

ATTACHMENT 3


 Check here if additional pages are attached. 20 Pages

AGREEMENT NUMBER:

ARV-12-033

AMENDMENT NUMBER:

1

1. This Agreement is entered into between the State Agency and the Recipient named below:

STATE AGENCY'S NAME

State Energy Resources Conservation and Development Commission

RECIPIENT'S NAME

Mendota Bioenergy, LLC

2. The term of this Agreement: From: 3/25/13 To: 6/30/153. The maximum amount of this Agreement after this amendment is: \$4,998,399.00 [\$0 Amendment Amount]

4. The parties mutually agree to this amendment as follows. All actions noted below are by this reference made a part of the Agreement and incorporated herein:

The purpose of this amendment is to add three researchers to subcontractor California State University, Fresno's personnel and to add Special Terms and Conditions to guarantee that Equipment purchased by Mendota Bioenergy with Energy Commission project funds will vest in Mendota at the conclusion of the agreement. Agreement ARV-12-033, approved by the Energy Commission on 3/25/13, is amended as follows:

- Exhibit B, Budget is attached and replaces the previously approved Exhibit B in its entirety
- Exhibit D, Attachment D-1 is attached and is hereby included in the agreement

RECIPIENT

RECIPIENT'S NAME (If other than an individual, state whether a corporation, partnership, etc)

Mendota Bioenergy, LLC

BY (Authorized Signature)

DATE SIGNED (Do not type)

12-12-13

NAME AND TITLE OF PERSON SIGNING

ADDRESS

2911 E. Barstow Ave. M/S OF 144
Fresno, CA 93740

STATE OF CALIFORNIA

AGENCY NAME

State Energy Resources Conservation and Development Commission

BY (Authorized Signature)

DATE SIGNED (Do not type)

12/18/13

NAME AND TITLE OF PERSON SIGNING

Rachel L. Grant Kiley, Contracts, Grants and Loans Office Manager

ADDRESS

1516 Ninth Street
Sacramento, CA 95814-5512

EXHIBIT B
Exh B-1a Task Summary

Summary Task Budget		Prime Recipient Reimbursable Costs	Major Subcontractor #1 Reimbursable Costs	Major Subcontractor #2 Reimbursable Costs	Major Subcontractor #3 Reimbursable Costs	Major Subcontractor #4 Reimbursable Costs	Commission Reimbursable Costs	Match Funding	Totals
		<input type="checkbox"/> Mer <input type="checkbox"/> ta Bioenergy, LLC	<input type="checkbox"/> East <input checked="" type="checkbox"/> Energy Systems, Inc	<input type="checkbox"/> University California, Davis	<input type="checkbox"/> ilifornia <input type="checkbox"/> ate University, Fresno	<input type="checkbox"/> Red Rock Ranch, Inc.			
1.0	Administration	\$ 52,635	\$ 1,225	\$ 16,004	\$ 6,715	\$ 4,366	\$ 80,945	\$ 141,061	\$ 222,006
2.0	Energy Beet Production	\$ 906,991	\$ -	\$ 25,000	\$ 138,402	\$ -	\$ 1,070,393	\$ 460,717	\$ 1,531,110
3.0	Design Phase	\$ 84,313	\$ 2,937	\$ -	\$ -	\$ 7,081	\$ 94,331	\$ 1,096,035	\$ 1,190,366
4.0	Pre-Construction	\$ 35,000	\$ 10,000	\$ -	\$ -	\$ 6,131	\$ 51,131	\$ 67,577	\$ 118,708
5.0	Construction	\$ -	\$ 2,238,900	\$ 24,000	\$ -	\$ 13,212	\$ 2,276,112	\$ 3,070,992	\$ 5,347,104
6.0	Plant Operations	\$ 544,917	\$ 39,825	\$ 267,401	\$ 50,000	\$ 108,934	\$ 1,011,077	\$ 1,197,022	\$ 2,208,099
7.0	Biofuels Development Analysis	\$ -	\$ -	\$ 197,734	\$ 62,153	\$ -	\$ 259,887	\$ 71,595	\$ 331,482
8.0	Coordination & Management	\$ 79,540	\$ 8,900	\$ -	\$ 7,000	\$ 20,393	\$ 115,833	\$ 337,014	\$ 452,847
9.0	Data Collection & Analysis	\$ -	\$ -	\$ 26,344	\$ 6,215	\$ 6,131	\$ 38,690	\$ 95,960	\$ 134,650
Grand Totals		\$ 1,703,396	\$ 2,301,787	\$ 556,483	\$ 270,485	\$ 166,248	\$ 4,998,399	\$ 6,537,974	\$ 11,536,373

For these boxes, be sure to include all costs: labor (unloaded rates) and non-labor costs (fringe, overhead, general & administrative, and other direct operating costs). The totals are total costs to perform each task.

