

ORMAT TECHNOLOGIES, INC.

Form 10-Q

November 06, 2008

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**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 September 30, 2008**
- or**
- ☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**  
**For the transition period from            to**

**Commission file number: 001-32347**

**ORMAT TECHNOLOGIES, INC.**  
*(Exact name of registrant as specified in its charter)*

**DELAWARE**  
*(State or other jurisdiction of  
incorporation or organization)*

**88-0326081**  
*(I.R.S. Employer  
Identification Number)*

**6225 Neil Road, Reno, Nevada 89511-1136**  
*(Address of principal executive offices)*

**Registrant's telephone number, including area code:**  
**(775) 356-9029**

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 is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐ Smaller reporting company ☐  
(Do not check if a smaller reporting company)

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 the date of this filing, the number of outstanding shares of common stock of Ormat Technologies, Inc. is 45,342,670 par value \$0.001 per share.

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**ORMAT TECHNOLOGIES, INC**

**FORM 10-Q  
FOR THE QUARTER ENDED SEPTEMBER30, 2008**

**PART I UNAUDITED FINANCIAL INFORMATION**

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EX-32.1: CERTIFICATION

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**Certain Definitions**

*Unless the context otherwise requires, all references in this quarterly report to Ormat , the Company , we , us , our company , Ormat Technologies or our refer to Ormat Technologies, Inc. and its consolidated subsidiaries.*

Table of Contents**PART I UNAUDITED FINANCIAL INFORMATION****ITEM 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****ORMAT TECHNOLOGIES, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS****Unaudited**

|                                                                             | September 30,<br>2008 | December 31,<br>2007 |
|-----------------------------------------------------------------------------|-----------------------|----------------------|
|                                                                             | (In thousands)        |                      |
| ASSETS                                                                      |                       |                      |
| Current assets:                                                             |                       |                      |
| Cash and cash equivalents                                                   | \$ 38,143             | \$ 47,227            |
| Marketable securities                                                       |                       | 13,489               |
| Restricted cash, cash equivalents and marketable securities                 | 48,284                | 29,236               |
| Receivables:                                                                |                       |                      |
| Trade                                                                       | 68,600                | 46,519               |
| Related entity                                                              | 734                   | 385                  |
| Other                                                                       | 12,572                | 9,008                |
| Due from Parent                                                             | 1,276                 | 253                  |
| Inventories, net                                                            | 12,196                | 10,312               |
| Costs and estimated earnings in excess of billings on uncompleted contracts | 4,057                 | 3,608                |
| Deferred income taxes                                                       | 1,601                 | 1,732                |
| Prepaid expenses and other                                                  | 10,508                | 7,059                |
| Total current assets                                                        | 197,971               | 168,828              |
| Long-term marketable securities                                             | 2,848                 | 2,762                |
| Restricted cash, cash equivalents and marketable securities                 | 3,919                 | 5,605                |
| Unconsolidated investments                                                  | 29,916                | 30,560               |
| Deposits and other                                                          | 19,444                | 15,294               |
| Deferred income taxes                                                       | 11,932                | 12,427               |
| Property, plant and equipment, net                                          | 825,069               | 743,386              |
| Construction-in-process                                                     | 429,660               | 234,014              |
| Deferred financing and lease costs, net                                     | 13,034                | 14,044               |
| Intangible assets, net                                                      | 45,641                | 47,989               |
| Total assets                                                                | \$ 1,579,434          | \$ 1,274,909         |

**LIABILITIES AND STOCKHOLDERS EQUITY**

|                                                                             |            |           |
|-----------------------------------------------------------------------------|------------|-----------|
| Current liabilities:                                                        |            |           |
| Accounts payable and accrued expenses                                       | \$ 115,706 | \$ 75,836 |
| Billings in excess of costs and estimated earnings on uncompleted contracts | 21,371     | 4,818     |

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|                                                                                                                                                 |              |              |
|-------------------------------------------------------------------------------------------------------------------------------------------------|--------------|--------------|
| Current portion of long-term debt:                                                                                                              |              |              |
| Limited and non-recourse                                                                                                                        | 6,579        | 7,667        |
| Full recourse                                                                                                                                   |              | 1,000        |
| Senior secured notes (non-recourse)                                                                                                             | 21,655       | 25,475       |
| Due to Parent, including current portion of notes payable to Parent                                                                             | 32,652       | 31,695       |
| Total current liabilities                                                                                                                       | 197,963      | 146,491      |
| Long-term debt, net of current portion:                                                                                                         |              |              |
| Limited and non-recourse                                                                                                                        | 9,521        | 14,490       |
| Senior secured notes (non-recourse)                                                                                                             | 266,136      | 273,840      |
| Notes payable to Parent, net of current portion                                                                                                 | 9,600        | 26,200       |
| Deferred lease income                                                                                                                           | 74,774       | 76,198       |
| Deferred income taxes                                                                                                                           | 25,185       | 20,680       |
| Liability for unrecognized tax benefits                                                                                                         | 5,817        | 5,330        |
| Liabilities for severance pay                                                                                                                   | 19,104       | 15,201       |
| Asset retirement obligation                                                                                                                     | 14,429       | 13,014       |
| Total liabilities                                                                                                                               | 622,529      | 591,444      |
| Minority interest                                                                                                                               | 120,340      | 65,382       |
| Commitments and contingencies                                                                                                                   |              |              |
| Stockholders' equity:                                                                                                                           |              |              |
| Common stock, par value \$0.001 per share; 200,000,000 shares authorized; 45,342,670 and 41,530,071 shares issued and outstanding, respectively | 45           | 41           |
| Additional paid-in capital                                                                                                                      | 699,883      | 513,109      |
| Retained earnings                                                                                                                               | 135,037      | 103,545      |
| Accumulated other comprehensive income                                                                                                          | 1,600        | 1,388        |
| Total stockholders' equity                                                                                                                      | 836,565      | 618,083      |
| Total liabilities and stockholders' equity                                                                                                      | \$ 1,579,434 | \$ 1,274,909 |

The accompanying notes are an integral part of these condensed consolidated financial statements.

**Table of Contents****ORMAT TECHNOLOGIES, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND  
COMPREHENSIVE INCOME**

|                                                     | Three Months Ended                    |           | Nine Months Ended                     |           |
|-----------------------------------------------------|---------------------------------------|-----------|---------------------------------------|-----------|
|                                                     | September 30,                         |           | September 30,                         |           |
|                                                     | 2008                                  | 2007      | 2008                                  | 2007      |
|                                                     | (In thousands, except per share data) |           | (In thousands, except per share data) |           |
|                                                     | (Unaudited)                           |           |                                       |           |
| Revenues:                                           |                                       |           |                                       |           |
| Electricity:                                        |                                       |           |                                       |           |
| Energy and capacity                                 | \$ 27,731                             | \$ 23,081 | \$ 76,682                             | \$ 67,481 |
| Lease portion of energy and capacity                | 40,435                                | 37,654    | 111,434                               | 90,929    |
| Lease income                                        | 671                                   | 671       | 2,014                                 | 2,014     |
| Total electricity                                   | 68,837                                | 61,406    | 190,130                               | 160,424   |
| Products                                            | 30,889                                | 18,061    | 59,204                                | 64,842    |
| Total revenues                                      | 99,726                                | 79,467    | 249,334                               | 225,266   |
| Cost of revenues:                                   |                                       |           |                                       |           |
| Electricity:                                        |                                       |           |                                       |           |
| Energy and capacity                                 | 26,135                                | 17,184    | 69,085                                | 60,969    |
| Lease portion of energy and capacity                | 17,296                                | 16,960    | 51,907                                | 45,604    |
| Lease expense                                       | 1,311                                 | 1,311     | 3,932                                 | 3,932     |
| Total electricity                                   | 44,742                                | 35,455    | 124,924                               | 110,505   |
| Products                                            | 23,730                                | 15,046    | 47,484                                | 55,184    |
| Total cost of revenues                              | 68,472                                | 50,501    | 172,408                               | 165,689   |
| Gross margin                                        | 31,254                                | 28,966    | 76,926                                | 59,577    |
| Operating expenses:                                 |                                       |           |                                       |           |
| Research and development expenses                   | 1,894                                 | 952       | 3,375                                 | 2,717     |
| Selling and marketing expenses                      | 2,647                                 | 2,043     | 8,186                                 | 7,851     |
| General and administrative expenses                 | 7,587                                 | 4,979     | 19,539                                | 15,888    |
| Operating income                                    | 19,126                                | 20,992    | 45,826                                | 33,121    |
| Other income (expense):                             |                                       |           |                                       |           |
| Interest income                                     | 637                                   | 1,171     | 2,735                                 | 4,207     |
| Interest expense:                                   |                                       |           |                                       |           |
| Parent                                              | (790)                                 | (1,397)   | (2,790)                               | (4,544)   |
| Other                                               | (6,086)                               | (7,074)   | (18,488)                              | (21,119)  |
| Less amount capitalized                             | 6,017                                 | 1,487     | 13,949                                | 3,827     |
| Foreign currency translation and transaction losses | (1,028)                               | (96)      | (2,570)                               | (771)     |



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|                                                                                                             |           |           |           |           |
|-------------------------------------------------------------------------------------------------------------|-----------|-----------|-----------|-----------|
| Impairment of auction rate securities                                                                       | (2,045)   |           | (2,373)   |           |
| Other non-operating income (expense)                                                                        | (21)      | 247       | 328       | 595       |
| Income before income taxes, minority interest and equity in income of investees                             | 15,810    | 15,330    | 36,617    | 15,316    |
| Income tax provision                                                                                        | (3,187)   | (2,300)   | (7,871)   | (2,297)   |
| Minority interest                                                                                           | 2,916     | 1,280     | 8,071     | 1,585     |
| Equity in income of investees                                                                               | 372       | 1,452     | 1,319     | 3,864     |
| Net income                                                                                                  | 15,911    | 15,762    | 38,136    | 18,468    |
| Other comprehensive income, net of related taxes:                                                           |           |           |           |           |
| Amortization of unrealized gains in respect of derivative instruments designated for cash flow hedge        | (69)      | (81)      | (218)     | (245)     |
| Reclassification of unrealized losses on marketable securities available-for-sale to other income (expense) | 840       |           | 479       |           |
| Change in unrealized gains or losses on marketable securities available-for-sale                            |           | (5)       | (49)      | (49)      |
| Comprehensive income                                                                                        | \$ 16,682 | \$ 15,676 | \$ 38,348 | \$ 18,174 |
| Earnings per share basic and diluted                                                                        | \$ 0.35   | \$ 0.41   | \$ 0.87   | \$ 0.48   |
| Weighted average number of shares used in computation of earnings per share:                                |           |           |           |           |
| Basic                                                                                                       | 45,337    | 38,125    | 43,782    | 38,119    |
| Diluted                                                                                                     | 45,483    | 38,251    | 43,921    | 38,240    |
| Dividend per share declared                                                                                 | \$ 0.05   | \$ 0.05   | \$ 0.15   | \$ 0.17   |

The accompanying notes are in integral part of these condensed consolidated financial statements.

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## ORMAT TECHNOLOGIES, INC. AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

|                                                                                                                                               | Common<br>Shares | Stock<br>Amount | Additional<br>Paid-in<br>Capital<br>(In thousands, except per share data)<br>(Unaudited) | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income | Total      |
|-----------------------------------------------------------------------------------------------------------------------------------------------|------------------|-----------------|------------------------------------------------------------------------------------------|----------------------|-------------------------------------------------|------------|
| <b>Balance at December 31, 2007</b>                                                                                                           | 41,530           | \$ 41           | \$ 513,109                                                                               | \$ 103,545           | \$ 1,388                                        | \$ 618,083 |
| Stock-based compensation                                                                                                                      |                  |                 | 3,193                                                                                    |                      |                                                 | 3,193      |
| Cash dividend declared, \$0.15 per share                                                                                                      |                  |                 |                                                                                          | (6,644)              |                                                 | (6,644)    |
| Issuance of shares of common stock in a block trade transaction                                                                               | 3,100            | 3               | 149,652                                                                                  |                      |                                                 | 149,655    |
| Issuance of unregistered shares of common stock to the Parent in a private placement                                                          | 694              | 1               | 33,314                                                                                   |                      |                                                 | 33,315     |
| Exercise of options by employees                                                                                                              | 19               |                 | 547                                                                                      |                      |                                                 | 547        |
| Tax benefit on exercise of options by employees                                                                                               |                  |                 | 68                                                                                       |                      |                                                 | 68         |
| Net income                                                                                                                                    |                  |                 |                                                                                          | 38,136               |                                                 | 38,136     |
| Other comprehensive income (loss), net of related taxes:                                                                                      |                  |                 |                                                                                          |                      |                                                 |            |
| Amortization of unrealized gains in respect of derivative instruments designated for cash flow hedge (net of related tax of \$136,000)        |                  |                 |                                                                                          |                      | (218)                                           | (218)      |
| Reclassification of unrealized losses on marketable securities available-for-sale to other income (expense) (net of related tax of \$294,000) |                  |                 |                                                                                          |                      | 479                                             | 479        |
| Change in unrealized gains or losses on marketable securities available-for-sale (net of related tax of \$32,000)                             |                  |                 |                                                                                          |                      | (49)                                            | (49)       |
| <b>Balance at September 30, 2008</b>                                                                                                          | 45,343           | \$ 45           | \$ 699,883                                                                               | \$ 135,037           | \$ 1,600                                        | \$ 836,565 |

The accompanying notes are an integral part of these condensed consolidated financial statements.

Table of Contents**ORMAT TECHNOLOGIES, INC. AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

|                                                                                   | <b>Nine Months Ended<br/>September 30,</b> |             |
|-----------------------------------------------------------------------------------|--------------------------------------------|-------------|
|                                                                                   | <b>2008</b>                                | <b>2007</b> |
|                                                                                   | <b>(In thousands)<br/>(Unaudited)</b>      |             |
| <b>Cash flows from operating activities:</b>                                      |                                            |             |
| Net income                                                                        | \$ 38,136                                  | \$ 18,468   |
| Adjustments to reconcile net income to net cash provided by operating activities: |                                            |             |
| Depreciation and amortization                                                     | 44,318                                     | 37,303      |
| Accretion of asset retirement obligation                                          | 785                                        | 864         |
| Stock-based compensation                                                          | 3,193                                      | 2,604       |
| Amortization of deferred lease income                                             | (2,014)                                    | (2,014)     |
| Minority interest                                                                 | (8,071)                                    | (1,585)     |
| Equity in income of investees                                                     | (1,319)                                    | (3,864)     |
| Impairment of auction rate securities                                             | 2,373                                      |             |
| Distributions from unconsolidated investments                                     | 1,317                                      | 9,736       |
| Changes in unrealized loss in respect of derivative instruments, net              |                                            | 199         |
| Gain on severance pay fund asset                                                  | (2,187)                                    | (747)       |
| Deferred income tax provision (benefit)                                           | 4,193                                      | (1,595)     |
| Liability for unrecognized tax benefits                                           | 487                                        | 554         |
| Deferred revenues                                                                 | 590                                        |             |
| Changes in operating assets and liabilities:                                      |                                            |             |
| Receivables                                                                       | (25,645)                                   | (17,646)    |
| Costs and estimated earnings in excess of billings on uncompleted contracts       | (449)                                      | 8,230       |
| Inventories, net                                                                  | (1,884)                                    | (3,057)     |
| Prepaid expenses and other                                                        | (3,449)                                    | (1,882)     |
| Deposits and other                                                                | (946)                                      | (85)        |
| Accounts payable and accrued expenses                                             | 20,428                                     | (9,711)     |
| Due from/to related entities, net                                                 | (349)                                      | 545         |
| Billings in excess of costs and estimated earnings on uncompleted contracts       | 16,553                                     | 2,788       |
| Liabilities for severance pay                                                     | 3,903                                      | 873         |
| Due from/to Parent                                                                | (66)                                       | 3,490       |
| Net cash provided by operating activities                                         | 89,897                                     | 43,468      |
| <b>Cash flows from investing activities:</b>                                      |                                            |             |
| Distributions from unconsolidated investments                                     | 1,433                                      |             |
| Marketable securities, net                                                        | 12,590                                     | 87,575      |
| Net change in restricted cash, cash equivalents and marketable securities         | (18,232)                                   | (283)       |
| Capital expenditures                                                              | (298,571)                                  | (145,037)   |
| Intangible asset acquired                                                         |                                            | (1,150)     |
| Increase in severance pay fund asset, net                                         | (1,017)                                    | (12)        |

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|                                                                                                   |           |            |
|---------------------------------------------------------------------------------------------------|-----------|------------|
| Repayment from unconsolidated investment                                                          | 95        | 95         |
| Net cash used in investing activities                                                             | (303,702) | (58,812)   |
| <b>Cash flows from financing activities:</b>                                                      |           |            |
| Due to Parent, net                                                                                | (16,600)  | (16,600)   |
| Proceeds from sale of interest rate caps                                                          |           | 277        |
| Proceeds from public offerings, net of issuance costs                                             | 149,655   |            |
| Proceeds from issuance of unregistered shares of common stock to the Parent                       | 33,315    |            |
| Proceeds from exercise of options by employees                                                    | 547       | 403        |
| Proceeds from the sale of limited liability company interest in OPC LLC, net of transaction costs | 63,029    | 69,218     |
| Repayments of long-term debt                                                                      | (18,581)  | (31,397)   |
| Cash dividends paid                                                                               | (6,644)   | (6,480)    |
| Net cash provided by financing activities                                                         | 204,721   | 15,421     |
| Net change in cash and cash equivalents                                                           | (9,084)   | 77         |
| Cash and cash equivalents at beginning of period                                                  | 47,227    | 20,254     |
| Cash and cash equivalents at end of period                                                        | \$ 38,143 | \$ 20,331  |
| <b>Supplemental non-cash investing and financing activities:</b>                                  |           |            |
| Increase in accounts payable related to purchases of property, plant and equipment                | \$ 19,185 | \$ 5,135   |
| Accrued liabilities related to financing activities                                               | \$ 257    | \$ 216     |
| Increase (decrease) in asset retirement cost and asset retirement obligation                      | \$ 630    | \$ (5,416) |

The accompanying notes are an integral part of these condensed consolidated financial statements.

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**ORMAT TECHNOLOGIES, INC. AND SUBSIDIARIES**

**NOTE TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)**

**NOTE 1 GENERAL AND BASIS OF PRESENTATION**

These unaudited condensed consolidated interim financial statements of Ormat Technologies, Inc. and its subsidiaries (the Company) have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) and pursuant to the rules and regulations of the Securities and Exchange Commission (SEC) for interim financial statements. Accordingly, they do not contain all information and notes required by U.S. GAAP for annual financial statements. In the opinion of management, the unaudited condensed consolidated interim financial statements reflect all adjustments, which include normal recurring adjustments, necessary for a fair statement of the Company's consolidated financial position as of September 30, 2008, the consolidated results of operations for the three and nine-month periods ended September 30, 2008 and 2007, and the consolidated cash flows for the nine-month periods ended September 30, 2008 and 2007.

