

**CALIFORNIA POLLUTION CONTROL FINANCING AUTHORITY
BOND FINANCING PROGRAM
Meeting Date: April 19, 2016**

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

Prepared by: *Lyudmila Farbitnikova*

Applicant:	UrbanX Renewables Group, Inc. and/or its Affiliates	Amount Requested:	\$63,875,000
		Application No.:	888(SB)
Project Location:	Long Beach (Los Angeles County)	Initial Resolution No.:	16-06

Summary. UrbanX Renewables Group, Inc. and/or its Affiliates (“UrbanX” or the “Company”) requests approval of an Initial Resolution for an amount not to exceed \$63,875,000 to finance the acquisition and conversion of an existing crude oil refinery into a facility that will process a variety of waste fats, oils, and grease.

Borrower. The Company was incorporated in Long Beach on February 1, 2010. UrbanX Renewables Group, Inc. is a small business with 19 employees, and is 100% owned by Bruce D. Melgar.

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 acquire an existing crude oil refinery, which includes 18 acres of land, buildings, and existing equipment located at 2400 Artesia Boulevard in the City of Long Beach. UrbanX plans to convert the refinery into a facility that will process a variety of waste fats, oil and grease including waste cooking oils and trap waste, scraped grease, vegetable oil and animal fats into synthetic crude oil, which will then be refined into renewable diesel fuel and naphtha¹. According to the U.S. Energy Information Administration, Naphtha is a generic term applied to a refined or partially refined petroleum fraction with a boiling range between 122 and 400 degrees Fahrenheit. When blended with other materials, it can make high-grade gasoline or jet fuel. The Company’s targeted production volume is 5,000 barrels per day.

The refinery is currently owned by Alon USA Energy, Inc., an independent refiner and marketer of petroleum products, operating primarily in the western and south-central regions of the United States and headquartered in Texas. Alon USA Energy, Inc. is not affiliated with the Company.

Volume Cap Allocation. The Company anticipates applying to the Authority for volume cap allocation at the end of 2016.

¹ Naphthalene is made from crude oil or coal tar. It is also produced when things burn, so naphthalene is found in cigarette smoke, car exhaust, and smoke from forest fires. It is used as an insecticide and pest repellent. (Naphthalene. *National Pesticide Information Center*, <<http://npic.orst.edu/factsheets/naphgen.html>>).

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. 16-06 for UrbanX Renewables Group, Inc. and/or its Affiliates for an amount not to exceed \$63,875,000.

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
URBANX RENEWABLES GROUP, INC. AND/OR ITS AFFILIATES**

April 19, 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, UrbanX Renewables Group, Inc., a California corporation (the “Applicant”), and/or its affiliates (collectively, the “Company”) has submitted an application (the “Application”) requesting that the Authority assist in financing the acquisition of land and buildings and construction, renovation, rehabilitation and equipping of facilities for the treatment and processing of solid and liquid waste including hazardous 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 \$63,875,000 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 \$63,875,000 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 April 19, 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: 16-06

LOCATION: 2400 Artesia Blvd.
Long Beach, CA 90813

TYPE: Solid/Liquid/Hazardous Waste Disposal

AMOUNT: Up to \$63,875,000