EXHIBIT B
Exh B-1b Category Summary

Summary Category Budget	Prime Recipient Reimbursable Costs	Major Subcontractor #1 Reimbursable Costs	Major Subcontractor #2 Reimbursable Costs	Major Subcontractor #3 Reimbursable Costs	Major Subcontractor #4 Reimbursable Costs	Totals
	Mendota Bioenergy, LLC	Easy Energy Systems, Inc	University of California, Davis	California State University, Fresno	Red Rock Ranch, Inc.	
Direct Labor	\$ -	\$ -	\$ 178,642	\$ 63,759	\$ 42,651	\$ 285,052
Fringe Benefits	\$ -	\$ -	\$ 34,862	\$ 27,028	\$ 10,663	\$ 72,553
Travel	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Equipment	\$ 204,312	\$ 2,163,687	\$ -	\$ -	\$ 60,000	\$ 2,427,999
Materials/ Misc	\$ 846,129	\$ 50,000	\$ 203,800	\$ 146,180	\$ 35,937	\$ 1,282,046
Minor Subcontractors*	\$ 623,705		\$ 51,405	\$ -	\$ -	\$ 675,110
Total Direct	\$ 1,674,146	\$ 2,213,687	\$ 468,709	\$ 236,967	\$ 149,251	\$ 4,742,760
Indirect Overhead	\$ -	\$ -	\$ 87,774	\$ 33,518	\$ 7,997	\$ 129,289
General & Administrative	\$ 29,250	\$ 88,100	\$ -	\$ -	\$ 9,000	\$ 126,350
Total Indirect	\$ 29,250	\$ 88,100	\$ 87,774	\$ 33,518	\$ 16,997	\$ 255,639
Grand Total	\$ 1,703,396	\$ 2,301,787	\$ 556,483	\$ 270,485	\$ 166,248	\$ 4,998,399

Direct Labor = unloaded rates X number of hours (Att B-3)

* A Minor Subcontractor is any subcontractor receiving less than \$100,000 or 25% (whichever is less) of the Commission Funds.

EXHIBIT B
Exh B-2a Sub #1 Labor Rates

Easy Energy Systems, Inc

Time intervals from the start of the Grant through the Grant Term End Date. (Use your organization's Fiscal Year start / end dates.)		Projected Hourly Rates (\$)						Total Hours Worked
		From:	1/1/13	From:	1/1/14	From:	1/1/15	
Name	Job Classification/Title	To:	12/31/13	To:	12/31/14	To:	12/31/15	
		(\$) Unloaded Maximum Rate		(\$) Unloaded Maximum Rate		(\$) Unloaded Maximum Rate		
Mark Gaalswyk	Co-PI/PD	\$	100.00	\$	100.00	\$	100.00	1320
Tom Gallagher	Director of Engineering	\$	75.00	\$	75.00	\$	75.00	1300
Jayden Grupe	Director of Operations	\$	88.00	\$	88.00	\$	88.00	1000
Tyler Scholl	Operations Manager	\$	63.00	\$	63.00	\$	63.00	600
Jason Greenfield	Engineering Manager	\$	63.00	\$	63.00	\$	63.00	1000
Kris Goschy	Admin/Clerical	\$	63.00	\$	25.00	\$	25.00	400

* Actual billable rates cannot exceed the rates specified in this exhibit.

* Rates listed must be unloaded rates (that is, before fringe benefits, overhead, or G&A). These rates must reflect the highest salary or wage rate that is actually paid to the employee.

**EXHIBIT B
Exh B-2b Sub #2 Labor Rates**

University of California, Davis

Time intervals from the start of the Grant through the Grant Term End Date. (Use your organization's Fiscal Year start / end dates.)		Projected Hourly Rates (\$)						Total Hours Worked
		From: 1/1/13		From: 1/1/14		From: 1/1/15		
		To: 12/31/13		To: 12/31/14		To: 12/31/15		
Name	Job Classification/Title	(\$) Unloaded Maximum Rate	(\$) Unloaded Maximum Rate	(\$) Unloaded Maximum Rate				
Dr. Ruihong Zhang	Co-PI/PD	\$ 70.00	\$ 72.00	\$ 72.00			480	
Dr. Alissa Kendall	CO-PI	\$ 61.00	\$ 61.00	\$ 61.00			240	
Dr. Stephen Kaffka	CO-PI	\$ 58.00	\$ 58.00	\$ 58.00			300	
Dr. Mark Jenner	Economic Analyst	\$ 42.00	\$ 42.00	\$ 42.00			1200	
Jinmin Zhang	Beet Agronomy Asst.	\$ 24.00	\$ 26.00	\$ 26.00			1000	
Steve Zicari	Plant Data Analyst	\$ 20.00	\$ 20.00	\$ 20.00			1500	
TBD (GSR II)	LCA Asst.	\$ 18.00	\$ 19.00	\$ 19.00			2000	

* Actual billable rates cannot exceed the rates specified in this exhibit.

* Rates listed must be unloaded rates (that is, before fringe benefits, overhead, or G&A). These rates must reflect the highest salary or wage rate that is actually paid to the employee.

