UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2022

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES AND EXCHANGE ACT OF 1934**

For the transition period from ________________ to ________________

Commission File Number 001-35073

GEVO, INC.

(Exact name of registrant as specified in its charter)

Delaware	**87-0747704**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
345 Inverness Drive South, Building C, Suite 310 Englewood, CO	**80112**
(Address of principal executive offices)	**(Zip Code)**

(303) 858-8358
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock, par value $0.01 per share	GEVO	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,”, “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act:

Large accelerated filer	☒	Accelerated filer ☐
Non-accelerated filer	☐	Smaller reporting company ☐
		Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of August 5, 2022, 235,165,951 shares of the registrant’s common stock were outstanding.

GEVO, INC.
FORM 10-Q
FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2022
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PART I: FINANCIAL INFORMATION

Item 1. Financial Statements.

GEVO, INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited, in thousands, except share and per share amounts)

	Note	As of June 30, 2022	As of December 31, 2021
Assets			
Current assets			
Cash and cash equivalents		$ 172,984	$ 40,833
Marketable securities (current)	5	297,631	275,340
Restricted cash (current)	12	5,894	25,032
Accounts receivable, net		188	978
Inventories	7	2,649	2,751
Prepaid expenses and other current assets	4	5,275	3,607
Total current assets		484,621	348,541
Property, plant and equipment, net	8	176,054	139,141
Long-term marketable securities	5	—	64,396
Long-term restricted cash	12	70,256	70,168
Operating right-of-use assets	6	2,098	2,414
Finance right-of-use assets	6	27,477	27,297
Intangible assets, net	9	8,364	8,938
Deposits and other assets		5,741	5,581
Total assets		$ 774,611	$ 666,476
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities	11	$ 18,750	$ 28,288
Operating lease liabilities (current)	6	423	772
Finance lease liabilities (current)	6	6,293	3,413
Loans payable - other (current)	12	158	158
Total current liabilities		25,624	32,631
2021 Bonds payable (long-term)	12	66,853	66,486
Loans payable - other (long-term)	12	238	318
Operating lease liabilities (long-term)	6	1,786	1,902
Finance lease liabilities (long-term)	6	16,342	17,797
Other long-term liabilities		—	87
Total liabilities		110,843	119,221
Stockholders' Equity			
Common stock, $0.01 par value per share; 500,000,000 and 250,000,000 shares authorized at June 30, 2022, and December 31, 2021, respectively; 235,165,951 and 201,988,662 shares issued and outstanding at June 30, 2022, and December 31, 2021, respectively.		2,353	2,020
Additional paid-in capital		1,249,880	1,103,224
Accumulated other comprehensive loss		(2,256)	(614)
Accumulated deficit		(586,209)	(557,375)
Total stockholders' equity		663,768	547,255
Total liabilities and stockholders' equity		$ 774,611	$ 666,476

See the accompanying Notes to the Consolidated Financial Statements.

GEVO, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited, in thousands, except share and per share amounts)

	Note	Three months Ended June 30, 2022	Three months Ended June 30, 2021	Six Months Ended June 30, 2022	Six Months Ended June 30, 2021
Revenue and cost of goods sold					
Ethanol sales and related products, net	2	$ 71	$ —	$ 240	$ —
Hydrocarbon revenue	2	18	346	81	359
Total revenues	2, 18	89	346	321	359
Cost of production (including stock-based compensation)	13	2,640	1,617	5,730	2,518
Depreciation and amortization	8, 9	1,088	1,177	2,179	2,270
Total cost of goods sold		3,728	2,794	7,909	4,788
Gross loss		(3,639)	(2,448)	(7,588)	(4,429)
Operating expenses					
Research and development expense (including stock-based compensation)	13	1,966	1,332	3,158	2,710
Selling, general and administrative expense (including stock-based compensation)	13	9,209	4,846	18,576	8,660
Preliminary stage project costs		314	5,472	821	8,199
Other operations (including stock-based compensation)	13	601	—	1,190	—
Loss on disposal of assets		—	4,954	—	4,954
Depreciation and amortization	8, 9	386	46	737	104
Total operating expenses		12,476	16,650	24,482	24,627
Loss from operations	18	(16,115)	(19,098)	(32,070)	(29,056)
Other income (expense)					
Gain (loss) from change in fair value of derivative warrant liability		—	43	16	(10)
Interest expense		(2)	(6)	(4)	(11)
Investment income (loss)	5	78	—	330	—
Gain on forgiveness of SBA loan		—	641	—	641
Other income (expense), net		2,878	167	2,894	126
Total other income (expense), net		2,954	845	3,236	746
Net loss		$ (13,161)	$ (18,253)	$ (28,834)	$ (28,310)
Net loss per share - basic and diluted	3	$ (0.06)	$ (0.09)	$ (0.14)	$ (0.15)
Weighted-average number of common shares outstanding - basic and diluted		209,809,994	198,137,420	205,889,651	190,892,223

See the accompanying Notes to the Consolidated Financial Statements.

GEVO, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited, in thousands)

	Note	Three months Ended June 30, 2022	Three months Ended June 30, 2021	Six Months Ended June 30, 2022	Six Months Ended June 30, 2021
Net loss		$ (13,161)	$ (18,253)	$ (28,834)	$ (28,310)
Other comprehensive income (loss)					
Unrealized gain (loss) on available-for-sale securities, net of tax	5	(669)	(307)	(1,643)	(307)
Adjustment for net gain (loss) realized on available-for-sale securities and included in net income, net of tax	5	—	—	1	—
Total change in other comprehensive income (loss)		(669)	(307)	(1,642)	(307)
Comprehensive loss		$ (13,830)	$ (18,560)	$ (30,476)	$ (28,617)

See the accompanying Notes to the Consolidated Financial Statements.

GEVO, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited, in thousands, except share amounts)

		For the three months ended June 30, 2022 and 2021						
		Common Stock						
	Note	Shares	Amount	Paid-In Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Stockholders' Equity
Balance, March 31, 2022		201,752,722	$ 2,019	$ 1,107,051	$ (1,587)	$ (573,048)	$ 534,435
Issuance of common stock and common stock warrants, net of issuance costs	17	33,333,336	333	138,675	—	—	139,008
Non-cash stock-based compensation	13	—	—	4,220	—	—	4,220
Issuance of common stock under stock plans, net of taxes	17	79,893	1	(66)	—	—	(65)
Other comprehensive loss		—	—	—	(669)	—	(669)
Net loss		—	—	—	—	(13,161)	(13,161)
Balance, June 30, 2022		235,165,951	$ 2,353	$ 1,249,880	$ (2,256)	$ (586,209)	$ 663,768
Balance, March 31, 2021		198,050,449	$ 1,981	$ 1,101,939	$ —	$ (508,229)	$ 595,691
Issuance of common stock and common stock warrants, net of issuance costs	17	—	—	(45)	—	—	(45)
Issuance of common stock upon exercise of warrants	17	3,700	—	4	—	—	4
Non-cash stock-based compensation	13	—	—	858	—	—	858
Issuance of common stock under stock plans, net of taxes	17	(89,673)	(1)	(1,824)	—	—	(1,825)
Other comprehensive loss		—	—	—	(307)	—	(307)
Net loss		—	—	—	—	(18,253)	(18,253)
Balance, June 30, 2021		197,964,476	$ 1,980	$ 1,100,932	$ (307)	$ (526,482)	$ 576,123

See the accompanying Notes to the Consolidated Financial Statements.

GEVO, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited, in thousands, except share amounts)

		For the six months ended June 30,2022 and 2021					
		Common Stock					
	Note	Shares	Amount	Paid-In Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Stockholders' Equity
Balance, December 31, 2021		201,988,662	$ 2,020	$ 1,103,224	$ (614)	$ (557,375)	$ 547,255
Issuance of common stock and common stock warrants, net of issuance costs	17	33,333,336	333	138,675	—	—	139,008
Issuance of common stock upon exercise of warrants	17	4,677	—	3	—	—	3
Non-cash stock-based compensation	13	—	—	8,264	—	—	8,264
Issuance of common stock under stock plans, net of taxes	17	(160,724)	—	(286)	—	—	(286)
Other comprehensive loss		—	—	—	(1,642)	—	(1,642)
Net loss		—	—	—	—	(28,834)	(28,834)
Balance, June 30, 2022		235,165,951	$ 2,353	$ 1,249,880	$ (2,256)	$ (586,209)	$ 663,768
Balance, December 31, 2020		128,138,311	$ 1,282	$ 643,269	$ —	$ (498,172)	$ 146,379
Issuance of common stock, net of issuance costs	17	68,170,579	682	456,963	—	—	457,645
Issuance of common stock upon exercise of warrants	17	1,866,758	18	1,103	—	—	1,121
Non-cash stock-based compensation	13	—	—	1,420	—	—	1,420
Issuance of common stock under stock plans, net of taxes	17	(211,172)	(2)	(1,823)	—	—	(1,825)
Other comprehensive loss		—	—	—	(307)	—	(307)
Net loss		—	—	—	—	(28,310)	(28,310)
Balance, June 30, 2021		197,964,476	$ 1,980	$ 1,100,932	$ (307)	$ (526,482)	$ 576,123

See the accompanying Notes to the Consolidated Financial Statements.

GEVO, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited, in thousands)

	Note	Six Months Ended June 30, 2022	Six Months Ended June 30, 2021
Operating Activities			
Net loss		$ (28,834)	$ (28,310)
Adjustments to reconcile net loss to net cash used in operating activities:			
Loss on disposal of assets		—	4,954
(Gain) on forgiveness of SBA Loans		—	(641)
Stock-based compensation	13	7,945	1,617
Depreciation and amortization	8, 9	2,916	2,372
Noncash interest expense		2,637	—
Other noncash (income) expense		352	(41)
Changes in operating assets and liabilities:			
Accounts receivable		790	(320)
Inventories	7	102	275
Prepaid expenses and other current assets, deposits and other assets	4	(1,828)	(3,142)
Accounts payable, accrued expenses and long-term liabilities	5, 6, 11, 12, 13	(1,194)	3,768
Net cash used in operating activities		(17,114)	(19,468)
Investing Activities			
Acquisitions of property, plant and equipment	8	(46,165)	(14,167)
Acquisition of patent portfolio	9	(10)	—
Proceeds from sale and maturity of marketable securities	5	169,082	—
Purchase of marketable securities	5	(131,257)	(422,362)
Net cash used in investing activities		(8,350)	(436,529)
Financing Activities			
Proceeds from issuance of 2021 Bonds	12	—	68,995
Debt and equity offering costs	17	(10,993)	(34,757)
Proceeds from issuance of common stock and common stock warrants	17	150,000	487,549
Proceeds from exercise of warrants	17	3	1,119
Net settlement of common stock under stock plans	13	(286)	—
Payment of loans payable - other	12	(72)	(53)
Payment of finance lease liabilities	6	(87)	—
Net cash provided by financing activities		138,565	522,853
Net increase (decrease) in cash and cash equivalents		113,101	66,856
Cash, cash equivalents and restricted cash at beginning of period		136,033	78,338
Cash, cash equivalents and restricted cash at end of period		249,134	145,194

Schedule of cash, cash equivalents and restricted cash	Six Months Ended June 30, 2022	Six Months Ended June 30, 2021
Cash and cash equivalents	$ 172,984	$ 17,085
Restricted cash (current)	5,894	57,645
Long-term restricted cash	70,256	70,464
Total cash, cash equivalents and restricted cash	$ 249,134	$ 145,194

See the accompanying Notes to the Consolidated Financial Statements.

GEVO, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited, in thousands)

	Six Months Ended June 30,	
Supplemental disclosures of cash and non-cash investing and financing transactions	**2022**	**2021**
Cash paid for interest	$ 757	$ 9
Cash paid for interest capitalized to construction in progress	$ 752	$ —
Non-cash interest capitalized to construction in progress	$ 511	$ —
Non-cash purchase of property, plant and equipment	$ 11,643	$ 5,052
Right-of-use asset purchased with financing leases	$ 834	$ 27,775
Right-of-use asset purchased with operating lease	$ —	$ 1,562

See the accompanying Notes to the Consolidated Financial Statements.

GEVO, INC.
Notes to Consolidated Financial Statements
(unaudited)

1. Nature of Business, Financial Condition and Basis of Presentation

Nature of business. Gevo, Inc. (Nasdaq: GEVO) ("Gevo" or the "Company," which, unless otherwise indicated, refers to Gevo, Inc. and its subsidiaries), a Delaware corporation founded in 2005, is a growth-oriented company with the mission of solving greenhouse gas emissions for those sectors of the transportation industry that are not amenable to electrification or hydrogen.

The Company is focused on transforming renewable energy into energy-dense liquid drop-in hydrocarbons that can be used as renewable fuels, such as sustainable aviation fuel ("SAF") and other fuels and chemicals, with the potential to achieve a “net-zero” greenhouse gas ("GHG") footprint. The Company uses the Argonne National Laboratory’s GREET (Greenhouse gases, Regulated Emissions, and Energy use in Transportation) model (the "GREET Model") to measure, predict and verify GHG emissions across the life-cycle of its products. The “net-zero” concept means Gevo expects that by using sustainably grown feedstock (i.e., low till, no-till and dry corn cultivation), renewable and substantially decarbonized energy sources, drop-in hydrocarbon fuels can be produced that have a net-zero, full life cycle footprint measured from the capture of renewable carbon through the burning of the fuel.

Gevo's primary market focus, given current demand and growing customer interest, is SAF. The Company believes it also has commercial opportunities for other renewable hydrocarbon products, such as (i) renewable natural gas (“RNG”), (ii) hydrocarbons for gasoline blendstocks and diesel fuel, and (iii) plastics, materials and other chemicals.

The Company believes it has the technology and know-how to convert various carbohydrate feedstocks through a fermentation process into alcohols and then transform the alcohols into renewable fuels and materials. While the Company expects its major capital deployments to focus on the production of SAF, Gevo recognizes there are opportunities to operate in several different markets, and it will pursue those opportunities when appropriate based on customer interest, access to capital and expected investment returns.

Gevo currently operates a wholly-owned development plant in Luverne, Minnesota (the "Luverne Facility"). The Luverne Facility was originally constructed in 1998 and is located on approximately 55 acres of land, which contains approximately 50,000 square feet of building space. Our Luverne Facility is a scale up and development site. Gevo intends to use the Luverne Facility to prove our processes, process concepts, unit operations and for other purposes in order to optimize feedstocks and the processes used for producing hydrocarbons from alcohols.

Gevo's renewable natural gas ("RNG") project in Northwest Iowa ("NW Iowa RNG") owned by Gevo NW Iowa RNG, LLC, generates RNG captured from dairy cow manure. The manure is supplied by three local dairies that have over 20,000 milking cows in total with additional milking cows expected, pursuant to agreements executed during the second quarter of 2022. Animal manure can be digested anaerobically to produce biogas, which is then upgraded to pipeline quality gas referred to as RNG. Gevo NW Iowa RNG, LLC then sells the RNG to the California market through an agreement with BP Canada Energy Marketing Corp. and BP Products North America Inc. (collectively, "BP").

In 2021, Gevo began construction on NW Iowa RNG under a self-perform project delivery format. Most of the construction efforts were completed at the end of 2021, and in January 2022, Gevo began the process of commissioning the project. One of the three digesters is fully operational, and the others are currently in the start-up phase.