The financial data and other information disclosed in the notes to the condensed consolidated interim financial statements related to these periods are unaudited. The results for the three and nine-month period ended September 30, 2008 are not necessarily indicative of the results to be expected for the year ending December 31, 2008.

These condensed consolidated interim financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company's annual report on Form 10-K for the year ended December 31, 2007. The condensed consolidated balance sheet data as of December 31, 2007 was derived from the audited consolidated financial statements for the year ended December 31, 2007, but does not include all disclosures required by U.S. GAAP.

Dollar amounts, except per share data, in the notes to these financial statements are rounded to the closest \$1,000.

**Issuance of stock**

On January 8, 2008, the Company completed an unregistered sale of 693,750 shares of common stock to Ormat Industries Ltd. (the Parent), at a price of \$48.02 per share. The proceeds from the unregistered sale were approximately \$33.3 million.

On May 14, 2008, the Company completed a sale of 3,100,000 shares of common stock to Lehman Brothers Inc. in a block trade at a price of \$48.36 per share (net of underwriting fees and commissions), under the Company's shelf registration statement. Net proceeds to the Company after deducting underwriting fees and commissions and offering expenses associated with the offering were approximately \$149.7 million.

**OPC tax monetization transaction second closing**

On April 17, 2008, a wholly owned subsidiary of the Company, Ormat Nevada Inc. (Ormat Nevada), concluded the second closing under a 2007 transaction to monetize production tax credits and other favorable tax attributes, such as accelerated depreciation, generated from certain of its geothermal power projects. The first closing of the transaction occurred on June 7, 2007. Pursuant to the transaction, affiliates of Morgan Stanley & Co. Incorporated and Lehman Brothers Inc. (which has since been acquired by Barclays) became institutional equity investors in a newly formed subsidiary of Ormat Nevada, OPC LLC (OPC). Under this second closing, Ormat Nevada transferred the Galena 3 geothermal project to OPC, and received from the institutional equity investors \$63.0 million, net of transaction costs.

As operator of all of the projects in the OPC portfolio, Ormat Nevada will continue to operate and maintain the Galena 3 project.

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**ORMAT TECHNOLOGIES, INC. AND SUBSIDIARIES**

**NOTE TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**Concentration of credit risk**

Financial instruments that potentially subject the Company to a concentration of credit risk consist principally of temporary cash investments, marketable securities and accounts receivable.

The Company places its temporary cash investments with high credit quality financial institutions located in the United States ( U.S. ) and in foreign countries. At September 30, 2008 and December 31, 2007, the Company had deposits totaling \$5,464,000 and \$21,322,000, respectively, in six U.S. financial institutions that were federally insured up to \$250,000 per account (after December 31, 2009, the deposits will be insured up to \$100,000 per account). At September 30, 2008 and December 31, 2007, the Company's deposits in foreign countries amounted to approximately \$15,251,000 and \$13,248,000, respectively.

At September 30, 2008 and December 31, 2007, accounts receivable related to operations in foreign countries amounted to approximately \$21,336,000 and \$17,140,000, respectively. At September 30, 2008 and December 31, 2007, accounts receivable from the Company's major customers that have generated 10% or more of its revenues amounted to approximately 59% and 39% of the Company's accounts receivable, respectively.

Southern California Edison Company ( SCE ) accounted for 29.8% and 41.3% of the Company's total revenues for the three months ended September 30, 2008 and 2007, respectively, and 30.2% and 32.3% of the Company's total revenues for the nine months ended September 30, 2008 and 2007, respectively. SCE is also the power purchaser and revenue source for the Company's Mammoth project, which is accounted for separately under the equity method.

Hawaii Electric Light Company accounted for 16.1% and 15.1% of the Company's total revenues for the three months ended September 30, 2008 and 2007, respectively, and 17.6% and 14.1% of the Company's total revenues for the nine months ended September 30, 2008 and 2007, respectively.

Sierra Pacific Power Company accounted for 7.6% and 7.0% of the Company's total revenues for the three months ended September 30, 2008 and 2007, respectively, and 9.7% and 8.6% of the Company's total revenues for the nine months ended September 30, 2008 and 2007, respectively.

The Company performs ongoing credit evaluations of its customers' financial condition. The Company has historically been able to collect on all of its receivable balances, and accordingly, no provision for doubtful accounts has been made.

**NOTE 2 NEW ACCOUNTING PRONOUNCEMENTS**

**New accounting pronouncements effective in the three-month period ended September 30, 2008**

***SFAS No. 157 Fair Value Measurements***

In September 2006, the Financial Accounting Standards Board ( FASB ) issued Statement of Financial Accounting Standards ( SFAS ) No. 157, *Fair Value Measurements*. SFAS No. 157 defines fair value, establishes a framework for measuring fair value and expands disclosure of fair value measurements. SFAS No. 157 applies under other

accounting pronouncements that require or permit fair value measurements and accordingly, does not require any new fair value measurements. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007 (January 1, 2008 for the Company) for financial assets and liabilities. The adoption by the Company of SFAS No. 157, effective January 1, 2008, did not have any impact on its results of operations or financial position. The disclosures required under SFAS No. 157 are set forth in Note 6.

In accordance with the provisions of FSP No. 157-2, *Effective Date of FASB Statement No. 157*, the Company has elected to defer implementation of SFAS No. 157 as it relates to the Company's non-financial assets and liabilities that are recognized and disclosed at fair value on a nonrecurring basis in the financial statements until January 1, 2009. The Company is currently evaluating the potential impact, if any, on the



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**ORMAT TECHNOLOGIES, INC. AND SUBSIDIARIES**

**NOTE TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Company's non-financial assets and liabilities not measured on a nonrecurring basis. The major categories of assets and liabilities that are recognized at fair value for which the Company has not applied FAS No. 157 are mainly asset retirement obligations and impairment of long-lived assets.

In October 2008, the FASB released FASB Staff Position ( FSP ) FAS No. 157-3, *Determining the Fair Value of a Financial Asset When the Market for That Asset is Not Active*, which clarifies the application of SFAS No. 157 in situations in which the market for a financial asset is inactive. FSP FAS No. 157-3 was effective on September 30, 2008, but did not have a material impact on the Company's financial position or results of operations.

***SFAS No. 159 The Fair Value Option for Financial Assets and Financial Liabilities***

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*. SFAS No. 159 permits entities to choose to measure certain financial assets and liabilities and other eligible items at fair value, which are not otherwise currently required to be measured at fair value. Under SFAS No. 159, the decision to measure items at fair value is made at specified election dates on an irrevocable instrument-by-instrument basis. Entities electing the fair value option would be required to recognize changes in fair value in earnings and to expense upfront cost and fees associated with the item for which the fair value option is elected. Entities electing the fair value option are required to distinguish on the face of the statement of financial position, the fair value of assets and liabilities for which the fair value option has been elected and similar assets and liabilities measured using another measurement attribute. If elected, SFAS No. 159 is effective as of the beginning of the first fiscal year that begins after November 15, 2007 (January 1, 2008 for the Company) with earlier adoption permitted provided that the entity also early adopts all of the requirements of SFAS No. 159. The Company decided not to elect the option provided for in this standard.

***SAB No. 110***

In December 2007, the SEC issued Staff Accounting Bulletin ( SAB ) No. 110 relating to the use of a simplified method in developing an estimate of the expected term of plain vanilla share options. SAB No. 107, which was applied by the Company for estimating the expected term of employee's stock options, previously allowed the use of the simplified method until December 31, 2007. SAB No. 110 allows, under certain circumstances, entities to continue to accept the use of the simplified method beyond December 31, 2007. The Company has continued to use the simplified method to estimate the expected term of its stock options.

**New accounting pronouncements effective in future periods**

***SFAS No. 160 Noncontrolling Interests in Consolidated Financial Statements an amendment of ARB No. 51***

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements an amendment of ARB No. 51*. SFAS No. 160 establishes accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. It clarifies that a noncontrolling interest in a subsidiary is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements. SFAS No. 160 requires retroactive adoption of the presentation and disclosure requirements for existing minority interests. All other requirements of SFAS No. 160 shall be applied prospectively. SFAS No. 160 is

effective for fiscal years beginning after December 15, 2008

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**ORMAT TECHNOLOGIES, INC. AND SUBSIDIARIES**

**NOTE TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

(January 1, 2009 for the Company). The Company is currently evaluating the potential impact, if any, of the adoption of SFAS No. 160 on its consolidated financial statements.

***SFAS No. 141 (revised 2007) Business Combinations***

In December 2007, the FASB issued SFAS No. 141 (revised 2007), *Business Combinations* ( SFAS No. 141R ). SFAS No. 141R establishes principles and requirements for how the acquirer of a business recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree. SFAS No. 141R also provides guidance for recognizing and measuring the goodwill acquired in the business combination and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. SFAS No. 141R is effective for fiscal years beginning after December 15, 2008 (January 1, 2009 for the Company). The Company is currently evaluating the potential impact, if any, of the adoption of SFAS No. 141R on its consolidated financial statements.

***SFAS No. 161 Disclosures about Derivative Instruments and Hedging Activities an amendment of FASB Statement No. 133***

In March 2008, the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities an amendment of FASB Statement No. 133*. SFAS No. 161 amends SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities* and requires companies with derivative instruments to disclose information that should enable financial statement users to understand how and why a company uses derivative instruments, how derivative instruments and related hedged items are accounted for under SFAS No. 133, and how derivative instruments and related hedged items affect a company's financial position, financial performance, and cash flows. The required disclosures include the fair value of derivative instruments and their gains or losses in tabular format, information about credit-risk-related contingent features in derivative agreements, counterparty credit risk, and the company's strategies and objectives for using derivative instruments. SFAS No. 161 expands the current disclosure framework in SFAS No. 133. SFAS No. 161 is effective prospectively for fiscal years and interim periods beginning after November 15, 2008 (January 1, 2009 for the Company). The Company is currently evaluating the impact of SFAS No. 161, and has not yet determined the potential impact, if any, that its adoption will have on its financial position, results of operations and cash flows.

**NOTE 3 EARNINGS PER SHARE**

Basic earnings per share is computed by dividing net income available to common stockholders by the weighted average number of shares of common stock outstanding for the period. The Company does not have any equity instruments that are dilutive, except for employee stock options.

**NOTE 4 INVENTORIES**

Inventories consist of the following:

**September 30,      December 31,**

|                                                        | <b>2008</b>                   | <b>2007</b> |
|--------------------------------------------------------|-------------------------------|-------------|
|                                                        | <b>(Dollars in thousands)</b> |             |
| Raw materials and purchased parts for assembly         | \$ 6,314                      | \$ 3,613    |
| Self-manufactured assembly parts and finished products | 5,882                         | 6,699       |
| Total                                                  | \$ 12,196                     | \$ 10,312   |

Table of Contents**ORMAT TECHNOLOGIES, INC. AND SUBSIDIARIES****NOTE TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****NOTE 5 UNCONSOLIDATED INVESTMENTS**

Unconsolidated investments in power plant projects consist of the following:

|         | <b>September 30,<br/>2008</b> | <b>December 31,<br/>2007</b> |
|---------|-------------------------------|------------------------------|
|         | <b>(Dollars in thousands)</b> |                              |
| Mammoth | \$ 29,456                     | \$ 29,979                    |
| OLCL    | 460                           | 581                          |
| Total   | \$ 29,916                     | \$ 30,560                    |

From time to time, the unconsolidated power plants make distributions to their owners. Such distributions are deducted from the investments in such power plants.

**The Mammoth Project**

The Company has a 50% interest in the Mammoth Project ( Mammoth ), which is comprised of three geothermal power plants located near the city of Mammoth, California. The purchase price was less than the underlying net equity of Mammoth by approximately \$9.3 million. As such, the basis difference will be amortized over the remaining useful life of the property, plant and equipment and the power purchase agreements ( PPAs ), which range from 12 to 17 years. The Company operates and maintains the geothermal power plants under an operating and maintenance ( O&M ) agreement. The Company's 50% ownership interest in Mammoth is accounted for under the equity method of accounting as the Company has the ability to exercise significant influence, but not control, over Mammoth.

The condensed financial position and results of operations of Mammoth are summarized below:

|                           | <b>September 30,<br/>2008</b> | <b>December 31,<br/>2007</b> |
|---------------------------|-------------------------------|------------------------------|
|                           | <b>(Dollars in thousands)</b> |                              |
| Condensed balance sheets: |                               |                              |
| Current assets            | \$ 6,406                      | \$ 4,181                     |
| Non-current assets        | 71,058                        | 74,417                       |
| Current liabilities       | 1,326                         | 826                          |
| Non-current liabilities   | 3,117                         | 3,004                        |
| Partners' capital         | 73,021                        | 74,768                       |



Table of Contents**ORMAT TECHNOLOGIES, INC. AND SUBSIDIARIES****NOTE TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

|                                        | <b>Nine Months Ended<br/>September 30,<br/>2008                      2007<br/>(Dollars in thousands)</b> |           |
|----------------------------------------|----------------------------------------------------------------------------------------------------------|-----------|
| Condensed statements of operations:    |                                                                                                          |           |
| Revenues                               | \$ 14,568                                                                                                | \$ 12,731 |
| Gross margin                           | 3,985                                                                                                    | 3,069     |
| Net income                             | 3,752                                                                                                    | 2,842     |
| Company's equity in income of Mammoth: |                                                                                                          |           |
| 50% of Mammoth net income              | \$ 1,876                                                                                                 | \$ 1,421  |
| Plus amortization of basis difference  | 445                                                                                                      | 445       |
|                                        | 2,321                                                                                                    | 1,866     |
| Less income taxes                      | (881)                                                                                                    | (639)     |
| Total                                  | \$ 1,440                                                                                                 | \$ 1,227  |

**The Leyte Project**

The Company holds an 80% interest in Ormat Leyte Co. Ltd. ( OLCL ). OLCL is a limited partnership established for the purpose of developing, financing, operating, and maintaining a geothermal power plant in Leyte Provina, the Philippines. Upon the adoption of FIN No. 46R, *Consolidation of Variable Interest Entities (revised December 2003)* an interpretation of ARB No. 51, on March 31, 2004, the Company concluded that OLCL should not be consolidated. As a result of such conclusion, the Company's 80% ownership interest in OLCL is accounted for under the equity method of accounting.

Pursuant to a Build, Operate, and Transfer ( BOT ) agreement with PNOC-Energy Development Corporation ( PNOC ), OLCL transferred the Leyte project's four geothermal power generation plants to PNOC for no further consideration on September 25, 2007.

The condensed financial position and results of operations of OLCL are summarized below:

|                           | <b>September 30,<br/>2008</b> | <b>December 31,<br/>2007</b> |
|---------------------------|-------------------------------|------------------------------|
|                           | <b>(Dollars in thousands)</b> |                              |
| Condensed balance sheets: |                               |                              |
| Current assets            | \$ 470                        | \$ 1,327                     |
| Non-current assets        | 324                           | 371                          |

|                      |     |       |
|----------------------|-----|-------|
| Current liabilities  | 265 | 1,018 |
| Stockholders' equity | 529 | 680   |



Table of Contents**ORMAT TECHNOLOGIES, INC. AND SUBSIDIARIES****NOTE TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

|                                                              | <b>Nine Months Ended<br/>September 30,<br/>2008                      2007<br/>(Dollars in thousands)</b> |           |
|--------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|-----------|
| Condensed statements of operations:                          |                                                                                                          |           |
| Revenues                                                     | \$                                                                                                       | \$ 11,224 |
| Gross margin                                                 |                                                                                                          | 5,940     |
| Net income (loss)                                            | (151)                                                                                                    | 2,744     |
| Company's equity in income (loss) of OLCL:                   |                                                                                                          |           |
| 80% of OLCL net income (loss)                                | \$ (121)                                                                                                 | \$ 2,195  |
| Plus amortization of deferred revenue on intercompany profit |                                                                                                          | 442       |
| Total                                                        | \$ (121)                                                                                                 | \$ 2,637  |

**NOTE 6 FAIR VALUE OF FINANCIAL INSTRUMENTS**

As described in Note 1, the provisions of SFAS No. 157 were adopted by the Company on January 1, 2008 for financial assets and liabilities, and will be adopted by the Company on January 1, 2009 for non-financial assets and liabilities.

SFAS No. 157 clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. SFAS No. 157 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under SFAS No. 157 are described below:

Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities;

Level 2 Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability;

Level 3 Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

Table of Contents**ORMAT TECHNOLOGIES, INC. AND SUBSIDIARIES****NOTE TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table sets forth the Company's financial assets and liabilities measured at fair value by level within the fair value hierarchy. As required by SFAS No. 157, assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

|                                                                                  | <b>Fair Value at September 30, 2008</b> |                |                |                |
|----------------------------------------------------------------------------------|-----------------------------------------|----------------|----------------|----------------|
|                                                                                  | <b>Total</b>                            | <b>Level 1</b> | <b>Level 2</b> | <b>Level 3</b> |
|                                                                                  | <b>(dollars in thousands)</b>           |                |                |                |
| Assets:                                                                          |                                         |                |                |                |
| Current assets:                                                                  |                                         |                |                |                |
| Cash and cash equivalents (including restricted cash accounts)                   | \$ 56,564                               | \$ 56,564      | \$             | \$             |
| Non current assets:                                                              |                                         |                |                |                |
| Illiquid auction rate securities (including restricted cash accounts), see below | 6,767                                   |                |                | 6,767          |
|                                                                                  | \$ 63,331                               | \$ 56,564      | \$             | \$ 6,767       |

The Company's marketable debt securities (including restricted cash accounts) at September 30, 2008 include investments in auction rate securities and money market funds (which are included in cash equivalents). Those securities, except for illiquid auction rate securities, are classified within Level 1 of the fair value hierarchy because they are valued using quoted market prices in an active market. As of September 30, 2008, all of the Company's auction rate securities are associated with failed auctions. These failed auction rate securities have been in a loss position for less than 12 months. Historically, the carrying value of auction rate securities approximated fair value due to the frequent resetting of the interest rates. While the Company continues to earn interest on these investments at the contractual rates, the estimated market value of these auction rate securities no longer approximates fair value. The Company has estimated the fair value of these illiquid auction rate securities based, among other things, on the following: (i) the underlying structure of each security; (ii) the present value of future principal and interest payments discounted at rates considered to reflect the uncertainty of current market conditions; (iii) consideration of the probabilities of default, auction failure, or repurchase at par for each period; and (iv) estimates of the recovery rates in the event of default for each security. These estimated fair values could change significantly based on future market conditions. Therefore, such auction rate securities have been classified as Level 3 in the fair value hierarchy.

