

GRANTS/CONTINGENT AWARD REQUEST



To: Grants and Loans Office

Date: 12 / 19 / 12

Project Manager: Sarah Williams

Phone Number: (916) 651-9866 ext.

Office: EFTO

Division: FTD

MS- 27

Project Title: Pearson Fuels E85 Stations

Type of Request: (check one)

[X] New Agreement: (include items A-F from below) Agreement Number: ARV-12-015
Program: Ethanol
Solicitation Name and/or Number: PON-11-602
Legal Name of Recipient: RTC Fuels, LLC dba Pearson Fuels
Recipient's Full Mailing Address: 4001 El Cajon Blvd., #201
San Diego, CA 92105
Recipient's Project Officer: Mike Lewis Phone Number: (619) 806-8593 ext.
Agreement Start Date: 12 / 15 / 12 Agreement End Date: 6 / 30 / 16

[] Amendment: (Check all that apply) Agreement Number: _____
[] Term Extension - New End Date: ____ / ____ / ____
[] Work Statement Revision (include Item A from below)
[] Budget Revision (include Item B from below)
[] Change of Scope (include Items A - F as applicable from below)
[] Other: (Specify) _____

ITEMS TO ATTACH WITH REQUEST:

- A. Work Statement
B. Budget
C. Recipient Resolution, if applicable. (Resolution may be requested in Special Conditions if not currently available.)
D. Special Conditions, if applicable.
E. CEQA Compliance Form
F. Other Documents as applicable
• Copy of Score Sheets
• Copy of Pre-Award Correspondence
• Copy of All Other Relevant Documents

California Environmental Quality Act (CEQA)

[X] CEC finds, based on recipient's documentation in compliance with CEQA:
[X] Project exempt: Section 15301 NOE filed: ____ / ____ / ____
[] Environmental Document prepared: Type NOD filed: ____ / ____ / ____
[] Other: .
[X] CEC has made CEQA finding described in CEC-280, attached

Funding Information:

*Source #1: ARFVT Amount: \$ 1,350,000.00 Statute: 2012 FY: 12/13 Budget List #: 601.118 E
*Source #2: _____ Amount: \$ _____ Statute: _____ FY: _____ Budget List #: _____
*Source #3: _____ Amount: \$ 0.00 Statute: _____ FY: _____ Budget List #: _____

If federally funded, specify federal agreement number: _____
* Source Examples include ERPA, PIER-E, PIER-NG, FED, GRDA, ARFVT, OTHER.

Business Meeting Approval: (refer to Business Meeting Schedule)

Proposed Business Meeting Date: 01 / 09 / 13 [] Consent [X] Discussion
Business Meeting Participant: Sarah Williams Time Needed: 5 (minutes)

Agenda Notice Statement: (state purpose in layperson terms)

Possible approval of a [X] Grant / [] Contingent Award to...
to RTC Fuels, LLC dba Pearson Fuels for \$1,350,000 for the installation of E85 dispensing equipment at 19 fueling stations throughout California.



Award Number: ARV-12-015

Date: 1 / 03 / 2013

Note: The Energy Commission Project Managers Manual includes detailed instructions on how to complete this section, with examples of grants that are “Projects” and are not “Projects”. When the Project Manager is completing this section, if questions arise as to the appropriate answers to the questions below, please consult with the Energy Commission attorney assigned to review grants or loans for your division.

1. Is grant/loan considered a “Project” under CEQA? Yes (skip to question #2) No (continue with question #1)

Please complete the following: [Public Resources Code (PRC) 21065 and 14 California Code of Regulations (CCR) 15378]:

Explain why the grant/loan is **not** considered a “Project”? The grant/loan will not cause a direct physical change in the environment or a reasonably foreseeable indirect physical change in the environment because grant/loan involves:

2. If grant/loan is considered a “Project” under CEQA: (choose either **IS** or **IS NOT**)

Grant/loan **IS** exempt:

Statutory Exemption: (List PRC and/or CCR section numbers) _____

Categorical Exemption: (List CCR section number) 15301, 15303

Common Sense Exemption. (14 CCR 15061(b)(3))

