### MINUTES

#### California Alternative Energy and Advanced Transportation Financing Authority 801 Capitol Mall, Room 150 Sacramento, California March 20, 2018

### 1. CALL TO ORDER AND ROLL CALL

Steve Juarez, Chairperson, called the California Alternative Energy and Advanced Transportation Financing Authority ("CAEATFA" or the "Authority") meeting to order at 10:39 a.m.

Members Present:	Steve Juarez for John Chiang, State Treasurer Anne Baker for Betty T. Yee, State Controller Jacqueline Wong-Hernandez for Michael Cohen, Director, Department of Finance
	Michael Murza for Robert B. Weisenmiller, Chair, California Energy Commission Rohimah Moly for Michael Picker, President, Public Utilities Commission
Staff Present:	Deana J. Carrillo, Executive Director
Quorum:	The Chairperson declared a quorum.

#### 2. MINUTES

Mr. Juarez asked if there were any questions or comments concerning the February 20, 2018 meeting minutes. There were none.

Mr. Juarez asked if there was a motion.

Ms. Wong-Hernandez moved for approval of the minutes; upon a second from Ms. Baker, the minutes were approved.

Steve Juarez for the State Treasurer	Aye
Anne Baker for the State Controller	Aye
Jacqueline Wong-Hernandez for the Director of Finance	Aye
Michael Murza for the California Energy Commission	Aye
Rohimah Moly for the Public Utilities Commission	Aye

# 3. EXECUTIVE DIRECTOR'S REPORT

Ms. Carrillo began her report by summarizing recent activity under CAEATFA's programs.

Under the Sales and Use Tax Exclusion ("STE") Program, Ms. Carrillo reported that several of CAEATFA's staff had returned from attending the annual conference of the California Association of Economic Development, where they met with local economic development practitioners to strengthen outreach under the STE Program. Ms. Carrillo reported that if the applications under consideration today were approved, CAEATFA will have awarded approximately 23% of the total STE for the calendar year, leaving \$77.3 million to award. CAEATFA currently has nine applications under review, and if they are all approved, \$41 million in STE would remain for the rest of the year.

Under the California Hub for Energy Efficiency Financing ("CHEEF") Program, Ms. Carrillo reported that the CHEEF's staff has been working diligently at implementing the modifications to the Residential Energy Efficiency Loan ("REEL") Assistance Program, and beginning the regular rulemaking process. Ms. Carrillo continued by stating that staff is working on its last push for REEL lender recruitment, as it will then turn to develop the remaining pilots. As a result, CAEATFA received a new lender application from Eagle Community Credit Union, and expect that a few more applications will arrive over the next several weeks. Ms. Carrillo further reported that the recent modifications to the REEL Program have increased program activity, as it's now supporting \$2.5 million in private capital.

Ms. Carrillo reported that under the Property Assessed Clean Energy ("PACE") Loss Reserve Program, CAEATFA had issued a Request for Proposals (RFP) to select an auditor for the program, and that as of yesterday, CAEATFA received three proposals which staff will review and provide recommendation to the Board for consideration in the near future.

Ms. Carrillo announced that the CHEEF is now fully staffed with the hiring of Chor Vue and Darren Shearer, who joined CAEATFA as Office Technicians, and Bill Heberger and David Gibbs who joined as Analysts.

Ms. Carrillo then concluded her report.

### 4. BUSINESS ITEMS

### A. DISCUSSION AND CONSIDERATION OF APPLICATIONS FOR SALES AND USE TAX EXCLUSION

 Thermal Technology, LLC Presented by Melanie Holman, Analyst

Staff introduced David Hansinger, Chief Executive Officer, Thermal Technology, LLC; Jason Ting, Chief Technology Officer, Thermal Technology, LLC; and Derrick Daley, Chief Financial Officer, Thermal Technology, LLC.

Ms. Holman reported that Thermal Technology, LLC ("TT" or the "Applicant"), an Advanced Manufacturing Applicant, is requesting \$8,726,448 in Qualified Property to

equip a new additive manufacturing, or 3D printing, powder production facility in Santa Rosa, California (the "Project").

Ms. Holman stated that the Applicant's new plant will produce aerospace and medical grade powder materials that can be used in additive manufacturing industries. TT represents that it has engineers on its team with a combined total of over 40 years of experience in additive manufacturing, an industry rarity.