The table below sets forth a summary of changes in the fair value of the Company's financial assets classified as Level 3 (*i.e.*, illiquid auction rate securities) for the nine months ended September 30, 2008.

|                               | <b>(Dollars in thousands)</b> |         |
|-------------------------------|-------------------------------|---------|
| Balance as of January 1, 2008 | \$                            | 8,367   |
| Total unrealized losses:      |                               |         |
| Included in net income        |                               | (2,373) |

|                                                                                       |    |       |
|---------------------------------------------------------------------------------------|----|-------|
| Unrealized losses included in other comprehensive income in 2007 and expensed in 2008 |    | 773   |
| Balance as of September 30, 2008                                                      | \$ | 6,767 |

Based on available information, the Company concluded that the fair market value of these failed auction rate securities at September 30, 2008 was \$6.8 million, a decline of \$4.4 million from par value of \$11.2 million. The decline in fair market value during the nine months ended September 30, 2008 was \$1.6 million. As of June 30, 2008 and December 31, 2007, an amount of \$1.4 million and \$0.8 million was deemed temporary. During the six months ended June 30, 2008, the Company recorded an unrealized loss on these securities of \$0.6 million in other comprehensive income (loss). Due to the recent deterioration in market

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**ORMAT TECHNOLOGIES, INC. AND SUBSIDIARIES**

**NOTE TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

conditions and the significant decline in the fair value of the auction rate securities, the Company has now concluded that the decline is other-than-temporary and recorded an impairment charge of \$2.4 million in other income (expense) for the nine months ended September 30, 2008. Such amount includes \$0.8 million of unrealized losses that were included in other comprehensive income (loss) as of December 31, 2007.

The funds invested in auction rate securities that have experienced failed auctions will not be accessible until a successful auction occurs, a buyer is found outside of the auction process or the underlying securities reach maturity. As a result, the Company has classified those securities with failed auctions as long-term assets in the consolidated balance sheets as of September 30, 2008 and December 31, 2007.

The Company continues to monitor the market for auction rate securities and to consider the market's impact (if any) on the fair market value of the Company's investments. If current market conditions deteriorate further, or the anticipated recovery in market values does not occur, the Company may be required to record additional impairment charges in the fourth quarter of 2008.

**NOTE 7 STOCK-BASED COMPENSATION**

On April 8, 2008, the Company granted to employees incentive stock options, under the Company's 2004 Incentive Plan, to purchase 450,000 shares of common stock at an exercise price of \$45.78 per share, which amount represented the fair market value of the Company's common stock on the date of grant. Such options will expire seven years from the date of grant and will cliff vest and are exercisable from the grant date as follows: 25% after 24 months, 25% after 36 months, and the remaining 50% after 48 months. The fair value of each option on the date of grant was \$16.96 per share.

The Company calculated the fair value of each option on the date of grant using the Black-Scholes valuation model based on the following assumptions:

|                          |       |
|--------------------------|-------|
| Risk-free interest rates | 2.7%  |
| Expected term (in years) | 5.1   |
| Dividend yield           | 0.37% |
| Expected volatility      | 38.5% |
| Forfeiture rate          | 13.0% |

On November 5, 2008, the Company granted options to purchase 30,000 shares of common stock under the 2004 Incentive Plan (see Note 12).

**NOTE 8 BUSINESS SEGMENTS**

The Company has two reporting segments: Electricity and Products Segments. Such segments are managed and reported separately as each offers different products and serves different markets. The Electricity Segment is engaged in the sale of electricity from the Company's power plants pursuant to PPAs. The Products Segment is engaged in the manufacture, including design and development, of turbines and power units for the supply of electrical energy and in

the associated construction of power plants utilizing the power units manufactured by the Company to supply energy from geothermal fields and other alternative energy sources. Transfer prices between the operating segments are determined based on current market values or cost plus markup of the seller's business segment.

Table of Contents**ORMAT TECHNOLOGIES, INC. AND SUBSIDIARIES****NOTE TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Summarized financial information concerning the Company's reportable segments is shown in the following tables:

|                                               | Electricity            | Products  | Consolidated |
|-----------------------------------------------|------------------------|-----------|--------------|
|                                               | (Dollars in thousands) |           |              |
| <b>Three Months Ended September 30, 2008:</b> |                        |           |              |
| Net revenues from external customers          | \$ 68,837              | \$ 30,889 | \$ 99,726    |
| Intersegment revenues                         |                        | 44,278    | 44,278       |
| Operating income                              | 16,914                 | 2,212     | 19,126       |
| Segment assets at period end*                 | 1,506,883              | 72,551    | 1,579,434    |
| <b>Three Months Ended September 30, 2007:</b> |                        |           |              |
| Net revenues from external customers          | \$ 61,406              | \$ 18,061 | \$ 79,467    |
| Intersegment revenues                         |                        | 22,988    | 22,988       |
| Operating income                              | 20,398                 | 594       | 20,992       |
| Segment assets at period end*                 | 1,089,168              | 98,815    | 1,187,983    |
| <b>Nine Months Ended September 30, 2008:</b>  |                        |           |              |
| Net revenues from external customers          | \$ 190,130             | \$ 59,204 | \$ 249,334   |
| Intersegment revenues                         |                        | 77,619    | 77,619       |
| Operating income                              | 43,586                 | 2,240     | 45,826       |
| Segment assets at period end*                 | 1,506,883              | 72,551    | 1,579,434    |
| <b>Nine Months Ended September 30, 2007:</b>  |                        |           |              |
| Net revenues from external customers          | \$ 160,424             | \$ 64,842 | \$ 225,266   |
| Intersegment revenues                         |                        | 41,465    | 41,465       |
| Operating income                              | 33,013                 | 108       | 33,121       |
| Segment assets at period end*                 | 1,089,168              | 98,815    | 1,187,983    |

\* Segment assets of the Electricity Segment include unconsolidated investments.

Reconciling information between reportable segments and the Company's consolidated totals is shown in the following table:

|                                               | <b>Three Months Ended<br/>September 30,<br/>2008      2007</b> |           | <b>Nine Months Ended<br/>September 30,<br/>2008      2007</b> |           |
|-----------------------------------------------|----------------------------------------------------------------|-----------|---------------------------------------------------------------|-----------|
|                                               | <b>(Dollars in thousands)</b>                                  |           | <b>(Dollars in thousands)</b>                                 |           |
| Operating income                              | \$ 19,126                                                      | \$ 20,992 | \$ 45,826                                                     | \$ 33,121 |
| Interest expense, net                         | (222)                                                          | (5,813)   | (4,594)                                                       | (17,629)  |
| Non-operating income (expense) and other, net | (3,094)                                                        | 151       | (4,615)                                                       | (176)     |

|                                                                                                    |           |           |           |           |
|----------------------------------------------------------------------------------------------------|-----------|-----------|-----------|-----------|
| Total consolidated income before income taxes, minority interest and equity in income of investees | \$ 15,810 | \$ 15,330 | \$ 36,617 | \$ 15,316 |
|----------------------------------------------------------------------------------------------------|-----------|-----------|-----------|-----------|

## NOTE 9 CONTINGENCIES

On April 26, 2008, the Company's Nicaraguan subsidiary, Ormat Momotombo Power Company ( OMPC ), received notice of an administrative order issued by the Ministry of Natural Resources and Environment of Nicaragua ( MARENA ) relating to alleged violations of environmental regulations under Nicaraguan law in connection with OMPC's operation of the Momotombo geothermal power plant in that country. The order was issued following an administrative hearing in the first instance at which OMPC was

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**ORMAT TECHNOLOGIES, INC. AND SUBSIDIARIES**

**NOTE TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

found liable for the environmental and other infractions. OMPC appealed the order to MARENA. OMPC's appeal was denied on July 15, 2008, and OMPC was sanctioned with a nominal fine. The order and denial of appeal by MARENA are subject to further appeal in the Nicaraguan judicial courts. The Company disagrees with the MARENA order finding OMPC liable for significant environmental infractions and on August 6, 2008, the Company pursued the judicial appeal process. On August 14, 2008, the Court of Appeal of the Judicial District of Managua admitted the motion of appeal filed by OMPC against MARENA and MARENA's administrative order. The Court of Appeal issued a compulsory order of suspension of the legal effects of the appealed administrative resolution and submitted the motion and judicial records to the knowledge of the Constitutional Chamber of the Supreme Court of Justice for its consideration and final ruling on the merits of the case. In addition, this dispute is subject to the dispute resolution provisions contained in the Foreign Investment Contract entered into between OMPC and the Nicaraguan government in June 1999. All penalties incurred by OMPC as a result of these violations are stayed until OMPC has exhausted the legal remedies available to it under Nicaraguan law. If the administrative order is upheld at the end of these review processes in a final non-appealable decision, OMPC may be required to suspend indefinitely its operating activities relating to the project and implement a plan of environmental remediation. The net book value of the geothermal power plant as of September 30, 2008 is \$15.9 million.

The Company is a defendant in various legal and regulatory proceedings in the ordinary course of business. It is the opinion of the Company's management that the expected outcome of these matters, individually or in the aggregate, will not have a material effect on the results of operations and financial condition of the Company.

**NOTE 10 CASH DIVIDEND**

On February 26, 2008, the Company's Board of Directors declared, approved and authorized payment of a quarterly dividend of \$2.1 million (\$0.05 per share) to all holders of the Company's issued and outstanding shares of common stock on March 14, 2008. Such dividend was paid on March 27, 2008.

On May 6, 2008, the Company's Board of Directors declared, approved and authorized payment of a quarterly dividend of \$2.3 million (\$0.05 per share) to all holders of the Company's issued and outstanding shares of common stock on May 20, 2008. Such dividend was paid on May 27, 2008.

On August 5, 2008, the Company's Board of Directors declared, approved and authorized payment of a quarterly dividend of \$2.3 million (\$0.05 per share) to all holders of the Company's issued and outstanding shares of common stock on August 19, 2008. Such dividend was paid on August 29, 2008.

**NOTE 11 INCOME TAXES**

The Company's effective tax rate for the three and nine months ended September 30, 2008 was 20.2% and 21.5%, respectively, which differs from the federal statutory rate of 35% primarily due to: (i) the benefit of production tax credits for new power plants placed in service since 2005; (ii) lower tax rates in Israel; and (iii) a tax credit related to the Company's subsidiaries in Guatemala.

The liability for unrecognized tax benefits was \$5,817,000 and \$5,330,000 at September 30 2008 and December 31, 2007, respectively. Such amounts would impact the Company's effective tax rate, if recognized.



## **NOTE 12 SUBSEQUENT EVENTS**

### **Shelf registration statement**

On September 17, 2008, the Company filed a universal shelf registration statement on Form S-3, which was declared effective by the SEC on October 2, 2008. The shelf registration statement replaces the Company's former shelf registration statement, which would have expired on January 31, 2009, and provides

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**ORMAT TECHNOLOGIES, INC. AND SUBSIDIARIES**

**NOTE TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

the Company with the opportunity to issue various types of securities, including debt securities, common stock, warrants and units of the Company, from time to time, in one or more offerings up to a total dollar amount of \$1.5 billion. Pursuant to the shelf registration statement, the Company may periodically offer one or more of the registered securities in amounts, at prices, and on terms to be announced when, and if, the securities are offered. At the time any offering is made under the shelf registration statement, the offering specifics will be set out in a prospectus supplement.

**Cash dividend**

On November 5, 2008, the Company's Board of Directors declared, approved and authorized payment of a quarterly dividend of \$2.3 million (\$0.05 per share) to all holders of the Company's issued and outstanding shares of common stock on November 19, 2008, payable on December 2, 2008.

**Options Grant**

On November 5, 2008, the Company granted to four non-employee directors non-qualified stock options, under the 2004 Incentive Plan, to purchase 30,000 shares of common stock (7,500 shares each) at an exercise price which is equal to the closing price of the Company's common stock on November 6, 2008 (since the Company released its quarterly results on November 5, 2008). Such options will expire seven years from the date of grant and will vest on the first anniversary of the date of grant.

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**ITEM 2. *MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS***

This quarterly report on Form 10-Q includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, included in this quarterly report that address activities, events or developments that we expect or anticipate will or may occur in the future, including such matters as our projections of annual revenues, expenses and debt service coverage with respect to our debt securities, future capital expenditures, business strategy, competitive strengths, goals, development or operation of generation assets, market and industry developments and the growth of our business and operations, are forward-looking statements. When used in this quarterly report on Form 10-Q, the words *may*, *will*, *could*, *should*, *expects*, *plans*, *anticipates*, *believes*, *estimates*, *predicts*, *projects*, *potential*, or *contemplate* or the negative equivalents of these words or other comparable terminology are intended to identify forward-looking statements, although not all forward-looking statements contain such words or expressions. The forward-looking statements in this quarterly report are primarily located in the material set forth under the headings *Management's Discussion and Analysis of Financial Condition and Results of Operations*, *Risk Factors*, and *Notes to Condensed Consolidated Financial Statements*, but are found in other locations as well. These forward-looking statements generally relate to our plans, objectives and expectations for future operations and are based upon management's current estimates and projections of future results or trends. Although we believe that our plans and objectives reflected in or suggested by these forward-looking statements are reasonable, we may not achieve these plans or objectives. You should read this quarterly report on Form 10-Q completely and with the understanding that actual future results and developments may be materially different from what we expect due to a number of risks and uncertainties, many of which are beyond our control. We will not update forward-looking statements even though our situation may change in the future.

Specific factors that might cause actual results to differ from our expectations include, but are not limited to:

- significant considerations, risks and uncertainties discussed in this quarterly report;
- operating risks, including equipment failures and the amounts and timing of revenues and expenses;
- geothermal resource risk (such as the heat content of the reservoir, useful life and geological formation);
- environmental constraints on operations and environmental liabilities arising out of past or present operations, including the risk that we may not have, and in the future may be unable to procure, any necessary permits or other environmental authorization;
- construction or other project delays or cancellations;
- financial market conditions and the results of financing efforts;
- political, legal, regulatory, governmental, administrative and economic conditions and developments in the United States and other countries in which we operate;
- the enforceability of the long-term power purchase agreements for our projects;
- contract counterparty risk;
- weather and other natural phenomena;

the impact of recent and future federal and state regulatory proceedings and changes, including legislative and regulatory initiatives regarding deregulation and restructuring of the electric utility industry and incentives for the production of renewable energy in the United States and elsewhere;

changes in environmental and other laws and regulations to which our company is subject, as well as changes in the application of existing laws and regulations;

current and future litigation;

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our ability to successfully identify, integrate and complete acquisitions;

competition from other similar geothermal energy projects, including any such new geothermal energy projects developed in the future, and from alternative electricity producing technologies;

the effect of and changes in economic conditions in the areas in which we operate;

market or business conditions and fluctuations in demand for energy or capacity in the markets in which we operate;

the direct or indirect impact on our company's business resulting from terrorist incidents or responses to such incidents, including the effect on the availability of and premiums on insurance;

the effect of and changes in current and future land use and zoning regulations, residential, commercial and industrial development and urbanization in the areas in which we operate;

the risk factors set forth in our annual report on Form 10-K for the year ended December 31, 2007 and any updates contained herein which may have a significant impact on our business, operating results or financial condition;

other uncertainties which are difficult to predict or beyond our control and the risk that we incorrectly analyze these risks and forces or that the strategies we develop to address them could be unsuccessful; and

other risks and uncertainties detailed from time to time in our filings with the Securities and Exchange Commission (SEC).

Investors are cautioned that these forward-looking statements are inherently uncertain. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results or outcomes may vary materially from those described herein. We undertake no obligation to update forward-looking statements even though our situation may change in the future. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements.

The following discussion and analysis of our financial condition and results of operations should be read together with our condensed consolidated financial statements and related notes included elsewhere in this report and the "Risk Factors" section of our annual report on Form 10-K for the year ended December 31, 2007 and any updates contained herein as well as those set forth in our reports and other filings made with the SEC.

**General**

***Overview***

We are a leading vertically integrated company engaged in the geothermal and recovered energy power business. We design, develop, build, own and operate clean, environmentally friendly geothermal and recovered energy-based power plants using equipment that we design and manufacture.

Our geothermal power plants include both power plants that we have built and power plants that we have acquired, while all of our recovered energy-based plants have been constructed by us. We conduct our business activities in two business segments, which we refer to as our Electricity Segment and Products Segment. In our Electricity Segment,

we develop, build, own and operate geothermal and recovered energy-based power plants in the United States and geothermal power plants in other countries around the world and sell the electricity they generate. In our Products Segment, we design, manufacture and sell equipment for geothermal and recovered energy-based electricity generation, remote power units and other power generating units and provide services relating to the engineering, procurement, construction, operation and maintenance of geothermal and recovered energy power plants. Both our Electricity Segment and Products Segment operations are conducted in the United States and throughout the world. We currently own or control, as well as operate, geothermal projects in the United States, Guatemala, Kenya Nicaragua and New Zealand, as well as recovered energy generation (REG) plants in the United States. During the nine months ended September 30, 2008 and 2007, our U.S. power plants generated 1,620,596 MWh and 1,461,153 MWh, respectively.

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For the nine months ended September 30, 2008, our Electricity Segment represented approximately 76.3% of our total revenues, while our Products Segment represented approximately 23.7% of our total revenues during such period.

During the nine months ended September 30, 2008, our total revenues increased by 10.7% (from \$225.3 million to \$249.3 million) over the same period last year. Revenues from the Electricity Segment increased by 18.5%, while revenues from the Products Segment decreased by 8.7%.

For the nine months ended September 30, 2008, total Electricity Segment revenues from the sale of electricity by our consolidated power plants were \$190.1 million. In addition, revenues from our 50% ownership of the Mammoth project for the nine months ended September 30, 2008 were \$7.3 million. This additional data is a Non-Generally Accepted Accounting Principles (Non-GAAP) financial measure, as defined by the SEC. There is no comparable GAAP measure. Management believes that such Non-GAAP data is useful to the readers as it provides a more complete view of the scope of activities of the power plants that we operate. Our investment in the Mammoth project is accounted for in our consolidated financial statements under the equity method and the revenues are not included in our consolidated revenues for the nine months ended September 30, 2008.

During the nine months ended September 30, 2008, revenues attributable to our Products Segment were \$59.2 million, as compared to \$64.8 million during the nine months ended September 30, 2007.

From the beginning of the year, we received purchase orders for the supply and construction of geothermal and REG plants in a total amount of \$179 million. Of this amount, approximately \$19 million is subject to a notice to proceed, which we expect to receive in the near future.

REG continues to present opportunities for us in the United States and throughout the world. During the nine months ended September 30, 2008, we recognized revenues in our Products Segment of approximately \$11.1 million from REG compared to \$28.4 million during the nine months ended September 30, 2007.

Revenues from our Electricity Segment are relatively predictable, as they are derived from sales of electricity generated by our power plants pursuant to long-term power purchase agreements. The price for electricity under all but one of our power purchase agreements is effectively a fixed price at least through May 2012. The power purchase agreement of the Puna project has a variable energy rate based on the local utility's short run avoided costs, which are the incremental costs that the power purchaser avoids by not having to generate such electrical energy itself or purchase it from others. In the nine months ended September 30, 2008, 78.6% of our electricity revenues were derived from contracts with fixed energy rates, and therefore most of our electricity revenues were not affected by the fluctuations in energy commodity prices. However, electricity revenues are subject to seasonal variations and can be affected by higher-than-average ambient temperatures, as described below under the heading "Seasonality". Revenues attributable to our Products Segment are based on the sale of equipment and the provision of various services to our customers. These revenues may vary from period to period because of the timing of our receipt of purchase orders and the progress of our execution of each project.