Ultimately, the Company believes that the attainment of profitable operations is dependent upon future events, including, but not limited to (i) the successful development of the Company's initial Net-Zero Project (the "Net-Zero 1 Project"); future projects for the production of energy-dense liquid hydrocarbons using renewable energy and our proprietary technology; and (ii) the achievement of a level of revenues adequate to support its cost structure.

Basis of presentation. The unaudited consolidated financial statements of the Company have been prepared, without audit, pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”). Accordingly, they do *not* include all information and footnotes required by accounting principles generally accepted in the United States (“GAAP”) for complete financial statements. These statements reflect all normal and recurring adjustments which, in the opinion of management, are necessary to present fairly the financial position, results of operations and cash flows of the Company as of, and for the six months ended, June 30, 2022, and are *not* necessarily indicative of the results to be expected for the full year. These statements should be read in conjunction with the Company’s audited consolidated financial statements and notes thereto included under the heading “Financial Statements and Supplementary Data” in Part II, Item 8 of the Company’s Annual Report on Form 10-K for the year ended December 31, 2021. The financial statements at December 31, 2021, have been derived from the audited financial statements as of that date. For further information, refer to our audited financial statements and notes thereto included for the year ended December 31, 2021 (the "2021 Annual Report").

Reclassifications. The Company reclassified certain prior period amounts to conform to the current period presentation, including the categorization of depreciation and amortization on the Consolidated Statements of Operations. These reclassifications had *no* impact on total revenues, total cost of goods sold, total operating expenses, net loss or stockholders' equity for any period.

2. Revenues from Contracts with Customers and Other Revenues

The Company's limited revenues are derived from its development-scale plant, the Luverne Facility. These revenues are promotional in nature and from customer contracts for ethanol sales and related products and hydrocarbon revenues, which include SAF, isooctene, and isooctane. These products are sold mostly on a free-on-board, shipping point basis (recognized at a point in time), are independent transactions, do *not* provide post-sale support or promises to deliver future goods, and are single performance obligations.

3. Net loss Per Share

Basic net loss per share is calculated based on the weighted average number of common shares outstanding for the period. Diluted net loss per share is calculated based on the assumption that stock options and other dilutive securities outstanding, which have an exercise price less than the average market price of the Company's common shares during the period, would have been exercised on the later of the beginning of the period or the date granted and that the funds obtained from the exercise were used to purchase common shares at the average market price during the period. None of the Company's stock options or other dilutive securities are considered to be dilutive in periods with net losses.

The effect of the Company’s dilutive securities is calculated using the treasury stock method and only those instruments that result in a reduction in net income per common share are included in the calculation. Diluted net loss per share for the six months ended June 30, 2022, and 2021 excluded 22,464,715 and 202,356, respectively, of common stock equivalents because the effect of their inclusion would be anti-dilutive or would decrease the reported net loss per share.

Basic and diluted net loss per share is calculated as follows (net loss in thousands):

	Three months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Net loss	$ (13,161)	$ (18,253)	$ (28,834)	$ (28,310)
Basic weighted-average shares outstanding	209,809,994	198,137,420	205,889,651	190,892,223
Basic net loss per share	$ (0.06)	$ (0.09)	$ (0.14)	$ (0.15)

4. Prepaid and Other Current Assets

The following table sets forth the components of the Company’s prepaid and other current assets (in thousands) as of:

	June 30, 2022	December 31, 2021
Prepaid insurance	$ 1,543	$ 805
Interest receivable	1,022	1,530
Prepaid engineering [(1)]	900	409
Tax refunds	401	—
Prepaid other	1,409	863
Total Prepaid and other current assets	$ 5,275	$ 3,607

(1) Related to the Net-Zero 1 Project development.

5. Marketable Securities

The Company's investments in marketable securities are stated at fair value and are available-for-sale. The following table summarizes the Company's investments in marketable securities (in thousands) as of:

		June 30, 2022		
	Maturity	Amortized Cost Basis	Gross Unrealized Losses	Fair Value
Short-term marketable securities				
U.S. Treasury notes	*Within one year*	$ 162,238	$ (800)	$ 161,438
U.S. Government-sponsored enterprise securities	*Within one year*	137,649	(1,456)	136,193
Total short-term marketable securities		$ 299,887	$ (2,256)	$ 297,631

		December 31, 2021		
	Maturity	Amortized Cost Basis	Gross Unrealized Losses	Fair Value
Short-term marketable securities				
U.S. Treasury notes	*Within one year*	$ 226,136	$ (344)	$ 225,792
U.S. Government-sponsored enterprise securities	*Within one year*	49,618	(70)	49,548
Total short-term marketable securities		$ 275,754	$ (414)	$ 275,340
Long-term marketable securities				
U.S. Government-sponsored enterprise securities	*Within two years*	64,596	(200)	64,396
Total long-term marketable securities		$ 64,596	$ (200)	$ 64,396

The cost of securities sold is based upon the specific identification method. Interest receivable related to the marketable securities of $1.0 million was included within "Prepaid expenses and other current assets" on the Consolidated Balance Sheets as of June 30, 2022.

Interest income from marketable securities totaled $1.2 million and $2.7 million for the three and six months ended June 30, 2022, respectively and *nil* for the three and six months ended June 30, 2021. Interest income from marketable securities is included in "Investment income (loss)" in the Consolidated Statements of Operations.

Future maturities of the Company's marketable securities are $131.4 million in 2022 and $168.6 million in 2023.

6. Leases, Right-of-Use Assets and Related Liabilities

The Company is party to an operating lease contract for the Company’s office and research facility in Englewood, Colorado, which expires in January 2029. The lease contains an option to extend the lease which management does not reasonably expect to exercise, so it is not included in the length of the term. The Company also has one production line piece of equipment with an operating lease that expires in 2024. As of June 30, 2022, right-of-use assets under operating leases totaling $2.1 million are included in "Operating right-of use assets," and related lease liabilities totaling $2.2 million ($0.4 million in current and $1.8 million in long-term) are included in the Consolidated Balance Sheets.

The Company also has four finance leases for land under arrangements related to NW Iowa RNG. Under these contracts, the Company leases land from dairy farmers on which it has built three anaerobic digesters, and related equipment and pipelines to condition raw biogas from cow manure provided by the farmers. The partially conditioned biogas is transported from the three digester sites to a central gas upgrade system located at the fourth site that will upgrade the biogas to pipeline quality RNG for sale. These leases expire at various dates between 2031 and 2050. The Company amended one of its leases in June 2022, which the Company treated as an existing lease modification due to an increase in the price per unit, resulting in an increase of the lease liability and right-of-use-asset by $0.8 million.

Since the Company elected the practical expedient to combine lease and non-lease components, all amounts paid to the lessors under these arrangements for cow manure and non-lease services are classified as lease payments and are included in the calculation of the right-of-use assets and lease liabilities. This results in significantly higher right-of-use assets and lease liabilities than if the Company did *not* elect this practical expedient. As of June 30, 2022, right-of-use assets under finance leases totaling $27.5 million are included in "Finance right-of-use assets," and related lease liabilities totaling $22.6 million are included in the Consolidated Balance Sheets.

The following four tables present the (a) costs by lease category, (b) other quantitative information, and (c) future minimum payments under non-cancelable financing and operating leases as they relate to the Company’s leases (in thousands), except for weighted averages:

	Three months Ended June 30,	
	2022	2021
Finance lease cost:		
Amortization of right-of-use assets (1)	$ 488	$ 447
Interest on lease liabilities (1)	251	316
Operating lease cost	139	67
Short-term lease cost	572	495
Variable lease cost (2)	73	31
Total lease cost	$ 1,523	$ 1,356

1. Amortization and interest on finance lease liabilities of $0.7 million and $0.8 million was capitalized as construction-in-progress for the three months ended June 30, 2022, and June 30, 2021, respectively.
2. Represents amounts incurred in excess of minimum payments, including payments for common area expenses under our office and research facility lease, and additional amounts due under our NW Iowa RNG leases based on the number of cows maintained by the owners above the minimum required by the contracts of the respective facilities.

	Six Months Ended June 30,	
	2022	2021
Finance lease cost:		
Amortization of right-of use assets [1]	$ 949	$ 458
Interest on lease liabilities [1]	525	316
Operating lease cost	277	67
Short-Term lease cost	1,449	495
Variable lease cost [2]	951	31
Total lease cost	$ 4,151	$ 1,367

1. $1.5 million and $0.8 million of amortization and interest expense for the six months ended June 30, 2022, and 2021, respectively, were capitalized as part of construction in progress. The accumulated capitalized amounts of $3.7 million is included in "Property, plant and equipment, net" in the Consolidated Balance Sheets as the related NW Iowa RNG facilities were still under construction on June 30, 2022.
2. Represents amounts incurred in excess of minimum payments, including payments for common area expenses under our office and research facility lease, and additional amounts due under our NW Iowa RNG leases based on the number of cows maintained by the owners above the minimum required by the contracts of the respective facilities.

	Six Months Ended June 30,	
	2022	2021
Other Information		
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from finance leases	$ 241	$ 321
Operating cash flows from operating leases	$ 359	$ 128
Finance cash flows from finance leases	$ 87	$ 3,046
Right-of-use asset obtained in exchange for new finance lease liabilities	$ 834	$ 27,775
Right-of-use asset obtained in exchange for new operating lease liabilities	$ —	$ 1,562
Weighted-average remaining lease term, finance lease (months)	216	218
Weighted-average remaining lease term, operating leases (months)	68	91
Weighted-average discount rate - finance leases [1]	10%	5%
Weighted-average discount rate - operating leases [1]	5%	5%

(1) Our leases do not provide an implicit interest rate, we calculate the lease liability at lease commencement as the present value of unpaid lease payments using our estimated incremental borrowing rate. The incremental borrowing rate represents the rate of interest that we would have to pay to borrow an amount equal to the lease payments on a collateralized basis over a similar term and is determined using a portfolio approach based on information available at the commencement date of the lease.

Year ending December 31,	Operating Leases	Finance Leases
2022 (remaining)	$ 376	$ 7,282
2023	529	1,554
2024	306	2,730
2025	315	1,744
2026	325	1,760
2027 and thereafter	707	29,583
Total	2,558	44,653
Less: Amounts representing present value discounts	349	22,018
Total lease liabilities	2,209	22,635
Less: current portion	423	6,293
Long-term portion	$ 1,786	$ 16,342

7. Inventories

The following table sets forth the components of the Company’s inventory balances (in thousands) as of:

	June 30, 2022	December 31, 2021
Raw materials:		
Corn	$ 179	$ 301
Enzymes and other inputs	57	186
Palladium	203	265
Finished goods:		
SAF, Isooctane, Isooctene and other	504	335
Isobutanol	124	223
Ethanol	146	96
Work in process:		
Agri-Energy	51	83
Gevo	71	—
Spare parts	1,314	1,262
Total inventories	$ 2,649	$ 2,751

Work in process inventory includes unfinished SAF, isooctane, and isooctene inventory.

During the six months ended June 30, 2022, the Company adjusted its finished goods and work in process inventory to net realizable value and recorded a $0.8 million loss in cost of goods sold. There were no net realizable losses recorded during the six months ended June 30, 2021, as the Luverne Facility was temporarily shut down due to the COVID-19 pandemic.

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8. Property, Plant and Equipment

The following table sets forth the Company’s property, plant and equipment by classification (in thousands) as of:

	Useful Life (in years)			June 30, 2022	December 31, 2021
Land				$ 410	$ 410
Plant facilities and infrastructure	5	to	20	84,117	84,117
Machinery and equipment	5	*to*	10	25,416	25,369
Furniture and office equipment	3	*to*	7	2,606	2,550
Software	3	*to*	6	1,621	1,564
Construction in progress				128,080	88,990
Total property, plant and equipment				242,250	203,000
Less accumulated depreciation and amortization				(66,196)	(63,859)
Property, plant and equipment, net				$ 176,054	$ 139,141

The Company recorded depreciation expense of $1.2 million and $2.3 million for the three and six months ended June 30, 2022, respectively, as compared with $1.2 million and $2.4 million for the same periods ended June 30, 2021.

At June 30, 2022, construction in progress included accruals of $11.5 million.

Construction in progress includes $0.8 million for Gevo, $13.4 million for our subsidiary, Agri-Energy, LLC ("Agri-Energy") $75.5 million for NW Iowa RNG and $38.4 million for the Net-Zero 1 Project at June 30, 2022. Construction in progress includes $0.4 million for Gevo, $9.1 million for Agri-Energy, $56.9 million for NW Iowa RNG and $22.5 million for the Net-Zero 1 Project at December 31, 2021. Construction in progress is *not* subject to depreciation until the assets are placed into service.

Borrowing costs. Borrowing costs directly attributable to acquisition and construction of an asset are capitalized until it is completed and ready for its intended use, and thereafter are recognized in profit or loss for the current period. The Company capitalized $0.8 million and nil of interest expense for the six months ended June 30, 2022, and June 30, 2021, respectively.

9. Intangible Assets

Intangible assets consist of patents, which management evaluates to determine whether they (i) support current products, (ii) support planned research and development, or (iii) prevent others from competing with Gevo's products.

The following table sets forth the Company’s identifiable intangible assets by classification (in thousands) as of:

	June 30, 2022			
	Gross Carrying Amount	Accumulated Amortization	Identifiable Intangible Assets, Net	Weighted-Average Useful Life (Years)
Patents	$ 4,580	$ (664)	$ 3,916	7.3
Defensive assets	4,900	(452)	4,448	8.4
Identifiable intangible assets	$ 9,480	$ (1,116)	$ 8,364	7.9

	December 31, 2021			
	Gross Carrying Amount	Accumulated Amortization	Identifiable Intangible Assets, Net	Weighted-Average Useful Life (Years)
Patents	$ 4,575	$ (368)	$ 4,207	7.3
Defensive assets	4,895	(164)	4,731	8.4
Identifiable intangible assets	$ 9,470	$ (532)	$ 8,938	7.9

The Company recorded amortization expense of $0.3 million and $0.6 million for the three and six months ended June 30, 2022, respectively, as compared with nil and nil for the same periods ended June 30, 2021.

The following table details the estimated amortization of identifiable intangible assets as of June 30, 2022 *(*in thousands):

Year ending December 31,	Patents	Defensive Assets	Total
2022 (remaining)	$ 304	$ 297	$ 601
2023	599	586	1,185
2024	601	588	1,189
2025	599	586	1,185
2026	585	586	1,171
2027 and thereafter	1,228	1,805	3,033
Total	$ 3,916	$ 4,448	$ 8,364

10. Deposits and Other Assets

The following table sets forth the components of the Company's Deposits and other assets (in thousands) as of:

	June 30, 2022	December 31, 2021
Deposits [1]	$ 991	$ 831
Equity interest [2]	1,500	1,500
Exclusivity fees [3]	3,250	3,250
Total Deposits and Other Assets	$ 5,741	$ 5,581

(1) Deposits for legal services and product for the Net-Zero 1 Project.

(2) The Company directly holds 4.6% interest of the Series A Preferred Stock in Juhl Clean Energy Assets, Inc. ("Juhl"), which is not a publicly listed entity with readily determinable fair value. The Company therefore measures the securities at cost, which is deemed to be the value indicated by the last observable transaction in Juhl's stock, subject to impairment. The equity interest in Juhl is also pledged as collateral against two future obligations to Rock County Wind Fuel, LLC ("RCWF"), a Juhl subsidiary, see Footnote 15, Commitments and Contingencies, for additional information.

(3) Axens North America, Inc. ("Axens") will provide certain alcohol-to-SAF services exclusively to the Company which may be offset against future license fees subject to the delivery of a process design package.