EXHIBIT B
Exh B-2c Sub #3 Labor Rates

California State University, Fresno

Time intervals from the start of the Grant through the Grant Term End Date. (Use your organization's Fiscal Year start / end dates.)		Projected Hourly Rates (\$)						Total Hours Worked
		From: 1/1/13		From: 1/1/14		From: 1/1/15		
		To: 12/31/13	To: 12/31/14	To: 12/31/15	To: 12/31/15	To: 12/31/15	To: 12/31/15	
Name	Job Classification/Title	(\$ Unloaded Maximum Rate		(\$ Unloaded Maximum Rate		(\$ Unloaded Maximum Rate		
Dr. David Zoldoske	CSUF Team Director	\$ 65.00	\$ 65.00	\$ 65.00	\$ 65.00	\$ 65.00	75	
Dr. Mechel Paggi	Economist	\$ 52.00	\$ 52.00	\$ 52.00	\$ 52.00	\$ 52.00	333	
Theresa Sabasto	Community Outreach	\$ 30.00	\$ 30.00	\$ 30.00	\$ 30.00	\$ 30.00	130	
Ellen Suryadi	CSUF Admin	\$ 26.00	\$ 26.00	\$ 26.00	\$ 26.00	\$ 26.00	130	
Diganta Adhikari	Researcher	\$ 40.00	\$ 40.00	\$ 40.00	\$ 40.00	\$ 40.00	600	
Patrick Barnes	Researcher	\$ 30.00	\$ 30.00	\$ 30.00	\$ 30.00	\$ 30.00	580	
Kaomine Vang	Researcher	\$ 30.00	\$ 30.00	\$ 30.00	\$ 30.00	\$ 30.00	209	

* Actual billable rates cannot exceed the rates specified in this exhibit.
 * Rates listed must be unloaded rates (that is, before fringe benefits, overhead, or G&A). These rates must reflect the highest salary or wage rate that is actually paid to the employee.

Exn B-3 Recip Non-Labor Rates

Mendota Bioenergy, LLC				Percentage Rate		
Time intervals from the start of the Grant through the Grant Term End Date. (Use your organization's Fiscal Year start / end dates.)				Fringe Benefits (FB)	Indirect Overhead (IOH)	General & Administrative (G&A)
From:	1/1/13	To:	12/31/13	25.0000%	15.0000%	10.0000%
From:	1/1/14	To:	12/31/14	25.0000%	15.0000%	10.0000%
From:	1/1/15	To:	12/31/15	25.0000%	15.0000%	10.0000%

Note: Use the categories that you typically use in your standard business practice.

Non-Labor Rate	List the budget expense items to which the indirect costs or fees are
Fringe Benefits	DL
Indirect Overhead	DL, FB
General & Administrative	M, E, T, S

List items you include in each category (e.g., vacation, retirement plan, telephone, secretarial,		
Fringe Benefits	Indirect Overhead	General & Administrative
Vacation	Payroll Administration	Contract Administration
Retirement	Work Comp Ins.	Accounting
Health Insurance	Payroll Taxes	Insurance
		Lease
		Secretarial
		Procurement
		Computer
		Telephone
		Postage & Delivery
		Printing & Reproduction

* Actual billable rates cannot exceed the rates specified in this exhibit.

EXHIBIT B
Exh B-3a Sub#1 Non-Labor Rates

Easy Energy Systems, Inc				Percentage Rate		
Time intervals from the start of the Grant through the Grant Term End Date. (Use your organization's Fiscal Year start / end dates.)				Fringe Benefits (FB)	Indirect Overhead (IOH)	General & Administrative (G&A)
From:	1/1/13	To:	12/31/13	25.0000%	15.0000%	10.0000%
From:	1/1/14	To:	12/31/14	25.0000%	15.0000%	10.0000%
From:	1/1/15	To:	12/31/15	25.0000%	15.0000%	10.0000%

Note: Use the categories that you typically use in your standard business practice.

Non-Labor Rate	List the budget expense items to which the indirect costs or fees are
Fringe Benefits	DL
Indirect Overhead	DL, FB
General & Administrative	M, E, T, S

List items you include in each category (e.g., vacation, retirement plan, telephone, secretarial,		
Fringe Benefits	Indirect Overhead	General & Administrative
Vacation	Payroll Administration	Contract Administration
Retirement	Work Comp Ins.	Accounting
Health Insurance	Payroll Taxes	Insurance
		Lease
		Secretarial
		Procurement
		Computer
		Telephone
		Postage & Delivery
		Printing & Reproduction

* Actual billable rates cannot exceed the rates specified in this exhibit.

EXHIBIT B Exh B-3b Sub#2 Non-Labor Rates

University of California, Davis				Percentage Rate							
Time intervals from the start of the Grant through the Grant Term End Date. (Use your organization's Fiscal Year start / end dates.)				Fringe Benefits (FB) - R. Zhang	Fringe Benefits (FB) - Kendall	Fringe Benefits (FB) - Kaffka	Fringe Benefits (FB) - Jenner	Fringe Benefits (FB) - J. Zhang	Fringe Benefits (FB) - Zicari	Indirect Overhead (IOH)	General & Administrative (G)
From:	1/1/13	To:	12/31/13	30.3000%	30.3000%	30.3000%	44.2000%	20.1000%	1.3000%	25.0000%	
From:	1/1/14	To:	12/31/14	31.8000%	31.8000%	31.8000%	46.1000%	20.4000%	1.3000%	25.0000%	
From:	1/1/15	To:	12/31/15	33.9000%	33.9000%	33.9000%	48.7750%	20.8250%	1.3000%	25.0000%	

Note: Use the categories that you typically use in your standard business practice.