Our management assesses the performance of our two segments of operation differently. In the case of our Electricity Segment, when making decisions about potential acquisitions or the development of new projects, we typically focus on the internal rate of return of the relevant investment, relevant technical and geological matters and other relevant business considerations. We evaluate our operating projects based on revenues and expenses, and our projects that are under development based on costs attributable to each such project. By contrast, we evaluate the performance of our Products Segment based on the timely delivery of our products, performance quality of our products and costs actually incurred to complete customer orders as compared to the costs originally budgeted for such orders.

## ***Recent Developments***

On October 29, 2008, our subsidiary, Ormat Funding Corp. (OFC), successfully consummated a consent solicitation, which was launched on October 16, 2008, relating to OFC's 8.25% Senior Secured Notes due 2020. The consent solicitation grants OFC approval: (i) to replace an aging power plant at the



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Mammoth project with a new larger plant, and/or to construct a new plant while maintaining the existing power plants at the Mammoth project; (ii) for possible construction and installation of solar power generation equipment to enhance the Brady and Ormesa projects; and (iii) to enter into an equity transaction whereby OFC's parent, Ormat Nevada Inc. (Ormat Nevada), will sell a portion of its equity interest in OFC to an institutional investor that is able to utilize certain income tax benefits.

In October 2008, together with the U.S. Department of Energy, we started the testing phase of a geothermal power project at a producing oil well. The project, which was conducted at the Oil Test Center near Caspar, WY uses Ormat Organic Rankine Cycle (ORC) power generation system and provides fuel-free power that is intended to increase productivity and extend the longevity of oil wells. We are now assessing the feasibility of utilizing these wells to support on site generation by employing Ormat's factory integrated sub-megawatt geothermal power units, based on our proprietary ORC technology.

In the third quarter of 2008, we completed the construction of an 8.3MW power plant located in Kawerau, New Zealand. We have a 49% ownership interest in the project and we have an option to acquire the remaining 51% at a nominal value. We intend to exercise this option before the end of 2008.

In the third quarter of 2008, we received from ENAGAS, S.A. of Madrid, Spain, a notice to proceed with the construction of one OEC unit for a REG plant specially designed to use the residual energy from the vaporization process at a liquefied natural gas regasification terminal located in Huelva, Spain.

In October 2008, we successfully completed the Steamboat 2/3 upgrade project. The upgrade included the replacement of the four Rotoflow turbines originally installed at these plants with direct drive gearless 11 MW axial turbines, each designed and manufactured by us specifically for geothermal use. With the completion of this project and the installation of field-proven turbines, we believe that there will be significant improvement in both the performance and availability of these two plants, which have been experiencing high maintenance costs and low run time of the replaced turbines.

On September 17, 2008, we filed a universal shelf registration statement on Form S-3, which was declared effective by the SEC on October 2, 2008. The shelf registration statement replaces our former shelf registration statement, which would have expired in January 2009, and provides us with the opportunity to issue various types of securities, including debt securities, common stock, warrants and units of our company, from time to time for a period of three years, in one or more offerings up to a total dollar amount of \$1.5 billion. Pursuant to the shelf registration statement, we may periodically offer one or more of the registered securities in amounts, at prices, and on terms to be announced when, and if, the securities are offered. At the time any offering is made under the shelf registration statement, the offering specifics will be set out in a prospectus supplement.

In September 2008, we secured geothermal rights for approximately 35,000 acres of land to explore geothermal resources in the vicinity of Anchorage, Alaska's largest city. We won 15 of the 16 tracts offered for lease on Mount Spurr, a snowcapped 11,070-foot volcano, 75 miles west of Anchorage.

In July 2008, we secured three new lease agreements covering approximately 20,000 acres of federal land in Nevada and California.

In July 2008, the Public Utilities Commission of Nevada (PUCN) approved a Joint Ownership Agreement (JOA) with Nevada Power Company, a subsidiary of Sierra Pacific Resources, and an amendment to the existing power purchase agreement. The JOA was signed in March 2008 for the Carson Lake geothermal project located in Churchill County, Nevada, that is currently under development by us. We will develop the project on our own until the resource is sufficiently defined at a level that is capable of supporting at least

30 MW and Nevada Power Company has received regulatory approval to acquire its 50 percent ownership interest. Following Nevada Power Company's acquisition of its 50 percent interest, we will continue to develop the project on behalf of the owners. If the development results in a resource that cannot support at least 30 MW, the parties are not obligated to close the acquisition and we may continue to develop the project by ourselves. Under the JOA each

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party will own a 50 percent undivided interest in the project as tenants-in-common. To acquire its project interest, Nevada Power Company will pay 50 percent of the costs expended to the closing date of the acquisition plus a fee. Drilling, construction, and operating and maintenance (O&M) costs going forward will be governed by the JOA and separate Drilling Services, EPC and O&M agreements.

In July 2008, PT Perusahaan Listrik Negara, the state owned Indonesian power company, accepted the entry of Kyushu Electric to the Sarulla consortium, which currently is comprised of a wholly owned subsidiary of ours, a subsidiary of Medco Energi Internasional Tbk, Itochu Corporation of Japan and Kyushu Electric. The entry of Kyushu Electric reduced our ownership interest in the consortium to 12.75%.

In June 2008, two of our subsidiaries entered into an Engineering, Procurement and Construction (EPC) contract with Contact Energy Ltd. of New Zealand for the construction of the Centennial Binary Plant, a new geothermal plant to be constructed in the Tauhara Geothermal field in New Zealand. The contract's value is approximately \$42.0 million and construction of the power plant is expected to be completed within 23 months from the contract date. Contact Energy Ltd. is New Zealand's largest geothermal power plant owner and operator, as well as the country's largest wholesaler and retailer of natural gas and liquid petroleum gas.

In June 2008, we entered into a supply contract with MEGE – Menderes Geothermal Elektrik Uretim, A.S. for the supply of equipment for a new geothermal power plant to be constructed in Turkey. The contract's value is approximately \$16.0 million and delivery is expected to be completed within 16 months from the contract date.

On May 14, 2008, we completed a sale of 3,100,000 shares of common stock to Lehman Brothers Inc. in a block trade at a price of \$48.36 per share (net of underwriting fees and commissions), under our shelf registration statement filed in early 2006. Net proceeds to us, after deducting underwriting fees and commissions and estimated offering expenses associated with the offering, were approximately \$149.7 million.

In April 2008, we entered into an EPC contract with Montana-Dakota Utilities Co. for a 5.3 MW REG power plant to be located on the Northern Border Pipeline compressor station in Morton County, North Dakota. Subject to regulatory approvals, the project is scheduled to be completed in the fourth quarter of 2009.

In April 2008, we commenced commercial operation of the Heber South geothermal project located in the Imperial Valley, California.

In April 2008, our wholly owned subsidiary, Ormat Nevada, concluded the second closing under a 2007 transaction to monetize production tax credits and other favorable tax attributes, such as accelerated depreciation, generated from certain of its geothermal power projects. The first closing of the transaction occurred on June 7, 2007. Pursuant to the transaction, affiliates of Morgan Stanley & Co. Incorporated and Lehman Brothers Inc. (which has since been acquired by Barclays) became institutional equity investors in a newly formed subsidiary of Ormat Nevada, OPC LLC (OPC). Under this second closing, Ormat Nevada transferred the Galena 3 geothermal project to OPC, and received from the institutional equity investors \$63.0 million, net of transaction costs. As operator of all of the projects in the OPC portfolio, Ormat Nevada will continue to operate and maintain the Galena 3 project.

In March 2008, we signed a new 20-year power purchase agreement with Great River Energy, a Minnesota Cooperative Corporation of Elk River, Minnesota, for the sale of electricity generated from a 5.3 MW Ormat REG facility to be constructed at a compressor station along the Northern Border natural gas pipeline. The new facility will convert the recovered waste heat from the exhaust of an existing gas turbine into electricity. We have already secured the rights to the waste heat for the new facility. We expect the plant to be commissioned in 2009 or early 2010.



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In March 2008, we entered into an EPC contract with Nevada Geothermal Power (NGP) for the supply and construction of a 49.5 MW power plant, consisting of three Ormat Energy Converters units, which are guaranteed to produce 16.5 MW (gross) each, at NGP's Blue Mountain geothermal project in Nevada. The total EPC contract value is \$76 million and the project is scheduled to be completed in the fourth quarter of 2009.

In March 2008, we entered into an EPC contract with Nevada Power Company for a 6 MW REG power plant in the Goodsprings area, approximately 35 miles south of Las Vegas, Nevada. The project is subject to a notice to proceed and is scheduled to be completed in 2010.

In March 2008, the California Public Utilities Commission approved a new 20-year power purchase agreement that we entered into in June 2007 with Southern California Edison Company (Southern California Edison) for the sale of 50 MW of energy to be produced from the North Brawley project, which we are currently constructing in Imperial County, California. The power purchase agreement includes an option to increase the capacity of the plant and the amount of energy to be sold up to 100 MW at our discretion.

In March 2008, the PUCN approved the agreement we reached in May 2007 with Sierra Pacific Power Company and Nevada Power Company, the purchasers of electricity generated by our existing and planned geothermal power projects in Nevada, regarding certain amendments to the power purchase agreements for a number of our existing geothermal projects in operation and some of our geothermal projects under development and construction. These amendments (i) provided for a mechanism to share production tax credits with the relevant purchaser pursuant to a reduction in the price for electricity paid by the power purchaser under the relevant power purchase agreement, bringing additional power purchase agreements in line with the production tax credit sharing arrangements included in other power purchase agreements with these purchasers in Nevada, (ii) revised certain generation thresholds based on a more definitive understanding of the geothermal resource at the respective projects, and (iii) addressed certain delays in meeting contract milestones as a result of ordinary course project construction delays.

In February 2008, we commenced commercial operation of the Galena 3 project at the Steamboat complex in Nevada.

On January 8, 2008, we completed an unregistered sale of 693,750 shares of common stock to our parent, Ormat Industries Ltd., at a price of \$48.02 per share, or approximately \$33.3 million in the aggregate. The proceeds of that sale are being used for general corporate purposes, including construction of geothermal and recovered energy generation power plants and other investments, and the financing of possible acquisitions.

***Trends and Uncertainties***

The geothermal industry in the United States has historically experienced significant growth followed by a consolidation of owners and operators of geothermal power plants. During the 1990s, growth and development in the geothermal industry occurred primarily in foreign markets and only minimal growth and development occurred in the United States. Since 2001, there has been increased demand for energy generated from geothermal resources in the United States as production costs for electricity generated from geothermal resources have become more competitive relative to fossil fuel generation. This is partly due to increasing natural gas and oil prices and newly enacted legislative and regulatory incentives, such as state renewable portfolio standards. We see the increasing demand for energy generated from geothermal and other renewable resources in the United States and the further introduction of renewable portfolio standards as the most significant trends affecting our industry today and in the immediate future. Our operations and the trends that from time to time impact our operations are subject to market cycles.



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Although other trends, factors and uncertainties may impact our operations and financial condition, including many that we do not or cannot foresee, we believe that our results of operations and financial condition for the foreseeable future will be affected by the following trends, factors and uncertainties:

The recent worldwide financial and credit crisis has reduced the availability of liquidity and credit to fund the continuation and expansion of industrial business operations worldwide. We have sufficient financial resources to fund our projected activities for 2009 and therefore, we did not change our current investment plans. If economic conditions worsen, the cost of obtaining financing for our project needs may increase significantly or such financing may not be available at all. See further discussion under **Exposure to Market Risks** .

Our primary focus continues to be the implementation of our organic growth through the construction of new projects and enhancements of several of our existing projects. We expect that this investment in organic growth will increase our total generating capacity, consolidated revenues and operating income attributable to our Electricity Segment year over year. We are also looking at acquisition opportunities that may arise as a result of the current financial crisis.

Until the end of the third quarter we experienced increases in the cost of raw materials, labor and transportation costs required for our equipment manufacturing activities and equipment used in our power plants, as well as for sale to third parties. We also experienced an increase in drilling costs and a shortage in drilling equipment. We believe this was the result of the increased drilling activity in the marketplace in a high oil price environment. The recent decrease in the price of oil and other commodities may reduce such costs in the future.

In the United States, we expect to continue to benefit from the increasing demand for renewable energy. Thirty-three states and the District of Columbia, including California, Nevada and Hawaii (where we have been most active in geothermal development and where all of our U.S. geothermal projects are located) have adopted renewable portfolio standards, renewable portfolio goals or other similar laws. These laws require that an increasing percentage of the electricity supplied by electric utility companies operating in such states be derived from renewable energy resources until certain pre-established goals are met. We expect that the additional demand for renewable energy from utilities in such states will outpace a possible reduction in general demand for energy due to the potential economic slow down and will continue to create opportunities for us to expand existing projects and build new power plants.

We expect that the increased awareness of climate change may result in significant changes in the business and regulatory environments, which may create business opportunities for us going forward. For example, several federal and state climate change proposals are being considered or were recently passed, such as the Lieberman-Warner Climate Security Act (S. 2191), which was approved by the United States Senate Environment and Public Works Committee on December 5, 2007 and placed on Senate Legislative Calendar under General Orders. Calendar No. 740, and the California Global Warming Solutions Act of 2006 (the Act), which was signed into law in September 2006. The Act regulates most sources of greenhouse gas emissions and aims to reduce greenhouse gas emissions to 1990 levels by 2020, representing an approximately thirty-percent reduction in greenhouse gas emissions. Measures for implementing the Act will be in place by 2012. California's long-term climate change goals are reflected in Executive Order S-3-05, which requires an 80% reduction of greenhouse gases from 1990 levels by 2050. In addition to California, eighteen other states have set greenhouse gas emissions targets (Arizona, Connecticut, Florida, Hawaii, Illinois, Massachusetts, Maine, Minnesota, New Hampshire, New Jersey, New Mexico, New York, Oregon, Rhode Island, Utah, Vermont, Virginia and Washington). Regional initiatives, such as the Western Climate Initiative (which includes seven U.S. states and four Canadian provinces), the Regional Greenhouse Gas Initiative, and the Midwest Greenhouse Gas Reduction Accord, are also being developed to reduce greenhouse gas emissions and develop trading systems for renewable energy credits. It is expected that regulation for carbon trading will be

in place in 2009. Although it is currently difficult to quantify the direct economic benefit of these efforts to reduce greenhouse gas emissions, we believe they will prove advantageous to us.



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Outside of the United States, we expect that a variety of governmental initiatives, will create new opportunities for the development of new projects, as well as create additional markets for our products. These initiatives include the award of long-term contracts to independent power generators, the creation of competitive wholesale markets for selling and trading energy, capacity and related energy products and the adoption of programs designed to encourage clean renewable and sustainable energy sources.

We expect to continue to generate the majority of our revenues from our Electricity Segment through the sale of electricity from our power plants. All of our current revenues from the sale of electricity are derived from fully-contracted payments under long-term power purchase agreements. We also intend to continue to pursue growth in our recovered energy business.

We expect competition from the wind and solar power generation industry to continue. While the current demand for renewable energy is large enough that this increased competition has not impacted our ability to obtain new power purchase agreements, it may contribute to a reduction in electricity prices. Despite increased competition from the wind and solar power generation industry, we believe that baseload electricity, such as geothermal-based energy, will emerge as the preferred source of renewable energy.

We expect increased competition from new entrants to the geothermal industry, both in the power generation space and in the lease of geothermal resources. While the current demand for renewable energy is large enough that increased competition has not impacted our ability to obtain new power purchase agreements and new leases, increased competition in the power generation space may contribute to a reduction in electricity prices, and increased competition in geothermal leasing may contribute to an increase in lease costs.

The viability of our geothermal power plants depends on various factors such as the heat content of the geothermal reservoir, useful life of the reservoir (the term during which such geothermal reservoir has sufficient extractable fluids for our operations) and operational factors relating to the extraction of the geothermal fluids. Our geothermal power plants may experience an unexpected decline in the capacity of their respective geothermal wells. Such factors, together with the possibility that we may fail to find commercially viable geothermal resources in the future, represent significant uncertainties we face in connection with our operations.

As our power plants age, they may require increased maintenance with a resulting decrease in their availability.

Our foreign operations are subject to significant political, economic and financial risks, which vary by country. These risks include the partial privatization of the electricity sector in Guatemala, labor unrest in Nicaragua and the political uncertainty currently prevailing in some of the countries in which we operate. Although we maintain political risk insurance to mitigate these risks, insurance does not provide complete coverage with respect to all such risks.

The United States extended a tax subsidy and increased the amount of the tax subsidy for companies that use geothermal steam or fluid to generate electricity as part of the Energy Policy Act of 2005 that became law on August 8, 2005. In October 2008, the United States extended the tax subsidy by an additional two years. The tax subsidy is a production tax credit, which in 2008 is 2.1 cents per kWh and is adjusted annually for inflation. The production tax credit may be claimed for ten years on the electricity output of new geothermal power plants put into service by December 31, 2010.

The Energy Policy Act of 2005 authorizes the Federal Energy Regulatory Commission (FERC) to revise the Public Utility Regulatory Policies Act (PURPA) so as to terminate the obligation of electric utilities to

purchase the output of a Qualifying Facility if FERC finds that there is an accessible competitive market for energy and capacity from the Qualifying Facility. The legislation does not affect existing power purchase agreements. We do not expect this change in law to affect our U.S. projects significantly, as all except one of our current contracts (our Steamboat 1 project, which sells its electricity to Sierra Pacific Power Company on a year-by-year basis) are long-term. FERC issued a final rule that makes it easier to eliminate the utilities purchase obligation in four regions of the

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country. None of those regions includes a state in which our current projects operate. However, FERC has the authority under the Energy Policy Act of 2005 to act, on a case-by-case basis, to eliminate the mandatory purchase obligation in other regions. If the utilities in the regions in which our domestic projects operate were to be relieved of the mandatory purchase obligation, they would not be required to purchase energy from us upon termination of their respective existing power purchase agreements, which could have an adverse effect on our revenues.

### ***Revenues***

We generate our revenues from the sale of electricity from our geothermal and recovered energy-based power plants; the design, manufacturing and sale of equipment for electricity generation; and the construction, installation and engineering of power plant equipment.

Revenues attributable to our Electricity Segment are relatively predictable as they are derived from the sale of electricity from our power plants pursuant to long-term power purchase agreements. However, such revenues are subject to seasonal variations, as more fully described below in the section entitled *Seasonality*. Electricity Segment revenues may also be affected by higher-than-average ambient temperatures, which could cause a decrease in the generating capacity of our power plants, and by unplanned major maintenance activities related to our power plants.

Our power purchase agreements generally provide for the payment of energy payments, or energy and capacity payments. Generally, capacity payments are payments calculated based on the amount of time that our power plants are available to generate electricity. Some of our power purchase agreements provide for bonus payments in the event that we are able to exceed certain target levels and the potential forfeiture of payments if we fail to meet minimum target levels. Energy payments, on the other hand, are payments calculated based on the amount of electrical energy delivered to the relevant power purchaser at a designated delivery point. The rates applicable to such payments are either fixed (subject, in certain cases, to certain adjustments) or are based on the relevant power purchaser's short run avoided costs (the incremental costs that the power purchaser avoids by not having to generate such electrical energy itself or purchase it from others). Our more recent power purchase agreements provide generally for energy payments alone with an obligation to compensate the off-taker for its incremental costs as a result of shortfalls in our supply.