Explain reason why the grant/loan is exempt under the above section:

This project will install E85 dispensing equipment at 19 existing gasoline stations. For 8 of the stations, the Recipient will simply replace the conventional gasoline in the existing underground tanks with E85 fuel, replace tank components, and replace the existing dispenser equipment. Thus, the project is exempt as an existing facility under section 15301 because it consists of minor alterations to existing private gasoline fueling stations that will involve negligible or no expansion of use. For 11 of the stations, the Recipient will install a new underground tank at the existing station. In these stations these tanks are being installed in existing stations in connection to existing fueling infrastructure. For all 19 stations the locations do not exceeding 2500 square feet, and the use is similar to the currently zoned use.

Please attach draft Notice of Exemption (NOE). Consult with the Energy Commission attorney assigned to your division for instructions on how to complete the NOE.

Grant/loan **IS NOT** exempt. The Project Manager needs to consult with the Energy Commission attorney assigned to your division and the Siting Office regarding a possible initial study.

Exhibit A Scope of Work

TECHNICAL TASK LIST

Task #	CPR	Task Name
1	N/A	Agreement Management
2	N/A	Design
3	N/A	Permits
4	X	Construction
5	N/A	Data Collection and Analysis

KEY NAME LIST

Task #	Key Personnel	Key Subcontractor(s)	Key Partner(s)
1	Mike Lewis		
2	Mike Lewis		Station Owners
3	Mike Lewis		Station Owners
4	Mike Lewis		Station Owners
5	Mike Lewis		Station Owners

GLOSSARY

Specific terms and acronyms used throughout this work scope are defined as follows:

Acronym	Definition
CAM	Commission Agreement Manager
CPR	Critical Project Review
ARFVT	Alternative and Renewable Fuel and Vehicle Technology
FTD	Fuels and Transportation Division
GHG	Greenhouse Gas
E85	Nominal blend of 85% ethanol and 15% gasoline
FFV	Flexible Fuel Vehicle
Recipient	RTC Fuels, LLC doing business as Pearson Fuels

Background:

Assembly Bill 118 (Núñez, Chapter 750, Statutes of 2007), created the Alternative and Renewable Fuel and Vehicle Technology Program (ARFVT Program). The statute, subsequently amended by AB 109 (Núñez) Chapter 313, Statutes of 2008), authorizes the Energy Commission to develop and deploy alternative and renewable fuels and advanced transportation technologies to help attain the state's climate change policies. The Energy Commission has an annual program budget of approximately \$100 million and provides financial support for projects that:

- Develop and improve alternative and renewable low-carbon fuels;
- Optimize alternative and renewable fuels for existing and developing engine technologies;
- Produce alternative and renewable low-carbon fuels in California;
- Decrease, on a full fuel cycle basis, the overall impact and carbon footprint of alternative and renewable fuels and increase sustainability;
- Expand fuel infrastructure, fueling stations, and equipment;
- Improve light-, medium-, and heavy-duty vehicle technologies;
- Retrofit medium- and heavy-duty on-road and non-road vehicle fleets;
- Expand infrastructure connected with existing fleets, public transit, and transportation corridors; and
- Establish workforce training programs, conduct public education and promotion, and create technology centers.

The California Energy Commission issued solicitation PON-11-602 to provide funding opportunities under the ARFVT Program for projects which develop infrastructure necessary to store, distribute, and dispense electricity, E-85, propane, diesel substitutes, and natural gas. To be eligible for funding under PON-11-602, the projects must also be consistent with the Energy Commission's ARFVT Investment Plan updated annually. In response to PON-11-602, the Recipient submitted application 11, which was proposed for funding in the Energy Commission's Notice of Proposed Awards August 16, 2012. Solicitation PON-11-602 and recipients application are hereby, incorporated by reference to this Agreement in their entirety.

Problem Statement:

The Energy Commission has estimated that the E85 vehicle fuel market in California will eventually be the largest in the United States and we estimate there are approximately 55,000 new FFVs sold in the state of California each year. There are very few locations for these vehicles to fill up with E85. The primary barrier to widespread E85 dispenser installations is lack of investment capital and a lack of knowledge, on the station owner's part, relating to straightforward E85 fueling infrastructure requirements and a difficult permitting and regulatory environment in California.

