



STATE OF CALIFORNIA

GRANT AMENDMENT REQUEST FORM (GARF)

CEC-277 (Revised 12/2019)

CALIFORNIA ENERGY COMMISSION

Original Agreement # EPC-18-015 Amendment # 1

Division	Agreement Manager:	MS-	Phone
ERDD	Joshua Croft	51	925-452-7638

Recipient's Legal Name	Federal ID #
Cuberg, Inc.	86-2272851

Revisions: (check all that apply)	Additional Requirements
<input type="checkbox"/> Term Extension New End Date: 12/31/2022	Include revised schedule and complete items A, B, C, & F below.
<input type="checkbox"/> Budget Augmentation Amendment Amount: \$ 0	Include revised budget and complete items A, B, C, D, & F below.
<input type="checkbox"/> Budget Reallocation	Include revised budget and complete items A, B, C, & F below.
<input type="checkbox"/> Scope of Work Revision	Include revised scope of work and complete items A, B, C, E, & F below.
<input type="checkbox"/> Change in Project Location or Demonstration Site	Include revised scope of work and complete items A, B, C, E, & F below.
<input checked="" type="checkbox"/> Novation/Name Change of Prime Recipient	Include novation documentation and complete items A, B, C, & F below.
<input type="checkbox"/> Terms and Conditions Modification	Include applicable exhibits with bold/underline/ strikeout and complete items A, B, C, & F below.

A) Business Meeting Information**Business Meeting approval is not required for the following types of Agreements:**☐ Minor amendments delegated to Executive Director per December 2013 ResolutionProposed Business Meeting Date 7/15/2021 ☒ Consent ☐ Discussion

Business Meeting Presenter Joshua Croft Time Needed: minutes

Please select one list serve. Select

Agenda Item Subject and Description:

Cuberg, Inc. Proposed resolution approving a change in grant recipient for Agreement EPC-18-015 with Cuberg, Inc. due to an acquisition by Northvolt AB, and adopting staff's determination that this action is exempt from CEQA. Original recipient Cuberg, Inc. (California Entity Number C3808959) dissolved and surrendered its registration, and the proposed new recipient Cuberg, Inc. (California Entity Number C4715126) was created to effectuate the acquisition. The proposed recipient will continue to operate as Cuberg, Inc., with a California Entity Number of C4715126, and there are no other changes to the agreement documents or terms from what was approved on June 12, 2019. This \$1,566,639 grant funds the setup and commissioning of a pilot-scale production facility for manufacturing lithium-metal battery pouch cells. These innovative lithium-metal battery cells have a high energy density and are non-flammable. The Recipient has pioneered a capital-efficient approach to scale up by using low-cost foreign contract manufacturers to produce

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the parts of the lithium metal battery that are standard and finishing the manufacturing in-house. (EPIC Funding) Contact: Josh Croft

List all subcontractors (major and minor) and equipment vendors: (attach additional sheets as necessary)

Legal Company Name:	Budget
RFA Consulting LLC.	\$ 50,000
Battery Innovation Center, Inc.	\$ 50,000
Veolia ES Technical Solutions L.L.C.	\$ 23,000

B) List all key partners: (attach additional sheets as necessary)

Legal Company Name:

C) Budget Information (only include amendment amount information)

Funding Source	Funding Year of Appropriation	Budget List Number	Amount
			\$

R&D Program Area: EDMFO: EDMF

TOTAL: \$ 0

Explanation for "Other" selection

Federal Agreement #:

D) California Environmental Quality Act (CEQA) Compliance Not required for this amendment

1. Is Agreement considered a "Project" under CEQA?

☒ Yes (skip to question 2)

☐ No (complete the following (PRC 21065 and 14 CCR 15378)):

2. If Agreement is considered a "Project" under CEQA:

a) ☐ Agreement **IS** exempt.

☐ Statutory Exemption. List PRC and/or CCR section number:

☒ Categorical Exemption. List CCR section number: 14 C.C.R. § 15301

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

Explain reason why Agreement is exempt under the above section:

The Energy Commission made CEQA findings pertaining to this project when the project was originally adopted by the Commission on June 12, 2019. The activities consist of the operation of existing facilities involving negligible or no expansion of use beyond that existing. The currently-proposed changes are solely to change the grant recipient. The amendment will not result in any impact to the environment beyond those already considered when this grant was originally approved, and do not change the applicability of the categorical exemption under 14 C.C.R. § 15301.

b) ☐ Agreement **IS NOT** exempt. (consult with the legal office to determine next steps)

Check all that apply



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- ☐ Initial Study
- ☐ Negative Declaration
- ☐ Mitigated Negative Declaration
- ☐ Environmental Impact Report
- ☐ Statement of Overriding Considerations



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E) The following items should be attached to this GARF (as applicable)

- | | | |
|---|---|--|
| 1. Exhibit A, Scope of Work/Schedule | <input checked="" type="checkbox"/> N/A | <input type="checkbox"/> Attached |
| 2. Exhibit B, Budget Detail | <input checked="" type="checkbox"/> N/A | <input type="checkbox"/> Attached |
| 3. CEQA Documentation | <input checked="" type="checkbox"/> N/A | <input type="checkbox"/> Attached |
| 4. Novation Documentation | <input type="checkbox"/> N/A | <input checked="" type="checkbox"/> Attached |
| 5. CEC 105, Questionnaire for Identifying Conflicts | | <input checked="" type="checkbox"/> Attached |