The lease income related to the Puna lease transactions, which are accounted for as operating leases, is included as a separate line item in our Electricity Segment revenues (See *Liquidity and Capital Resources*). For management purposes, we analyze such revenue on a combined basis with other revenues in our Electricity Segment.

As required by Emerging Issues Task Force (EITF) Issue No. 01-8, *Determining Whether an Arrangement Contains a Lease*, we have assessed all of our power purchase agreements agreed to, modified or acquired in business combinations on or after July 1, 2003, and concluded that all such agreements contain a lease element requiring lease accounting. Accordingly, revenue related to the lease element of the agreements is presented as lease portion of energy and capacity revenue, with the remaining revenue related to the production and delivery of the energy presented as energy and capacity revenue in our consolidated financial statements. As the lease revenue and the energy and capacity revenues are derived from the same arrangement and both fall within our Electricity Segment, we analyze such revenues, and related costs, on a combined basis for management purposes.

Revenues attributable to our Products Segment are generally less predictable than revenues from our Electricity Segment. This is because larger customer orders for our products are typically a result of our participating in, and winning, tenders issued by potential customers in connection with projects they are developing. Such projects often take a long time to design and develop and are often subject to various contingencies such as the customer's ability to raise the necessary financing for a project. As a result, we are generally unable to predict the timing of such orders for our products and may not be able to replace existing orders that we have completed with new ones. As a result, our

revenues from our Products Segment fluctuate (and at times, extensively) from period to period.

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The following table sets forth a breakdown of our revenues for the periods indicated:

|                     | Revenues in Thousands            |           |                                 |            | % of Revenues for Period Indicated |        |                                 |        |
|---------------------|----------------------------------|-----------|---------------------------------|------------|------------------------------------|--------|---------------------------------|--------|
|                     | Three Months Ended September 30, |           | Nine Months Ended September 30, |            | Three Months Ended September 30,   |        | Nine Months Ended September 30, |        |
|                     | 2008                             | 2007      | 2008                            | 2007       | 2008                               | 2007   | 2008                            | 2007   |
| Revenues            |                                  |           |                                 |            |                                    |        |                                 |        |
| Electricity Segment | \$ 68,837                        | \$ 61,406 | \$ 190,130                      | \$ 160,424 | 69.0%                              | 77.3%  | 76.3%                           | 71.2%  |
| Products Segment    | 30,889                           | 18,061    | 59,204                          | 64,842     | 31.0                               | 22.7   | 23.7                            | 28.8   |
| Total               | \$ 99,726                        | \$ 79,467 | \$ 249,334                      | \$ 225,266 | 100.0%                             | 100.0% | 100.0%                          | 100.0% |

***Geographical Breakdown of Revenues***

For the three months ended September 30, 2008, 83.1% of our revenues attributable to our Electricity Segment were generated in the United States, as compared to 87.6% for the same period in 2007. For the nine months ended September 30, 2008, 82.0% of our revenues attributable to our Electricity Segment were generated in the United States, as compared to 83.5% for the same period in 2007.

The following table sets forth the geographic breakdown of the revenues attributable to our Electricity Segment for the periods indicated:

|               | Revenues in Thousands            |           |                                 |            | % of Revenues for Period Indicated |        |                                 |        |
|---------------|----------------------------------|-----------|---------------------------------|------------|------------------------------------|--------|---------------------------------|--------|
|               | Three Months Ended September 30, |           | Nine Months Ended September 30, |            | Three Months Ended September 30,   |        | Nine Months Ended September 30, |        |
|               | 2008                             | 2007      | 2008                            | 2007       | 2008                               | 2007   | 2008                            | 2007   |
| United States | \$ 57,195                        | \$ 53,814 | \$ 155,958                      | \$ 133,968 | 83.1%                              | 87.6%  | 82.0%                           | 83.5%  |
| Foreign       | 11,642                           | 7,592     | 34,172                          | 26,456     | 16.9                               | 12.4   | 18.0                            | 16.5   |
| Total         | \$ 68,837                        | \$ 61,406 | \$ 190,130                      | \$ 160,424 | 100.0%                             | 100.0% | 100.0%                          | 100.0% |

For the three months ended September 30, 2008, 51.9% of our revenues attributable to our Products Segment were generated in the United States, as compared to 22.6% for the same period in 2007. For the nine months ended September 30, 2008, 39.7% of our revenues attributable to our Products Segment were generated in the United States, as compared to 31.8% for the same period in 2007.

***Seasonality***

The prices paid for the electricity generated by our domestic projects pursuant to our power purchase agreements are subject to seasonal variations. The prices paid for electricity under the power purchase agreements with Southern California Edison, the Heber 1 and 2 projects, the Mammoth project and the Ormesa project and the prices that will be

paid for the electricity under the power purchase agreement for the North Brawley project are higher in the months of June through September. As a result, we receive and will receive in the future higher revenues during such months. The prices paid for electricity pursuant to the power purchase agreements of our projects in Nevada have no significant changes during the year. In the winter, due principally to the lower ambient temperature, our power plants produce more energy and as a result we receive higher energy revenues. However, the higher capacity payments payable by Southern California Edison in California in the summer months have a more significant impact on our revenues than that of the higher energy revenues generally generated in winter due to increased efficiency. As a result, our revenues are generally higher in the summer than in the winter. The prices paid for electricity pursuant to the power purchase agreement of the Puna project are tied to the price of oil. Accordingly, our revenues for that project, which accounted for approximately 17.6% of our total revenues for the nine months ended September 30, 2008, may be volatile.

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### ***Breakdown of Cost of Revenues***

#### ***Electricity Segment***

The principal cost of revenues attributable to our operating projects include operation and maintenance expenses such as depreciation and amortization, salaries and related employee benefits, equipment expenses, costs of parts and chemicals, costs related to third-party services, lease expenses, royalties, startup and auxiliary electricity purchases, property taxes and insurance and, for the California projects, transmission charges, scheduling charges and purchases of sweet water for use in our plant cooling towers. Some of these expenses, such as parts, third-party services and major maintenance, are not incurred on a regular basis. This results in fluctuations in our expenses and our results of operations for individual projects from quarter to quarter. The lease expense related to the Puna lease transactions is included as a separate line item in our Electricity Segment cost of revenues (See *Liquidity and Capital Resources* ). For management purposes we analyze such costs on a combined basis with other cost of revenues in our Electricity Segment.

Payments made to government agencies and private entities on account of site leases where plants are located are included in cost of revenues. Royalty payments, included in cost of revenues, are made as compensation for the right to use certain geothermal resources and are paid as a percentage of the revenues derived from the associated geothermal rights. For the nine months ended September 30, 2008, royalties constituted approximately 5.3% of the Electricity Segment revenues, compared to approximately 4.4% for the same period in 2007.

#### ***Products Segment***

The principal expenses attributable to our Products Segment include materials, salaries and related employee benefits, expenses related to subcontracting activities, transportation expenses, and sales commissions to sales representatives. Some of the principal expenses attributable to our Products Segment, such as a portion of the costs related to labor, utilities and other support services are fixed, while others, such as materials, construction, transportation and sales commissions, are variable and may fluctuate significantly, depending on market conditions. As a result, the cost of revenues attributable to our Products Segment, expressed as a percentage of total revenues, fluctuates. Another reason for such fluctuation is that in responding to bids for our products, we price our products and services in relation to existing competition and other prevailing market conditions, which may vary substantially from order to order.

### ***Cash, Cash Equivalents and Marketable Securities***

Our cash, cash equivalents and marketable securities as of September 30, 2008 decreased to \$38.1 million from \$60.7 million as of December 31, 2007. This decrease is principally due to our use during the first nine months of 2008 of \$298.6 million of cash resources to fund capital expenditures and \$35.2 million to repay long-term debt to our parent and to third parties. The decrease in our cash resources was partially offset by the \$149.7 million of net proceeds from our sale of 3,100,000 shares of common stock to Lehman Brothers in a block trade in May 2008 at a price of \$48.36 per share (net of underwriters fees and commissions), the \$33.3 million net proceeds from our unregistered sale of 693,750 shares to our parent at a price of \$48.02 per share on January 8, 2008, the \$63.0 million net proceeds from the second closing of the OPC tax monetization transaction, and the \$89.9 million derived from operating activities in the first nine months of 2008. In addition, we have \$2.8 million of marketable securities as of September 30, 2008 and December 31, 2007 classified as non-current assets. This classification is due to failed auctions in the fourth quarter of 2007 and prior quarters of 2008 of certain auction rate securities in our portfolio, as described below in the section entitled *Exposure to Market Risks* . Our corporate borrowing capacity has increased to \$310 million under committed lines of credit with different commercial banks, as described below in the section entitled *Liquidity and Capital Resources* .





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***Critical Accounting Policies***

A comprehensive discussion of our critical accounting policies is included in the Management's Discussion and Analysis of Financial Condition and Results of Operations section in our annual report on Form 10-K for the year ended December 31, 2007.

***New Accounting Pronouncements***

See Note 2 to our condensed consolidated financial statements set forth in Item 1 of this quarterly report for information regarding new accounting pronouncements.

**Table of Contents****Results of Operations**

Our historical operating results in dollars and as a percentage of total revenues are presented below. A comparison of the different periods described below may be of limited utility as a result of each of the following: (i) our recent construction of new projects and enhancement of acquired projects; (ii) fluctuation in revenues from our Products Segment; and (iii) an accumulation of operational issues in the first quarter of 2007 that resulted in both reduced revenues and increased costs for such quarter.

|                                                     | Three Months<br>Ended<br>September 30,<br>20082007<br>(In thousands, except per share<br>data) |         | Nine Months<br>Ended<br>September 30,<br>20082007<br>(In thousands, except<br>per share data) |         |    |         |    |          |
|-----------------------------------------------------|------------------------------------------------------------------------------------------------|---------|-----------------------------------------------------------------------------------------------|---------|----|---------|----|----------|
| Statements of Operations Historical Data:           |                                                                                                |         |                                                                                               |         |    |         |    |          |
| Revenues:                                           |                                                                                                |         |                                                                                               |         |    |         |    |          |
| Electricity Segment                                 | \$                                                                                             | 68,837  | \$                                                                                            | 61,406  | \$ | 190,130 | \$ | 160,424  |
| Products Segment                                    |                                                                                                | 30,889  |                                                                                               | 18,061  |    | 59,204  |    | 64,842   |
|                                                     |                                                                                                | 99,726  |                                                                                               | 79,467  |    | 249,334 |    | 225,266  |
| Cost of revenues:                                   |                                                                                                |         |                                                                                               |         |    |         |    |          |
| Electricity Segment                                 |                                                                                                | 44,742  |                                                                                               | 35,455  |    | 124,924 |    | 110,505  |
| Products Segment                                    |                                                                                                | 23,730  |                                                                                               | 15,046  |    | 47,484  |    | 55,184   |
|                                                     |                                                                                                | 68,472  |                                                                                               | 50,501  |    | 172,408 |    | 165,689  |
| Gross margin:                                       |                                                                                                |         |                                                                                               |         |    |         |    |          |
| Electricity Segment                                 |                                                                                                | 24,095  |                                                                                               | 25,951  |    | 65,206  |    | 49,919   |
| Products Segment                                    |                                                                                                | 7,159   |                                                                                               | 3,015   |    | 11,720  |    | 9,658    |
|                                                     |                                                                                                | 31,254  |                                                                                               | 28,966  |    | 76,926  |    | 59,577   |
| Operating expenses:                                 |                                                                                                |         |                                                                                               |         |    |         |    |          |
| Research and development expenses                   |                                                                                                | 1,894   |                                                                                               | 952     |    | 3,375   |    | 2,717    |
| Selling and marketing expenses                      |                                                                                                | 2,647   |                                                                                               | 2,043   |    | 8,186   |    | 7,851    |
| General and administrative expenses                 |                                                                                                | 7,587   |                                                                                               | 4,979   |    | 19,539  |    | 15,888   |
| Operating income                                    |                                                                                                | 19,126  |                                                                                               | 20,992  |    | 45,826  |    | 33,121   |
| Other income (expense):                             |                                                                                                |         |                                                                                               |         |    |         |    |          |
| Interest income                                     |                                                                                                | 637     |                                                                                               | 1,171   |    | 2,735   |    | 4,207    |
| Interest expense                                    |                                                                                                | (859)   |                                                                                               | (6,984) |    | (7,329) |    | (21,836) |
| Foreign currency translation and transaction losses |                                                                                                | (1,028) |                                                                                               | (96)    |    | (2,570) |    | (771)    |
| Impairment of auction rate securities               |                                                                                                | (2,045) |                                                                                               |         |    | (2,373) |    |          |
| Other non-operating income (expense)                |                                                                                                | (21)    |                                                                                               | 247     |    | 328     |    | 595      |

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|                                                                                 |           |           |           |           |
|---------------------------------------------------------------------------------|-----------|-----------|-----------|-----------|
| Income before income taxes, minority interest and equity in income of investees | 15,810    | 15,330    | 36,617    | 15,316    |
| Income tax provision                                                            | (3,187)   | (2,300)   | (7,871)   | (2,297)   |
| Minority interest                                                               | 2,916     | 1,280     | 8,071     | 1,585     |
| Equity in income of investees                                                   | 372       | 1,452     | 1,319     | 3,864     |
| Net income                                                                      | \$ 15,911 | \$ 15,762 | \$ 38,136 | \$ 18,468 |
| Earnings per share basic and diluted                                            | \$ 0.35   | \$ 0.41   | \$ 0.87   | \$ 0.48   |
| Weighted average number of shares used in computation of earnings per share:    |           |           |           |           |
| Basic                                                                           | 45,337    | 38,125    | 43,782    | 38,119    |
| Diluted                                                                         | 45,483    | 38,251    | 43,921    | 38,240    |

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|                                                                                 | Three Months<br>Ended<br>September 30,<br>20082007 |       | Nine Months Ended<br>September 30,<br>20082007 |       |
|---------------------------------------------------------------------------------|----------------------------------------------------|-------|------------------------------------------------|-------|
| Statements of Operations Percentage Data:                                       |                                                    |       |                                                |       |
| Revenues:                                                                       |                                                    |       |                                                |       |
| Electricity Segment                                                             | 69.0%                                              | 77.3% | 76.3%                                          | 71.2% |
| Products Segment                                                                | 31.0                                               | 22.7  | 23.7                                           | 28.8  |
|                                                                                 | 100.0                                              | 100.0 | 100.0                                          | 100.0 |
| Cost of revenues:                                                               |                                                    |       |                                                |       |
| Electricity Segment                                                             | 65.0                                               | 57.7  | 65.7                                           | 68.9  |
| Products Segment                                                                | 76.8                                               | 83.3  | 80.2                                           | 85.1  |
|                                                                                 | 68.7                                               | 63.5  | 69.1                                           | 73.6  |
| Gross margin:                                                                   |                                                    |       |                                                |       |
| Electricity Segment                                                             | 35.0                                               | 42.3  | 34.3                                           | 31.1  |
| Products Segment                                                                | 23.2                                               | 16.7  | 19.8                                           | 14.9  |
|                                                                                 | 31.3                                               | 36.5  | 30.9                                           | 26.4  |
| Operating expenses:                                                             |                                                    |       |                                                |       |
| Research and development expenses                                               | 1.9                                                | 1.2   | 1.4                                            | 1.2   |
| Selling and marketing expenses                                                  | 2.7                                                | 2.6   | 3.3                                            | 3.5   |
| General and administrative expenses                                             | 7.6                                                | 6.3   | 7.8                                            | 7.1   |
| Operating income                                                                | 19.2                                               | 26.4  | 18.4                                           | 14.7  |
| Other income (expense):                                                         |                                                    |       |                                                |       |
| Interest income                                                                 | 0.6                                                | 1.5   | 1.1                                            | 1.9   |
| Interest expense                                                                | (0.9)                                              | (8.8) | (2.9)                                          | (9.7) |
| Foreign currency translation and transaction losses                             | (1.0)                                              | (0.1) | (1.0)                                          | (0.3) |
| Impairment of auction rate securities                                           | (2.1)                                              | 0.0   | (1.0)                                          | 0.0   |
| Other non-operating income (expense)                                            | 0.0                                                | 0.3   | 0.1                                            | 0.3   |
| Income before income taxes, minority interest and equity in income of investees |                                                    |       |                                                |       |
| Income taxprovision                                                             | 15.9                                               | 19.3  | 14.7                                           | 6.8   |
| Minority interest                                                               | (3.2)                                              | (2.9) | (3.2)                                          | (1.0) |
| Equity in income of investees                                                   | 2.9                                                | 1.6   | 3.2                                            | 0.7   |
|                                                                                 | 0.4                                                | 1.8   | 0.5                                            | 1.7   |
| Net income                                                                      | 16.0%                                              | 19.8% | 15.3%                                          | 8.2%  |

***Comparison of the Three Months Ended September 30, 2008 and the Three Months Ended September 30, 2007******Total Revenues***

Total revenues for the three months ended September 30, 2008 were \$99.7 million, as compared with \$79.5 million for the three months ended September 30, 2007, which represented a 25.5% increase in total revenues. This increase is attributable both to our Electricity and Products Segments whose revenues increased by 12.1% and 71.0%, respectively, over the same period in 2007.

*Electricity Segment*

Revenues attributable to our Electricity Segment for the three months ended September 30, 2008 were \$68.8 million, as compared with \$61.4 million for the three months ended September 30, 2007, which

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represented a 12.1% increase in such revenues. This increase is primarily attributable to additional revenues of \$3.4 million generated in the United States resulting from: (i) an increase in our generating capacity and energy generation in the United States from 501,389 MWh in the three months ended September 30, 2007 to 508,141 MWh in the three months ended September 30, 2008; and (ii) an increase in the energy rates in the Puna project (due to higher oil prices). The increase in Electricity Segment revenues in the third quarter of 2008 is also attributable to a net increase of \$4.0 million in revenues from our international plants as a result of increased revenues generated from our Amatitlan project in Guatemala and from our Momotombo project in Nicaragua. The increase in our United States electricity revenues is mainly the result of additional generation from new power plants placed in service, offset by: (i) a decrease in the generation of the Ormesa complex as a result of a generator failure, which was repaired in October 2008; (ii) expiration of the adder, an additional energy rate, paid to us under the Heber 2 power purchase agreement; (iii) a decrease in the generation of the OREG 1 project as a result of lower than expected heat availability due to operation of the compressor stations at a lower than expected load; and (iv) a decrease in the generation of the Steamboat 2/3 project as a result of the shut down of the Steamboat 2/3 project during part of the third quarter of 2008 in order to replace the project turbines with new turbines manufactured by us. The replacement of the turbines was completed and the project returned to full operation in the beginning of October 2008.

### *Products Segment*

Revenues attributable to our Products Segment for the three months ended September 30, 2008 were \$30.9 million, as compared with \$18.1 million for the three months ended September 30, 2007, which represented a 71.0% increase in such revenues. This increase is principally attributable to the volatility and the timing of our receipt of purchase orders, and the timing of revenue recognition in accordance with the percentage of completion method for each of our geothermal and recovered energy generation products.