Goals of the Agreement

The goal of this project is to expand E85 retail fueling infrastructure to areas throughout the State of California that are underserved by the E85 industry.

Objectives of the Agreement:

The objectives of this project are to:

- 1) Install 19 E85 fueling dispensers into 19 different retail gasoline stations before December 31, 2015.
- 2) Collect applicable data on all the sites for at least 6-months.
- 3) It is our desire that these stations will be a model to the traditional fossil fueling industry so that the traditional fuel suppliers will recognize the E85 is a viable alternative fuel, thereby reducing the amount of funding E85 will need from government sources in the future.

TASK 1 ADMINISTRATION

Task 1.1 Attend Kick-off Meeting

The goal of this task is to establish the lines of communication and procedures for implementing this Agreement.

The Recipient shall:

- Attend a "Kick-Off" meeting with the Commission Agreement Manager, the Grants Officer, and a representative of the Accounting Office. The Recipient shall bring its Project Manager, Agreement Administrator, Accounting Officer, and others designated by the Commission Agreement Manager to this meeting. The administrative and technical aspects of this Agreement will be discussed at the meeting. Prior to the kick-off meeting, the Commission Agreement Manager will provide an agenda to all potential meeting participants.

The administrative portion of the meeting shall include a discussion of the following:

- The terms and conditions of the Agreement
- Critical Project Review (Task 1.2)
- Match fund documentation (Task 1.6) No reimbursable work may be done until this documentation is in place.
- Permit documentation (Task 1.7)
- Subcontracts needed to carry out project (Task 1.8)

The technical portion of the meeting shall include a discussion of the following:

- The Commission Agreement Manager's expectations for accomplishing tasks described in the Scope of Work

- An updated Schedule of Products
- Monthly Progress Reports (Task 1.4)
- Technical Products (Product Guidelines located in Section 5 of the Terms and Conditions)
- Final Report (Task 1.5)

The Commission Agreement Manager shall designate the date and location of this meeting.

Recipient Products:

- Updated Schedule of Products
- Updated List of Match Funds
- Updated List of Permits

Commission Agreement Manager Product:

- Kick-Off Meeting Agenda

Task 1.2 Critical Project Review (CPR) Meetings

The goal of this task is to determine if the project should continue to receive Energy Commission funding to complete this Agreement and to identify any needed modifications to the tasks, products, schedule or budget.

CPRs provide the opportunity for frank discussions between the Energy Commission and the Recipient. CPRs generally take place at key, predetermined points in the Agreement, as determined by the Commission Agreement Manager and as shown in the Technical Task List above. However, the Commission Agreement Manager may schedule additional CPRs as necessary, and any additional costs will be borne by the Recipient.

Participants include the Commission Agreement Manager and the Recipient and may include the Commission Grants Officer, the Fuels and Transportation Division (FTD) team lead, other Energy Commission staff and Management as well as other individuals selected by the Commission Agreement Manager to provide support to the Energy Commission.

The Commission Agreement Manager shall:

- Determine the location, date, and time of each CPR meeting with the Recipient. These meetings generally take place at the Energy Commission, but they may take place at another location.
- Send the Recipient the agenda and a list of expected participants in advance of each CPR. If applicable, the agenda shall include a discussion on both match funding and permits.
- Conduct and make a record of each CPR meeting. One of the outcomes of this meeting will be a schedule for providing the written determination described below.

- Determine whether to continue the project, and if continuing, whether or not modifications are needed to the tasks, schedule, products, and/or budget for the remainder of the Agreement. Modifications to the Agreement may require a formal amendment (see the Terms and Conditions, Section 8). If the Commission Agreement Manager concludes that satisfactory progress is not being made, this conclusion will be referred to the Lead Commissioner for Transportation activities for his or her concurrence.
- Provide the Recipient with a written determination in accordance with the schedule. The written response may include a requirement for the Recipient to revise one or more product(s) that were included in the CPR.