Non-Labor Rate	List the budget expense items to which the indirect costs or fees are applied. Use the following abbreviations:
Fringe Benefits	DL
Indirect Overhead	DL, FB, M, S
General & Administrative	

List items you include in each category (e.g., vacation, retirement plan, telephone, secretarial, rent/lease, insurance, etc.).							
Fringe Benefits	Indirect Overhead						General & Administrative
For PI's & Staff (Analysts)	For PI's & Staff (Analysts)						
medical	Payroll Administration						
dental	Work Comp Insurance						
vision	Payroll Taxes						
retirement							
For Post Doc	For Post Doc						
medical	Payroll Administration						
dental	Work Comp Insurance						
vision	Payroll Taxes						
For Grad Student	For Grad Student						
Medical	Work Comp Insurance, Payroll Taxes						

* Actual billable rates cannot exceed the rates specified in this exhibit.

EXHIBIT B Exh B-3c Sub#3 Non-Labor Rates

California State University, Fresno

Percentage Rate

Time intervals from the start of the Grant through the Grant Term End Date. (Use your organization's Fiscal Year start / end dates.)				Fringe Benefits (FB)						
				Zoldoske	Paggi	Sabasto	Suryadi	Adhikari	Barnes	Vang
From:	1/1/13	To:	12/31/13	41.6900%	42.2000%	37.8000%	60.3400%	55.0000%	30.0000%	45.0000%
From:	1/1/14	To:	12/31/14	41.6900%	42.2000%	37.8000%	60.3400%	55.0000%	30.0000%	45.0000%
From:	1/1/15	To:	12/31/15	41.6900%	42.2000%	37.8000%	60.3400%	55.0000%	30.0000%	45.0000%

Note: Use the categories that you typically use in your standard business practice.

Non-Labor Rate	List the budget expense items to which the indirect costs or fees are applied. Use the following abbreviations
Fringe Benefits	DL
Indirect Overhead	DL, FB, M, T
General & Administrative	

List items you include in each category (e.g., vacation, retirement plan, telephone, secretarial, rent/lease, insurance, etc.).

Fringe Benefits	Indirect Overhead						
For PI's and Staff (Analysts)	For PI's and Staff (Analysts)						
medical	Work Comp Insurance						
dental	Payroll Taxes						
vision	Payroll Administration						
retirement							
For Post Doc	For Post Doc						
medical	N/A						
dental							
vision							
For Grad Student	For Grad Student						
Medical	N/A						

* Actual billable rates cannot exceed the rates specified in this exhibit.

EXHIBIT B

Exh B-3d Sub#4 Non-Labor Rates

Red Rock Ranch, Inc.				Percentage Rate		
Time intervals from the start of the Grant through the Grant Term End Date. (Use your organization's Fiscal Year start / end dates.)				Fringe Benefits (FB)	Indirect Overhead (IOH)	General & Administrative (G&A)
From:	1/1/13	To:	12/31/13	25.0000%	15.0000%	10.0000%
From:	1/1/14	To:	12/31/14	25.0000%	15.0000%	10.0000%
From:	1/1/15	To:	12/31/15	25.0000%	15.0000%	10.0000%

Note: Use the categories that you typically use in your standard business practice.

Non-Labor Rate	List the budget expense items to which the indirect costs or fees are applied.
Fringe Benefits	DL
Indirect Overhead	DL, FB
General & Administrative	M, E, T, S

List items you include in each category (e.g., vacation, retirement plan, telephone, secretarial,		
Fringe Benefits	Indirect Overhead	General & Administrative
Vacation	Payroll Administration	Contract Administration
Retirement	Work Comp Ins.	Accounting
Health Insurance	Payroll Taxes	Insurance
		Lease
		Secretarial
		Procurement
		Computer
		Telephone
		Postage & Delivery
		Printing & Reproduction

* Actual billable rates cannot exceed the rates specified in this exhibit.

Equipment Description	Quantity	Size	Material of Construction
AIR COMPRESSOR & AIR DRYER	1		CS
AGITATORS	9		
BEET RECEIVING & STORAGE	1		CS
BEET CLEANING	1		CS
BEET SIZE SLICING & SLURRYING	1		CS
BOILER (economizer, deaerator, feedwater system, etc.)	1	100 HP	
TRAYED COLUMNS			
Distillation	2		304 SS
COOLING TOWER & FANS	1		
PLATE & FRAME HEAT EXCHANGERS	4		CS/304 SS
SHELL & TUBE HEAT EXCHANGERS	3		316 SS
EVAPORATOR	3		304 SS/304 SS
FLASH EVAPORATOR	1		304 SS/304 SS
FILTERS	2		304 SS/304 SS
PRESSURE VESSELS			CS
Regen Receiver	1		304SS
Condensate Separator	1		304SS
Fusel Oil Separator	1		304SS
Evap Condensate Receiver	1		304SS
Evap Vacuum Receiver	1		304SS
PUMPS			
Centrifugal	20		CD-4MCu
Rotary	3		CD-4MCu
Metering	3		316SS
Cooling Tower	1		DCI
SCRUBBER			
CO ₂	1		304 SS
TANKS			
Slurry	1	500 gal	CS or Poly
Liquefaction	1	1,000 gal (ea)	CS or Poly
Liquid Inv Storage	1	250 gal	CS or Poly
Yeast Prop	1	2,000 gal	CS or Poly
Fermenters	4	15,000 gal (ea)	CS or Poly
Beer Well	1	20,000 gal	CS or Poly
Stillage	2	4,000 gal (ea)	CS or Poly
Denaturant	1	4,000 gal	CS or Poly
Ethanol Day	2	4,000 gal (ea)	CS or Poly
Product Storage	2	12,000 gal (ea)	CS or Poly
Process Condensate	1	4,000 gal	CS or Poly
VACUUM EDUCTOR	2		