### ***Total Cost of Revenues***

Total cost of revenues for the three months ended September 30, 2008 was \$68.5 million, as compared with \$50.5 million for the three months ended September 30, 2007, which represented a 35.6% increase in total cost of revenues. This increase is attributable both to our Electricity and Products Segments. As a percentage of total revenues, our total cost of revenues for the three months ended September 30, 2008 was 68.7% compared with 63.5% for the same period in 2007.

### *Electricity Segment*

Total cost of revenues attributable to our Electricity Segment for the three months ended September 30, 2008 was \$44.7 million, as compared with \$35.5 million for the three months ended September 30, 2007, which represented a 26.2% increase in total cost of revenues for such segment. This increase from the same period last year is due to: (i) costs relating to new projects placed into service (including depreciation); (ii) increase in labor and materials costs in existing plants; and (iii) the write off of the old Steamboat 2/3 turbines. As a percentage of total electricity revenues, the total cost of revenues attributable to our Electricity Segment for the three months ended September 30, 2008 was 65.0% compared with 57.7% for the three months ended September 30, 2007.

### *Products Segment*

Total cost of revenues attributable to our Products Segment for the three months ended September 30, 2008 was \$23.7 million, as compared with \$15.0 million for the three months ended September 30, 2007, which represented a 57.7% increase in total cost of revenues related to such segment. This increase is attributable to the increase in our product revenues, as described above, as well as a different product mix. As a percentage of total Products Segment revenues, our total cost of revenues attributable to this segment for the three months ended September 30, 2008 was

76.8% as compared with 83.3% for the three months ended September 30, 2007.

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***Research and Development Expenses***

Research and development expenses for the three months ended September 30, 2008 were \$1.9 million, as compared with \$1.0 million for the three months ended September 30, 2007, which represented a 98.9% increase. Such increase is primarily due to expenses incurred in connection with our research and development of Enhanced Geothermal Systems (EGS) and the supply of a geothermal power unit for testing at a producing oil well located at the Oil Test Center near Caspar, WY.

***Selling and Marketing Expenses***

Selling and marketing expenses for the three months ended September 30, 2008 were \$2.6 million, as compared with \$2.0 million for the three months ended September 30, 2007, which represented a 29.6% increase. The increase was due primarily to an increase in Products Segment revenues. Selling and marketing expenses for the three months ended September 30, 2008 constituted 2.7% of total revenues for such period, as compared with 2.6% for the three months ended September 30, 2007.

***General and Administrative Expenses***

General and administrative expenses for the three months ended September 30, 2008 were \$7.6 million, as compared with \$5.0 million for the three months ended September 30, 2007, which represented a 52.4% increase. Such increase is primarily attributable to: (i) costs related to a potential acquisition of geothermal assets that we ultimately decided not to pursue; and (ii) an increase in personnel expenses due in part to the devaluation of the U.S. dollar. General and administrative expenses for the three months ended September 30, 2008 increased to 7.6% of total revenues for such period, from 6.3% for the three months ended September 30, 2007.

***Operating Income***

Operating income for the three months ended September 30, 2008 was \$19.1 million, as compared with \$21.0 million for the three months ended September 30, 2007. Operating income attributable to our Electricity Segment for the three months ended September 30, 2008 was \$16.9 million, as compared with \$20.4 million for the three months ended September 30, 2007. Operating income attributable to our Products Segment for the three months ended September 30, 2008 was \$2.2 million, as compared with \$0.6 million for the three months ended September 30, 2007.

***Interest Income***

Interest income for the three months ended September 30, 2008 was \$0.6 million, as compared with \$1.2 million for the three months ended September 30, 2007, which represented a 45.6% decrease. The decrease is primarily due to a decrease in interest rates payable on liquid investments.

***Interest Expense***

Interest expense for the three months ended September 30, 2008 was \$0.9 million, as compared with \$7.0 million for the three months ended September 30, 2007, which represented a 87.7% decrease. The \$6.1 million decrease is primarily due to principal repayments and to an increase of \$4.5 million in interest capitalized to projects as a result of increased projects under construction.

***Impairment of Auction Rate Securities***



In the three months ended September 30, 2008, we recorded \$2.0 million of impairment as a result of an other-than-temporary decline in the value of auction rate securities. This amount includes \$1.4 million which was previously deemed temporary. See also Note 6 to our condensed consolidated financial statements set forth in Item 1 of this quarterly report.

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***Income Taxes***

Income tax provision for the three months ended September 30, 2008 was \$3.2 million as compared with \$2.3 million for the three months ended September 30, 2007. The effective tax rate for the three months ended September 30, 2008 and 2007 was 20.2% and 15.0%, respectively. The increase in the effective tax rate resulted from a transaction to monetize production tax credits and other favorable tax attributes generated from certain of our geothermal projects.

***Minority interest***

Minority interest for the three months ended September 30, 2008 and 2007 includes income of \$2.9 million, and \$1.3 million, respectively, from the sale of limited liability company interests in OPC to institutional equity investors in June 2007 and in April 2008.

***Equity in Income of Investees***

Our participation in the income generated from our investees for the three months ended September 30, 2008 was \$0.4 million, as compared with \$1.5 million for the three months ended September 30, 2007. On September 25, 2007, our equity investee, Ormat Leyte Co. Ltd. (Leyte) transferred its power plants to PNOC-Energy Development Corporation pursuant to a Build, Operate, and Transfer agreement. We did not incur any material financial loss as a result of such transfer, although this transfer reduced our owned foreign generation capacity by 39 MW, with a commensurate impact on equity in income of investees and net income. Our equity in income of investees for the three months ended September 30, 2008 includes an immaterial loss from Leyte, while in the three months ended September 30, 2007 we had \$0.9 million of income from Leyte.

***Net Income***

Net income for the three months ended September 30, 2008 was \$15.9 million, as compared with \$15.8 million for the three months ended September 30, 2007, which represents an increase of 0.9%. Such increase in net income was principally attributable to: (i) a \$6.1 million decrease in interest expense; and (ii) a \$1.6 million increase in minority interest as described above. This was partially offset by: (i) a \$2.0 million impairment of auction rate securities; (ii) a \$1.9 million decrease in operating income; (iii) a \$0.9 million increase in income tax provision; (iv) a \$0.5 million decrease in interest income; (v) a \$0.9 million increase in foreign currency translation and transaction losses; and (vi) a \$1.1 million decrease in equity in income of investees. Net income for the three months ended September 30, 2008 includes stock-based compensation related to stock options of \$1.1 million, as compared with \$1.0 million for the three months ended September 30, 2007.

***Comparison of the Nine Months Ended September 30, 2008 and the Nine Months Ended September 30, 2007***

***Total Revenues***

Total revenues for the nine months ended September 30, 2008 were \$249.3 million, as compared with \$225.3 million for the nine months ended September 30, 2007, which represented a 10.7% increase in total revenues. This increase is attributable to our Electricity Segment whose revenues increased by 18.5%, offset by a decrease of 8.7% in our Products Segment revenues over the same period in 2007.

***Electricity Segment***

Revenues attributable to our Electricity Segment for the nine months ended September 30, 2008 were \$190.1 million, as compared with \$160.4 million for the nine months ended September 30, 2007, which represented a 18.5% increase

in such revenues. This increase is primarily attributable to additional revenues of \$22.0 million generated in the United States resulting from: (i) an increase in our generating capacity and energy generation in the United States from 1,461,153 MWh in the nine months ended September 30, 2007 to 1,620,596 MWh in the nine months ended September 30, 2008; and (ii) an increase in the energy rates in the Puna project (due to higher oil prices) and in our Standard Offer #4 power purchase agreements payable by

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Southern California Edison. The increase in Electricity Segment revenues in the first nine months of 2008 is also attributable to a net increase of \$7.7 million in revenues from our international plants as a result of revenues generated from our Amatitlan project in Guatemala and from our Momotombo project in Nicaragua. The increase in our United States generating capacity is mainly the result of additional generation from new power plants placed in service, as well as the enhanced performance of our existing power plants. The increase in our United States electricity revenues was offset by: (i) a decrease in the generation of the Steamboat 2/3 project as a result of the shut down required to replace the project turbines; (ii) expiration of the adder, an additional energy rate, paid to us under the Heber 2 power purchase agreement; (iii) a decrease in the generation of the Ormesa complex as a result of a generator failure, which was repaired in October 2008 and (iv) a decrease in the generation of the OREG 1 project as a result of lower than expected heat availability due to operation of the compressor stations at a lower than expected load. The replacement of the turbines in the Steamboat 2/3 project was completed and the project returned to full operation in the beginning of October 2008.

### *Products Segment*

Revenues attributable to our Products Segment for the nine months ended September 30, 2008 were \$59.2 million, as compared with \$64.8 million for the nine months ended September 30, 2007, which represented an 8.7% decrease in such revenues. This decrease is principally attributable to volatility and the timing of our receipt of purchase orders, and the timing of revenue recognition in accordance with the percentage of completion method for each of our geothermal and recovered energy generation products.

### ***Total Cost of Revenues***

Total cost of revenues for the nine months ended September 30, 2008 was \$172.4 million, as compared with \$165.7 million for the nine months ended September 30, 2007, which represented a 4.1% increase in total cost of revenues. The increase is attributable to an increase in our Electricity Segment, offset by decreased costs in our Products Segment, as discussed below. As a percentage of total revenues, our total cost of revenues for the nine months ended September 30, 2008 was 69.1% as compared with 73.6% for the same period in 2007.

### *Electricity Segment*

Total cost of revenues attributable to our Electricity Segment for the nine months ended September 30, 2008 was \$124.9 million, as compared with \$110.5 million for the nine months ended September 30, 2007, which represented a 13.0% increase in total cost of revenues for such segment. The increase in our costs in this segment during the first nine months of 2008 over the same period in 2007 reflects: (i) costs relating to new and enhanced projects placed into service (including depreciation); (ii) an increase in labor and materials costs in existing plants; and (iii) the write off of the old Steamboat 2/3 turbines. As a percentage of total electricity revenues, the total cost of revenues attributable to our Electricity Segment for the nine months ended September 30, 2008 was 65.7% compared with 68.9% for the nine months ended September 30, 2007.

### *Products Segment*

Total cost of revenues attributable to our Products Segment for the nine months ended September 30, 2008 was \$47.5 million, as compared with \$55.2 million for the nine months ended September 30, 2007, which represented a 14.0% decrease in total cost of revenues related to such segment. This decrease is attributable to the decrease in our product revenues, as described above, as well as a different product mix. This decrease was partially offset by an increase in labor, material, construction and transportation costs, as well as costs resulting from the devaluation of the U.S. dollar. As a percentage of total Products Segment revenues, our total cost of revenues attributable to this segment for the nine months ended September 30, 2008 was 80.2% as compared with 85.1% for the nine months ended

September 30, 2007.

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***Research and Development Expenses***

Research and development expenses for the nine months ended September 30, 2008 were \$3.4 million, as compared with \$2.7 million for the nine months ended September 30, 2007, which represented a 24.2% increase. Such increase is primarily due to expenses incurred in connection with our research and development of EGS and the supply of a geothermal power unit for testing at a producing oil well located at the Oil Test Center near Caspar, WY.

***Selling and Marketing Expenses***

Selling and marketing expenses for the nine months ended September 30, 2008 were \$8.2 million, as compared with \$7.9 million for the nine months ended September 30, 2007, which represented a 4.3% increase. Selling and marketing expenses for the nine months ended September 30, 2008 constituted 3.3% of total revenues for such period, as compared with 3.5% for the nine months ended September 30, 2007.

***General and Administrative Expenses***

General and administrative expenses for the nine months ended September 30, 2008 were \$19.5 million, as compared with \$15.9 million for the nine months ended September 30, 2007, which represented a 23.0% increase. Such increase is primarily attributable to: (i) costs related to a potential acquisition of geothermal assets that we ultimately decided not to pursue; and (ii) an increase in personnel expenses due in part to the devaluation of the U.S. dollar. General and administrative expenses for the nine months ended September 30, 2008 increased to 7.8% of total revenues for such period, from 7.1% for the nine months ended September 30, 2007.

***Operating Income***

Operating income for the nine months ended September 30, 2008 was \$45.8 million, as compared with \$33.1 million for the nine months ended September 30, 2007. Such increase in operating income was principally attributable to an increase in the gross margin in our Electricity Segment due to the significant increase in revenues during the nine months ended September 30, 2008, as described above. Operating income attributable to our Electricity Segment for the nine months ended September 30, 2008 was \$43.6 million, as compared with \$33.0 million for the nine months ended September 30, 2007. Operating income attributable to our Products Segment for the nine months ended September 30, 2008 was \$2.2 million, as compared with \$0.1 million for the nine months ended September 30, 2007.

***Interest Income***

Interest income for the nine months ended September 30, 2008 was \$2.7 million, as compared with \$4.2 million for the nine months ended September 30, 2007, which represented a 35.0% decrease. The decrease is primarily due to a decrease in interest rates payable on liquid investments.

***Interest Expense***

Interest expense for the nine months ended September 30, 2008 was \$7.3 million, as compared with \$21.8 million for the nine months ended September 30, 2007, which represented a 66.4% decrease. The \$14.5 million decrease is primarily due to principal repayments and to an increase of \$10.1 million in interest capitalized to projects as a result of increased projects under construction.

***Impairment of Auction Rate Securities***

In the nine months ended September 30, 2008, we recorded \$2.4 million of impairment as a result of an other-than-temporary decline in the value of certain auction rate securities. This amount includes \$0.8 million, which was deemed temporary as of December 31, 2007. See also Note 6 to our condensed consolidated financial statements set forth in Item 1 of this quarterly report.

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***Income Taxes***

Income tax provision for the nine months ended September 30, 2008 was \$7.9 million as compared with \$2.3 million for the nine months ended September 30, 2007. The effective tax rate for the nine months ended September 30, 2008 and 2007 was 21.5% and 15.0%, respectively. The increase in the effective tax rate resulted from a transaction to monetize production tax credits and other favorable tax attributes generated from certain of our geothermal projects.

***Minority interest***

Minority interest for the nine months ended September 30, 2008 and 2007 includes income of \$8.1 million, and \$1.6 million, respectively, from the sale of limited liability company interests in OPC to institutional equity investors in June 2007 and in April 2008.

***Equity in Income of Investees***

Our participation in the income generated from our investees for the nine months ended September 30, 2008 was \$1.3 million, as compared with \$3.9 million for the nine months ended September 30, 2007. On September 25, 2007, our equity investee, Ormat Leyte Co. Ltd. (Leyte), transferred its power plants to PNOC-Energy Development Corporation pursuant to a Build, Operate, and Transfer agreement. We did not incur any material financial loss as a result of such transfer, although going forward this will reduce our owned foreign generation capacity by 39 MW with a commensurate impact on equity in income of investees and net income. Our equity in income of investees for the nine months ended September 30, 2008 includes an immaterial loss from Leyte, while in the nine months ended September 30, 2007 we had \$2.6 million of income from Leyte.

***Net Income***

Net income for the nine months ended September 30, 2008 was \$38.1 million, as compared with \$18.5 million for the nine months ended September 30, 2007, which represents an increase of 106.5%. Such increase in net income was principally attributable to: (i) an increase in our operating income of \$12.7 million; (ii) a \$14.5 million decrease in interest expense; and (iii) a \$6.5 million increase in minority interest as described above. This was partially offset by: (i) a \$5.6 million increase in income tax provision; (ii) a \$2.5 million decrease in equity in income of investees; (iii) a \$2.4 million impairment of auction rate securities; (iv) a \$1.5 million decrease in interest income; and (v) a \$1.8 million increase in foreign currency translation and transaction losses. Net income for the nine months ended September 30, 2008 includes stock-based compensation related to stock options of \$3.2 million as compared with \$2.6 million for the nine months ended September 30, 2007.

***Liquidity and Capital Resources***

Our principal sources of liquidity have been derived from cash from operations, proceeds from parent company loans, third party debt in the form of borrowings under credit facilities, issuance by Ormat Funding and OrCal Geothermal of their Senior Secured Notes, project financing (including the Puna lease and the OPC Tax Monetization Transactions described below) and the issuance of our common stock in public and private offerings. We have utilized this cash to fund our acquisitions, develop and construct power generation plants and meet our other cash and liquidity needs.

As of September 30, 2008, we had access to the following sources of funds: (i) \$38.1 million in cash and cash equivalents; and (ii) \$160.0 million of corporate borrowing capacity under existing committed lines of credit with different commercial banks. In October and November 2008, we secured additional committed lines of credit in the total amount of \$150 million with commercial banks.



Our estimated capital needs for the rest of 2008 include approximately \$102.0 million for capital expenditures on new projects in development or construction, exploration activity, operating projects, and machinery and equipment, as well as \$30.6 million for debt repayment (including to our parent).

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We expect to finance these requirements with: (i) the sources of liquidity described above; (ii) cash flows from our operations; (iii) additional borrowing capacity under future lines of credit with commercial banks that are under negotiations; (iv) future project financing and refinancing; and (v) potential future tax monetization transaction. Our management believes that these sources will address our anticipated liquidity, capital expenditures and other investment requirements. Our shelf registration statement on Form S-3, which was declared effective on October 2, 2008, provides us with the ability to raise additional capital of up to \$1.5 billion through the issuance of securities.

### ***Issuance of stock***

As described in *Recent Developments*, on January 8, 2008, we completed an unregistered sale of 693,750 shares of common stock to our parent at a price of \$48.02 per share. The proceeds from this unregistered sale were approximately \$33.3 million.

As described in *Recent Developments*, on May 14, 2008, we completed a sale of 3,100,000 shares of common stock to Lehman Brothers Inc. in a block trade at a price of \$48.36 per share (net of underwriting fees and commissions), under our shelf registration statement filed in early 2006. Net proceeds to us, after deducting underwriting fees and commissions and estimated offering expenses associated with the offering, were approximately \$149.7 million.

The proceeds from these sales are being used for general corporate purposes, which may include construction of geothermal and recovered energy generation power plants and other investments and financing activities.

### ***Loan Agreements with our Parent***

In 2003, we entered into a loan agreement with Ormat Industries Ltd. (our parent company), which was further amended on September 20, 2004. Pursuant to this loan agreement, Ormat Industries agreed to make a loan to us in one or more advances not exceeding a total aggregate amount of \$150.0 million. The proceeds of the loan are to be used to fund our general corporate activities and investments. We are required to repay the loan and accrued interest in full and in accordance with an agreed-upon repayment schedule and in any event on or prior to June 5, 2010. Interest on the loan is calculated on the balance from the date of the receipt of each advance until the date of payment thereof at a fixed rate per annum equal to Ormat Industries' average effective cost of funds plus 0.3% in dollars, which represents a rate of 7.5% per annum. All computations of interest shall be made by Ormat Industries on the basis of a year consisting of 360 days. As of September 30, 2008, the outstanding balance of the loan was approximately \$41.2 million compared to \$57.8 million, as of December 31, 2007.

### ***Third Party Debt***

Our third party debt is composed of two principal categories. The first category consists of project finance debt or acquisition financing that we or our subsidiaries have incurred for the purpose of developing and constructing, refinancing or acquiring our various projects, which are described under the heading *Non-Recourse and Limited-Recourse Third Party Debt*. The second category consists of debt incurred by us or our subsidiaries for general corporate purposes, which are described under the heading *Full-Recourse Third Party Debt*.