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11. Accounts Payable and Accrued Liabilities

The following table sets forth the components of the Company's accounts payable and accrued liabilities (in thousands) as of:

	June 30, 2022	December 31, 2021
Accounts payable	$ 3,378	$ 4,830
Accrued liabilities	11,519	18,345
Accrued payroll and related benefits	3,454	4,678
Other accrued liabilities	399	435
Total accounts payable and accrued liabilities	$ 18,750	$ 28,288

12. Debt

2021 Bond Issuance

On April 15, 2021, on behalf of Gevo NW Iowa RNG, LLC, the Iowa Finance Authority ("the "Authority") issued $68,155,000 of its non-recourse Solid Waste Facility Revenue Bonds (Gevo NW Iowa RNG, LLC Renewable Natural Gas Project), Series 2021 (Green Bonds) (the "2021 Bonds") for NW Iowa RNG. The bond proceeds are being used as a source of construction financing alongside equity from the Company. The bonds were issued under a Trust Indenture dated April 1, 2021 (the "Indenture") between the Authority and Citibank, N.A. as trustee (the "Trustee"). The 2021 Bonds mature April 1, 2042. The bonds initially bear interest at 1.50% per annum during the Initial Term Rate Period, (as defined in the Indenture), payable semi-annually on January 1 and July 1 of each year. The effective interest rate is 1%. The bonds are supported by a $71.2 million irrevocable direct pay letter of credit (the "Letter of Credit") with a 1/2% annual fee, paid quarterly. The Letter of Credit expires April 4, 2024 (unless terminated earlier), and was issued by Citibank N.A. The Trustee can draw sufficient amounts on the Letter of Credit to pay the principal and interest until the first mandatory tender date of April 1, 2024. The bonds are callable and re-marketable on or after October 1, 2022. If the bonds have not been called and re-marketed by the first mandatory tender date, the Trustee may draw on the Letter of Credit to repay the bonds in their entirety at the purchase price. Gevo deposited $71.2 million with the Trustee as restricted cash to secure any amounts drawn under the Letter of Credit. As of June 30, 2022, no amounts have been drawn under the Letter of Credit.

Gevo anticipates re-marketing the 2021 Bonds in the fall of 2022 under revised terms that will include a long-term maturity date and be non-recourse to Gevo. Upon a successful remarketing, Gevo anticipates that the Letter of Credit, the associated reimbursement agreement and the associated pledge of cash will be terminated, with a concurrent release of the restricted cash securing the Letter of Credit.

The 2021 Bonds were issued at a premium of $0.8 million and debt issuance costs were $3.0 million. The bond debt is classified as long-term debt and is presented net of the premium and issuance costs, which are being amortized over the life of the bonds using the interest method. As of June 30, 2022, the premium balance and the debt issuance cost net of amortization were $0.5 million and $1.9 million, respectively.

Restricted cash and cash equivalents. The Company’s restricted cash and cash equivalents consists of unused proceeds from the issuance of the 2021 Bonds and are restricted for the purpose of constructing NW Iowa RNG projects as well as amounts pledged and assigned to the Trustee in its capacity as provider of the Letter of Credit as collateral for the reimbursement obligations of Gevo.

The proceeds from issuance of the 2021 Bonds are maintained by the Trustee under the Indenture and are released to the Company only to pay costs of the construction of NW Iowa RNG. The Company has used $63.8 million for the project. As of June 30, 2022, unused bond proceeds of $5 million are included in restricted cash and classified as current since the proceeds will be distributed within 12 months.

As of June 30, 2022, $71.2 million is held in restricted cash as collateral for the Letter of Credit. The Company is entitled to receive interest income on the restricted cash.

The restricted cash held by the Trustee is made up of the following (in thousands), which amounts are reflected since inception and as of, as applicable:

	June 30, 2022
Bond proceeds	$ 68,995
Disbursement of funds	(63,809)
Interest paid on bonds	(727)
Funds transferred to current restricted assets (to pay interest on bonds)	413
Interest income	—
Total restricted bond cash held by Trustee	4,872
Restricted cash for bond collateral held by Trustee	71,278
Total restricted cash held by Trustee	76,150
Current restricted cash held by Trustee	(5,894)
Long-term restricted cash held by Trustee	$ 70,256

Loans Payable - Other

The equipment loans are secured by the related equipment.

In April 2020, the Company and Agri-Energy each entered into a loan agreement with Live Oak Banking Company, pursuant to which the Company and Agri-Energy obtained loans from the Small Business Administration's Paycheck Protection Program (“SBA PPP”) totaling $1.0 million in the aggregate (the "SBA Loans").

In April 2021, the Small Business Administration forgave the entire balance of $0.5 million of the Company's and $0.1 million of Agri-Energy's loans and accrued interest obtained through the SBA PPP. The remaining SBA Loan for Agri-Energy totals $0.3 million, bears interest at 1.0% per annum and matures in April 2025. Monthly payments of $8,230, including interest, began on June 5, 2021, and are payable through April 2025.

The summary of the Company's long-term debt is as follows (in thousands) as of:

	Interest Rate	Maturity Date	June 30, 2022	December 31, 2021
2021 Bonds	1.5%	January 2042	$ 66,853	$ 66,486
SBA Loans	1.0%	April 2025	272	320
Equipment	4% to 5%	February 2022 to December 2024	124	156
Total loans payable - other			67,249	66,962
Less current portion			(158)	(158)
Long-term portion			$ 67,091	$ 66,804

Future principal payments for the Company's long-term debt are as follows (in thousands):

Year Ending December 31,	Total Debt
2022 (remaining)	$ 78
2023	159
2024	66,983
2025	29
2026	—
Total loans payable - other	$ 67,249

13. Stock-Based Compensation

Equity incentive plans. In February 2011, the Company’s stockholders approved the Gevo, Inc. 2010 Stock Incentive Plan (as amended and restated to date, the "2010 Plan"), and the Employee Stock Purchase Plan (the "ESPP").

The 2010 Plan provides for the grant of non-qualified stock options, incentive stock options, stock appreciation rights, restricted stock awards, restricted stock units and other equity awards to employees and directors of the Company. On June 9, 2021, upon approval of stockholders at the 2021 Annual Meeting of Stockholders, the 2010 Plan was amended and restated, which increased the number of shares of common stock reserved for issuance under the 2010 Plan to 22,980,074 shares. On June 30, 2022, 7,645,467 shares remained available for awards under the 2010 Plan.

Restricted common stock and non-qualified stock option activity during the six months ended June 30, 2022, consisted of the following:

Period	Total Number of Restricted Shares Issued	Total Number of Non-qualified Stock Options Granted	Vesting Periods Years
January 1, 2022 to March 31, 2022 [(1)]	(340,502)	—	*N/A*
April 1, 2022 to June 30, 2022 [(1)]	(165,174)	—	*N/A*
Total	(505,676)	—	

(1) Includes shares of common stock cancelled in relation to unvested restricted stock awards.

Employee Stock Purchase Plan ("ESPP"). The offering periods for the ESPP are from January 1 to June 30 and from July 1 to December 31 of each calendar year. The Company has reserved 190 shares of common stock for issuance under the ESPP, of which 190 shares as of June 30, 2022, are available for future issuance. The purchase price of the common stock under the ESPP is 85% lower than the fair market value of a share of common stock on the first or last day of the purchase period. There were *no* purchases of common stock under the ESPP during the six months ended June 30, 2022, or 2021.

Stock Appreciation Rights. The Company granted 67,739 stock appreciation rights valued at an aggregate of $0.1 million on the respective dates of grant during the year ended December 31, 2018. The vesting period for stock appreciation rights granted are based upon a service period. The stock appreciation rights have the potential to be cash settled in the event there are insufficient shares available from the 2010 Plan and are therefore classified as a liability and remeasured at each reporting period based on the price of the Company's common stock.

Stock-based compensation expense. The Company records stock-based compensation expense during the requisite service period for share-based payment awards granted to employees and non-employees. Our stock-based compensation is classified as either an equity award or a liability award in accordance with generally accepted accounting principles. The fair value of an equity-classified award is determined at the grant date and is amortized on a straight-line basis over the vesting life of the award. The fair-value of a liability-classified award is determined on a quarterly basis through the final vesting date and is amortized based on the current fair value of the award and the percentage of vesting period incurred to date.

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The following table sets forth the Company’s stock-based compensation expense for the periods indicated (in thousands):

	Three months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Equity Classified Awards				
Stock options				
Cost of goods sold	$ 89	$ —	$ 174	$ —
Research and development	83	—	134	—
Selling, general and administrative	1,625	—	3,069	—
Preliminary stage projects	3	—	8	—
Other	99	—	193	—
Restricted stock				
Cost of goods sold	109	—	217	—
Research and development	95	121	153	246
Selling, general and administrative	1,963	737	4,013	1,174
Preliminary stage projects	13	—	24	—
Other	141	—	279	—
Total equity classified awards	4,220	858	8,264	1,420
Liability Classified Awards				
Restricted stock				
Selling, general and administrative	(381)	—	(188)	—
Stock appreciation rights				
Research and development	(126)	(159)	(126)	189
Selling, general and administrative	(26)	(7)	(5)	8
Total liability classified awards	(533)	(166)	(319)	197
Total stock-based compensation	$ 3,687	$ 692	$ 7,945	$ 1,617

Stock option award activity. Stock option activity under the Company’s stock incentive plans and changes during the six months ended June 30, 2022, were as follows:

	Number of Options	Weighted-Average Exercise Price [1]	Weighted-Average Remaining Contractual Term (years)	Aggregate Intrinsic Value
Options outstanding at December 31, 2021	4,746,368	$ 5.11	9.6	$ —
Granted	16,791	$ 3.68		$ —
Canceled or forfeited	(220,255)	$ 5.56		$ —
Exercised	—			$ —
Options outstanding at June 30, 2022	4,542,904	$ —	9.1	$ —
Options vested and expected to vest at June 30, 2022	18,186	$ 39.69	0.5	$ —

(1) Exercise price of options outstanding range from $2.73 to $19,620.00 as of June 30, 2022. The higher range end of the range is due to historical stock reverse splits.

As of June 30, 2022, the total unrecognized compensation expense, net of estimated forfeitures, relating to stock options was $14.6 million, which is expected to be recognized over the remaining weighted-average period of approximately 3.3 years.

Restricted stock. Non-vested restricted stock awards and the changes during the six months ended June 30, 2022, were as follows:

	Number of Shares	Weighted-Average Grant-Date Fair Value
Outstanding at December 31, 2021	6,882,502	$ 3.77
Granted	165,174	$ 4.45
Exercised	(209,398)	$ 2.63
Canceled or forfeited	(252,801)	$ 4.87
Vested	(364)	$ 2.30
Non-vested at June 30, 2022	6,585,113	$ 4.01

The total fair value of restricted stock that vested during the six months ended June 30, 2022, was $0.6 million. As of June 30, 2022, the total unrecognized compensation expense, net of estimated forfeitures, relating to restricted stock awards was $17.2 million, which is expected to be recognized over the remaining weighted-average period of approximately 2.7 years. As of June 30, 2022, we had recorded a liability of $0.5 million for earned and unvested liability-classified restricted stock awards based on the fair value of our common stock as of June 30, 2022.

14. Income Taxes

The Company has incurred operating losses since inception, therefore no provision for income taxes was recorded and all related deferred tax assets are fully reserved. We continue to assess the impact of a deferred tax asset as it relates to income taxes.

15. Commitments and Contingencies

Legal matters. From time to time, the Company has been, and *may* again become, involved in legal proceedings arising in the ordinary course of its business. The Company is *not* presently a party to any litigation and is *not* aware of any pending or threatened litigation against the Company that it believes could have a material adverse effect on its business, operating results, financial condition or cash flows.

Indemnifications. In the ordinary course of its business, the Company makes certain indemnities under which it *may* be required to make payments in relation to certain transactions. As of June 30, 2022, the Company did *not* have any liabilities associated with indemnities.

In addition, the Company, as permitted under Delaware law and in accordance with its amended and restated certificate of incorporation and second amended and restated bylaws, in each case, as amended to date, indemnifies its officers and directors for certain events or occurrences, subject to certain limits, while the officer or director is or was serving at the Company's request in such capacity. The duration of these indemnifications, commitments, and guarantees varies and, in certain cases, is indefinite. The maximum amount of potential future indemnification is unlimited; however, the Company has a director and officer insurance policy that *may* enable it to recover a portion of any future amounts paid. The Company accrues for losses for any known contingent liability, including those that *may* arise from indemnification provisions, when future payment is probable. *No* such losses have been recorded to date.

Environmental liabilities. The Company's operations are subject to environmental laws and regulations adopted by various governmental authorities in the jurisdictions in which it operates. These laws require the Company to investigate and remediate the effects of the release or disposal of materials at its locations. Accordingly, the Company has adopted policies, practices and procedures in the areas of pollution control, occupational health and the production, handling, storage and use of hazardous materials to prevent material environmental or other damage, and to limit the financial liability which could result from such events. Environmental liabilities are recorded when the Company’s liability is probable, and the costs can be reasonably estimated. *No* environmental liabilities have been recorded as of June 30, 2022.

In February 2022, an incident occurred at one of the anaerobic digesters that is part of NW Iowa RNG that resulted in the accidental discharge of a mixture of water and manure into the environment. We promptly notified the Iowa Department of Natural Resources (the "DNR") and began mitigation work to minimize the impact of the discharge. The DNR has issued a notice of violation in connection with the discharge. This matter was resolved with the DNR in July 2022 through an administrative consent order and damages of $10,000 were assessed.

In April 2022, two separate incidents occurred at two of the anaerobic digesters that are part of NW Iowa RNG that resulted in the accidental discharge of very small amounts of water and manure into the environment. The DNR has issued notices of violation in connection with the two discharges.

There is a possibility that the DNR will initiate an enforcement action with respect to the April 2022, discharges described above that could result in a monetary sanction being levied against Gevo for the accidental discharges. We do not believe that any such monetary sanctions would be material to the Company.

The Company's investment in Juhl is pledged as a collateral for two commitments related to a purchase of wind electricity for the Luverne Facility, as well as 100% of RCWF's renewable energy credits. Gevo has a commitment to purchase all of RCWF's electricity. The portion not used by the Luverne Facility is charged to the Company at a lower price. The estimated commitments as of June 30, 2022, and thereafter are shown below:

Year ending December 31,	Electricity Above Use (estimated)	Renewable Energy Credits
2022 (remaining)	$ 257	$ 150
2023	440	150
2024	440	150
2025	440	150
2026	—	150
2027 and thereafter	—	1,900
Total commitments	$ 1,577	$ 2,650

16. Fair Value Measurements

Accounting standards define fair value, outline a framework for measuring fair value, and detail the required disclosures about fair value measurements. Under these standards, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or most advantageous market. Standards establish a hierarchy in determining the fair market value of an asset or liability. The fair value hierarchy has three levels of inputs, both observable and unobservable. Standards require the utilization of the highest possible level of input to determine fair value.

Level 1 – inputs include quoted market prices in an active market for identical assets or liabilities.

Level 2 – inputs are market data, other than Level 1, that are observable either directly or indirectly. Level 2 inputs include quoted market prices for similar assets or liabilities, quoted market prices in an inactive market, and other observable information that can be corroborated by market data.

Level 3 – inputs are unobservable and corroborated by little or no market data.

