economic shutdowns across the globe. GCE plans to build-out and expand its' current production facilities in Bakersfield were drastically set back from the beginning. As a result of COVID-19, GCE experienced the following delays:

- Setbacks in supply chain caused shortages in production inputs coupled with mandated COVID-19 government shut-downs caused significant reduction in planned expansions due to shipping delays and supplier shortages.
- Resources required to be reallocated to aide in the implementation of strict health and safety practices and redesign of production space to minimize the spread in the facility accordance with CDC guidelines.

Despite the obstacles presented by COVID-19, the Company has made significant headway on the conversion of the idle 520-acre crude oil refinery into a renewable diesel refinery in 2021 and has made tremendous progress in 2022. There has been no scope changes to the Project. As of September of 2022, the company has purchased approximately \$65M or 55% of the Qualified Property. Management anticipates the facility will go live by Q3 of 2023 and fully expects to spend the remaining Qualified Property on the final buildout and refinery equipment needed by Q1 of 2024. Please reach out to us with any questions. Thank you in advance for your time and careful consideration.

A handwritten signature in black ink, appearing to read "Alex Tran", is written over a light blue horizontal line.

Alex Tran
Consultant Representative

cc: CAEATFA@sto.ca.gov
xee.moua@treasurer.ca.gov
alex.tran@CALincentives.com
sarah.hoyt@CALincentives.com

Attachment B: GCE Holdings Acquisitions, LLC and Bakersfield Renewable Fuels, LLC's
Staff Summary at the Time of Approval

Agenda Item – 4.F.4
Resolution No. 20-SM009
Application No. 20-SM009

CALIFORNIA ALTERNATIVE ENERGY AND
ADVANCED TRANSPORTATION FINANCING AUTHORITY

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

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 Amount² – \$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

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%.

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 Low Carbon 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>

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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 regulations³), 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.

³ California Code of Regulations Title 4, Division 13, Section 10033(c)(4)

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 \$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

**Agenda Item – 4.F.4
Resolution No. 20-SM009
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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,⁴ 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.

⁴ 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.

Agenda Item – 4.B.6
Resolution No. 20-SM009-01

Agenda Item – 4.F.4
Resolution No. 20-SM009
Application No. 20-SM009

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.