Ms. Holman reported that the Applicant also represents that its production process will utilize a production logic control developed by its parent company, INTECO, which automates and administers the production operations for quality control purposes.

Ms. Holman stated that the Applicant represents that its production methods will keep more material out of landfills and incinerators with a 40% decrease in solid waste generation due to the ability to recycle 50-60% of the metal additive manufacturing feedstock. Additionally, the Applicant has stated that the process will decrease air pollutants by 90% due to a specially designed cyclone filter that has a high rate of particulate capture efficiency. The Project has met all of the STE Program's scoring thresholds and exceeded the minimum 20 points for Environmental Benefits with a total score of 110 points.

Staff recommends approval of a resolution for Thermal Technology, LLC's purchase of \$8,726,448 in Qualified Property, anticipated to result in an approximate sales and use tax exclusion of \$729,531.

Ms. Wong-Hernandez moved for approval and there was a second by Ms. Baker.

Mr. Juarez stated there was a motion and a second and asked if there were any other questions or comments from the Board or public.

There were no further comments and Mr. Juarez called for a vote. The item was unanimously approved.

Steve Juarez for the State Treasurer	
Anne Baker for the State Controller	Aye
Jacqueline Wong-Hernandez for the Director of Finance	Aye
Michael Murza for the California Energy Commission	Aye
Rohimah Moly for the Public Utilities Commission	Aye

2) Sierra Institute for Community and Environment Presented by Melanie Holman, Analyst

Staff introduced Andrew Haden, Owner, Wisewood Energy.

Ms. Holman reported that the Sierra Institute for Community and Environment ("Sierra" or the "Applicant"), an Alternative Source Applicant, is requesting an STE award of \$516,286 in Qualified Property to build a new syngas production facility located in Quincy, California (the "Project").

Ms. Homan reported that the Applicant represents this facility will house a gasification production process whereby waste from nearby forests is converted to syngas. The production of syngas using sustainably harvested woodchips as fuel will eventually provide clean energy and heat to Plumas County's Health and Human Services Center. Additionally, the Applicant represents that the Project will aid in the removal and consumption of dead trees in the Plumas County area, where forests have been afflicted by pine beetle infestation.

Ms. Holman continued by stating that although the cumulative fiscal and environmental benefits fall short of the estimated STE amount, resulting in a seemingly negative net benefit, the Project received additional employment-related benefits related to the creation of jobs in a high-unemployment area that are not quantifiable in fiscal terms, and which increase the Total Score above the qualifying threshold.

Staff recommends approval of a resolution for Sierra Institute for Community and Environment's purchase of Qualified Property in an amount not to exceed \$516,286, anticipated to result in an approximate sales and use tax exclusion of \$43,162.

Ms. Baker moved for approval and there was a second by Ms. Wong-Hernandez.

Mr. Juarez stated there was a motion and a second and asked if there were any other questions or comments from the Board or public. There were none.

Steve Juarez for the State Treasurer	
Anne Baker for the State Controller	Aye
Jacqueline Wong-Hernandez for the Director of Finance	Aye
Michael Murza for the California Energy Commission	Aye
Rohimah Moly for the Public Utilities Commission	Aye

# 4.A.3 DISCUSSION AND CONSIDERATION OF TESLA, INC.'S APPLICATION FOR SALES AND USE TAX EXCLUSION, AND

#### 4.B.1 DISCUSSION AND CONSIDERATION OF TESLA, INC.'S REQUEST FOR ADDITIONAL SALES AND USE TAX EXCLUSION PURSUANT TO REGULATION SECTION 10032(A)(4)(A)

Presented by Melanie Holman, Analyst

Staff introduced Daniel Witt, Senior Manager of Business Development and US Policy, Tesla, Inc.; Erin Bradley, Tax Credits and Incentives Lead, Tesla, Inc.; Sanjay Ranchod, Government Relations, Tesla, Inc.; Laurie Shelby, Vice President of Environment, Health, Safety ("EHS"), Tesla, Inc.; and Felicia Mayo, Senior Director of HR and Head of Diversity, Tesla, Inc.

Mr. Juarez stated that because Tesla, Inc. was the subject of the next two items, the discussion for items 4.A.3. and 4.B.1. would be combined, and all public comment for the items 4.A.3 and 4.B.1 would be taken at the end of staff's presentation.