EXHIBIT B Exh B-4 Direct Operating Expenses

Pre-approved Travel List *						New Amount	
Task No.	cost incurred by	Trip #	Who	Departure and Destination	Trip Purpose	Commission Funds	Match Funds
1,2	Recipient		William Pucheu	Local Travel in Project Area	To Growers, Plant Site, Project Meetings (48x)		2,400.00
1,3	Recipient		Jim Tischer	Davis, CA to Fresno, CA Area	To Growers, Plant Site, Project Meetings (48x)		24,000.00
1,4	Recipient		Sharon Starcher	Local Travel in Project Area	To Growers, Plant Site, Project Meetings (48x)		1,200.00
8	Recipient		William Pucheu	Fresno, CA to Germany	Annual Project Partner meetings w/ Sud-CH		10,000.00
8	Recipient		Jim Tischer	Fresno, CA to Germany	Annual Project Partner meetings w/ Sud-CH		10,000.00
1	Recipient		William Pucheu	Fresno, CA to Sacramento, CA	To CEC Kick-off, CPR and Final Meetings (3 x)		525.00
1	Recipient		Jim Tischer	Davis, CA to Sacramento, CA	To CEC Kick-off, CPR and Final Meetings (3 x)		75.00
1	Recipient		Sharon Starcher	Fresno, CA to Sacramento, CA	To CEC Kick-off, CPR and Final Meetings (3 x)		525.00
1	Recipient		Asst. Project Mgr.	Fresno, CA to Sacramento, CA	To CEC Kick-off, CPR and Final Meetings (3 x)		525.00
1	Sub1 - IR1		Jeff Manternach	Portland, OR to Fresno, CA	Quarterly Project Meetings (8 x \$500/)		4,000.00
1	Sub1 - IR1		Asst. Project Mgr.	Portland, OR to Fresno, CA	Quarterly Project Meetings (8 x \$500/)		4,000.00
6	Sub1 - IR1		Tom Aumer	Minneapolis, MN to Fresno, CA	Ethanol Plant Startup & Mgmt (12 x \$1500/ -)		18,000.00
3,5,6	Sub1 - IR1		Joe Winckler	Kansas City, MO to Fresno, CA	Ethanol Plant Design & Construction Advisory		22,500.00
3,5	Sub1 - IR1		Josh Pendergrass	Nashville, TN to Fresno, CA & other	site layout, engineering, oversight, equip. proc		22,500.00
3,5	Sub1 - IR1		Jim Moore	Denver, CO to Fresno, CA & other	site layout, engineering, oversight, equip. proc		13,000.00
8	Sub1 - IR1		Jeff Manternach	Portland, OR to Germany	Annual Project Partner meetings w/ Sud-CH		10,000.00
3	Sub1 - IR1		Josh Pendergrass	Nashville, TN to Germany	Annual Project Partner meetings, design re		10,000.00
3	Sub1 - IR1		Jim Moore	Denver, CO to Germany	Annual Project Partner meetings, design re		10,000.00
1	Sub1 - IR1		Jeff Manternach	Portland, OR to Sacramento, CA	To CEC Kick-off, CPR and Final Meetings (3 x)		1,200.00
1	Sub1 - IR1		Asst. Project Mgr.	Portland, OR to Sacramento, CA	To CEC Kick-off, CPR and Final Meetings (3 x)		1,200.00
1	Sub1 - IR1		Josh Pendergrass	Nashville, TN to Sacramento, CA	To CEC Kick-off, CPR and Final Meetings (3 x)		1,800.00
1	Sub1 - IR1		Jim Moore	Denver, CO to Sacramento, CA	To CEC Kick-off, CPR and Final Meetings (3 x)		1,500.00
6	Sub2 - UCD		Steve Zicari & GSRll	Davis, CA to Five Points, CA and SJV	Project Site, and Growers for Data Collection		12,150.00
6,8	Sub2 - UCD		Zhang, Kafka, Kendall, Zicari &/or GSRll	Davis, CA to Fresno, CA & Conferences (unknown loc.)	Travel to Conferences (total 5) and Quarterly		6,650.00
2	Sub3 - CSUF		Teresa Sabasto	Fresno, CA to San Joaquin Valley	Community Outreach to Grower Areas (20 x \$		2,500.00
2,8	Sub3 - CSUF		Michel Paggi	Fresno, CA to San Joaquin Valley	Other travel in project area and/or project mee		2,500.00
1	Sub4 - RRR		John Diener	Fresno, CA to Sacramento, CA	To CEC Kick-off, CPR and Final Meetings (3 x)		600.00
8	Sub4 - RRR		John Diener	Fresno, CA to Germany	Annual Project Partner meetings w/ Sud-CH		10,000.00
8	Sub4 - RRR		John Diener	Fresno, CA to SJV	Other travel in project area and/or project mee		2,000.00
1	Sub4 - RRR		Russ Teal	Santa Barbara, CA to Fresno, CA	Travel to Quarterly Project Meetings & Project		6,400.00
6	Minor Sub1		USDA	Five Points, CA to SJV	Local travel in Project Area Site		2,000.00
Total:						\$	\$ 213,750.00

* Travel is reimbursed at state rates.

