California Energy Commission
July 10, 2024 Business Meeting
Backup Materials for Rincell Corporation

The following backup materials for the above-referenced agenda item are available in this PDF packet as listed below:

1. Proposed Resolution
2. Grant Request Form
3. Scope of Work

[PROPOSED]

RESOLUTION NO: 24-0710-13c

STATE OF CALIFORNIA

STATE ENERGY RESOURCES
CONSERVATION AND DEVELOPMENT COMMISSION

RESOLUTION: Rincell Corporation

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 agreement EPC-24-003 with Rincell Corporation for a $2,999,528 grant. This agreement will fund the design and build-out of an LRIP line to manufacture high capacity, fast charging silicon anode lithium batteries with significantly higher cycle life and safety characteristics compared to other silicon anode technologies; and

FURTHER BE IT RESOLVED, that the Executive Director or their 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 10, 2024.

AYE:
NAY:
ABSENT:
ABSTAIN:

Dated:

_____
Kristine Banaag
Secretariat

GRANT REQUEST FORM (GRF)

A. New Agreement Number

IMPORTANT: New Agreement # to be completed by Contracts, Grants, and Loans Office.

New Agreement Number: EPC-24-003

B. Division Information

1. Division Name: ERDD
2. Agreement Manager: Joshua Croft
3. MS-:51
4. Phone Number: 925-452-7638

C. Recipient's Information

1. Recipient's Legal Name: Rincell Corporation
2. Federal ID Number: 92-1983380

D. Title of Project

Title of project: Accelerating the Manufacturing Capacity of High Capacity, Long Life Silicon-Based Lithium Batteries in California

E. Term and Amount

1. Start Date: 8/1/2024
2. End Date: 3/31/2029
3. Amount: $2,999,528.00

F. Business Meeting Information

1. Are the ARFVTP agreements $75K and under delegated to Executive Director? No
2. The Proposed Business Meeting Date: July 10, 2024
3. Consent or Discussion? Discussion
4. Business Meeting Presenter Name: Benson Gilbert
5. Time Needed for Business Meeting: 10 minutes.
6. The email subscription topic is: EPIC (Electric Program Investment Charge).

Agenda Item Subject and Description:

RINCELL CORPORATION. Proposed resolution approving agreement EPC-24-003 with Rincell Corporation for a $2,999,528 grant, and adopting staff's determination that this action is exempt from CEQA. This agreement will fund the design and build-out of an LRIP line to manufacture high capacity, fast charging silicon anode lithium batteries with significantly higher cycle life and safety characteristics compared to other silicon anode technologies. (EPIC funding) Contact: Benson Gilbert

G. California Environmental Quality Act (CEQA) Compliance

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

If yes, skip to question 2.

If no, complete the following (PRC 21065 and 14 CCR 15378) and explain why Agreement is not considered a "Project":

2. If Agreement is considered a "Project" under CEQA answer the following questions.

a) Agreement **IS** exempt?

Yes

Statutory Exemption?
No

If yes, list PRC and/or CCR section number(s) and separate each with a comma. If no, enter "None" and go to the next question.

PRC section number: None

CCR section number: None

Categorical Exemption?
Yes

If yes, list CCR section number(s) and separate each with a comma. If no, enter "None" and go to the next question.

CCR section number: Cal. Code Regs., tit. 14, § 15301 ;

Common Sense Exemption? 14 CCR 15061 (b) (3)
No

If yes, explain reason why Agreement is exempt under the above section. If no, enter "Not applicable" and go to the next section.

Cal. Code Regs., tit. 14, Section 15301 provides that projects which consist of the operation, repair, maintenance, permitting, leasing, licensing, or minor alteration of existing public and private structures, facilities, mechanical equipment, or topographical features, and which involve negligible or no expansion of use beyond that existing at the time of the lead agency's determination, are categorically exempt from the provisions of the California Environmental Quality Act.

This project fits within this exemption because it will use existing building facilities and will upgrade to comply with all requirements needed for the cell production process. This project will select and utilize an already existing facility that is designed and approved for the low-rate, initial production battery manufacturing work that is planned to occur. While in this site, any basic data collection that occurs will not result in a serious or major disturbance to an environmental resource and any

additional accessory structures will be minor in nature. This may include signage, power upgrades, HVAC connections, gas delivery infrastructure and necessary permitting, which involves negligible or no expansion of use beyond that existing at the time of the lead agency's CEQA determination. For these reasons, the proposed work will not have any significant effect on the environment and is exempt under Cal. Code Regs., tit. 14, Section 15301.

Additionally, the project will not impact an environmental resource of hazardous or critical concern where designated, precisely mapped, and officially adopted pursuant to law by federal, state, or local agencies; does not involve any cumulative impacts of successive projects of the same type in the same place that might be considered significant; does not involve unusual circumstances that might have a significant effect on the environment; will not result in damage to scenic resources within a highway officially designated as a state scenic highway; the project site is not included on any list compiled pursuant to Government Code section 65962.5; and the project will not cause a substantial adverse change in the significance of a historical resource. Therefore, none of the exceptions to categorical exemptions listed in CEQA Guidelines section 15300.2 apply to this project, and this project will not have a significant effect on the environment.