### ***Non-Recourse and Limited-Recourse Third Party Debt***

#### ***OrCal Geothermal Senior Secured Notes - Non-Recourse***

On December 8, 2005, OrCal Geothermal Inc. (OrCal), one of our subsidiaries, issued \$165.0 million, 6.21% Senior Secured Notes (OrCal Senior Secured Notes) in an offering subject to Rule 144A and Regulation S of the Securities Act of 1933, as amended, for the purpose of refinancing the acquisition cost of the Heber projects. The OrCal Senior

Secured Notes have been rated BBB- by Fitch. The OrCal Senior Secured Notes have a final maturity date of December 30, 2020. Principal and interest on the OrCal Senior

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Secured Notes are payable in semi-annual payments that commenced on June 30, 2006. The OrCal Senior Secured Notes are collateralized by substantially all of the assets of OrCal and those of its wholly owned subsidiaries and are fully and unconditionally guaranteed by all of the wholly owned subsidiaries of OrCal. There are various restrictive covenants under the OrCal Senior Secured Notes, which include limitations on additional indebtedness and payment of dividends. As of September 30, 2008, we were in compliance with the covenants under the OrCal Senior Secured Notes. As of September 30, 2008, there were \$126.8 million of OrCal Senior Secured Notes outstanding.

### *Ormat Funding Senior Secured Notes Non Recourse*

On February 13, 2004, Ormat Funding Corp. (OFC), one of our subsidiaries, issued \$190.0 million, 81/4% Senior Secured Notes (OFC Senior Secured Notes) in an offering subject to Rule 144A and Regulation S of the Securities Act of 1933, as amended, for the purpose of refinancing the acquisition cost of the Brady, Ormesa and Steamboat 1/1A projects, and the financing of the acquisition cost of the Steamboat 2/3 project. The OFC Senior Secured Notes have a final maturity date of December 30, 2020. Principal and interest on the OFC Senior Secured Notes are payable in semi-annual payments which commenced on June 30, 2004. The OFC Senior Secured Notes are collateralized by substantially all of the assets of OFC and those of its wholly owned subsidiaries and are fully and unconditionally guaranteed by all of the wholly owned subsidiaries of OFC. There are various restrictive covenants under the OFC Senior Secured Notes, which include limitations on additional indebtedness and payment of dividends. As of September 30, 2008, we were in compliance with the covenants under the OFC Senior Secured Notes. As of September 30, 2008, there were \$161.0 million of OFC Senior Secured Notes outstanding.

On October 29, 2008, OFC successfully consummated a consent solicitation, which was launched on October 16, 2008, relating to its Senior Secured Notes. The consent solicitation grants OFC approval: (i) to replace an aging power plant at the Mammoth project with a new larger plant, and/or to construct a new plant while maintaining the existing power plants at the Mammoth project; (ii) for a possible construction and installation of solar power generation equipment to enhance the Brady and Ormesa projects; and (iii) to enter into an equity transaction whereby OFC's parent, Ormat Nevada, will sell a portion of its equity interest in OFC to an institutional investor that is able to utilize certain income tax benefits.

### *Senior Loans from International Finance Corporation (IFC) and Commonwealth Development Corporation (CDC) Non-Recourse*

Orzunil I de Electricidad, Limitada (Orzunil), a wholly owned subsidiary in Guatemala, has senior loan agreements with IFC and CDC. The first loan from IFC, of which \$4.9 million was outstanding as of September 30, 2008, has a fixed annual interest rate of 11.775%, and matures on November 15, 2011. The second loan from IFC, was fully repaid on May 15, 2008. The loan from CDC, of which \$5.0 million was outstanding as of September 30, 2008, has a fixed annual interest rate of 10.300%, and matures on August 15, 2010. There are various restrictive covenants under the Senior Loans, which include limitations on Orzunil's ability to make distributions to its shareholders. As of September 30, 2008, Orzunil is in compliance with the covenants under these senior loans.

### *Credit Facility Agreement (The Momotombo project) Limited Recourse*

Ormat Momotombo Power Company (Momotombo), a wholly owned subsidiary in Nicaragua, has a loan agreement with Bank Hapoalim, of which \$6.2 million was outstanding as of September 30, 2008, bearing an interest rate of 3-month LIBOR plus 2.375% per annum on tranche one of the loan and 3-month LIBOR plus 3.0% per annum on tranche two of the loan. Tranche one of the loan matures on September 5, 2010, and is payable in 32 quarterly installments of \$298,000 and tranche two of the loan matures on December 5, 2010, and is payable in 28 quarterly installments of \$424,000. There are various restrictive covenants under this loan, which include limitations on Momotombo's ability to make distributions to its shareholders.

Due to a failure of a turbine that was not manufactured by Ormat, the Momotombo project had not been in full operation from June 2007 through October 2007. As a result, Momotombo did not meet the debt

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service coverage ratio required at December 31, 2007, and therefore, distributions from the project were restricted. The turbine has been repaired and the power plant returned to full operation in November 2007. In October 2007, Momotombo reached an agreement with Bank Hapoalim, pursuant to which Bank Hapoalim allowed Momotombo to use the funds in the Debt Service Reserve Account for the repair of the damaged turbine. As a result, Momotombo did not comply with the required Debt Service Reserve Account. In accordance with the terms of the credit facility, Momotombo had a 180-day period to replenish the Debt Service Reserve Account. On February 24, 2008, Bank Hapoalim granted Momotombo an extension to replenish the Debt Service Reserve Account until August 31, 2009. As of September 30, 2008, Momotombo was in compliance with the Debt Service Reserve Account covenant.

***New financing of our projects***

***Financing of the Amatitlan Project***

We intend to refinance our equity investment in the construction of the Amatitlan project in Guatemala. We terminated the exclusivity of the mandate letter with a bank in Guatemala and are currently in discussions with another financial institution.

***Financing of the Olkaria III Project***

We have engaged a financial institution that is leading a syndicate for the purpose of arranging long-term financing to refinance our equity investment in the Olkaria III project in Kenya. We are in the process of negotiating and preparing the documentation for the financing. Several of the lenders obtained final approval for the financing during the third quarter of 2008 and the remaining syndicate members expect to obtain final approval in the fourth quarter of 2008.

***Financing of the Brawley Project***

We are in the midst of negotiations to raise capital through a tax monetization transaction for the North Brawley project.

***Full-Recourse Third Party Debt***

We entered into certain agreements with various commercial banks. Under these agreements, we and our Israeli subsidiary, Ormat Systems Ltd. (Ormat Systems), have agreed to certain negative covenants, including, but not limited to, a prohibition on: (i) creating any floating charge or any permanent pledge, charge or lien over our assets without obtaining the prior written approval of the lender; (ii) guaranteeing the liabilities of any third party without obtaining the prior written approval of the lender; and (iii) selling, assigning, transferring, conveying or disposing of all or substantially all of our assets. In some cases, we have agreed to maintain certain financial ratios such as a debt service coverage ratio and a debt to equity ratio. In addition, we have guaranteed all of the debt, if any, of Ormat Systems with such banks. We do not expect that these covenants or ratios, which apply to us on a consolidated basis, will materially limit our ability to execute our future business plans or our operations. The failure to perform or observe any of the covenants set forth in such agreements, subject to various cure periods, would result in the occurrence of an event of default and would enable the lenders to accelerate all amounts due under each such agreement.

We do not expect that any third party debt that we, or any of our subsidiaries, will incur in the future will be guaranteed by our parent.

Most of the loan agreements to which we or our subsidiaries are a party contain cross-default provisions with respect to other material indebtedness owed by us or them to any third party.

On February 15, 2006, our subsidiary, Ormat Nevada, entered into a \$25.0 million credit agreement with Union Bank of California (UBOC). Under the credit agreement, Ormat Nevada can request extensions of credit in the form of loans and/or the issuance of one or more letters of credit. UBOC is currently the sole lender and issuing bank under the credit agreement, but is also designated as an administrative agent on behalf of banks that may, from time to time in the future, join the credit agreement as parties thereto. In connection

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with this transaction, we have entered into a guarantee in favor of the administrative agent for the benefit of the banks, pursuant to which we agreed to guarantee Ormat Nevada's obligations under the credit agreement. Ormat Nevada's obligations under the credit agreement are otherwise unsecured by any of its (or any of its subsidiaries') assets.

Loans and draws under the letters of credit (if any) under the credit agreement will bear interest at the floating rate based on the Eurodollar plus a margin. There are various restrictive covenants under the credit agreement, which include maintaining certain levels of tangible net worth, leverage ratio, minimum coverage ratio, and a distribution coverage ratio. In addition, there are restrictions on dividend distributions in the event of a payment default or noncompliance with such ratios.

As of September 30, 2008, eight letters of credit in the amount of \$13.7 million remained issued and outstanding under this credit agreement with UBOC.

In 2007, we entered into credit agreements with three commercial banks in the aggregate amount of \$110 million. In addition, in May, October and November 2008, we entered into additional credit agreements with other commercial banks in the total amount of \$200 million. Under these credit agreements, we or our Israeli subsidiary, Ormat Systems, can request extensions of credit in the form of loans and/or the issuance of one or more letters of credit. Each of the credit agreements has a term of three years.

Loans and draws under the credit agreements or under any letters of credit will bear interest at the respective bank's cost of funds or LIBOR plus a margin. Our (or Ormat Systems') obligations under the credit agreements are unsecured, but we are subject to a negative pledge in favor of the banks and certain other customary restrictive covenants.

As of September 30, 2008, no loans or letters of credits were outstanding under such credit agreements.

Our management believes that we are currently in compliance with our covenants with respect to our third-party debt.

### ***Letters of Credit***

Some of our customers require our project subsidiaries to post letters of credit in order to guarantee their respective performance under relevant contracts. We are also required to post letters of credit to secure our obligations under various leases and licenses and may, from time to time, decide to post letters of credit in lieu of cash deposits in reserve accounts under certain financing arrangements. In addition, our subsidiary, Ormat Systems, is required from time to time to post performance letters of credit in favor of our customers with respect to orders of products.

Bank Hapoalim and Bank Leumi have issued such performance letters of credit in favor of our customers from time to time. As of September 30, 2008, Bank Hapoalim and Bank Leumi have agreed to make available to us letters of credit totaling \$36.2 million and \$7.8 million, respectively. As of such date, Bank Hapoalim and Bank Leumi have issued letters of credit in the amount of \$14.1 million and \$7.8 million, respectively.

In addition, we and certain of our subsidiaries may request letters of credit under the credit agreements with UBOC and four other commercial banks as described above under "Full-Recourse Third Party Debt". As of September 30, 2008, eight letters of credit in the amount of \$13.7 million remained issued and outstanding under the UBOC credit agreement.

### ***Puna Project Lease Transactions***

On May 19, 2005, our subsidiary in Hawaii, Puna Geothermal Ventures (PGV), entered into a transaction involving the Puna geothermal power plant located on the Big Island of Hawaii. The transaction was concluded with financing



parties by means of a leveraged lease transaction. A secondary stage of the lease transaction relating to two new geothermal wells that PGV drilled in the second half of 2005 (for production and injection) was completed on December 30, 2005. Pursuant to a 31-year head lease, PGV leased its geothermal power plant to the abovementioned financing parties in return for deferred lease payments by such financing parties to PGV in the aggregate amount of \$83.0 million.

**Table of Contents*****OPC Tax Monetization Transactions***

On June 7, 2007, a wholly owned subsidiary of the Company, Ormat Nevada, concluded a transaction to monetize production tax credits and other favorable tax attributes, such as accelerated depreciation, generated from certain of its geothermal power projects. Pursuant to the transaction, affiliates of Morgan Stanley & Co. Incorporated and Lehman Brothers Inc.(which has since been acquired by Barclays) became institutional equity investors in a newly formed subsidiary of Ormat Nevada. The projects involved in the transaction include Desert Peak 2, Steamboat Hills, and Galena 2, all located in Nevada.

Under the transaction structure, Ormat Nevada transferred the aforementioned geothermal power projects to the newly formed subsidiary, OPC LLC (OPC), and sold limited liability company interests in OPC to the institutional equity investors for \$71.8 million. Ormat Nevada will continue to operate and maintain the projects and will receive initially all of the distributable cash flow generated by the projects until it recovers the capital that it has invested in the projects, while the institutional equity investors will receive substantially all of the production tax credits and the taxable income or loss, and the distributable cash flow after Ormat Nevada has recovered its capital. The institutional equity investors' return is limited by the term of the transaction. Once the investors reach a target after-tax yield on their investment in OPC (the Flip Date), Ormat Nevada will receive 95% of both distributable cash and taxable income and the investors will receive 5% of both distributable cash and taxable income on a going forward basis. Following the Flip Date, Ormat Nevada also has the option to buy out the investors' remaining interest in OPC at the then-current fair market value or, if greater, the investors' capital account balances in OPC. Should Ormat Nevada exercise this purchase option, it would thereupon revert to being sole owner of the projects.

On April 17, 2008, a second closing of the transaction was concluded. Under this second closing, Ormat Nevada transferred the Galena 3 geothermal project to OPC, and received from the institutional equity investors \$63.0 million, net of transaction costs.

***Liquidity Impact of Uncertain Tax positions***

As discussed in Note 11 to our Condensed Consolidated Financial Statements set forth in Item 1 of this quarterly report, we have a liability associated with unrecognized tax benefits and related interest and penalties in the amount of approximately \$5.8 million as of September 30, 2008. This liability is included in long-term liabilities in our consolidated balance sheet, because we generally do not anticipate that settlement of the liability will require payment of cash within the next twelve months. We are not able to reasonably estimate when we will make any cash payments required to settle this liability, but do not believe that the ultimate settlement of our obligations will materially effect our liquidity.

***Dividend***

The following are the dividends declared by us during the past two years:

| <b>Date Declared</b> | <b>Dividend Amount<br/>per Share</b> | <b>Record Date</b> | <b>Payment Date</b> |
|----------------------|--------------------------------------|--------------------|---------------------|
| February 27, 2007    | \$ 0.07                              | March 21, 2007     | March 29, 2007      |
| May 8, 2007          | \$ 0.05                              | May 22, 2007       | May 29, 2007        |
| August 8, 2007       | \$ 0.05                              | August 22, 2007    | August 29, 2007     |
| November 6, 2007     | \$ 0.05                              | November 28, 2007  | December 12, 2007   |
| February 26, 2008    | \$ 0.05                              | March 14, 2008     | March 27, 2008      |

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|                  |    |      |                   |                  |
|------------------|----|------|-------------------|------------------|
| May 6, 2008      | \$ | 0.05 | May 20, 2008      | May 27, 2008     |
| August 5, 2008   | \$ | 0.05 | August 19, 2008   | August 29, 2008  |
| November 5, 2008 | \$ | 0.05 | November 19, 2008 | December 2, 2008 |

**Table of Contents*****Historical Cash Flows***

The following table sets forth the components of our cash flows for the relevant periods indicated:

|                                           | <b>Nine Months Ended<br/>September 30,<br/>2008                      2007<br/>(In thousands)</b> |           |
|-------------------------------------------|--------------------------------------------------------------------------------------------------|-----------|
| Net cash provided by operating activities | \$ 89,897                                                                                        | \$ 43,468 |
| Net cash used in investing activities     | (303,702)                                                                                        | (58,812)  |
| Net cash provided by financing activities | 204,721                                                                                          | 15,421    |
| Net change in cash and cash equivalents   | (9,084)                                                                                          | 77        |

***For the Nine Months ended September 30, 2008***

Net cash provided by operating activities for the nine months ended September 30, 2008 was \$89.9 million, as compared with \$43.5 million for the nine months ended September 30, 2007. Such net increase of \$46.4 million resulted primarily from: (i) the increase in net income to \$38.1 million in the nine months ended September 30, 2008, as compared with \$18.5 million in the nine months ended September 30, 2007, mainly as a result of the increase in gross margin, as described above; and (ii) an increase of \$20.4 million in accounts payable and accrued expenses, in the nine months ended September 30, 2008, as compared to a decrease of \$9.7 million in the nine months ended September 30, 2007.

Net cash used in investing activities for the nine months ended September 30, 2008 was \$303.7 million, as compared with \$58.8 million for the nine months ended September 30, 2007. The principal factors that affected our cash flow used in investing activities during the nine months ended September 30, 2008 were capital expenditures of \$298.6 million, primarily for our facilities under construction and an \$18.2 million increase in restricted cash, cash equivalents and marketable securities, offset by a \$12.6 million decrease in marketable securities. The principal factors that affected the net cash used in investing activities during the nine months ended September 30, 2007 were capital expenditures of \$145.0 million, primarily for our power facilities under construction, offset by an \$87.6 million decrease in marketable securities.

Net cash provided by financing activities for the nine months ended September 30, 2008 was \$204.7 million, as compared with \$15.4 million for the nine months ended September 30, 2007. The principal factors that affected the cash flow provided by financing activities during the nine months ended September 30, 2008 were: (i) the net proceeds of \$149.7 million from the sale of 3,100,000 shares in a block trade; (ii) the \$33.3 million net proceeds from our sale of 693,750 shares to our parent; and (iii) the \$63.0 million in net proceeds received from the institutional equity investors in OPC for the transfer of the Galena 3 geothermal project to OPC, relating to the second closing of the OPC tax monetization transaction, offset by: (i) the repayment of long-term debt in the amount of \$18.6 million, (ii) the repayment of debt to our parent in the amount of \$16.6 million; and (iii) the payment of a dividend to our shareholders in the amount of \$6.6 million. The principal factors that affected the net cash provided by financing activities during the nine months ended September 30, 2007 were \$69.2 million in net proceeds from the sale of OPC interest relating to the OPC tax monetization transaction, offset by the repayment of long-term debt in the amount of \$31.4 million, the repayment of debt to our parent in the amount of \$16.6 million, and the payment of a dividend to our shareholders in the amount of \$6.5 million.

***Capital Expenditures***

Our capital expenditures primarily relate to two principal components: the enhancement of our existing power plants and the development of new power plants. We expect that the following enhancements of our existing power plants and the construction of new power plants will be funded initially from internally generated cash or other available corporate resources, which we expect to subsequently refinance with limited or non-recourse debt or tax monetization at the subsidiary level. We currently do not contemplate obtaining any new loans from our parent company.

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**Phase II of the Olkaria III Project.** We have completed the construction of Phase II of the Olkaria III 35 MW project. The project has begun the start-up phase, which we expect to complete in the fourth quarter of 2008.

**Puna Project.** An enhancement program for the Puna project is intended to increase the output of the project by an estimated 8 MW through the construction of an OEC unit. We expect that such enhancement program will be completed in 2009. We have not yet entered into a power purchase agreement for the supply of energy from this planned addition.

**North Brawley Project.** The North Brawley project will deliver approximately 50 MW of power generation under an existing power purchase agreement with Southern California Edison. Construction work and drilling activities are proceeding in parallel with the project's start-up phase. We expect to complete these activities by the end of 2008.