The Recipient shall:

- Prepare a CPR Report for each CPR that discusses the progress of the Agreement toward achieving its goals and objectives. This report shall include recommendations and conclusions regarding continued work of the projects. This report shall be submitted along with any other products identified in this scope of work. The Recipient shall submit these documents to the Commission Agreement Manager and any other designated reviewers at least 15 working days in advance of each CPR meeting.
- Present the required information at each CPR meeting and participate in a discussion about the Agreement.

Commission Agreement Manager Products:

- Agenda and a list of expected participants
- Schedule for written determination
- Written determination

Recipient Product:

- CPR Report(s)

Task 1.3 Final Meeting

The goal of this task is to closeout this Agreement.

The Recipient shall:

- Meet with Energy Commission staff to present the findings, conclusions, and recommendations. The final meeting must be completed during the closeout of this Agreement.

This meeting will be attended by, at a minimum, the Recipient, the Commission Grants Office Officer, and the Commission Agreement Manager. The technical and administrative aspects of Agreement

closeout will be discussed at the meeting, which may be two separate meetings at the discretion of the Commission Agreement Manager.

The technical portion of the meeting shall present an assessment of the degree to which project and task goals and objectives were achieved, findings, conclusions, recommended next steps (if any) for the Agreement, and recommendations for improvements. The Commission Agreement Manager will determine the appropriate meeting participants.

The administrative portion of the meeting shall be a discussion with the Commission Agreement Manager and the Grants Officer about the following Agreement closeout items:

- What to do with any equipment purchased with Energy Commission funds (Options)
- Energy Commission's request for specific "generated" data (not already provided in Agreement products)
- "Surviving" Agreement provisions
- Final invoicing and release of retention
- Prepare a schedule for completing the closeout activities for this Agreement.

Products:

- Written documentation of meeting agreements
- Schedule for completing closeout activities

Task 1.4 Monthly Progress Reports

The goal of this task is to periodically verify that satisfactory and continued progress is made towards achieving the research objectives of this Agreement on time and within budget.

The objectives of this task are to summarize activities performed during the reporting period, to identify activities planned for the next reporting period, to identify issues that may affect performance and expenditures, and to form the basis for determining whether invoices are consistent with work performed.

The Recipient shall:

- Prepare a Monthly Progress Report which summarizes all Agreement activities conducted by the Recipient for the reporting period, including an assessment of the ability to complete the Agreement within the current budget and any anticipated cost overruns. Each progress report is due to the Commission Agreement Manager within 10 days of the end of the reporting period. The recommended specifications for each progress report are contained in Section 6 the Terms and Conditions of this Agreement.
- In the first Monthly Progress Report and first invoice, document and verify match expenditures and provide a synopsis of project progress, if match funds have been expended or if work funded with match share has occurred after the notice of proposed award but before execution of the grant agreement. If no match funds have been expended or if no work funded with match share has occurred before execution, then state this in the report. All pre-execution match expenditures must conform to the requirements in the Terms and Conditions of this Agreement.

Product:

- Monthly Progress Reports

Task 1.5 Final Report

The goal of the Final Report is to assess the project's success in achieving its goals and objectives, advancing science and technology, and providing energy-related and other benefits to California.

The objectives of the Final Report are to clearly and completely describe the project's purpose, approach, activities performed, results, and advancements in science and technology; to present a public assessment of the success of the project as measured by the degree to which goals and objectives were achieved; to make insightful observations based on results obtained; to draw conclusions; and to make recommendations for further projects and improvements to the FTD project management processes.

The Final Report shall be a public document. If the Recipient has obtained confidential status from the Energy Commission and will be preparing a confidential version of the Final Report as well, the Recipient shall perform the following activities for both the public and confidential versions of the Final Report.

The Recipient shall:

- Prepare an Outline of the Final Report.
- Prepare a Final Report following the approved outline and the latest version of the Final Report guidelines which will be provided by the Commission Agreement Manager. The Commission Agreement Manager shall provide written comments on the Draft Final Report within fifteen (15) working days of receipt. The Final Report must be completed at least 60 days before the end of the Agreement Term.
- Submit one bound copy of the Final Report with the final invoice.