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The carrying value and fair value, by fair value hierarchy, of the Company's financial instruments at June 30, 2022, and December 31, 2021, respectively, are as follows (in thousands):

		Fair Value Measurements at June 30, 2022		
	Fair Value at June 30, 2022	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Recurring				
Marketable securities				
U.S. Treasury notes	$ 161,438	$ 161,438	$ —	$ —
U.S. Government-sponsored enterprise securities	136,193	136,193	—	—
Other				
Liability-classified restricted stock awards	514	514	—	—
Total recurring	$ 298,145	$ 298,145	$ —	$ —

		Fair Value Measurements at December 31, 2021		
	Fair Value at December 31, 2021	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Recurring				
Marketable securities				
U.S. Treasury notes	$ 225,792	$ 225,792	$ —	$ —
U.S. Government-sponsored enterprise securities	113,944	113,944	—	—
Other				
Liability-classified restricted stock awards	894	894	—	—
Total recurring	$ 340,630	$ 340,630	$ —	$ —

There were *no* transfers to or from Level 2 or Level 3 in the six months ended June 30, 2022.

For the 2021 Bonds, the fair values are estimated using the Black-Derman-Toy interest rate lattice framework. The effective maturity of the 2021 Bonds was assumed to be April 1, 2024 (three years from issuance) with repayment of 100% of principal on that date. The impact of the Company's optional redemption feature, effective October 1, 2022, is appropriately captured by the Black-Derman-Toy interest rate lattice. The carrying values and estimated fair values of the 2021 Bonds as of June 30, 2022, are summarized as follows:

	June 30, 2022	
	Carrying Value	Estimated Fair Value
2021 Bonds	$ 66,853	$ 65,994

17. Shareholders' Equity

Share Issuances

In February 2018, the Company commenced an at-the-market offering program, which allows it to sell and issue shares of its common stock from time to time. In 2021, the at-the-market offering program was amended to provide a total capacity of $500.0 million. As of June 30, 2022, the Company has remaining capacity to issue up to approximately $360.6 million of common stock under the at-the-market offering program.

On June 8, 2022, the Company completed a registered direct offering pursuant to a securities purchase agreement with certain institutional investors providing for the issuance and sale by the Company of an aggregate of 33,333,336 shares of the Company's common stock at a price of $4.50 per share accompanied by 33,333,336 Series 2022-A warrants to purchase shares of the Company's common stock (each, a "Series 2022-A Warrant") (the "June 2022 Offering"). The Series 2022-A Warrants are exercisable for a term of five years from the date of issuance at an exercise price of $4.37 per Series 2022-A Warrant. As of June 30, 2022, none of the Series 2022-A Warrants had been exercised.

The net proceeds to the Company from the June 2022 Offering were $139.0 million, after deducting placement agent fees, advisory fees and other estimated offering expenses payable by the Company, and not including any future proceeds from the exercise of the Series 2022-A Warrants. The Company intends to use the net proceeds from the June 2022 Offering to fund future operations and capital projects.

Warrants

The Company evaluated the Series 2022-A Warrants for liability or equity classification and determined that equity treatment was appropriate because the Series 2022-A Warrants do not meet the definition of liability instruments.

The Series 2022-A Warrants are classified as component of permanent equity because they are freestanding financial instruments that are legally detachable and separately exercisable from the shares of common stock with which they were issued, are immediately exercisable, do not embody an obligation for the Company to repurchase its shares, and permit the holders to receive a fixed number of shares of common stock upon exercise. In addition, the Series 2022-A Warrants do not provide any guarantee of value or return. The Company valued the Series 2022-A Warrants at issuance using the Black-Scholes option pricing model and determined the fair value of the Series 2022-A Warrants to purchase the Company's common stock at $92.9 million. The key inputs to the valuation model included a weighted average volatility of 151.1%, a risk-free rate of 2.86% and an expected term of five years.

While the Company believes that its valuation methods are appropriate and consistent with other market participants, it recognizes that the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

On February 17, 2022, the Series K warrants expired with 7,126 unexercised warrants.

The following table sets forth information pertaining to shares issued upon the exercise of warrants:

	Issuance Date	Expiration Date	Exercise Price as of June 30, 2022	Shares Underlying Warrants on Issuance Date	Shares Issued upon Warrant Exercises as of June 30, 2022	Shares Underlying Warrants Outstanding as of June 30, 2022
Series 2020-A Warrants [1]	7/6/2020	7/6/2025	$ 0.60	30,000,000	29,914,069	85,931
Series 2022-A Warrants [1]	6/8/2022	6/7/2027	$ 4.37	33,333,336	—	33,333,336
Total Warrants				63,333,336	29,914,069 —	33,419,267

(1) Equity-classified warrants.

GEVO, INC.
Notes to Consolidated Financial Statements
(unaudited)

During the six months ended June 30, 2022, common stock was issued as a result of the exercise of warrants as shown below (dollars in thousands):

	Common Stock Issued	Proceeds
Series 2020-A Warrants	4,677	$ 3

18. Segments

The Company has organized its operations and activities into three reportable segments: (i) Gevo segment; (ii) Agri-Energy segment; (iii) Renewable Natural Gas segment. Transactions between segments are eliminated in consolidation.

Gevo segment. The Gevo segment is responsible for all research and development activities related to the future production of SAF, commercial opportunities for other renewable hydrocarbon products, such as hydrocarbons for gasoline blendstocks and diesel fuel; ingredients for the chemical industry, such as ethylene and butenes; plastics and materials; and other chemicals. The Gevo segment also develops, maintains and protects its intellectual property portfolio, provides corporate oversight services, and responsible for development and construction of our Net-Zero projects.

Agri-Energy segment. The Agri-Energy segment is currently responsible for the operation of the Company's Luverne Facility, development and optimization of the production of isobutanol, ethanol and related products.

Renewable Natural Gas segment. The Renewable Natural Gas segment produces low-carbon methane from manure for the production of RNG.

	Three Months Ended June 30, 2022			
	Gevo	Agri-Energy	Renewable Natural Gas	Consolidated
Revenues	$ 18	$ 71	$ —	$ 89
Loss from Operations	$ (13,025)	$ (3,113)	$ 23	$ (16,115)
Acquisitions of patents, plant, property and equipment	$ 11,870	$ 328	$ 8,275	$ 20,473

	Three Months Ended June 30, 2021			
	Gevo	Agri-Energy	Renewable Natural Gas	Consolidated
Revenues	$ 346	$ —	$ —	$ 346
Loss from Operations	$ (11,915)	$ (7,183)	$ —	$ (19,098)
Acquisitions of patents, plant, property and equipment	$ 588	$ 1,898	$ 11,932	$ 14,418

	Six Months Ended June 30, 2022			
	Gevo	Agri-Energy	Renewable Natural Gas	Consolidated
Revenues	$ 81	$ 240	$ —	$ 321
Loss from Operations	$ (25,149)	$ (6,921)	$ —	$ (32,070)
Acquisitions of patents, plant, property and equipment	$ 16,308	$ 4,275	$ 18,668	$ 39,251

	Six Months Ended June 30, 2021			
	Gevo	Agri-Energy	Renewable Natural Gas	Consolidated
Revenues	$ 359	$ —	$ —	$ 359
Loss from Operations	$ (19,678)	$ (9,310)	$ (68)	$ (29,056)
Acquisitions of patents, plant, property and equipment	$ 841	$ 1,908	$ 17,101	$ 19,850

	June 30, 2022			
	Gevo	Agri-Energy	Renewable Natural Gas	Consolidated
Total assets	$ 601,313	$ 64,940	$ 108,358	$ 774,611

	December 31, 2021			
	Gevo	Agri-Energy	Renewable Natural Gas	Consolidated
Total assets	$ 484,528	$ 64,008	$ 117,940	$ 666,476

19. Subsequent Events

On July 21, 2022, the Company entered into a Water Purchase Agreement with Kingbrook Rural Water System (“Kingbrook”) to construct and operate a rural water distribution system for the Net-Zero 1 Project. Pursuant to the

Agreement, the Company will pay Kingbrook a one-time system development charge of $6.7 million, with 50% of such payment due in August 2022 and the remaining 50% due over the 24 months following execution.

On July 25, 2022, the Company closed on the purchase of approximately 245 acres near Lake Preston, South Dakota for the Net-Zero 1 Project. The total net purchase price for the land was approximately $6.0 million.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

Forward-Looking Statements

This Quarterly Report on Form 10-Q (this “Report”) contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). When used anywhere in this Report, the words “expect,” “believe,” “anticipate,” “estimate,” “intend,” “plan” and similar expressions are intended to identify forward-looking statements. These statements relate to future events or our future financial or operational performance and involve known and unknown risks, uncertainties and other factors that could cause our actual results, levels of activity, performance or achievements to differ materially from those expressed or implied by these forward-looking statements. These statements reflect our current views with respect to future events and are based on assumptions and subject to risks and uncertainties. These forward-looking statements include, among other things, statements about: the impact of the novel coronavirus ("COVID-19") pandemic on our business, our financial condition, our results of operation and liquidity, our ability to finance and construct our Net-Zero 1 Project (as defined below), our ability to produce our products at our demonstration facility in Luverne, Minnesota (the “Luverne Facility”) or elsewhere, our ability to meet production, financial and operational guidance, our strategy to pursue low-carbon or "net-zero" carbon renewable fuels for sale into California and elsewhere, our ability to replace our fossil-based energy sources with renewable energy sources at our Net-Zero 1 Project, our Luverne Facility and elsewhere, our ability and plans to construct greenfield commercial hydrocarbon facilities to produce sustainable aviation fuel ("SAF") and renewable premium gasoline/isooctane, our ability to raise additional funds to finance our business, our ability to perform under our existing off-take agreements and other supply agreements we may enter into in the future, our ability to successfully construct and operate our renewable natural gas ("RNG") project in Iowa, our ability to produce renewable hydrocarbon products at a commercial level and at a profit, the availability of, and market prices for, government economic incentives to the renewable energy market, achievement of advances in our technology platform, the availability of suitable and cost-competitive feedstocks, our ability to gain market acceptance for our products, the expected cost-competitiveness and relative performance attributes of our products, our strategy to pursue alcohol-to-SAF, additional competition and changes in economic conditions and the future price and volatility of petroleum and products derived from petroleum. Important factors could cause actual results to differ materially from those indicated or implied by forward-looking statements such as those contained in documents we have filed with the U.S. Securities and Exchange Commission (the “SEC”), including this Report in Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” our Annual Report on Form 10-K for the year ended December 31, 2021 (our “2021 Annual Report”), including Item 1A. "Risk Factors" of our 2021 Annual Report and subsequent reports on Form 10-Q. All forward-looking statements in this Report are qualified entirely by the cautionary statements included in this Report and such other filings. These risks and uncertainties or other important factors could cause actual results to differ materially from results expressed or implied by forward-looking statements contained in this Report. These forward-looking statements speak only as of the date of this Report. We undertake no intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, and readers should not rely on the forward-looking statements as representing the Company’s views as of any date subsequent to the date of the filing of this Report.

Unless the context requires otherwise, in this Report the terms “we,” “us,” “our” and the “Company” refer to Gevo, Inc. and its subsidiaries.

The following discussion should be read in conjunction with our unaudited consolidated financial statements and the related notes and other financial information appearing elsewhere in this Report. Readers are also urged to carefully review and consider the various disclosures made by us which attempt to advise interested parties of the factors which affect our business, including, without limitation, the disclosures in our 2021 Annual Report.

Company Overview

Gevo, Inc. (Nasdaq: GEVO), a Delaware corporation founded in 2005, is a growth-oriented company with the mission of solving the problem of greenhouse gas emissions for those sectors of the transportation industry that are not amenable to electrification or hydrogen. We believe that the market size for hydrocarbon fuels will continue to remain significant in the long-term even with the rapid adoption of electric vehicles and hydrogen technologies. We also believe that we can achieve at least one billion gallons of hydrocarbon production and sales by 2030.

We are focused on transforming renewable energy into energy-dense liquid hydrocarbons that can be used as renewable fuels, such as SAF, with the potential to achieve a “net-zero” greenhouse gas ("GHG") footprint. We believe that this addresses the global need of reducing GHG emissions with "drop in" sustainable alternatives to petroleum fuels. We use Argonne National Laboratory’s GREET (Greenhouse gases, Regulated Emissions, and Energy use in Transportation) model (the "GREET Model") to measure, predict and verify GHG emissions across the life cycle of our products. The "net-zero" concept means we expect to produce fuels that could have a carbon neutral or a net-zero GHG footprint across the whole of the life cycle of the fuel from capture of renewable carbon, through production, and subsequent burning of the fuel in, for example, a jet engine.

Our primary market focus, given current demand and growing customer interest, is SAF. We believe we also have commercial opportunities for other renewable hydrocarbon products, such as RNG, hydrocarbons for gasoline blendstocks and diesel fuel; ingredients for the chemical industry, such as ethylene and butenes; plastics and materials; and other chemicals. The global fuel consumption by commercial airlines was an all-time high of 95 billion gallons in 2019. However, due to the COVID-19 pandemic, fuel consumption dropped to 52 billion gallons in 2020 and reached 57 billion gallons in 2021.

We believe that there is a growing and significant market demand for SAF based on a number of factors, including:

- The International Air Transport Association ("IATA") 77th Annual General Meeting approved a resolution for the global air transport industry to achieve net-zero carbon emissions by 2050. IATA has 288 airline members, including Alaska Airlines, American Airlines, Delta Air Lines, FedEx Express, United Airlines and UPS Airlines.
- Starting on March 1, 2020, Delta Air Lines committed spending $1 billion over the next 10 years on its objective around mitigating emissions from its global business going forward. Delta will invest in driving innovation, advancing clean air travel technologies, accelerating the reduction of carbon emissions and waste, and establishing new projects to mitigate the balance of emissions.
- The ***one****world*® alliance committed to a target of 10% SAF use across the alliance by 2030 and plans to reach net zero emissions by 2050.

We believe we possess the ability to convert various carbohydrate feedstocks through a fermentation process into alcohols and then transform the alcohols into renewable fuels and materials, through a combination of our own technology, know-how, engineering, and licensing of technology and engineering from Axens North America, Inc. ("Axens"). While we expect our major capital deployments to focus on the production of SAF, we recognize there are opportunities to operate in several different renewable fuels and materials markets and we will pursue those opportunities when appropriate based on customer interest, access to capital, and expected investment returns.

Our production processes use carbohydrates as a feedstock. Carbohydrates are plant matter that result from photosynthesis. Photosynthesis is the natural process by which carbon dioxide is captured from the air by plants. The carbon in carbohydrates is therefore renewable because it is already in the atmosphere. The carbohydrates are fermented to produce alcohol intermediate products (e.g., ethanol or isobutanol). The alcohol-based intermediates are then chemically processed to make renewable hydrocarbons. To achieve net-zero carbon intensity ("CI") across the whole life cycle of the products, we believe:

- carbohydrates with a low CI score must be used in production;
- the energy (electricity and heat source) used in production must be de-fossilized; and
- the products cannot contain fossil-based carbon.

We believe sustainably grown industrial field corn (i.e., corn that is grown with precision agricultural techniques and low-till or no till cultivation to conserve nutrients, prevent water runoff, and erosion) is the best feedstock to commercialize initially because:

- it produces a significant amount of protein and vegetable oil for nutritional products on a per acre basis while also producing an abundance of low CI carbohydrates that can be captured and used as a feedstock for fuels and chemicals;
- the protein and oil that are produced, easily separated, and sold as co-products into the food chain markets. The protein and oil revenue serves to offset the cost of the corn feedstock;

- we believe the carbon footprint of growing corn can be negative, according to calculations completed with the GREET Model, when a full suite of climate-smart agricultural practices is employed on appropriate acres of cropland;
- we believe the corn can achieve lower CI scores when grown with climate-smart agricultural techniques than waste raw materials or wood; and
- we believe that residual carbohydrates from corn are the lowest cost carbohydrates available as a renewable raw material, and the production is proven and scalable.