Ms. Holman reported that Tesla, Inc. (formerly known as Tesla Motors, Inc.) ("Tesla" or the "Applicant") is an Advanced Transportation Applicant that initially submitted an Application in November 2015 for the Model 3 to purchase \$1.2 billion in equipment and machinery, initially estimated as approximately \$97,750,136 in sales and use tax exclusion. Ms. Holman further stated that between December 2016 and January 2017, CAEATFA awarded Tesla two STE awards for the Model 3 project, amounting to \$798,446,771 in Qualified Property purchases, or \$67,229,218 in sales and use tax exclusion. The Applicant is limited to \$20 million in STE each year pursuant to program regulations, but may be eligible for any remaining STE from the \$100 million annual cap left unawarded at the end of the calendar year.

Ms. Holman stated that in December 2017, the Board conditionally approved Tesla for an amendment to the resolution passed January 2017 to increase the STE amount by \$4,192,540, which equaled the STE remaining un-awarded under the 2017 statutory cap. This conditional approval was subject to CAEATFA staff's further review of the application and Tesla's updated Legal Status Questionnaire, which CAEATFA staff did not have sufficient time to review prior to the December 19, 2017 meeting.

Ms. Holman added that since that meeting, CAEATFA staff has reviewed the latest iteration of Tesla's application, and became aware of a number of items pertaining to the Model 3's production numbers and associated jobs, health and safety, and allegations of discrimination and harassment which required additional clarification. CAEATFA staff approached the Applicant and requested a revised Legal Status Questionnaire, which Tesla provided, as well as responses to various other enquiries. The Applicant has been responsive to all of CAEATFA's emails and calls and has been forthcoming with information.

Ms. Holman reported that in summary, CAEATFA staff has clarified the following issues with the Applicant since the December 19, 2017 Board meeting:

- Regarding changes in job and production numbers and project timeline, the Applicant represents these have been due to different factors. In evaluating project needs since the first iteration of the Model 3 application, Tesla has estimated its need for jobs to be higher than originally anticipated while production numbers have decreased due to the project beginning later than originally projected. Likewise, the project timeline has been affected by delays, most notably stemming from bottlenecks at Tesla's Gigafactory 1, where the battery cells for Tesla's vehicles are packaged into modules. Tesla represents that in the last seven working days of 2017, it made 793 Model 3 vehicles with the Company expecting to reach a rate of production of 5,000 Model 3 vehicles produced per week by the end of the second quarter of 2018. The data provided by Tesla is consistent with what has been provided to its investors.
- 2) Regarding worker safety in its factories, Tesla has disclosed relevant incidents in its Legal Status Questionnaire and responded to questions posed by staff and media coverage. Tesla represents that it has made the following changes to its facilities in order to prevent future incidents: adding a third shift to reduce overtime burden on employees, creating a safety team for each department that meets monthly, increasing safety awareness throughout the facility via rigorous safety training, and hiring a Vice President of Environmental Health and Safety who will create new programs and lead a team committed to achieving the Company's safety goals.
- 3) Regarding the Applicant's participation in the California Public Utilities Commission ("CPUC") Utility Supplier Diversity Program, Tesla has represented that a new Senior Director for Diversity at the company, Felicia May, is leading the company's work on this effort, including conducting internal assessments of Tesla's existing supplier network to understand the level of diversity and to identify opportunities. Tesla represents it has reached out to President Picker's office directly to address next steps in its participation.
- 4) Regarding allegations of unfair labor practices, discrimination, and harassment as seen in various news articles, Tesla has represented to CAEATFA that such accusations are without merit. Staff recognizes that as a large employer, Tesla may likely be subject to various legal actions. In addition, it should be noted that in its review of legal issues for any applicants, staff cannot effectively or appropriately consider issues in its analysis that are in the process of being adjudicated.

Ms. Holman reported that Tesla has represented to CAEATFA that regardless of the veracity of any claims against it, that any adverse action against the company would not affect the financial viability of the Model 3 project. The Applicant has consistently met all of CAEATFA's scoring thresholds.

If the awards brought before the Board for consideration are approved, Tesla will have \$6,837,321 in sales and use tax exclusion remaining in its request for the Model 3 project.