EXHIBIT B
Exh B-4 Direct Operating Expenses

Equipment**							
Task No.	cost incurred by	Description	Purpose	# Units	Unit Cost	Amount Commission Funds	Match Funds
2	Recipient	Infrared Sugar Sampler	Harvester Mounted Data Collection	1	\$ 15,000.00	\$ 15,000.00	
2	Recipient	Data transponders/receivers	Paperless Harvest Mgmt - Hardware/Software	1	\$ 60,000.00	\$ 60,000.00	
2	Recipient	Energy Beet Harvesters	Harvest Energy Beets - use during project - reduced rate	1	\$ 36,000.00	\$ -	\$ 38,900.00
2	Recipient	Cross RHINO beet washer	wash beets in field	1	\$ 150,000.00	\$ 75,000.00	\$ 75,000.00
3	Recipient	Ethanol Plant - Engineering Modifications	Modify design for energy feedstock, procured equip	1	\$ -	\$ 54,313.00	
3	Sub1 - EES	Design Engineering	Design/Draw custom pre-treatment system	1	\$ 24,312.00	\$ 24,312.00	\$ 1,084,591.00
5	Sub1 - EES	Glycol Heat System - Module	Produces and distributes heat throughout the system	1	\$ 144,692.00	\$ 144,692.00	
5	Sub1 - EES	Beet Front End Processing - Module	Beet grinding and conditioning in preparation for liquifaction	1	\$ 134,500.00	\$ 134,500.00	
5	Sub1 - EES	Beet/Yeast/CIP/CO2 - Module	Fermentation, cleaning and Co2 capture	1	\$ 520,440.00	\$ 301,657.00	\$ 218,783.00
5	Sub1 - EES	Ferment Racks - Module	Provides pumps and controls for fermentation	1	\$ 517,681.00	\$ 300,058.00	\$ 217,623.00
5	Sub1 - EES	Distillation Module	Distills 190 proof ethanol from the fermented beer	1	\$ 775,390.00	\$ 449,526.00	\$ 325,964.00
5	Sub1 - EES	Molecular Module	Converts 190 proof ethanol to 199+ proof	1	\$ 653,329.00	\$ 378,674.00	\$ 274,655.00
5	Sub1 - EES	Cooling Tower - Module	Provides cooling to fermentation and condensation	1	\$ 52,715.00	\$ 30,554.00	\$ 22,161.00
5	Sub1 - EES	Ferment and Beer Tanks - Module	10,000 gallon tanks to convert sugars to alcohol	8	\$ 71,299.50	\$ 25,280.00	\$ 545,116.00
5	Sub1 - EES	Liquorfaction/Pretreatment - Module	Converts ground beets to fermentable liquid	1	\$ 570,396.00	\$ 258,436.00	\$ 18,898.00
5	Sub1 - EES	Construction	On-site placement and connection of modules	1	\$ 125,458.00	\$ 115,998.00	
6	Sub2-UCD	Pilot Biogas Plant	6months usage of Pilot Biogas Plant	1	\$ 262,500.00	\$ -	\$ 262,500.00
2	Sub3-CSUF	Drip Irrigation	Drip Irrigation for 20 acres energy beets	1	\$ 35,000.00	\$ -	\$ 35,000.00
6	Sub4- RRR	Insta-Pro Seed Crusher Plant	Use of Plant for Project	1	\$ 150,000.00	\$ -	\$ 150,000.00
6	Sub4- RRR	BIODICO Biodiesel Plant	Use of Plant for Project	1	\$ 150,000.00	\$ -	\$ 150,000.00
6	Sub4- RRR	Biodiesel Tanks	Oil, B100, Glycerin storage tanks	3	\$ 10,000.00	\$ 30,000.00	
6	Sub4- RRR	Biodiesel Transfer Pumps & Related	Transfer products among tanks	3	\$ 10,000.00	\$ 30,000.00	
						\$ 2,428,000.00	\$ 3,419,191.00