We believe utilizing sustainable agriculture practices to help solve GHG problems is a breakthrough that addresses the problem of GHGs without compromising sustainability or food supply. We also believe that it will be possible to create an incentive structure that rewards farmers to lower the CI score of their agricultural products and create a cycle of continuous improvement to their overall sustainability footprint.

Net-Zero Projects

In early 2021, we announced the concept of “Net-Zero Projects” as a series of planned facilities to produce energy dense liquid hydrocarbons using renewable energy and our proprietary technology. The concept of a Net-Zero Project is to convert renewable energy (e.g., photosynthetic, wind, renewable natural gas, biogas) from a variety of sources into energy dense liquid hydrocarbons that, when burned in traditional engines, have the potential to achieve net-zero GHG emissions across the whole lifecycle of the liquid fuel: from the way carbon is captured from the atmosphere, processed to make liquid fuel products, and burnt as a fuel for cars, planes, trucks and ships.

We announced our initial Net-Zero Project (“NZ1") is planned to be constructed at Lake Preston, South Dakota. NZ1 is expected to produce approximately 55 million gallons per year ("MGPY") of SAF or 62 MGPY of total hydrocarbon volumes, which would satisfy part of the more than 350 MGPY of financeable SAF and hydrocarbon supply agreements that are currently in place. The liquid hydrocarbons when burned are expected to have a “net-zero” GHG footprint. Along with the hydrocarbons, we expect to produce approximately 420 million pounds per year of high-value protein products for use in the food chain and more than 30 million pounds per year of corn oil. Our products will be produced in three stages; the first stage is the milling of the corn and production of protein, oil, and carbohydrates, the second stage involves alcohols production by fermentation and the third stage is the conversion of such alcohols into hydrocarbons. We have an exclusive license in the United States from Axens to the technology and plant designs to convert alcohols to hydrocarbon fuels. Axens will also provide certain process guarantees for the production process. Additionally, Axens has extensive commercial experience in the technology, design, and deployment of the unit operations needed to convert alcohols to hydrocarbon fuels, based on their experience in the petrochemical industry. The fermentation side of the facility is being engineered with companies that have extensive experience in fermentation and agriculture-based facilities. We believe that by using known commercial technologies, the plant design is substantially de-risked.

The transition to an ethanol-to-SAF design from Gevo’s original isobutanol-to-SAF and isooctane design has at NZ1 resulted in an expected increase of output capacity which should result in increased cash flow. Gevo’s ethanol-to-SAF engineering design work to date has resulted in a significant uplift in volumes and cash flows per unit of capital invested.

The NZ1 project is on schedule with initial volumes of SAF expected to be delivered in 2025. Key NZ1 development milestones are:

Through year-end 2022:

- Complete the purchase of the land for NZ1 in Lake Preston, South Dakota. (this purchase was completed in July 2022)
- Execute commercial development, build, own and operate agreements for water, wind energy and green hydrogen
- Select engineering, procurement, and construction ("EPC") contractor
- Select fabricator for hydrocarbon plant modules
- Substantial completion of front-end engineering design ("FEED")
- Break ground and begin site preparation at Lake Preston
- Order long lead equipment

Through the first-half 2023:

- Close the construction financing, including non-recourse debt

Gevo is also in the process of identifying and performing early site development work for additional SAF production locations. These sites include several greenfield locations that are particularly advantageous in terms of potential economics, opportunities to decarbonize, and time to market. In addition, we are pursuing prospects with several existing ethanol plant sites. Existing ethanol plants need to be decarbonized with renewable energy or de-fossilized energy and/or carbon sequestration. Gevo has developed a preferred list of partners and sites with decarbonization in mind and is engaged in preliminary feasibility and development discussions with several of them. We plan to give priority to existing plant sites that have attractive potential economics and high predictability of timeline for decarbonization.

Luverne Facility

The Luverne Facility continues to provide valuable knowledge and experience for the future strategic growth of the Company and its billion-gallon initiative. As a development site, operations will continue to be tailored to support a focus on advancing our technology, testing, and optimizing alternative feedstocks, yeast strains, and unit operations as well as partnership development for integrated GHG reductions. It is well equipped and positioned for optimization of the decarbonization and business cycle from feedstock to energy solutions. The site provides a unique opportunity to showcase our decarbonization and business systems and raise awareness for future partnerships, investors, and local communities. As a development site, the Luverne plant may operate intermittently between projects and activities.

Renewable Natural Gas Projects

In 2019, we began developing RNG projects. Manure can be digested anaerobically to produce biogas, which is then upgraded to pipeline quality RNG. RNG has value in markets such as California when injected and shipped through a natural gas pipeline. There is also value to Gevo’s hydrocarbon production process by giving us another option to achieve carbon negative GHG emissions on our renewable hydrocarbon products. The hydrocarbon products resulting from such a decarbonization process have lower CI scores and increased market value, in addition to having a more positive impact on the environment.

Gevo’s RNG project in Northwest Iowa (the “RNG Project”) has been producing biogas and is now upgrading and injecting RNG into a natural gas pipeline. The RNG Project generates renewable natural gas captured from dairy cow manure. The manure for the RNG Project is supplied by three dairy farms located in Northwest Iowa totaling over 20,000 milking cows. When at full operational capacity, the RNG Project is expected to generate approximately 355,000 MMBtu of RNG per year. Gevo's revenue from the RNG Project is expected to come from sales of RNG and from the environmental attributes associated with the RNG sales, including the attributes available from California's Low Carbon Fuel Standard ("LCFS") program and the U.S. Environmental Protection Agency's Renewable Fuels Standard ("RFS"). Gevo expects to be able to get approval for Renewable Identification Numbers (“RINs”) through RFS and carbon credits from LCFS later this year or next year.

We have been making improvements and incremental expansions to the RNG Project by investing in capital projects that may significantly improve its CI score and revenue, which in turn strengthen the overall economics of the project.

Gevo’s current estimated share of the capital cost for those improvements is approximately $1.9 million, which are 40% complete through the second quarter of 2022. The improvement and expansion work is on budget and expected to be completed early in the third quarter of 2022. In addition, in June 2022, we amended our lease with a dairy to provide additional manure, which may increase our RNG production in the future.

We have strong relationships throughout the industry supply chain from technology and equipment providers to feedstock owners, and RNG off-takers. We believe the trust and reputation we have attained in combination with our understanding of the various and complex environmental attributes gives us a competitive advantage. We leverage our relationships to identify and execute new project opportunities. Typically, new development opportunities come from our existing relationships with dairy owners who value our reputation in the industry.

We exercise financial discipline in pursuing projects by targeting attractive risk-adjusted project returns, whether selling RNG into the markets or using it to lower CI scores at our Net-Zero Projects. We will monitor biogas supply availability across our portfolio and seek to maximize production at existing projects by expanding operations when economically feasible.

Verity and Carbon Tracking

Capturing and accurately counting carbon data across the whole of the business system is a critical part of Gevo’s business model, and the CI scores across the whole of the carbon life cycle, from feedstock through the burning of fuels. Through the use of the GREET Model and a field level tracking approach, our goal is to obtain carbon credits for the improved agricultural practices related to climate-smart agriculture such as precision agriculture and tillage practices (i.e., low till and no-till cultivation). We believe there is an opportunity to document, verify, and monetize that carbon value which is not otherwise counted and reward value chain partners, including farmers, for improving sustainability. Gevo’s current economic projections do not take into account this upside in value.

Verity Tracking ("Verity") is a joint venture between Gevo and Blocksize Capital GmbH ("Blocksize") to develop and commercialize carbon value and other sustainable attributes. Verity is developing the tools, techniques, software, data access to track carbon scores and other sustainability attributes using “blockchain” technology. The benefit is having audited, transparent, immutable sustainability data attached to biofuels and is expected to be valuable to our customers, colleague companies, and partners. Gevo and Blocksize have identified a series of internal milestones that Verity will need to achieve over the next few quarters to expand the joint venture into a stand-alone business unit, either as part of Gevo or as a separate entity.

Verity has continued to develop third-party partnerships that will contribute to its development objectives over the coming quarters. Verity and Gevo partnered with Farmers Edge Inc. ("Farmers Edge"), a company dedicated to helping farmers track data and improve agricultural decision making. As of March 31, 2022, Farmers Edge reported over 17.3 million subscribed acres having implemented their solutions.

Gevo has begun to develop the agricultural Climate-Smart Data for some of the key farms that would supply its NZ1 plant. Gevo intends to work with Verity to accurately account for and determine value for the carbon reductions captured in feedstocks, both during fuel production and in final products, to help our customers and value chain partners achieve their sustainability goals.

Market Development

Gevo now has more than 350 MGPY of financeable SAF and hydrocarbon fuel supply agreements, which are expected to support project debt financing. This level of demand would require three additional plants equal in size to the expected capacity of NZ1 to be built over the next four years to satisfy those agreements. Based on current market projections and operating assumptions, these agreements collectively represent approximately $2.1 billion in expected revenue per year, inclusive of the environmental benefits value. A list of the recently announced supply agreements is noted below:

Recently Announced Supply Agreements

Date Signed	Customer	Product	Volume (MGPY)	Term (Years)
June 2022	Finnair	SAF	7.0	5
June 2022	Japan Airlines	SAF	5.3	5
July 2022	Aer Lingus	SAF	6.3	5
July 2022	Alaska Airlines	SAF	37.0	5
July 2022	American Airlines	SAF	100.0	5

Recent Developments

Equity Offering. On June 8, 2022, the Company completed a registered direct offering pursuant to a securities purchase agreement with certain institutional investors and received net proceeds of $139.0 million (after placement agent fees, advisory fees and estimated offering expenses) to fund future operations and capital projects. As part of the offering, the Company issued 33,333,336 Series 2022-A warrants with an exercise price of $4.37 per share and a five-year term. If all 33,333,336 Series 2022-A warrants were to be exercised in cash at the exercise price of 4.37 per share, the Company would receive additional net proceeds of approximately $145.7 million.

The recent offering has further strengthened the Company's balance sheet, which is expected to facilitate the financing of the Company's NZ1 project and to provide financial resources for the Company's numerous growth opportunities. Gevo is in the process of determining additional plant sites to meet the demand under its existing SAF and hydrocarbon supply agreements, and some of the proceeds are expected to be used to advance those efforts.

Chevron. The letter of intent between Gevo and Chevron signed in September of 2021 and scheduled to expire on March 31, 2022, has been extended until August 31, 2022. Chevron and the Company mutually agreed upon the extension, which allows discussions and negotiations to continue.

COVID-19

The COVID-19 pandemic continues to impact global commercial activity, including the global transportation industry and its supply chain, and has contributed to significant volatility in financial markets. It is possible that the impacts of the COVID-19 pandemic on general economic activity could negatively impact our revenue and operating results for 2022 and beyond. In light of the current and potential future disruption to our business operations and those of its customers, suppliers and other third parties with whom we do business, we considered the impact of the COVID-19 pandemic on our business. The impact of the COVID-19 pandemic on the global transportation industry may result in less demand for our transportation fuel products in the future, which could have a material adverse effect on our business, financial condition, and our prospects for the foreseeable future.

There is also a risk that COVID-19 could have a material adverse impact on the development of our NZ1 project, customer demand and cash flow, depending on the extent of our future production activities.

Results of Operations

Comparison of the Three Months Ended June 30, 2022 and 2021 (in thousands):

	Three months Ended June 30, 2022	Three months Ended June 30, 2021	Change
Revenue and cost of goods sold			
Ethanol sales and related products, net	$ 71	$ —	$ 71
Hydrocarbon revenue	18	346	(328)
Total revenues	89	346	(257)
Cost of production	2,640	1,617	1,023
Depreciation and amortization	1,088	1,177	(89)
Total cost of goods sold	3,728	2,794	934
Gross loss	(3,639)	(2,448)	(1,191)
Operating expenses			
Research and development expense	1,966	1,332	634
Selling, general and administrative expense	9,209	4,846	4,363
Preliminary stage project costs	314	5,472	(5,158)
Other operations	601	—	601
Depreciation and amortization	386	46	340
Total operating expenses	12,476	16,650	$ (4,174)
Loss from operations	(16,115)	(19,098)	2,983
Other income (expense)			
Gain (loss) from change in fair value of derivative warrant liability	—	43	(43)
Interest expense	(2)	(6)	4
Interest and dividend income	78	—	78
Other income (expense), net	2,878	167	2,711
Total other income (expense), net	2,954	845	2,109
Net loss	$ (13,161)	$ (18,253)	$ 5,092

Revenue. During the three months ended June 30, 2022, we sold 9 thousand gallons of SAF, isooctane, and isooctene from our Luverne Facility. Revenue decreased $0.3 million during the three months ended June 30, 2022, compared to the three months ended June 30, 2021, due to the Luverne Facility being operated for the Company's development projects on a as needed basis.

Cost of goods sold. Cost of goods increased $1.0 million during the three months ended June 30, 2022, compared to the three months ended June 30, 2021, primarily due to an increase in direct labor and utility expenses as the Luverne Facility was not fully staffed during the second quarter of 2021 due to the COVID-19 pandemic. The majority of our costs are related to the production of SAF, isooctane, and isooctene as we continue to develop and tailor our Luverne Facility demonstration operations to support our focus on advancing technology, testing and optimizing alternative feedstocks, yeast strains, and unit operations as well as partnership development for integrated GHG reductions. Cost of goods sold also includes a $2.1 million net realizable gain adjustment made to our finished goods and work in process inventory. There were no inventory net realizable value adjustments recorded during the three months ended June 30, 2021, as the Luverne Facility was temporarily shut down due to the COVID-19 pandemic.

Research and development expense. Research and development expense increased $0.6 million during the three months ended June 30, 2022, compared to the three months ended June 30, 2021, primarily due to an increase of laboratory expenses and additional stock-based compensation expense.

Selling, general and administrative expense. Selling, general and administrative expense increased $4.4 million during the three months ended June 30, 2022, compared to the three months ended June 30, 2021, primarily due to increases in personnel costs related to strategic new hiring, stock-based compensation, and professional fees.

Preliminary stage project costs. Preliminary stage project costs are related to our Verity and future Net-Zero Projects and consist primarily of employee expenses and consulting costs. Preliminary stage project costs decreased $5.2 million during the three months ended June 30, 2022, compared to the three months ended June 30, 2021, primarily because we began capitalizing our RNG and NZ1 project costs in 2021.

Other operations. Other operations expense increased $0.6 million during the three months ended June 30, 2022, compared to the three months ended June 30, 2021, primarily related to unallocated engineering and consulting services.

Depreciation and amortization expense. Depreciation and amortization expense increased $0.3 million during the three months ended June 30, 2022, compared to the three months ended June 30, 2021, primarily due to the amortization of our patents.

Gain (loss) from change in fair value derivative warrant liability. We incurred no gain (loss) from the change in the fair value of the derivative warrant liability in the three months ended June 30, 2022. The last of the liability warrants expired in February 2022.

Interest expense. There were no significant changes in interest expense during the three months ended June 30, 2022, compared to the three months ended June 30, 2021.

Interest and dividend income. Interest and dividend income increased $0.1 million during the three months ended June 30, 2022, compared to the three months ended June 30, 2021, primarily due to the interest earned on our investments partially offset by the amortization of the bond premiums.