Agreement Manager

Date

Office Manager

Date

Deputy Director

Date

NOVATION AGREEMENT
for GRANT AGREEMENT NUMBER EPC-18-015

Cuberg, Inc. (California Entity Number C3808959, Transferor), Cuberg, Inc. (California Entity Number C4715126, Transferee), and the California Energy Commission, hereinafter referred to as the Energy Commission, in consideration of the promises made herein, agree as follows:

1. On June 12, 2019, Transferor and the Energy Commission entered into grant agreement number EPC-18-015 (Grant Agreement) under which Transferor was to setup and commission a pilot-scale production facility for manufacturing a non-flammable, innovative lithium-metal battery cell that has a high energy density.
2. The parties agree to substitute Transferee in place of Transferor with respect to all of the obligations described in the Grant Agreement. The total amount of the Grant Agreement is \$1,566,639, of which \$1,282,149.38 has already been paid.
3. Transferee agrees to be bound to the terms and conditions of the Grant Agreement as if Transferee was the original recipient of the Grant Agreement. The Transferee also assumes all obligations and liabilities of, and all claims against, the Transferor under the Grant Agreement as if the Transferee were the original party to the Grant Agreement.
4. The Energy Commission hereby discharges Transferor from its obligation to the Energy Commission under the Grant Agreement and that all of Transferor's rights and obligations thereunder are extinguished.
5. This Novation Agreement may be executed in counterparts, each of which shall be deemed an original and shall be deemed duly executed upon the signing of the counterparts by the parties hereto.
6. Any effort to enforce this Novation Agreement in court shall be venued in Sacramento County.
7. This Novation Agreement can only be modified in writing by the parties.
8. This Novation Agreement shall be interpreted in accordance with and governed in all respects by California law.
9. If any term, condition, or provision in this Novation Agreement is found to be invalid, unlawful or unenforceable to any extent, the invalid term, condition, or provision will be severed from the remaining terms, conditions and provisions, which will continue to be valid and enforceable to the fullest extent permitted by law.
10. All payments and reimbursements previously made by the Energy Commission to the Transferor, and all other previous actions taken by the Energy Commission under the Grant Agreement shall be considered to have discharged those parts of the Energy Commission's obligations under the Grant Agreement. All payments and reimbursements made by the Energy Commission after the date this Novation Agreement is executed by all parties (Effective Date) in the name of or to the Transferor shall have the same force and effect as if made to the Transferee, and shall constitute a complete discharge of the Energy Commission's obligations under the Grant Agreement to the extent of the amounts paid or reimbursed.

NOVATION AGREEMENT
for GRANT AGREEMENT NUMBER EPC-18-015

11. The Transferor and the Transferee agree that the Energy Commission is not obligated to pay or reimburse either of them for, or otherwise give effect to, any costs, taxes, or other expenses, or any related increases, directly or indirectly arising out of or resulting from the transfer or this Novation Agreement, other than those that the Energy Commission in the absence of this transfer or Novation Agreement would have been obligated to pay or reimburse under the terms of the Grant Agreement.

Cuberg, Inc. (California Entity Number C3808959, Transferor)

Name: _____ Title: _____
Address: _____
Signature: _____ Date: _____

Cuberg, Inc. (California Entity Number C4715126, Transferee)

Name: _____ Title: _____
Address: _____
Signature: _____ Date: _____

California Energy Commission

Name: Adrienne Winuk Title: Contracts, Grants & Loans Manager
Address: 1516 9th Street, MS-18, Sacramento, CA 95814
Signature: _____ Date: _____

STATE OF CALIFORNIA

STATE ENERGY RESOURCES
CONSERVATION AND DEVELOPMENT COMMISSION

RESOLUTION - RE: CUBERG, INC.

RESOLVED, that the State Energy Resources Conservation and Development Commission (CEC) adopts the staff CEQA findings contained in the Agreement or Amendment Request Form (as applicable); and

RESOLVED, that the CEC approves a change in grant recipient for Agreement EPC-18-015 with Cuberg, Inc. due to an acquisition by Northvolt AB. The proposed recipient will continue to operate as Cuberg, Inc., with a California Entity Number of C4715126, and there are no other changes to the agreement documents or terms from what was approved on June 12, 2019. This \$1,566,639 grant funds the setup and commissioning of a pilot-scale production facility for manufacturing lithium-metal battery pouch cells; and

FURTHER BE IT RESOLVED, that the Executive Director or his/her designee shall execute the same on behalf of the CEC.

CERTIFICATION

The undersigned Secretariat to the CEC does hereby certify that the foregoing is a full, true, and correct copy of a Resolution duly and regularly adopted at a meeting of the CEC held on July 15, 2021.

AYE:

NAY:

ABSENT:

ABSTAIN:

Liza Lopez
Secretariat