Products:

- Draft Outline of the Final Report
- Final Outline of the Final Report
- Draft Final Report
- Final Report

Task 1.6 Identify and Obtain Matching Funds

The goal of this task is to ensure that the match funds planned for this Agreement are obtained for and applied to this Agreement during the term of this Agreement.

The costs to obtain and document match fund commitments are not reimbursable through this Agreement. Although the Energy Commission budget for this task will be zero dollars, the Recipient may utilize match funds for this task. Match funds shall be spent concurrently or in advance of Energy Commission funds for each task during the term of this Agreement. Match funds must be identified in writing and the associated commitments obtained before the Recipient can incur any costs for which the Recipient will request reimbursement.

The Recipient shall:

- Prepare a letter documenting the match funding committed to this Agreement and submit it to the Commission Agreement Manager at least 2 working days prior to the kick-off meeting. If no match funds were part of the proposal that led to the Energy Commission awarding this Agreement and none have been identified at the time this Agreement starts, then state such in the letter. If match funds were a part of the proposal that led to the Energy Commission awarding this Agreement, then provide in the letter a list of the match funds that identifies the:
 - Amount of each cash match fund, its source, including a contact name, address and telephone number and the task(s) to which the match funds will be applied.
 - Amount of each in-kind contribution, a description, documented market or book value, and its source, including a contact name, address and telephone number and the task(s) to which the match funds will be applied. If the in-kind contribution is equipment or other tangible or real

property, the Recipient shall identify its owner and provide a contact name, address and telephone number, and the address where the property is located.

- Provide a copy of the letter of commitment from an authorized representative of each source of cash match funding or in-kind contributions that these funds or contributions have been secured. For match funds provided by a grant a copy of the executed grant shall be submitted in place of a letter of commitment.
- Discuss match funds and the implications to the Agreement if they are reduced or not obtained as committed, at the kick-off meeting. If applicable, match funds will be included as a line item in the progress reports and will be a topic at CPR meetings.
- Provide the appropriate information to the Commission Agreement Manager if during the course of the Agreement additional match funds are received.
- Notify the Commission Agreement Manager within 10 days if during the course of the Agreement existing match funds are reduced. Reduction in match funds must be approved through a formal amendment to the Agreement and may trigger an additional CPR.

Products:

- A letter regarding match funds or stating that no match funds are provided
- Copy(ies) of each match fund commitment letter(s) (if applicable)
- Letter(s) for new match funds (if applicable)
- Letter that match funds were reduced (if applicable)

Task 1.7 Identify and Obtain Required Permits

The goal of this task is to obtain all permits required for work completed under this Agreement in advance of the date they are needed to keep the Agreement schedule on track.

Permit costs and the expenses associated with obtaining permits are not reimbursable under this Agreement. Although the Energy Commission budget for this task will be zero dollars, the Recipient shall budget match funds for any expected expenditures associated with obtaining permits. Permits must be identified in writing and obtained before the Recipient can make any expenditure for which a permit is required.

The Recipient shall:

- Prepare a letter documenting the permits required to conduct this Agreement and submit it to the Commission Agreement Manager at least 2 working days prior to the kick-off meeting. If there are no permits required at the start of this Agreement, then state such in the letter. If it is known at the beginning of the Agreement that permits will be required during the course of the Agreement, provide in the letter:

- A list of the permits that identifies the:
 - Type of permit
 - Name, address and telephone number of the permitting jurisdictions or lead agencies
- The schedule the Recipient will follow in applying for and obtaining these permits.
- Discuss the list of permits and the schedule for obtaining them at the kick-off meeting and develop a timetable for submitting the updated list, schedule and the copies of the permits. The implications to the Agreement if the permits are not obtained in a timely fashion or are denied will also be discussed. If applicable, permits will be included as a line item in the Progress Reports and will be a topic at CPR meetings.
- If during the course of the Agreement additional permits become necessary, provide the appropriate information on each permit and an updated schedule to the Commission Agreement Manager.
- As permits are obtained, send a copy of each approved permit to the Commission Agreement Manager.
- If during the course of the Agreement permits are not obtained on time or are denied, notify the Commission Agreement Manager within 5 working days. Either of these events may trigger an additional CPR.