Other income (expense). Other income (expense) increased $2.7 million during the three months ended June 30, 2022, compared to the three months ended June 30, 2021, primarily due to our receipt of $2.9 million from the US Department of Agriculture's Biofuel Producer Program to support biofuel producers who faced unexpected losses due to the COVID-19 pandemic. The Biofuel Producer Program grants are not tax-exempt.

Comparison of the Six Months Ended June 30, 2022 and 2021 (in thousands):

(in thousands)	Six Months Ended June 30, 2022	Six Months Ended June 30, 2021	Change
Revenue and cost of goods sold			
Ethanol sales and related products, net	$ 240	$ —	$ 240
Hydrocarbon revenue	81	359	(278)
Total revenues	321	359	(38)
Cost of production	5,730	2,518	3,212
Depreciation and amortization	2,179	2,270	(91)
Total cost of goods sold	7,909	4,788	3,121
Gross loss	(7,588)	(4,429)	(3,159)
Operating expenses			
Research and development expense	3,158	2,710	448
Selling, general and administrative expense	18,576	8,660	9,916
Preliminary stage project costs	821	8,199	(7,378)
Other operations	1,190	—	1,190
Loss (gain) on disposal of assets	—	4,954	(4,954)
Depreciation and amortization	737	104	633
Total operating expenses	24,482	24,627	(145)
Loss from operations	(32,070)	(29,056)	(3,014)
Other income (expense)			
Gain (loss) from change in fair value of derivative warrant liability	16	(10)	26
Interest expense	(4)	(11)	7
Interest and dividend income	330	—	330
Gain on forgiveness of SBA loan	—	641	(641)
Other income (expense), net	2,894	126	2,768
Total other income (expense), net	3,236	746	2,490
Net loss	$ (28,834)	$ (28,310)	$ (524)

Revenue. There were no significant changes in revenue during the three months ended June 30, 2022, compared to the three months ended June 30, 2021

Cost of goods sold. Cost of goods sold increased $3.1 million during the six months ended June 30, 2022, compared to the six months ended June 30, 2021, primarily due to an increase in direct labor and utility expenses due to the Luverne Facility not being fully staffed until the third quarter of 2021 due to the COVID-19 pandemic. The majority of our costs during the six months ended June 30, 2022, were related to the production of SAF, isooctane, and isooctene as we continue to develop and tailor our Luverne Facility demonstration operations to support our focus on advancing technology, testing and optimizing alternative feedstocks, yeast strains, and unit operations as well as partnership development for integrated GHG reductions. Cost of goods sold also includes a $0.8 million loss for a net realizable value adjustment made to our finished goods and work in process inventory. There were no net realizable losses recorded during the six months ended June 30, 2021, as the Luverne Facility was temporarily shut down due to the COVID-19 pandemic.

Research and development expense. Research and development expense increased $0.4 million during the six months ended June 30, 2022, compared to the six months ended June 30, 2021, primarily due to an increase of laboratory expenses and additional stock-based compensation expense.

Selling, general and administrative expense. Selling, general and administrative expense increased $9.9 million during the six months ended June 30, 2022, compared to the six months ended June 30, 2021, primarily due to increases in personnel costs related to strategic new hiring, stock-based compensation, and professional fees.

Preliminary stage project costs. Preliminary stage project costs are related to our Verity and future Net-Zero Projects and consist of employee expense and consulting costs. Preliminary stage project costs decreased $7.4 million during the six months ended June 30, 2022, compared to the six months ended June 30, 2021, primarily because we began capitalizing our RNG and NZ1 project costs in 2021.

Other operations. Other operations expense increased $1.2 million during the six months ended June 30, 2022, compared to the six months ended June 30, 2021. Other operations costs were primarily related to unallocated engineering and consulting services.

Depreciation and amortization expense. Depreciation and amortization expense increased $0.6 million during the six months ended June 30, 2022, compared to the six months ended June 30, 2021, primarily due to the amortization of our patents.

Gain (loss) from change in fair value derivative warrant liability. We incurred a minimal change in the fair value of the derivative warrant liability in the six months ended June 30, 2022; the last of the liability warrants expired in February 2022.

Interest expense. There were no significant changes in interest expense during the six months ended June 30, 2022, compared to the six months ended June 30, 2021.

Interest and dividend income. Interest and dividend income increased $0.3 million during the six months ended June 30, 2022, compared to the six months ended June 30, 2021, primarily due to the interest earned on our investments partially offset by the amortization of the bond premiums.

Other income (expense). Other income (expense) increased $2.8 million during the six months ended June 30, 2022, compared to the six months ended June 30, 2021, primarily due to our receipt of $2.9 million from the US Department of Agriculture's Biofuel Producer Program to support biofuel producers who faced unexpected losses due to the COVID-19 pandemic. The Biofuel Producer Program grants are not tax-exempt.

Critical Accounting Policies and Estimates

There have been no significant changes to our critical accounting policies since December 31, 2021. For a description of our other critical accounting policies and estimates that affect our significant judgments and estimates used in the preparation of our consolidated financial statements, refer to our 2021 Annual Report.

Liquidity and Capital Resources

As of June 30, 2022, we had cash and cash equivalents of $173.0 million, short and long-term restricted cash of $76.2 million and short-term marketable securities of $297.6 million. The marketable securities are highly liquid and can be converted to cash when needed for operations and construction. We expect to use our cash, cash equivalents, restricted cash and marketable securities for the following purposes: (i) identification, development, acquisition and construction of new production facilities and to plan for expanded production to fulfill existing off-take agreements under the NZ1 project, including the Company's Net-Zero projects; (ii) potential investment in RNG projects; (iii) potential development of the Luverne Facility; (iv) development, acquisition and operation of sustainable alcohol-to-SAF plants to produce SAF alone or with partners; (v) operating activities at the Company's corporate headquarters in Colorado, including research and development work; (vi) exploration of strategic alternatives and additional financing, including project financing; and (vii) future debt service obligations. We believe as a result of our cash and cash equivalents balances, and the performance of our current and expected operations, we will be able to meet our obligations and other potential cash requirements during the next 12 months from the date of this report.

Since our inception in 2005, we have devoted most of our cash resources to the development and commercialization of routes to efficiently produce fuels and chemicals from carbohydrates, such as renewable feedstock, using alcohols (isobutanol and ethanol) as intermediates. We have incurred losses since inception, have a significant accumulated deficit, and expect to incur losses for the foreseeable future. We have financed our operations primarily with proceeds from the issuance of equity, debt securities, and borrowings under debt facilities.

The Company's transition to profitability is dependent upon, among other things, the successful development and commercialization of its product candidates, the development, acquisition and construction of commercial level production facilities to support that Company's off-take agreements, the achievement of a level of revenues adequate to support the Company's cost structure, and the ability to raise capital to finance the development, acquisition, and construction of additional productions facilities.

On January 27, 2022, the Company's stockholders voted to amend the Certificate of Incorporation to increase the total number of authorized shares of common stock from 250 million shares to 500 million shares. Management intends to fund future operations through additional private and/or public offerings of debt or equity securities. In addition, the Company may seek additional capital, on acceptable terms, through arrangements with strategic partners or from other sources. Notwithstanding, there can be no assurance that the Company will be able to raise additional funds or achieve or sustain profitability or positive cash flows from operations.

The following table sets forth the major sources and uses of cash for each of the periods set forth below (in thousands):

	Six Months Ended June 30,	
	2022	2021
Net cash used in operating activities	$ (17,114)	$ (19,468)
Net cash from investing activities	$ (8,350)	$ (436,529)
Net cash provided by financing activities	$ 138,565	$ 522,853

Operating Activities

Our primary uses of cash from operating activities are personnel-related expenses, research and development-related expenses, including costs incurred under development agreements, costs of licensing of technology, legal-related costs, expenses for the development and commercialization of routes to efficiently produce fuels and chemicals from carbohydrates, such as renewable feedstock, using alcohols (isobutanol and ethanol) as intermediates.

During the six months ended June 30, 2022, net cash used for operating activities was $17.1 million compared to $19.5 million for the six months ended June 30, 2021. The $2.4 million decrease was primarily due to increased costs associated with our production of isobutanol and hydrocarbon products for market development, process technology and related process engineering work. In addition, we had increases in personnel expenses to support the growth in business activity, partnership development and Verity development expenses.

Investing Activities

During the six months ended June 30, 2022, we used $8.4 million in cash for investing activities, of which $169.1 million related to proceeds from sales and maturities of marketable securities, offset by the reinvestment of $131.3 million in marketable securities, and $46.0 million of investments in our capital projects, including $26.3 million in the RNG Project, $15.4 million in the NZ1 Project, as well as $4.2 million in development projects at Agri-Energy and Gevo.

We completed the construction of the RNG Project and may invest up to an additional $11.4 million for start-up, improvements, and expansions during the remainder of 2022 or into 2023. Our preliminary NZ1 Project's forecast of additional capital expenditures ranges from $100 million to $120 million, which includes engineering, development, long-lead equipment deposits, infrastructure support costs associated with electricity, natural gas, raw water, and wastewater service needs, debt financing costs, and debt pre-close project construction costs.

Financing Activities

During the six months ended June 30, 2022, we had $138.6 million of net cash provided by financing activities, primarily due to $139.0 million of proceeds from the issuance of common stock and common stock warrants in the June 2022 Offering, net of issuance costs, partially offset by $0.3 million related to the net settlement of common stock under stock plans and $0.1 million of payments for finance lease liabilities and certain equipment loans.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

There have been no material changes since our disclosure in “Quantitative and Qualitative Disclosures About Market Risk” included in Part II, Item 7A of our 2021 Annual Report.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, that are designed to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required financial disclosures.

During the fiscal period covered by this report, our management, with the participation of our Chief Executive Officer and Chief Financial Officer, carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act). Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of June 30, 2022, our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act are recorded, processed, summarized and reported within the required time periods and are designed to ensure that information required to be disclosed in our reports is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes that occurred during the three months ended June 30, 2022, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, we have been and may again become involved in legal proceedings arising in the ordinary course of our business. We are not presently a party to any litigation, other disputes and regulatory proceedings that we believe to be material and we are not aware of any pending or threatened proceedings against us that we believe could have a material adverse effect on our business, operating results, financial condition or cash flows.

In February 2022, an incident occurred at one of the anaerobic digesters that is part of NW Iowa RNG that resulted in the accidental discharge of a mixture of water and manure into the environment. We promptly notified the Iowa Department of Natural Resources (the "DNR") and began mitigation work to minimize the impact of the discharge. The DNR has issued a notice of violation in connection with the discharge. This matter was resolved with the DNR in July 2022 through an administrative consent order and damages of $10,000 were assessed.

In April 2022, two separate incidents occurred at two of the anaerobic digesters that are part of NW Iowa RNG that resulted in the accidental discharge of very small amounts of water and manure into the environment. The DNR has issued notices of violation in connection with the two discharges.

There is a possibility that the DNR will initiate an enforcement action with respect to the April 2022 discharges described above that could result in a monetary sanction being levied against Gevo for the accidental discharges. We do not believe that any such monetary sanctions would be material.

Item 1A. Risk Factors.

You should carefully consider the risk factors discussed in Part I, Item 1A. “Risk Factors” in our 2021 Annual Report, which could materially affect our business, financial condition, cash flows or future results. There have been no material changes in our risk factors included in our Annual Report. The risk factors in our 2021 Annual Report are not the only risks facing our company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or future results.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Purchases of equity securities by the issuer:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs
April 1 - April 30, 2022	11,135	$ 4.58	—	—
May 1 - May 30, 2022	1,081	$ 4.02	—	—
June 1 - June 30, 2022	2,299	$ 3.14	—	—
Total	14,515	$ 3.91	—	—

Represents shares withheld from employees to cover tax withholding obligations upon the vesting of restricted stock awards. The average prices listed in the above table are averages of the fair market prices at which we valued shares withheld for purposes of calculating the number of shares to be withheld.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not Applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

The exhibits listed below are filed or furnished as part of this report.

Exhibit Number	Description	Previously Filed Form	File No.	Filing Date	Exhibit	Filed Herewith
3.1	Amended and Restated Certificate of Incorporation of Gevo, Inc.	10-K	001-35073	February 24, 2022	3.1	
3.2	Second Amended and Restated Bylaws of Gevo, Inc.	8-K	001-35073	November 24, 2021	3.1	
4.1	Form of Gevo, Inc. Common Stock Certificate.	S-1	333-168792	January 19, 2011	4.1	
4.2	Form of Series 2020-A Warrant to Purchase Common Stock.	8-K	001-35073	July 8, 2020	4.1	
4.3	Form of Series 2022-A Warrant	8-K	001-35073	June 8, 2022	4.1	
10.1	Form of Securities Purchase Agreement	8-K	001-35073	June 8, 2022	10.1	
10.2+	First Amended and Restated Transaction Confirmation, by and between Gevo NW Iowa RNG, LLC BP Canada Energy Marketing Corp, and BP Products North America Inc.					X
10.3+	Fuel Sales Agreement, dated July 18, 2022, by and between Gevo, Inc. and American Airlines, Inc.	8-K	001-35073	July 22, 2022	10.1	
31.1	Section 302 Certification of the Principal Executive Officer.					X
31.2	Section 302 Certification of the Principal Financial Officer.					X
32.1	Section 906 Certification of the Principal Executive Officer and Principal Financial Officer.**					**
101.INS	Inline XBRL Instance Document (the Instance Document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)					X
101.SCH	Inline XBRL Taxonomy Extension Schema					X
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase					X
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase					X
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase					X

Exhibit Number	Description	Previously Filed				Filed Herewith
		Form	File No.	Filing Date	Exhibit	
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase					X
104	Cover Page Interactive Data File (embedded within the Inline XBRL document and contained in Exhibit 101)					X

+ Certain portions of the exhibit have been omitted pursuant to Rule 601(b)(10) of Regulation S-K. The omitted information is not material and is the type of information that the registrant treats as private or confidential.

** Furnished herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Gevo, Inc.
(REGISTRANT)

By: /s/ Alisher Nurmat

Alisher Nurmat, CPA
Vice President and Controller
(Principal Accounting Officer)

Date: August 8, 2022

Exhibit 10.2

CERTAIN CONFIDENTIAL INFORMATION, IDENTIFIED BY BRACKETED ASTERISKS "[*****]", HAS BEEN OMITTED FROM THIS EXHIBIT BECAUSE IT IS BOTH (I) NOT MATERIAL AND (II) WOULD BE COMPETITIVELY HARMFUL IF PUBLICLY DISCLOSED.

bp

FIRST AMENDED AND RESTATED TRANSACTION CONFIRMATION

Date: June 10, 2022
Contract: 27853
Confirmation Number: 16471870

(A) The parties hereto entered into a Transaction Confirmation dated August 2, 2021 pursuant to which, among other things, Seller agreed to sell biogas with green attributes associated therewith to Buyer **("Original Transaction Confirmation")**;

(B) The parties hereto wish to make certain amendments to the Original Transaction Confirmation by way of an amendment and restatement of the Original Transaction Confirmation reflecting such amendments;

NOW THEREFORE, in consideration of the mutual covenants, terms and conditions set forth herein, and for other good and valuable consideration, the receipt of which are hereby acknowledged, the parties agree as follows:

This First Amended and Restated Transaction Confirmation **("this Transaction Confirmation")** is subject to the Base Contract for Sale and Purchase of Natural Gas, including the Special Provisions and Biogas Addendum thereto (the "**Base Contract**"), by and between Buyer and Seller and dated July 22, 2021. The terms of this Transaction Confirmation are binding. Capitalized terms not otherwise defined in this Transaction Confirmation shall have the meaning given in the Base Contract or the Biogas Addendum. For purposes of this Transaction Confirmation, "Gas" as used in the Base Contract shall also include Biogas.