Ms. Holman added that given the unprecedented size of this accumulative award, and the Board members' continued interest in the issues raised and Tesla's success, staff is recommending that Tesla provide more regular updates to the Board – three times per year over a period of three years. This three-year period is consistent with the time period in which applicants are required to purchase their equipment. In addition, during this period, the Board retains the ability to modify or terminate this request if that is what it wishes.

Ms. Holman reported that regarding Resolution #18-SM004 for Tesla, Inc., CAEATFA staff recommends conditional approval of Tesla's purchase of up to \$239,234,449 in Qualified Property estimated to result in a sales and use tax exclusion of \$20,000,000, subject to the following:

- 1. Tesla agrees to update the CAEATFA Board in writing and in person every four months with regards to the following:
  - a. Progress in meeting its production goals.
  - b. Progress in improving the health and safety at its facilities.
  - c. Providing an updated Legal Status Questionnaire.
- 2. This reporting will be in addition to the Applicant's semi-annual reporting to CAEATFA, with the first report due at the July 17, 2018 Board meeting and subsequent reports due every four months thereafter for three years after the date of the Board's conditional approval.

Ms. Holman stated that these conditions will be incorporated into Tesla's Master Agreement with CAEATFA.

Ms. Holman continued that staff also recommends conditional approval to amend resolution 17-SM003, which was passed by the Board on January 17, 2017, and conditionally approved on December 19, 2017, to increase the amount of Qualified Property to \$287,322,328 for an estimated sales and use tax exclusion value of \$24,192,540, subject to the following:

- 1. Tesla agrees to update the CAEATFA Board in writing and in person every four months with regards to the following:
  - a. Progress in meeting its production goals.
  - b. Progress in improving the health and safety at its facilities.
  - c. Providing an updated Legal Status Questionnaire.
- 2. This reporting will be in addition to the Applicant's semi-annual reporting to CAEATFA, with the first report due at the July 17, 2018 Board meeting and subsequent reports due every four months thereafter for three years after the date of the Board's conditional approval.

These conditions also will be incorporated into Tesla's Master Agreement with CAEATFA.

Mr. Juarez asked if there were any other questions or comments from the Board or public.

Ms. Carrillo added an administrative note, stating that the difference between the conditional approval from December and the items currently before the Board is that after the Board's approval CAEATFA would move forward to enter into the agreement with Tesla. No further action would be required from the Board after Tesla signs the agreement with the additional requirements proposed.

Ms. Shelby, Tesla's Vice President of EHS stated that Tesla has done its best to be responsive to all of CAEATFA's inquiries. She further commented that Tesla is the first successful automotive startup in sixty years and presently the only auto maker in California, as well as its largest manufacturer, with over 20,000 California employees, and 10,000 located at the Fremont factory. She stated Tesla's workforce is racially diverse and it is one of the largest veteran employers in the state. Tesla's California payroll was over \$2 billion in 2017, and Tesla estimates that their business supports an additional 20,000 California jobs. She added that Tesla did over \$2 billion in transactions with California suppliers in 2017.

Ms. Shelby stated that Tesla aspires to make the Fremont facility the safest car factory in the world and that Tesla is taking a proactive approach, with ergonomics teams becoming heavily involved in the production process. She stated that Tesla's culture is one that values safety for both customers and employees, and their work safety metrics are now at industry average, even though they only started producing vehicles at high volume in the last five years. She stated Tesla is continuing to improve its safety standards, and will soon be well above the average.

Mr. Witt, Senior Manager of Business Development and U.S. Policy at Tesla, stated that if the items before the Board were approved, the Applicant would seek the additional \$6.8 million in remaining STE funds at the end of this year, assuming that such funds remained available. Mr. Witt stated that the goal of the Project is to be able to hit a production rate of 5,000 vehicles per week by the second quarter of this year. He continued by stating that Tesla has hundreds of thousands of dollars in deposits from customers for the Model 3, and Tesla is proud to create the most American-made passenger vehicles in the world.

Ms. Wong-Hernandez asked if Tesla was on track to hit the goal of 5,000 vehicles produced per week by the second quarter, as the timeframe is rather short, to which Mr. Witt responded that Tesla believes that they will be able to attain the goal. Mr. Juarez stated that at the time of the first reporting period, the second quarter having already passed, Tesla may be called back before the Board in the event they fail to meet the goal of 5,000 vehicles produced per week by a significant margin.