**OREG 2 Project.** In connection with the OREG 2 recovered energy project, we plan to construct four power plants along the Northern Border natural gas pipeline. Each of the four facilities will have a net capacity of 5.5 MW. We are in advanced construction activities for two of the facilities, which will be completed by the end of 2008 or early 2009. The other two facilities are scheduled to be completed by the end of 2009.

**Peetz Project.** We are in advanced construction activities for the Peetz recovered energy project, a 4 MW power plant along a natural gas pipeline near Denver, Colorado. The facility is scheduled to be commissioned in mid-2009.

**East Brawley.** We plan to construct and have begun manufacturing equipment and exploration drilling for an additional power plant with capacity of up to 50 MW power plant in the Brawley known geothermal resource area in Imperial County, California, adjacent to the North Brawley project. Completion of the project is projected for the end of 2009.

**GRE Project.** We are developing a 5.3 MW recovered energy generation project for Great River Energy, which will be located along the Northern Border pipeline in Martin County, Minnesota. We recently signed a 20-year power purchase agreement with Great River Energy. We expect this facility to be commissioned in late 2009 or early 2010.

We have budgeted approximately \$705 million for the projects described above and have invested approximately \$318 million of such budget as of September 30, 2008, and expect to invest approximately \$80 million during the rest of 2008.

In addition to the above projects, our operating projects have capital expenditure requirements for the rest of 2008 and in 2009 of approximately \$64 million. We plan to start other construction and enhancement of additional projects, and we have various leases for geothermal resources, in which we have started exploration activity, for a total investment amount of approximately \$49 million for the rest of 2008 and 2009. We also plan to invest approximately \$5 million in machinery and equipment, including drilling equipment, in the rest of 2008 and in 2009.

We do not anticipate material capital expenditures in the near term for any of our operating projects, other than those described above and other than new projects beyond 2008.

## **Exposure to Market Risks**

The recent worldwide financial and credit crisis has reduced the availability of liquidity and credit to fund the continuation and expansion of industrial business operations worldwide. The shortage of liquidity and credit combined with recent substantial losses in worldwide equity markets could lead to an extended worldwide economic recession. While, based on current conditions, we believe that we have sufficient financial resources to fund our activities and execute our business plan during the next twelve months, if worldwide economic conditions worsen, the cost of

obtaining financing for our project needs may increase significantly or such financing may not be available at all. In addition, a prolonged economic slowdown could reduce worldwide demand for energy, including our geothermal energy, REG and other products.

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One market risk to which power plants are typically exposed is the volatility of electricity prices. However, our exposure to such market risk is limited currently because our long-term power purchase agreements have fixed or escalating rate provisions that limit our exposure to changes in electricity prices. However, beginning in May 2012, the energy payments under the power purchase agreements for the Heber 1 and 2 projects, the Ormesa project and the Mammoth project will be determined by reference to the relevant power purchaser's short run avoided costs. The Puna project is currently benefiting from energy prices which are higher than the floor under the Puna power purchase agreement, as a result of the high fuel costs that impact Hawaii Electric Light Company's avoided costs. In addition, under certain of the power purchase agreements for our projects in Nevada, the price that Sierra Pacific Power Company pays for energy and capacity is based upon California-Oregon border power market pricing.

As of September 30, 2008, 98.2% of our consolidated long-term debt (including amounts owed to our parent) was in the form of fixed rate securities and therefore not subject to interest rate volatility risk. As of such date, 1.8% of our debt was in the form of a floating rate instrument, exposing us to changes in interest rates in connection therewith. As of September 30, 2008, \$6.2 million of our debt remained subject to some floating rate risk. As such, our exposure to changes in interest rates with respect to our long-term obligations is immaterial.

We currently maintain our surplus cash in short-term, interest-bearing bank deposits, money market securities, commercial paper (with a minimum investment grade rating of AA by Standard & Poor's Ratings Services).

Our cash equivalents and our portfolio of marketable securities are subject to market risk due to changes in interest rates. Fixed rate securities may have their market value adversely impacted due to a rise in interest rates, while floating rate securities may produce less income than expected if interest rates fall. Due in part to these factors, our future investment income may fall short of expectation due to changes in interest rates or we may suffer losses in principal if we are forced to sell securities that decline in market value due to changes in interest rates. However because we classify our debt securities as available-for-sale, no gains or losses are recognized due to changes in interest rates unless such securities are sold prior to maturity or declines in fair value are determined to be other-than-temporary.

Auction rate securities are securities that are structured with short-term interest rate reset dates of generally less than ninety days but with contractual maturities that can be well in excess of ten years. At the end of each reset period, which depending on the security can occur on a daily, weekly, or monthly basis, investors can sell or continue to hold the securities at par. These securities are subject to fluctuations in fair value depending on the supply and demand at each auction.

In the fourth quarter of 2007 and prior quarters of 2008, certain auction rate securities failed auction due to sell orders exceeding buy orders. While we continue to earn interest on these investments at the contractual rates, the estimated market value of these auction rate securities no longer approximates par value. We concluded that the fair value of these auction rate securities at September 30, 2008 and December 31, 2007 was \$6.8 million and \$8.4 million, respectively, a decline of \$4.4 million and \$2.8 million, respectively, from par value of \$11.2 million. Of this amount, \$0.8 million as of December 31, 2007 was deemed temporary, as we believed the decline in market value was due to general market conditions. Based upon our evaluation of available information, we believed these investments generally to be of high credit quality, as substantially all of the investments carried an AA credit rating. In addition, we had the intent and ability to hold these investments until anticipated recovery in market value occurs. Accordingly, we recorded an unrealized loss on these securities of \$0.6 million in the six months ended June 30, 2008 and \$0.8 million in the year ended December 31, 2007 in other comprehensive loss. We concluded that an amount of \$0.3 million in the six months ended June 30, 2008, and \$2.0 million in the year ended December 31, 2007 of the decline was other-than-temporary and recorded impairment charges for these amounts. In the third quarter of 2008, due to the recent deterioration in market conditions and the significant decline in the fair value indicated for the auction rate securities, we concluded that the decline is now other-than-temporary and recorded an impairment charge



of \$2.4 million in other non-operating income (expense) for the nine months ended September 30, 2008. Such amount includes \$0.8 million, which had been included in other comprehensive loss as of December 31, 2007.

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Another market risk to which we are exposed is primarily related to potential adverse changes in foreign currency exchange rates, in particular the fluctuation of the U.S. dollar versus the New Israeli Shekel (NIS). Risks attributable to fluctuations in currency exchange rates can arise when any of our foreign subsidiaries borrows funds or incurs operating or other expenses in one type of currency but receives revenues in another. In such cases, an adverse change in exchange rates can reduce such subsidiary's ability to meet its debt service obligations, reduce the amount of cash and income we receive from such foreign subsidiary or increase such subsidiary's overall expenses. Risks attributable to fluctuations in foreign currency exchange rates can also arise when the currency denomination of a particular contract is not the U.S. dollar. All of our power purchase agreements in the international markets are either U.S. dollar-denominated or linked to the U.S. dollar. Our construction contracts from time to time contemplate costs which are incurred in local currencies. The way we often mitigate such risk is to receive part of the proceeds from the sale contract in the currency in which the expenses are incurred. In the past, we have not used any material foreign currency exchange contracts or other derivative instruments to reduce our exposure to this risk. In the future, we may use such foreign currency exchange contracts and other derivative instruments to reduce our foreign currency exposure to the extent we deem such instruments to be the appropriate tool for managing such exposure. We do not believe that our exchange rate exposure has or will have a material adverse effect on our financial condition, results of operations or cash flows.

## **Concentration of Credit Risk**

Our credit risk is currently concentrated with a limited number of major customers: Southern California Edison, Hawaii Electric Light Company and Sierra Pacific Power Company. If any of these electric utilities fails to make payments under its power purchase agreements with us, such failure would have a material adverse impact on our financial condition.

Southern California Edison accounted for 29.8% and 41.3% of our total revenues for the three months ended September 30, 2008 and 2007, respectively, and 30.2% and 32.3% of our total revenues for the nine months ended September 30, 2008 and 2007, respectively. Southern California Edison is also the power purchaser and revenue source for our Mammoth project, which we account for separately under the equity method of accounting.

Hawaii Electric Light Company accounts for 16.1% and 15.1% of our total revenues for the three months ended September 30, 2008 and 2007, respectively, and 17.6% and 14.1% of our total revenues for the nine months ended September 30, 2008 and 2007, respectively.

Sierra Pacific Power Company accounted for 7.6% and 7.0% of our total revenues for the three months ended September 30, 2008 and 2007, respectively, and 9.7% and 8.6% of our total revenues for the nine months ended September 30, 2008 and 2007, respectively.

## **Government Grants and Tax Benefits**

The U.S. government encourages production of electricity from geothermal resources through certain tax subsidies. We are permitted to claim approximately 10% of the cost of each new geothermal power plant in the United States as an investment tax credit against our federal income taxes. Alternatively, we are permitted to claim a production tax credit, which in 2008 is 2.1 cents per kWh and which is adjusted annually for inflation. The production tax credit may be claimed on the electricity output of new geothermal power plants put into service by December 31, 2010. Credit may be claimed for ten years on the output from any new geothermal power plants put into service prior to December 31, 2010. The owner of the project must choose between the production tax credit and the 10% investment tax credit described above. In either case, under current tax rules, any unused tax credit has a 1-year carry back and a 20-year carry forward. Whether we claim the production tax credit or the investment credit, we are also permitted to depreciate most of the plant for tax purposes over five years on an accelerated basis, meaning that more of the cost

maybe deducted in the first few years than during the remainder of the depreciation period. If we claim the investment credit, our tax base in the plant that we can recover through depreciation must be reduced by half of the tax credit; if we claim a production tax credit; there is no reduction in the tax basis for depreciation.

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Our subsidiary, Ormat Systems, received Benefited Enterprise status under Israel's Law for Encouragement of Capital Investments, 1959 (the Investment Law), with respect to two of its investment programs. As a Benefited Enterprise, Ormat Systems was exempt from Israeli income taxes with respect to income derived from the first benefited investment for the period from July 1, 2004 to June 30, 2006, and thereafter such income is subject to reduced Israeli income tax rates of 25% for an additional five years. Ormat Systems is also exempt from Israeli income taxes with respect to income derived from the second benefited investment for the period from January 1, 2007 to December 31, 2008, and thereafter such income is subject to reduced Israeli income tax rates of 25% for an additional five years. These benefits are subject to certain conditions, including among other things, that all transactions between Ormat Systems and our affiliates are at arms length, and that the management and control of Ormat Systems will be from Israel during the whole period of the tax benefits. A change in control should be reported to the Israeli Tax Authorities in order to maintain the tax benefits. In addition, as an industrial company, Ormat Systems is entitled to accelerated depreciation on equipment used for its industrial activities. Under the provisions of certain tax regulations published in Israel in 2005, industrial companies whose operations are mostly Eligible Operations are entitled to claim accelerated depreciation at the rate of 100% on machinery and equipment acquired from July 1, 2005 to December 31, 2006. Accelerated depreciation is to be claimed over two years. In the year in which the equipment was acquired, the regular depreciation rate is to be claimed, with the remainder to be claimed in the second year. Under the provisions of certain tax regulations published in Israel in July 2008, industrial companies whose operations are mostly Eligible Operations are entitled to claim accelerated depreciation at the rate of 50% on machinery and equipment acquired from June 1, 2008 to May 31, 2009 and placed in service at the later of six months after acquisition or before May 31, 2009.

### **ITEM 3. *QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK***

We incorporate by reference the information appearing under Exposure to Market Risks and Concentration of Credit Risk in Part I, Item 2 of this quarterly report on Form 10-Q.

### **ITEM 4. *CONTROLS AND PROCEDURES***

#### **a. Evaluation of disclosure controls and procedures**

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures to ensure that the information required to be disclosed in our filings pursuant to Rule 13a-15 under the Securities and Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and to ensure that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer as appropriate to allow timely decisions regarding required disclosure. Based on that evaluation as of September 30, 2008, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) were effective.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **b. Changes in internal controls over financial reporting**

There were no changes in our internal controls over financial reporting in the third quarter of 2008 that have materially affected or are reasonably likely to materially affect our internal controls over financial reporting.



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**PART II OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

There were no material developments in any legal proceedings to which the Company is a party during the three months period ended September 30, 2008 other than as described below.

On April 26, 2008, our Nicaraguan subsidiary, Ormat Momotombo Power Company (OMPC), received notice of an administrative order issued by the Ministry of Natural Resources and Environment of Nicaragua (MARENA) relating to alleged violations of environmental regulations under Nicaraguan law in connection with OMPC's operation of the Momotombo geothermal power plant in that country. The order was issued following an administrative hearing in the first instance at which OMPC was found liable for the environmental and other infractions. OMPC appealed the order to MARENA. OMPC's appeal was denied on July 15, 2008, and OMPC was sanctioned with a nominal fine. The order and denial of appeal by MARENA are subject to further appeal in the Nicaraguan judicial courts. We disagree with the MARENA order finding OMPC liable for significant environmental infractions and on August 6, 2008, we pursued the judicial appeal process. On August 14, 2008, the Court of Appeal of the Judicial District of Managua admitted the motion of appeal filed by OMPC against MARENA and MARENA's administrative order. The Court of Appeal issued a compulsory order of suspension of the legal effects of the appealed administrative resolution and submitted the motion and judicial records to the knowledge of the Constitutional Chamber of the Supreme Court of Justice for its consideration and final ruling on the merits of the case. In addition, this dispute is subject to the dispute resolution provisions contained in the Foreign Investment Contract entered into between OMPC and the Nicaraguan government in June 1999. All penalties incurred by OMPC as a result of these violations are stayed until OMPC has exhausted the legal remedies available to it under Nicaraguan law. If the administrative order is upheld at the end of these review processes in a final non-appealable decision, OMPC may be required to suspend indefinitely its operating activities relating to the project and implement a plan of environmental remediation. The net book value of the geothermal power plant as of September 30, 2008 is \$15.9 million.

From time to time, we (and our subsidiaries) are a party to various lawsuits, claims and other legal and regulatory proceedings that arise in the ordinary course of our (and their) business. These actions typically seek, among other things, compensation for alleged personal injury, breach of contract, property damage, punitive damages, civil penalties or other losses, or injunctive or declaratory relief. With respect to such lawsuits, claims and proceedings, we accrue reserves in accordance with accounting principles generally accepted in the U.S. We do not believe that any of these proceedings, individually or in the aggregate, would materially and adversely affect our business, financial condition, future results and cash flows.

**ITEM 1A. RISK FACTORS**

A comprehensive discussion of our risk factors is included in the "Risk Factors" section of our annual report on Form 10-K for the year ended December 31, 2007 filed with the SEC on March 5, 2008, which is further updated by the addition of the risk factor discussed below.

**A global recession and continued credit constraints could adversely affect us.**

Recent disruption in the global credit markets, failures or material business deterioration of investment banks, commercial banks, and other financial institutions and intermediaries in the United States and elsewhere around the world, and significant reductions in asset values across businesses, households and individuals, combined with other financial and economic indicators, raise significant concerns of a potential global recession. If these conditions

continue or worsen, they may result in reduced worldwide demand for energy and difficulties in obtaining financing, which may adversely affect both our Electricity and Products Segments. Risks we might face could include:

potential declines in revenues in our Products Segment due to reduced orders or other factors caused by economic challenges faced by our customers and prospective customers;

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potential declines in revenues from some of our existing geothermal power projects as a result of curtailed electricity demand;

potential adverse impacts on our ability to access credit and other financing sources (and the cost thereof) beyond the approved credit lines we have. This may impact our ability to finance future acquisitions or significant capital expenditures relating to new projects; and

potential adverse impacts on our customers' ability to pay, when due, amounts payable to us and related increases in our cost of capital associated with any increased working capital or borrowing needs we may have if this occurs, or to collect amounts payable to us in full (or at all) if any of our customers fail or seek protection under applicable bankruptcy or insolvency laws.

Any such impacts could adversely affect our business, financial condition, operating results and cash flow.

**ITEM 2. *UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS***

There were no unregistered sales of equity securities of the Company during the third fiscal quarter of 2008.

**ITEM 3. *DEFAULTS UPON SENIOR SECURITIES***

Our management believes that we are currently in compliance with our covenants with respect to our third-party debt except as described under "Liquidity and Capital Resources" regarding the Bank Hapoalim credit facility.

**ITEM 4. *SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS***

No matters were submitted to a vote of our security holders in the quarter ended on September 30, 2008.

**ITEM 5. *OTHER INFORMATION***

None.



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**ITEM 6. *EXHIBITS***

| <b>Exhibit No.</b> | <b>Document</b>                                                                                                                                                                                                                                                                                                                                       |
|--------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3.1                | Second Amended and Restated Certificate of Incorporation, incorporated by reference to Exhibit 3.1 to Ormat Technologies, Inc. Registration Statement on Form S-1 (File No. 333-117527) to the Securities and Exchange Commission on July 20, 2004.                                                                                                   |
| 3.2                | Second Amended and Restated By-laws, incorporated by reference to Exhibit 3.2 to Ormat Technologies, Inc. Registration Statement Amendment No. 2 on Form S-1 (File No. 333-117527) to the Securities and Exchange Commission on October 22, 2004.                                                                                                     |
| 3.3                | Amended and Restated Limited Liability Company Agreement of OPC LLC dated June 7, 2007, by and among Ormat Nevada Inc., Morgan Stanley Geothermal LLC, and Lehman-OPC LLC, incorporated by reference to Exhibit 3.1 to Ormat Technologies, Inc. Current Report on Form 8-K to the Securities and Exchange Commission on June 13, 2007.                |
| 4.3                | Form of Rights Agreement by and between Ormat Technologies, Inc. and American Stock Transfer & Trust Company, incorporated by reference to Exhibit 4.3 to Ormat Technologies, Inc. Registration Statement Amendment No. 2 on Form S-1 (File No. 333-117527) to the Securities and Exchange Commission on October 22, 2004.                            |
| 4.4                | Indenture for Senior Debt Securities, dated as of January 16, 2006, between Ormat Technologies, Inc. and Union Bank of California, incorporated by reference to Exhibit 4.2 to Ormat Technologies, Inc. Registration Statement Amendment No. 1 on Form S-3 (File No. 333-131064) to the Securities and Exchange Commission on January 26, 2006.       |
| 4.5                | Indenture for Subordinated Debt Securities, dated as of January 16, 2006, between Ormat Technologies, Inc. and Union Bank of California, incorporated by reference to Exhibit 4.3 to Ormat Technologies, Inc. Registration Statement Amendment No. 1 on Form S-3 (File No. 333-131064) to the Securities and Exchange Commission on January 26, 2006. |
| 31.1               | Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.                                                                                                                                                                                |
| 31.2               | Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith.                                                                                                                                                                                |
| 32.1               | Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.                                                                                                                                                                                |
| 32.2               | Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.                                                                                                                                                                                |

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**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.

**ORMAT TECHNOLOGIES, INC.**

By: /s/ JOSEPH TENNE

Name: Joseph Tenne

Title: Chief Financial Officer

Date: November 5, 2008

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**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Document</b>                                                                                                                                                                                                                                                                                                                                       |
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