** Equipment is defined as having an acquisition unit cost of at least \$5,000. See instructions for more details.

EXHIBIT B

Exh B-4 Direct Operating Expenses

Material(s)/ Miscellaneous Costs							
Task No.	cost incurred by	Description	Purpose	# Units	Unit Cost	Amount Commission Funds	Match Funds
2	Recipient	8800 tons Energy Beets	Feedstock for Advanced Ethanol Plant	8800	\$ 50.00	\$ 460,000.00	\$ -
2	Recipient	Energy Beet Seeds	seeds donated by KWS (\$100/acre)	250	\$ 100.00		\$ 25,000.00
6	Recipient	71,374 lbs Canola seeds	Feedstock for Pilot Seed Crush & Biodiesel Plants	71374	\$ 0.30	\$ 3,472.00	\$ -
2	Recipient	SureHarvest BMP grower licesne fees	BMP data collection & tracking	1	\$ 25,000.00	\$ -	\$ 25,000.00
6	Recipient	USDA-ARS materials & supplies match	USDA-ARS materials & supplies match	1	\$ 69,000.00	\$ -	\$ 69,000.00
2	Recipient	Agronomic work on pest control	Reduce infestation on beet crops	1	\$ 30,000.00	\$ 32,916.00	
6	Recipient	Energy Beet Treatment material	Whole Beet Inventory Storage - 500 tons	500	\$ 10.00	\$ 5,000.00	\$ -
6	Recipient	Energy Beet Treatment material	Liquid Beet Inventory Storage - 500 tons	500	\$ 20.00	\$ 10,000.00	\$ -
6	Recipient	Nat Gas for IDP - Ethanol Plant	boiler heat	1	\$ 80,998.00	\$ 80,998.00	\$ -
6	Recipient	Chemicals, Enzymes & Yeast for IDP	pH balance, cleaning, enzymes, fermentation yeast	1	\$ 67,498.00	\$ 67,498.00	\$ -
6	Recipient	Electricity for IDP - Ethanol Plant	electricity for motors, etc for IDP - Ethanol Plant	1	\$ 84,373.00	\$ 84,373.00	\$ -
6	Recipient	Repairs & Maintenance on IDP - Ethanol	Repairs & Maintenance on IDP - Ethanol	1	\$ 84,373.00	\$ 84,373.00	\$ -
6	Recipient	Misc. Other IDP-Ethanol Ops Costs	Misc. Other IDP-Ethanol Ops Costs	1	\$ 17,499.00	\$ 17,499.00	
1	Sub 1 - EES	Administration	EES Project Management and Documentation	1	\$ 1,325.00	\$ 1,113.00	\$ 35,058.00
4	Sub 1 - EES	Pre-Construction	HP List, Energy use determination, task assignments	1	\$ 10,000.00	\$ 10,000.00	\$ 52,728.00
6	Sub 1 - EES	Operations	Plant start up and commissioning / follow-up	1	\$ 30,448.00	\$ 30,661.00	\$ 351,639.00
8	Sub 1 - EES	Coordination and Management	On-site operator training	1	\$ 8,226.00	\$ 8,226.00	\$ 82,861.00
9	Sub 1 - EES	Data Collection and Analysis	Data Collection and Analysis	1			\$ 34,486.00
2	Sub2 - UCD	Agronomic Work on beet yield	Increase energy beet crop yield & solids	1	\$ 25,000	\$ 25,000	
5	Sub2 - UCD	Mobile Weather Station	Monitor weather conditions at IDP installation	1	\$ 4,000	\$ 4,000	
5	Sub2 - UCD	Supplies for biogas plant upgrading and repair	Supplies for biogas plant upgrading and repair	1	\$ 20,000	\$ 20,000	
6	Sub2 - UCD	Chemicals and fuel	Chemical and fuel supply to Digester	1	\$ 12,000	\$ 12,000	
6	Sub2 - UCD	Lab supplies and fees	Supplies and services for chemical analysis	1	\$ 58,000	\$ 58,000	
6	Sub2 - UCD	Plant op Plant operation permit and software license	Plant operation permit and software license	1	\$ 3,300	\$ 3,300	
6	Sub2 - UCD	Digester effluent treatment system lease	Digester effluent treatment system lease	1	\$ 15,000	\$ 15,000	
6	Sub2 - UCD	Digester solids effluent disposal	Digester solids effluent disposal	1	\$ 10,500	\$ 10,500	
6	Sub2 - UCD	Graduat Digester solids effluent disposal	Graduate Fee Remission (total ten person quarters)	1	\$ 56,000	\$ 56,000	
2	Sub3 - CSUF	1200 tons Energy Beets	Feedstock for Advanced Ethanol Plant	1200	\$ 40.98	\$ 49,180.00	\$ -
2	Sub3 - CSUF	Agronomic Work on beet yield/irrigation	Irrigation methods for yield increase	1	\$ 90,000.00	\$ 90,000.00	\$ 166,000.00
8	Sub3 - CSUF	Meeting Supplies	Host Quarterly & Other Meetings	10	\$ 300.00	\$ 3,000.00	\$ -
8	Sub3 - CSUF	Office Supplies	Misc. Office Supplies	1	\$ 4,000.00	\$ 4,000.00	\$ -
6	Sub4 - RRR	Ag Bags or Similar, plus drainage materials	Whole Beet Inventory Storage Supplies (500 tons)	500	\$ 30.00	\$ 15,000.00	\$ -
6	Sub4 - RRR	Chemical, R&M, Elec, & Other	Seed Crush & Biodiesel Pilot Plant Operations Costs	1	\$ 10,937.00	\$ 20,937.00	\$ -
5	Sub4 - RRR	RRR Site	Site for IDP	1	\$ 75,000.00		\$ 1,425,000.00
						\$ 1,282,046.00	\$ 2,266,772.00