Ms. Moly stated that the California Public Utilities Commission has been trying to encourage Tesla to be involved in their supplier diversity programs, and were recently informed that Tesla has engaged in contracts from the provided list of diverse suppliers. She stated that in 2017, Tesla had done \$22 billion in contracts, and asked what the percentage was in Disabled Veteran Business Enterprise or diversity companies.

Ms. Mayo, Senior Director of Human Relations and Head of Diversity at Tesla, responded by stating that Tesla sent out a survey to assess their vendor certifications, and received 230 surveys back, with 50 of those vendors being diverse suppliers.

Ms. Baker stated that Tesla's sales and use tax exclusion is the largest single item funded by the Program and asked what Tesla has done recently to stay on track with health and safety as well as environmental goals.

Ms. Shelby responded by describing several ways in which Tesla has been actively pursuing a safe workplace environment. She stated that Tesla has safety committees in each work area which actively pursue more stringent safety standards. Tesla is working on better ventilation systems in its production areas, as well as 3D modeling of the design process from an ergonomic standpoint. She continued by elaborating on safety measures, stating that there is a find-it, fix-it policy in place in the factory areas, whereby workers can bring safety concerns directly to supervisors.

Mr. Juarez asked what Tesla is doing to combat workplace injuries caused by repetitive motions in the production process.

Ms. Shelby answered that two thirds of injuries in the past have been musculoskeletal and that Tesla is hiring a sports medicine industrial athlete company to provide trainers right on the production lines with Tesla employees so that ergonomic issues can be addressed as soon as a concern is identified. She continued by stating that Tesla production employees will be put through task rotations every 2 ½ hours so that any particular motion will not become too strenuous. The rotations are in the process of being automated so that it becomes more efficient.

Ms. Baker impressed that progress in the rotation and ergonomic processes would be an item of interest in the upcoming reports to the Board.

Mr. Juarez spoke of a letter received by the California Manufacturers & Technology Association ("CMTA") which was in support of Tesla's application and critical of the Board for holding Tesla to different standards than those of other manufacturers. Mr. Juarez responded that as a Board member he feels he has the responsibility to hold Tesla to higher standards, as Tesla's importance to the California economy and as a manufacturer is not ordinary.

Mr. Juarez asked about Tesla's commitment to California, and whether or not the company had any plans to move any part of the Model 3 production process out of the state. Mr. Witt stated that he was not aware of any plans to seek out locations outside the state, and further explained that the Fremont factory at its full production rate will have a capacity of 500,000 vehicles. At 5,000 vehicles produced per week, the current application will encompass approximately 250,000 vehicles.

Mr. Juarez asked if the production jobs created by the current project would be full time jobs. Mr. Witt responded by stating that all of the 4,000 plus jobs stated as being created by the Project are full-time. Ms. Bradley, Tesla's Tax Credits and Incentives Lead,

elaborated by stating that none of the jobs stated to have been created by the Project were part-time or back-fill.

Ms. Carrillo stated that it appeared that some of the employees are contracted to Tesla as opposed to being brought on as Tesla employees. Mr. Witt responded, stating that the jobs created in the Project that appear in the Application are full time, permanent Tesla employees, and that any other jobs would be in addition to the stated number.

Mr. Juarez asked about the approximately 700 employees who were terminated for performance factors in the fall, and whether this occurrence was an anomaly or can be expected to continue. Mr. Ranchod, from Tesla's Government Relations responded, stating 700 employees did depart from the company in the fall as a result of performance reviews, but many of those were not a part of the production line. He added that for every employee who left, approximately eight were promoted, and an even larger number received compensation increases. In addition, the overall attrition rate in the company in 2017 was similar to that of the company's rate in 2016. With 33,000 employees, the only thing that made the actual numbers higher is that the company grew by a proportional amount in that time.

Mr. Juarez asked for Tesla to comment on its contracting practices, specifically in regards to their paint operation, where a subcontractor was hiring foreign workers on invalid visas and not paying a fair and competitive wage. He also inquired as to whether the funds provided by the STE Program went toward this operation.