Products:

- Letter documenting the permits or stating that no permits are required
- A copy of each approved permit (if applicable)
- Updated list of permits as they change during the term of the Agreement (if applicable)
- Updated schedule for acquiring permits as changes occur during the term of the Agreement (if applicable)

Task 1.8 Manage Subcontracts

The goal of this task is to ensure quality products and to procure subcontracts required to carry out the tasks under this Agreement consistent with the terms and conditions of this Agreement and the Recipient's own procurement policies and procedures. It will also provide the Energy Commission an opportunity to review the subcontracts to ensure that the tasks are consistent with this Agreement, that the budgeted expenditures are reasonable and consistent with applicable cost principles.

The Recipient shall:

- Manage and coordinate subcontractor activities.
- Submit a draft of each subcontract required to conduct the work under this Agreement to the Commission Agreement Manager for review.
- Submit a final copy of the executed subcontract.
- If Recipient decides to add new subcontractors, it shall notify the Commission Agreement Manager.

Products:

- Draft subcontracts
- Final subcontracts

TECHNICAL TASKS

Task 2 DESIGN

The goal of this task is to finalize the design for each of the stations.

The Recipient shall:

- Design each station to include the specific layout of the tanks, lines and dispensers.
- Prepare and submit a Station Site Plan for each of 19 stations.
- Compile and submit an E85 Equipment List for each of 19 stations.

Products:

- Station Site Plans
- E85 Equipment Lists

Task 3 CONSTRUCTION

The goal of this task is to install the 19 new E85 dispensers into the existing gasoline stations.

The Recipient shall:

- Install E85 equipment which may require:.
- Removal or relocation of any existing objects that impact desired locations of equipment.
- Excavation of existing asphalt and pouring foundations for: tanks and related equipment; canopy; fuel island; dispenser; fire walls (if deemed necessary); screen walls.
- Civil construction and trench work to support fuel piping installations, power communication, and alarms.
- Installation of all equipment, including safety system, cardlock, and PC software.
- Completion of site inspection and testing in accordance with local agency requirements established during the permitting process.
- Opening dispensers for operation.
- Coordinate permitting and construction issues.
- Photograph and submit photographs clearly showing the operational E85 dispenser for each of 19 completed dispensers. Each photograph must be labeled with the location and date of the beginning of operations.

Products:

- Photo of Operational Dispensers

Task 4 DATA COLLECTION AND ANALYSIS

The goal of this task is to collect operational data from the station, to analyze that data for economic and environmental impacts, and to include the data and analysis in the Final Report.

The Recipient shall:

- Develop data collection plan.
- Troubleshoot any issues identified.
- Collect 6 months of throughput, usage, and operations data from the project including, but not limited to:
 - Number of vehicles fueled per day per station
 - Number of days per year vehicles fueled per station
 - Maximum capacity of the new fueling system
 - Gallons of gasoline and/or diesel fuel displaced by using E 85(with associated mileage information)
 - Expected air emissions reduction, for example:
 - Non-methane hydrocarbons
 - Oxides of nitrogen
 - Non-methane hydrocarbons plus oxides of nitrogen
 - Particulate Matter
 - Formaldehyde
 - 01Specific jobs and economic development resulting from this project
- Identify any current and planned use of renewable energy at the facility.
- Identify the source of the alternative fuel.
- Describe any energy efficiency measures used in the facility that may exceed Title 24 standards in Part 6 of the California Code Regulations.
- Provide data on potential job creation, economic development, and increased state revenue as a result of expected future expansion.
- Provide a quantified estimate of the project's carbon intensity values for life-cycle greenhouse gas emissions.
- Compare any project performance and expectations provided in the proposal to Energy Commission with actual project performance and accomplishments.
- Compile data and analysis in the Final Report.

Products:

- Data collection information and analysis shall be included in the Final Report