EXHIBIT B
Exh B-4 Direct Operating Expenses

Minor Subcontractors					
Task No.	cost incurred by	Subcontractor Legal Name	Purpose	Amount Commission Funds	Match Funds
2	Recipient	Del Testa Harvesting, Inc.	Harvest 10,000 tons energy beets over twelve month period, including field mobilization and demobilization (\$6/ton)	\$ 96,000.00	
2	Recipient	SureHarvest	Develop Phase-II Best Management Practices (BMP) framework for energy beet growers, including data collection	\$ 96,000.00	
2	Recipient	Cartel Transport, LLC	Transport 10,000 tons energy beets from growers to IDP	\$ 96,000.00	
6	Recipient	TBD	Transport 320 tons spent stillage from IDP to digester (Five Points, CA to Davis, CA)	\$ 5,832.00	
6	Recipient	TBD	Transport -900 tons liquid organic fertilizer from IDP to nine growers (@\$6/ton)	\$ 5,400.00	
6	Recipient	TBD	Transport 3 tons glycerin from IDP to digester (Five Points, CA to Davis, CA)	\$ 300.00	
1	Recipient	Baker, Manock & Jensen	Legal work associated w/ subcontracts, grower contracts	\$ 25,000.00	
4	Recipient	TSS and/or Merjent	Permitting associated with constructing and operating IDP at RRR	\$ 85,800.00	
8	Recipient	The Grant Farm	Strategic Advisory	\$ 40,000.00	\$ 25,000.00
8	Recipient	The Leon Woods Group	Strategic Advisory	\$ 30,000.00	
1	Recipient	Baker, Peterson & Franklin	Accounting/Tax work associated w/ project	\$ 25,000.00	
2	Recipient	Jerry Baird Insurance	Insurance associated w/ project	\$ 35,000.00	
6	Recipient	TBD	Labor on ethanol plant operations	\$ 84,373.00	
6	Sub2 - UCD	TBD	UCD Digester plant operators (2 people)	\$ 51,405.00	
Total:				\$ 675,110.00	\$ 25,000.00
Total for Travel, Equipment, Materials/Misc. & Subs				\$ 4,385,156.00	\$ 5,924,713.00
Total Funding for Direct Labor, Fringe Benefits, Indirect Overhead, and G&A				\$ 613,244.00	\$ 613,261.00
GRAND TOTAL				\$ 4,998,400.00	\$ 6,537,974.00

EXHIBIT B
Exh B-5 Match Funding

Task Match Funding Budget	Prime Contractor Match Contribution	Major Subcontractor #1 Match Contribution	Major Subcontractor #2 Match Contribution	Major Subcontractor #3 Match Contribution	Major Subcontractor #4 Match Contribution	Match Funding
	Mendota Bioenergy, LLC	Easy Energy Systems, Inc	University of California, Davis	California State University, Fresno	Red Rock Ranch, Inc.	
Administration	\$ 94,099	\$ 35,058	\$ 3,274	\$ 2,576	\$ 6,054	\$ 141,061
Energy Beet Production	\$ 239,105	\$ -	\$ -	\$ 221,612	\$ -	\$ 460,717
Design Phase	\$ -	\$ 1,084,591	\$ -	\$ -	\$ 11,444	\$ 1,096,035
Pre-Construction	\$ 3,500	\$ 52,728	\$ -	\$ -	\$ 11,349	\$ 67,577
Construction	\$ -	\$ 1,623,200	\$ -	\$ -	\$ 1,447,793	\$ 3,070,992
Plant Operations	\$ 77,792	\$ 351,639	\$ 275,594	\$ 166,000	\$ 325,997	\$ 1,197,022
Biofuels Development Analysis	\$ -	\$ -	\$ 45,830	\$ 25,765	\$ -	\$ 71,595
Coordination & Management	\$ 209,157	\$ 82,861	\$ -	\$ -	\$ 44,997	\$ 337,014
Data Collection & Analysis	\$ 44,275	\$ 34,486	\$ 3,274	\$ 2,576	\$ 11,349	\$ 95,960
Grand Totals	\$ 667,927	\$ 3,264,563	\$ 327,972	\$ 418,529	\$ 1,858,983	\$ 6,537,974

PLEASE SEE THE INSTRUCTIONS SHEET FOR DETAILED INFORMATION ON COMPLETING THIS FORM.
If budget forms are not filled out completely your application may be rejected.

Exhibit D
Attachment D-1

1. The terms and provisions of this Addendum are made a part of the Terms and Conditions (Exhibit "C") and Special Terms and Conditions (Exhibit "D") (collectively, the "Original Terms") to California Energy Commission Grant (Award #ARV-12-033) (the "Award") awarded by the California Energy Commission ("CEC") to Mendota Bioenergy, LLC ("Mendota"). The terms and provisions of this Addendum are materially different than some of the terms and provisions of the Original Terms. The undersigned parties hereby agree and acknowledge that the terms and provisions of this Addendum shall prevail, control, supersede and replace any conflicting terms and provisions set forth in the Original Terms or any other document or agreement between the undersigned parties relating to the subject matter of the Original Terms. All capitalized terms not otherwise defined in this Addendum shall have the meaning ascribed to such terms in the Original Terms.

2. Notwithstanding anything to the contrary set forth in Section 12 of the Terms and Conditions (Exhibit "C") or any applicable OMB circulars or Federal regulations incorporated by reference in the Terms and Conditions (Exhibit "C"), it is the specific intent of the CEC and Mendota that at the conclusion of the project following the release of all applicable grant funds under the Award, the pilot-scale ethanol plant to be constructed and operated by Recipient, including all related equipment (collectively, the "Plant"), shall remain the exclusive property of Recipient. Under no circumstances will the CEC require the demolition, sale, salvage or other disposition of the Plant following the successful performance and conclusion of the project funded by the Award. This does not limit in any way the CEC's actions and remedies against Mendota, such as for poor performance, breach, or other non-compliance with the grant terms.