Mr. Witt responded by stating that it is Tesla's expectation that its contracted service providers operate ethically and with integrity. Tesla contracted with Eisenmann, a worldwide specialist in developing paint shops, who then subcontracted out certain aspects to additional firms. Tesla contractually obligates their contractors to comply with all state and federal laws, and when Tesla learned of the allegations, they worked with Eisenmann to investigate. The subcontractor is now banned from working on any future Tesla projects. The Occupational Safety and Health Administration ("OSHA") found that Tesla was not responsible for the incident, and in a workers compensation case, it was found that there was no legal responsibility to Tesla, and the case was dismissed. Mr. Witt followed up, saying that Tesla has revisited its supplier contracts and policies to stop similar issues from arising in the future. Mr. Ranchod added that Tesla has only hired contractors for parts of production they don't yet have in place, but whenever possible, they prefer to do as much of the work as they can in-house, and wherever there are tasks being contracted out, they are looking into having them become Tesla operations in the near future.

Mr. Juarez asked if there were any comments from the public.

Mr. Paul Escobar, Director of Policy and Education Programs from San Jose's Silicon Valley Leadership Group ("SVLG"), and Mr. Michael Shaw, Vice President of Public Relations at the California Manufacturers & Technology Association (CMTA) spoke in favor of Tesla's application, stating that as the largest manufacturer in California, and the only passenger vehicle maker, the company is important to the California economy. They added that as a producer of zero emissions vehicles, the Tesla project is the exact kind of thing the state needs to meet its environmental goals. Mr. Shaw added that the permanent jobs supported due to the sales and use tax exclusion the company is requesting is equivalent to all of the manufacturing jobs California added last year.

Ms. Dominique Alley from San Jose, a Production Associate at Tesla, Ms. Victoria Chavez Carrera from Oakland, a Quality Technician at Tesla, and Ms. Tania Lopez from Modesto, a Production Control End of Line who works on Tesla's repair team, spoke in favor of Tesla's application. They stated that although they had heard of the allegations and scrutiny against Tesla on the topics of sexual harassment, discrimination, and safety, they had not witnessed or experienced any of those.

Ms. Vanessa Jones, a Tesla employee from Hayward, Mr. Jorge Garcia from Hayward, who works on Production Control at Tesla, and Ms. Jean Osbwal from San Jose, a Supervisor at Tesla, also spoke in favor of Tesla. They, as well as Ms. Carrera, spoke about the culture of safety practices at Tesla's facilities, stating that there is an open door policy when it comes to safety concerns, and that Tesla employees feel safe bringing up ergonomic or safety issues with their managers. They stated that the EHS teams are very responsive to employee inputs, and that the Model 3 project has made vast improvements compared to earlier Tesla projects. Ms. Jones added that an employee may take the fastest route to try to deal with any perceived problems, even going so far as to contact Mr. Musk, who has been known to help sort out the issue.

Ms. Jones, Mr. Garcia, and Ms. Osbwal shared personal stories of employment advancement at the company, and stated that Tesla employees' ability to move up is limited only by their drive and determination.

Mr. Juarez asked if there were any additional public comments. There were none.

Regarding agenda item 4.A.1 for Resolution #18-SM004, Tesla's application for a sales and use tax exclusion for 2018, Ms. Baker moved for approval and there was a second by Ms. Wong-Hernandez.

Mr. Juarez stated there was a motion and a second and asked if there were any other questions or comments from the Board or public.

Steve Juarez for the State Treasurer	
Anne Baker for the State Controller	Aye
Jacqueline Wong-Hernandez for the Director of Finance	Aye
Michael Murza for the California Energy Commission	Aye
Rohimah Moly for the Public Utilities Commission	Aye

Regarding agenda item 4.B.1 for Resolution #17-SM003, Tesla's request for an additional sales and use tax exclusion, Ms. Baker moved for approval and there was a second by Ms. Wong-Hernandez.

The item was passed by the following vote:

Steve Juarez for the State Treasurer	
Anne Baker for the State Controller	Aye
Jacqueline Wong-Hernandez for the Director of Finance	Aye
Michael Murza for the California Energy Commission	Aye
Rohimah Moly for the Public Utilities Commission	Aye

## 5. PUBLIC COMMENT

Mr. Juarez asked if there were any comments from the public and there were none

## 6. ADJOURNMENT

There being no further business, public comments, or concerns, the meeting adjourned at 12:00 p.m.

# Respectfully submitted,

Deana J. Carrillo Executive Director