BUYER:
BP Canada Energy Marketing Corp.
30 S Wacker
Chicago, IL 60606

Attn: John Armstrong Phone:
801-939-9159

Base Contract No.: 27853
Transporter: __ Transporter Contract Number: __

SELLER:
Gevo NW Iowa RNG, LLC
345 Inverness Drive South, Building C Suite 310
Englewood, CO 80112

Attn: Tim Cesarek Phone:
832-314-5677
Base Contract No.
Transporter: __ Transporter Contract Number: __

BUYER'S AFFILIATE:
BP Products North America Inc. 30 S.
Wacker Drive, Suite 900
Chicago, IL 60606

Attn: GOA Legal
Email: GOALegalNotices@bp.com

I. Commercial Terms

1. Contract Price

(a) The Contract Price is equal to the sum of the Biogas Value, plus the RIN Value, plus the LCFS Value. The Contract Price is payment for the Biogas and the Seller's proportion of RINs and the Seller's proportion of LCFS Credits (if any were generated from the Biogas hereunder) generated from the sale of the Biogas sold hereunder to Buyer and ultimately sold to a Vehicle Fuel Producer by Buyer or Buyer's Affiliate.

In the event that any RINs generated from the Biogas are not Q-RIN, then a [*****] discount ("**Non-QAP Discount**") shall be applied to the RIN Price applicable to such RINs.

(b) **Biogas Value.**

(i) The "**Biogas Value**" is the product of the Biogas Price on any Day that Biogas is delivered to Buyer multiplied by the portion of the Biogas Quantity delivered on such Day, measured in MMBtus. The Biogas Value is paid by the Buyer.

(ii) The "**Biogas Price**" means [*****].

(a) **RIN Value.**

(iii) The "**RIN Value**" shall be paid by Buyer's Affiliate and is calculated by multiplying the RIN Price (including any Non-QAP Discount, if applicable) by the RIN Quantity.

(iv)The "**RIN Price**" shall be determined as follows:

(1) If the [*****] has been Validated (as defined in clause (3) below), then the RIN Price shall be the average of the [*****] for the applicable Month of Biogas delivery.

(2) If the [*****] has not been Validated, then the RIN Price shall be the volume-weighted average cash price realized by Buyer's Affiliate from the sale of its Portfolio D3 RINs within the applicable Month of Biogas delivery and Buyer's Affiliate shall use commercially reasonable efforts to maximize the value of the D3 cellulosic RINs by selling such RINs to an unaffiliated third party or by purchasing such RINs directly from the Seller. If Buyer does not sell all of the RINs, then the RIN Price for the unsold portion shall be the greater of:

(A) [*****] of the average [*****] (non-Validated) for the applicable Month of Biogas delivery, and

(B) the average [*****] for the applicable Month of Biogas delivery (non- Validated).

(1) **Validation.** With respect to an applicable Month of Biogas delivery, the [*****] shall be considered validated ("**Validated**") for the current-year vintage RIN if the D3 cellulosic RIN has traded, as supported by a published [*****], for any ten (10) Business Days in the twenty (20) consecutive Business Day period that immediately precedes the Advance Notice Deadline applicable to such month. Once the [*****] has been Validated, it shall remain Validated for the RINs generated in the then-current vintage year for a three-month period, starting with the month following Validation (*See* Exhibit B for an example).

(2) **RIN Market and Trades.** For the avoidance of doubt, Seller acknowledges and agrees that (i) the market for RINs may lack liquidity, (ii) Buyer's Affiliate shall at all times retain control over the evaluation of potential sales of RINs and the ultimate sale of RINs into the market, and (iii) Seller shall have no right to participate in or direct the sales of RINs.

(3) **Seller Election to Generate and Retain RINs In-Kind**. In lieu of receiving the RIN Value as a financial element in the Contract Price, Seller may elect by the Advanced Notice Deadline to retain one hundred percent (100%) of its RINs in-kind for each Biogas delivery Month. If Seller makes such election, then Seller must retain its entire [*****] share of RINs for Biogas allocated to Vehicle Fuel Producer(s) and shall establish and manage its EMTS Account required for such RINs. Seller shall not have the right to present any RINs that it retains in-kind to Buyer for monetization at will. Any arrangement in which Buyer monetizes such RINs for Seller shall be a separate negotiated transaction that is not included under this Transaction Confirmation.

(c) **LCFS Value.**

(v) The "**LCFS Value**" shall be paid by Buyer's Affiliate and is calculated by summing all the LCFS Monthly Values for the Calendar Quarter in which Biogas was delivered to the Buyer (each such Month, a "**Delivery Month**").

(vi) The "**LCFS Monthly Value**" is calculated by multiplying the average LCFS Price for the Delivery Month by the LCFS Quantity for the Delivery Month.

(vii) The "**LCFS Price**" for the applicable Month means (i) for Biogas delivered to California, the [*****], and/or (ii) for Biogas delivered to Oregon, the [*****] (if the [*****] is not published, then the [*****]).

(viii) **Seller Election to Generate and Retain LCFS Credits In-Kind**. In lieu of receiving the LCFS Value as a financial element in the Contract Price, Seller may elect by the Advanced Notice Deadline to retain one hundred percent (100%) of its LCFS Credits in-kind for each Biogas delivery Month. If Seller makes such election, then Seller must retain its entire share of LCFS Credits for Biogas allocated to Vehicle Fuel Producer(s) inside the state of California and shall establish and manage its LRT Account required for such LCFS Credits. Seller shall not have the right to present any LCFS Credits that it retains in-kind to Buyer for monetization at will. Any arrangement in which Buyer monetizes such LCFS Credits for Seller shall be a separate negotiated transaction that is not included under this Transaction Confirmation.

(ix) **CARB CI Review.** In respect of any Biogas for which the LCFS Value is payable hereunder, the Parties acknowledge that CARB may conduct a review to compare CARB's temporary, provision or certified carbon intensity of the Biogas ("Pre-Approved CI") against the actual carbon intensity ("Actual CI"), which could result in a finding by CARB that the Actual CI for CARB's review period ("Review Period") is worse than the Pre-Approved CI, in which case Buyer or Buyer's Affiliate could be responsible, directly or indirectly, to retire LCFS Credits issued on the basis of the Pre-Approved CI. Accordingly, despite any provision to the contrary herein, the LCFS Value payable shall be calculated based on the lower of: (a) the number of LCFS Credits generated and transferred to Buyer's Affiliate's account using the Pre-Approved CI during the applicable Calendar Quarter; and (b) the number of LCFS Credits the Biogas would be eligible to generate using the carbon intensity as estimated by the consultant of Buyer or Buyer's Affiliate during the applicable Calendar Quarter. Seller shall cooperate with Buyer's Affiliate and provide all data and information to assist with the estimation of the carbon intensity by such consultant.

Once CARB has determined the Actual CI, Buyer's Affiliate shall calculate the Seller's portion of the number of LCFS Credits associated with the Biogas purchased during the Review Period that would have been eligible to be generated based on the Actual CI **("Actual LCFS Quantity")** and: (a) if the Actual LCFS Quantity is lower than Seller's portion of the number of LCFS Credits determined for the Review Period under the paragraph above **("Paid LCFS Quantity"),** then Buyer or Buyer's Affiliate shall have the right to the difference between the Actual LCFS Quantity and the Paid LCFS Quantity, then multiplied by the True- Up Price **("True-Up Value")**. At Buyer's option, the True-Up Value will be (i) netted against any future payables to the Seller or (ii) paid by Seller to Buyer or Buyer's Affiliate within five (5) Business Days after receipt of invoice for same; and (b) if the Actual LCFS Quantity is greater than the Paid LCFS Quantity, then Buyer or Buyer's Affiliate shall pay Seller the True-Up Value within five (5) Business Days after receipt of invoice for same. **"True-Up Price"** means the average of the daily midpoints of the LCFS Credit daily prices published by [*****] (or any successor thereto) for the twenty (20) Business Days following Buyer's Affiliate receipt of notice from CARB of the Actual CI

2. <u>Delivery Period:</u>

(d) <u>Biogas Daily Delivery (the "**Delivery Period**")</u>

Begin Date: Later of COD or January 1, 2022
End Date: The last day of the 120th Month following Begin Date

(e) <u>RIN Monthly Delivery</u> - One Month after the Biogas delivery Month

(f) <u>LCFS Quarterly Delivery</u> - One Calendar Quarter after the Calendar Quarter in which Biogas was delivered.

3. <u>Contract Quantity and Performance Obligation:</u>

(g) <u>Biogas Quantity</u>

(x) On each Day of the Delivery Period, Seller shall sell and deliver, and Buyer shall purchase and receive, at the Delivery Point on a Firm basis, **one hundred percent (100%)** of the Biogas produced by Seller at the facility, but no more than [*****] **MMBtu/Day ("Maximum Daily Quantity")**, determined as an average daily amount calculated on a delivery Month basis, subject to the following:

(1) From the start of the second Contract Year, Seller shall have a Firm obligation to deliver no less than [*****] **MMBtu/Day ("Minimum Daily Quantity")**, determined as an average daily amount

calculated on a delivery Month basis. If Seller fails to deliver the Minimum Daily Quantity in any Month, Seller shall deliver the shortfall of the Minimum Daily Quantity within the following three Months. If Seller fails to deliver the shortfall within such period, then Seller shall pay Buyer an amount equal to Buyer's share of the RINs and LCFS Credits reflected in the Contract Price for the Month in which the shortfall occurred, and

(2) In respect of the delivery Month of May 2025 and every Month thereafter, as long as Seller meets its Minimum Daily Quantity delivery obligation, Seller may elect to retain either the Biogas (for the avoidance of doubt, inclusive of the Green Attributes associated therewith) or only the Green Attributes associated with the Biogas PROVIDED THAT Seller provides written notice of such election prior to the seventh (7th) last Business Day in the calendar month prior to the relevant Month.

(h) <u>RIN Quantity</u>

The "**RIN Quantity**" shall be [*****] of the RINs generated from the Biogas Quantity delivered to a VFP, provided that if a Downstream Distressed Event occurs, the RIN Quantity in respect of Biogas Quantities affected by such Downstream Distressed Event and sold pursuant to another Vehicle Fuel Producer Biogas Contract shall be [*****] and, provided, further, (i) Buyer shall use commercially reasonable efforts to minimize the amount of such Biogas Quantities that are sold pursuant to another Vehicle Fuel Producer Biogas Contract and (ii) in no event shall the amount of such Biogas Quantities that are subject to the lower RIN Quantity of [*****] exceed the proportion that (A) the total amount of Biogas Quantity sold to Buyer by Seller that is subject to such Downstream Distressed Event bears to (B) the total amount of Biogas purchased by Buyer from all suppliers (including Seller) during such Downstream Distressed Event. The conversion factor for determining the quantity of RINs generated for the quantity of Biogas delivered is [*****] RINs for every 1 MMBtu of Biogas ([*****] RINs/1MMBtu), or as otherwise specified by the EPA.

(i) <u>LCFS Quantity</u>

The "**LCFS Quantity**" shall be [*****] of the LCFS Credits generated from the Biogas Quantity delivered to a VFP in California or Oregon based on a weighted average Carbon Intensity of [*****], provided that if a Downstream Distressed Event occurs, the LCFS Quantity in respect of Biogas Quantities affected by such Downstream Distressed Event and sold pursuant to another Vehicle Fuel Producer Biogas Contract shall be [*****] and, provided, further, (i) Buyer shall use commercially reasonable efforts to minimize the amount of such Biogas Quantities that are sold pursuant to another Vehicle Fuel Producer Biogas Contract and (ii) in no event shall the amount of such Biogas Quantities that are subject to the lower LCFS Quantity of [*****] exceed the proportion that (A) the total amount of Biogas Quantity sold to Buyer by Seller that is subject to such Downstream Distressed Event bears to (B) the total amount of Biogas purchased by Buyer from all suppliers (including Seller) during such Downstream Distressed Event. In the event the actual weighted average carbon intensity of the Biogas is not [*****], the LCFS Quantity shall be adjusted by [*****] for every carbon intensity increase or decrease of [*****]. For example, if the actual carbon intensity is [*****], then the LCFS Quantity shall be adjusted to [*****]. If the actual carbon intensity is [*****], then the LCFS Quantity shall be adjusted to [*****].

(j) Throughout the Delivery Period, Seller shall have an obligation to certify on a periodic schedule as required (i) by the EPA, that the Biogas quantities delivered to Buyer qualify for the creation of RINs under the EPA RFS when used as a Vehicle Fuel and (ii) by the LCFS, that the Biogas quantities delivered to Buyer qualify for the creation of LCFS Credits under the LCFS when used as a Vehicle Fuel.

(k) Throughout the Delivery Period, Buyer shall have an obligation to sell and deliver Biogas purchased under this Transaction Confirmation to a VFP using an EPA-approved pathway that converts all of such Biogas to a Vehicle Fuel in the Biogas delivery Month, all in accordance with the EPA RFS and, if applicable, the LCFS, up to the Biogas Quantity. As needed, Buyer may update the list of VFP in Exhibit A by sending Seller a notification via email. In such event, Seller shall update the VFP registrations with the respective Green Attribute Regulator(s), and Buyer shall assist Seller with such registration.

(l) For purposes of this Transaction Confirmation, a "Downstream Distressed Event" has occurred when (i) a Vehicle Fuel Producer is in default under a Vehicle Fuel Producer Biogas Contract due to the bankruptcy or other insolvency event of the Vehicle Fuel Producer and (A) such contract terminates based solely on such default and (B) Buyer has no other Vehicle Fuel Producer Biogas Contract pursuant to which it can deliver the affected Biogas and (ii) Buyer cannot enter into a replacement contract on similar or better terms than the terminated Vehicle Fuel Producer Biogas Contract.

4. <u>Delivery Point:</u>

The Delivery Point shall be [*****]

II. Special Conditions

1. **Definitions.**

"**Biogas Price**" has the meaning set forth in the Contract Price section above. "**Buyer's Affiliate**"

means BP Products North America Inc.

"**COD**" or "**Commercial Operation Date**" shall mean the date that Seller confirms that the facility is completed such that it is capable of producing Biogas and injecting it into a Commercial Distribution System.

"**LCFS Price**" has the meaning set forth in in Section I.1.(d)(ii) above.

"**Non-QAP Discount**" has the meaning set forth in the Contract Price section above.

"**Portfolio D3 RINs**" means the D3 RINs in Buyer's Affiliate's trading portfolio, other than those excluded in accordance with the next sentence. Buyer's Affiliate may exclude D3 RINs where they may, in Buyer's Affiliate's good faith opinion, have unrepresentative prices, including: (i) D3 RINs where Buyer's Affiliate acts as marketing agent for a seller who has the right to designate the purchasers; or (ii) RINs for which there are good faith invalidity concerns or other reasons to deem their prices unrepresentative.

"**PTD**" means a product transfer document, as set forth in the applicable Green Attribute Program.

"**Q-RIN**" means a RIN verified by a registered independent third-party auditor using a QAP that has been approved under 40 C.F.R. § 80.1469(c) following the audit process described in 40 C.F.R. § 80.1472.

"**Quality Assurance Plan**" or "**QAP**" means the list of elements that an independent third-party auditor will check to verify that the RINs generated by a renewable fuel producer or importer are valid pursuant to § 40 C.F.R. 80.1469.

"**RIN Price**" has the meaning set forth in Section I.1.(c)(ii) above. "**Validated**" has the

meaning set forth in Section I.1.(c)(ii)(3) above.

"**Vehicle Fuel Producer**" or "**VFP**" means a Vehicle Fuel Producer identified on Exhibit A.

2. **Representations by Both Parties.** Each of the parties to this Transaction Confirmation represents and warrants that, as of the date of this Transaction Confirmation specified above:

   (a) It has full and complete authority to enter into and perform this Transaction Confirmation;

   (b) The person who executes this Transaction Confirmation on its behalf has full and complete authority to do so and is empowered to bind it thereby; and

   (c) It is not insolvent and has not sought protection from its creditors under the United States Bankruptcy Code, or under any similar laws.

3. **Buyer Representations.** Buyer and Buyer's Affiliate represent and warrant to Seller as of the execution date of this Transaction Confirmation that and on each Day during the Delivery Period that:

   (a) The VFPs have entered into Biogas Contracts with Buyer;

   (b) Neither Buyer nor Buyer's Affiliate has taken any action that would invalidate Green Attributes that would otherwise be valid and in material compliance with all applicable laws and regulations;

   (c) The Biogas delivered to Buyer will be used as Vehicle Fuel to the extent possible;

   (d) The Biogas delivered to Buyer will be delivered to a Vehicle Fuel Producer in California for the subsequent generation of RINs and LCFS Credits throughout the Delivery Period as long as such programs exist, subject to the provisions of the Base Contract, Biogas Addendum, and this Transaction Confirmation that excuse Buyer's performance hereunder (including, for the avoidance of doubt, Seller Force Majeure Events or Buyer Force Majeure Events, Regulatory Cessation, Regulatory Events, or an Illegality). Any failure by Buyer to satisfy the above warranty shall not be an

Event of Default hereunder and the sole and exclusive remedy available to Seller in the event of such failure is the payment by Buyer of the RIN Value or LCFS Value, as applicable, that would have otherwise been generated had Buyer satisfied the warranty stated in this Section II.3(c); and

(e) As of the execution date hereof, Buyer's VFPs meet the eligibility standards for registration under the applicable Green Attribute Program, including the EPA RFS, and, in the case of VFPs in California, under LCFS.

4. **Seller Representations.** Seller represents and warrants to Buyer and Buyer's Affiliate as of the execution date of the Transaction Confirmation and on each Day during the Delivery Period that:

(a) The Biogas Supply Source meets the eligibility standards for Registration of the Green Attributes Program, including under the EPA RFS;

(b) Seller shall not sell, trade, remarket, give away, claim, or otherwise sell separately the Green Attributes from the Biogas supply source; and

(c) the Biogas delivered to Buyer shall have been processed to meet applicable pipeline quality specifications and injected into a Commercial Distribution System connected to the Delivery Points in accordance with the requirements of the applicable Green Attribute Program, including EPA RFS or LCFS.

5. **Vehicle Fuel Producers.** VFPs are those listed on Exhibit A. In the event that Buyer needs to sell Biogas purchased under this Transaction Confirmation to other VFPs not cited in Exhibit A in order to meet its purchase obligations under this Transaction Confirmation, Buyer shall send an updated Exhibit A to Seller listing the additional VFPs, which may be sent by email. Within seven (7) Business Days of acceptance, Seller shall update the VFP registrations with the respective Green Attribute Regulator(s).

6. **Credit Support. For purposes of this Transaction Confirmation,** Seller shall have no obligation to provide credit support or security in support of its obligations hereunder. Buyer shall provide a parent company guaranty in favor of Gevo in support of its obligations hereunder.

7. **Third Party Verification Support Requirement.** Buyer may terminate this Transaction Confirmation if Seller, not later than thirty (30) Days following the date of this Transaction Confirmation specified above, does not execute a contract to work with Weaver or EcoEngineers to provide all necessary information required for registration with the EPA under the EPA RFS with regard to Q-RINs for RIN generation and allocation or if Seller terminates such contract with Weaver or EcoEngineers during the Delivery Period. If the Seller opts to generate RINs before receiving Q-RIN status, or if Seller failed to receive Q-RIN status or terminates the contract with Weaver or EcoEngineers (or some other service provider acceptable to Buyer in its sole discretion), then the Non-QAP Discount shall be applied to the RIN Price until such time as the Seller receives Q-RIN status.

8. **EPA and CARB Registration Cost**.

(f) **Renewable Fuel Standard Registration Cost.** Seller and Buyer's Affiliate will share equally all initial costs associated with Registration of the production facilities and fuel pathways in line with EPA requirements to provide RINs and for registration under the QAP. Seller will cooperate with Buyer's Affiliate and provide all necessary information required to complete registration. Seller shall be responsible for any ongoing reporting and costs associated with integrity and compliance of the pathway, including QAP costs in Special Condition 7 above (Third Party Verification Support Requirement).

(g) **Low Carbon Fuel Standard Registration Cost.** Buyer's Affiliate will pay all initial costs associated with registration of the production facilities and fuel pathways in line with CARB requirements to generate LCFS Credits. Seller will cooperate with Buyer's Affiliate and provide all necessary information required to complete registration. Seller shall be responsible for any ongoing reporting and costs associated with integrity and compliance of the pathway.

9. **Alternate Green Attribute Programs.** Notwithstanding Section 3.6 of the Base Contract, if the Biogas, Green Attributes, RINs or LCFS Credits become eligible under another Green Attribute Program, Buyer shall have the option, exercisable at its sole discretion, to redirect the Biogas, Green Attributes, RINs or LCFS Credits to such program for the remainder of the Delivery Period.

If such option is exercised by Buyer, then:

(d) Any additional value (net of costs incurred as a result of redirection, including costs associated with Sections 9(b) and (c) below) achieved over the Contract Price as a result of the redirection to an alternative Green Attribute Program shall be shared equally between Buyer and Seller.

(e) Seller shall comply with all reasonable requests from Buyer or Buyer's Affiliate to complete regulatory documentation necessary for such redirection, which includes, but is not limited to, any affidavits, reporting or attestations, and any other documentation required to certify that production and the transportation of the Biogas from its point of production to the Delivery Point is compliant with the transportation routing or pathing requirements of the Green Attribute Program; and

(f) Seller shall comply on an ongoing basis with all requirements of such Green Attribute Program, including completion of any regulatory documentation, which includes, but is not limited to, any affidavits, reporting or attestations, and any other documentation required to certify that production and the transportation of the Biogas from its point of production to the Delivery Point is compliant with the transportation routing or pathing requirements of the Green Attribute Program, provided that the foregoing shall not require Seller to incur any capital expenditures.

10. **CARB LCFS Regulated Entity Status**. Pursuant to Section 95483 of the California LCFS, Seller hereby transfers to Buyer, and Buyer hereby accepts from Seller, the LCFS compliance obligation as the regulated entity with respect to all Biogas sold by Seller to Buyer; provided that, in the event the Biogas sold and delivered to Buyer is not in compliance with all pathway requirements of the California LCFS, including the certified CI, as it relates to the Biogas production process, Seller shall remain the regulated entity with respect to such Biogas and indemnify Buyer for any and all claims, fines or penalties that Buyer may incur as a result of such Biogas being non-compliant, to the extent that the non-compliance of such Biogas is not as a result of the actions or inactions of Buyer nor Buyer's Affiliate. In addition, in order to make such transfer effective as required under Section 95483 of the California LCFS, Seller shall provide Buyer with a PTD which shall prominently states: (i) the volume and average CI of the transferred fuel; and (ii) that Buyer is the regulated entity for the acquired fuel and, accordingly, is responsible for meeting the requirements of the California LCFS with respect to the fuel.

11. **Storage Cost**. Buyer and Seller shall share equally in any and all storage costs incurred by either Party during: (i) the period beginning on the date that the facility achieves COD and the date that the EPA approves the applicable RFS pathway and (ii) the period of time during any Downstream Distressed Event, it being understood and agreed that the purpose of such storage is to preserve any Green Attributes during such period.

12. **Regulatory Cessation**. Upon the occurrence of a Regulatory Cessation, then Buyer and Seller shall work together in good faith to deliver the Biogas and Green Attributes into another market with the goal that it will be delivered into the highest value market that is commercially practicable. For the purposes of this Transaction Confirmation, the term "**Regulatory Cessation**" shall mean any of the following: [*****]. If Buyer and Seller are unable to agree on the renegotiated Delivery Period or Contract Price within sixty (60) days from the date that a Party initiated such renegotiation, then either Party shall have the right to terminate this Transaction Confirmation and no Party shall have any further right or obligation hereunder (except for such rights or obligations that arose prior to the date of such Regulatory Cessation). For the avoidance of doubt, [*****]. Any termination under this Section 12 shall be conducted as though the Parties had selected "Early Termination Damages Do Not Apply" under Section 10.3 of the Base Contract.

13. **Termination Rights**.

(h) In the event that Seller does not produce and deliver Biogas to Buyer from facility by December 31, 2022, either party shall have the right to terminate this Transaction Confirmation upon at least thirty (30) days' prior written notice to the other party.

(i) If within thirty-six (36) Months of the date hereof Seller elects to refinance those certain Solid Waste Facility Revenue Bonds (Gevo NW Iowa RNG, LLC Renewable Natural Gas Project), Series 2021 (Green Bonds), issued by the Iowa Finance Authority on April 15, 2021 and the inclusion of Section 3.5 (Regulatory Event) of the Special Provisions to the Contract prevents Seller from obtaining such refinancing, then Seller will notify Buyer. If after thirty (30) Days from receipt of such notice Buyer, Buyer's Affiliate and Seller are not able to reform Section 3.5 of the Special Provisions in such a way as to allow Seller to obtain its refinancing, Seller may terminate this Transaction Confirmation on written notice to Buyer.

Any such termination under this Section 13 shall be conducted as though the parties had selected "Early Termination Damages Do Not Apply" under Section 10.3 of the Base Contract.

[**Signature Page Follows**]

Please confirm the foregoing correctly sets forth the terms of our agreement with respect to this transaction by signing in the space provided below and returning a copy of the executed Transaction Confirmation by faxing it to (281) 227-8470.

BP Canada Energy Marketing Corp.

By: /s/ John Armstrong
Name: John Armstrong
Title: Attorney-in-Fact
Date: June 10, 2022

Gevo NW Iowa RNG, LLC

By: /s/ Timothy Cesarek
Name: Timothy Cesarek
Title: Chief Commercial Officer
Date: 06/10/22

BP Products North America Inc.

By: /s/ Sean Reavis
Name: Sean Reavis
Title: Attorney-in-Fact
Date: June 10, 2022

<u>Exhibit A</u> Vehicle Fuel Producers

Vehicle Fuel Producers:	Location:
[*****]	[*****]

Exhibit B
Validation Example

The following example is intended to explain how the RIN Price is Validated, as described in Section 1.(c)(ii)(3) of the Contract Price section.

Biogas Delivery Month	Vintage 2016 D3 RINs # of Trades	Vintage 2017 D3 RINs # of Trades	[*****] for Vintage 2016	[*****] for Vintage 2017	Vintage 2016 D3 RIN BP Sale Volume/Price	Vintage 2017 D3 RIN BP Sale Vol/Price
June 2016	[*****]	[*****]	[*****]	[*****]	[*****]	[*****]
July 2016	[*****]	[*****]	[*****]	[*****]	[*****]	[*****]
August 2016	[*****]	[*****]	[*****]	[*****]	[*****]	[*****]
September 2016	[*****]	[*****]	[*****]	[*****]	[*****]	[*****]
October 2016	[*****]	[*****]	[*****]	[*****]	[*****]	[*****]
November 2016	[*****]	[*****]	[*****]	[*****]	[*****]	[*****]
December 2016	[*****]	[*****]	[*****]	[*****]	[*****]	[*****]
January 2017	[*****]	[*****]	[*****]	[*****]	[*****]	[*****]
February 2017	[*****]	[*****]	[*****]	[*****]	[*****]	[*****]
March 2017	[*****]	[*****]	[*****]	[*****]	[*****]	[*****]
April 2017		[*****]		[*****]		
May 2017		[*****]		[*****]		

1) For the September 2016 Biogas delivery Month, [*****] D3 RINs were generated.

   a) Validation was not achieved in any of the three Months prior because there were only 8 days of trading as opposed to the required 10 Days. Therefore, to price the September 2016 RINs, you must follow Section 1(c)(ii)(2) of the Contract Price section.

   b) The 2nd price tier would value[*****] D3 RINs at the actual sold price of $[*****] per RIN.

   c) The remaining [*****] D3 RINs would be priced at the greater of [*****] of the [*****] ([*****] per RIN) and the [*****] (which for the sake of this example will be $[*****]/RIN). So, the [*****] D3 RINs are priced at $[*****].

   d) Thus, on a weighted-average basis, the RIN Price for September 2016 is $[*****] per RIN.

2) For the Months of October 2016, November 2016, and December 2016, the [*****] has been Validated based on the fact that there were 12 trades during the 20 Business Days prior to the Advance Notice Deadline. Therefore, the price of 2016 D3 RINs for October, would be $[*****], for November would be $[*****] and for December would be $[*****].

3) For January 2017 Biogas delivery Month, [*****] D3 RINS were generated.

   a) The price needs to be Validated for 2017 RINs. Validation was not achieved in any of the three Months prior to January because there were only 5 days of trading as opposed to the required 10 Days. The 10 trading days for vintage 2016 do not validate a vintage 2017 [*****]. Therefore, to price the January 2017 RINs, you must follow Section 1(c)(ii) of the Contract Price section.

   b) The RIN price would be $[*****] based on BP's actual sales of vintage 2017 RINs during the Month of January 2017.

4) For February 2017 Biogas delivery Month, [*****] D3 RINs were generated.

   e) Validation was not achieved in any of the three Months prior to February because the month with the most trades was still below the required 10 Days. Therefore, to price the February 2017 RINs, you must follow Section 1(c)(ii) of the Contract Price section.

   f) The RIN price would be $[*****] based on BP's actual sales of vintage 2017 RINs during the Month of February 2017.

5) For the months of March 2017, April, 2017 and May 2017, the [*****] has been Validated based on the fact that there were 10 trades during the 20 Business Days prior to the Advance Notice Deadline. Therefore, the price of 2017 D3 RINs for March, would be $[*****], for April would be $[*****], and for May would be $[*****].

Exhibit 31.1

CERTIFICATIONS

I, Patrick R. Gruber, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Gevo, Inc. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: August 8, 2022

/s/ Patrick R. Gruber

Patrick R. Gruber
Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATIONS

I, L. Lynn Smull, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Gevo, Inc. (the “Registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: August 8, 2022

/s/ L. Lynn Smull

L. Lynn Smull
Chief Financial Officer
(Principal Accounting Officer)

Exhibit 32.1

**CERTIFICATIONS PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)**

I, Patrick R. Gruber, Chief Executive Officer of Gevo, Inc. (the "Company"), and I, L. Lynn Smull, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Quarterly Report on Form 10-Q of the Company for the quarter ended June 30, 2022 (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the period covered by the Report.

Date: August 8, 2022

/s/ Patrick R. Gruber

Patrick R. Gruber
Chief Executive Officer
(Principal Executive Officer)

/s/ L. Lynn Smull

L. Lynn Smull
Chief Financial Officer
(Principal Accounting Officer)