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

No

If yes, answer yes or no to all that applies. If no, list all as "no" and "None" as "yes".

Additional Documents	Applies
Initial Study	No
Negative Declaration	No
Mitigated Negative Declaration	No
Environmental Impact Report	No
Statement of Overriding Considerations	No
None	Yes

H. Is this project considered "Infrastructure"?

No

I. Subcontractors

List all Subcontractors listed in the Budget (s) (major and minor). Insert additional rows if needed. If no subcontractors to report, enter "No subcontractors to report" and "0" to funds. **Delete** any unused rows from the table.

Subcontractor Legal Company Name	CEC Funds	Match Funds
Laney College	$ 50,000	**$**0

Subcontractor Legal Company Name	CEC Funds	Match Funds
Gooru Learning Inc.	$ 60,000	$0
Stanford Doerr School of Sustainability	$ 40,000	$0

J. Vendors and Sellers for Equipment and Materials/Miscellaneous

List all Vendors and Sellers listed in Budget(s) for Equipment and Materials/Miscellaneous. Insert additional rows if needed. If no vendors or sellers to report, enter “No vendors or sellers to report” and “0” to funds. **Delete** any unused rows from the table.

Vendor/Seller Legal Company Name	CEC Funds	Match Funds
No vendors to report	$	$

K. Key Partners

List all key partner(s). Insert additional rows if needed. If no key partners to report, enter “No key partners to report.” **Delete** any unused rows from the table.

Key Partner Legal Company Name
No key partners to report

L. Budget Information

Include all budget information. Insert additional rows if needed. If no budget information to report, enter “N/A” for “Not Applicable” and “0” to Amount. **Delete** any unused rows from the table.

Funding Source	Funding Year of Appropriation	Budget List Number	Amount
EPIC	22-23	301.001J	$ 2,999,528

TOTAL Amount: $ 2,999,528

R&D Program Area: TIEB: EDMF

Explanation for “Other” selection Not applicable

Reimbursement Contract #: Not applicable

Federal Agreement #: Not applicable

M. Recipient’s Contact Information

1. Recipient’s Administrator/Officer

Name: Jignesh Parikh

Address: 548 Market St # 467501

City, State, Zip: San Francisco, CA 94104-5401

Phone: (916) 221-2326

E-Mail: jignesh.parikh@rincell.com

3. Recipient's Project Manager

Name: Jignesh Parikh

Address: 548 Market St # 467501

City, State, Zip: San Francisco, CA 94104-5401

Phone: (916) 221-2326

E-Mail: jignesh.parikh@rincell.com

N. Selection Process Used

There are three types of selection process. List the one used for this GRF.

Selection Process	Additional Information
Competitive Solicitation #	GFO-21-304R2
First Come First Served Solicitation #	Not applicable
Other	Not applicable

O. Attached Items

1. List all items that should be attached to this GRF by entering "Yes" or "No".

Item Number	Item Name	Attached
1	Exhibit A, Scope of Work/Schedule	Yes
2	Exhibit B, Budget Detail	Yes
3	CEC 105, Questionnaire for Identifying Conflicts	Yes
4	Recipient Resolution	No
5	Awardee CEQA Documentation	No

Approved By

Individuals who approve this form must enter their full name and approval date in the MS Word version.

Agreement Manager: Joshua Croft

Approval Date: Agreement Manager's Approval Date

Branch Manager: Office Manager Name

Approval Date: Office Manager's Approval Date

Director: Deputy Director Name

Approval Date: Deputy Director's Approval Date

Exhibit A
Scope of Work
Rincell Corporation

I. TASK ACRONYM/TERM LISTS

A. Task List

Task #	CPR[1]	Task Name
1		General Project Tasks
2		Final Project Implementation Review
3	X	Factory Layout and Planning
4		Factory Installation and Hiring
5		Pre-Production Trials
6		LRIP Demonstration
7		Evaluation of Project Benefits
8		Technology/Knowledge Transfer Activities

B. Acronym/Term List

Acronym/Term	Meaning
CAM	Commission Agreement Manager
CAO	Commission Agreement Officer
CEC	California Energy Commission
CPR	Critical Project Review
KPI	Key Performance Indicator
MEP	Mechanical, Electrical, Plumbing
PM	Project Manager
TAC	Technical Advisory Committee
QMS	Quality Management System

II. PURPOSE OF AGREEMENT, PROBLEM/SOLUTION STATEMENT, AND GOALS AND OBJECTIVES

A. Purpose of Agreement

The purpose of this Agreement is to design and build a Low-Rate Initial Production (LRIP) pilot line to manufacture high capacity 18650 silicon anode lithium batteries with significantly higher cycle life compared to other silicon anode technologies. The batteries will be produced at an average rate of 500 cells per day and will have high energy density, fast charging, superior performance over a wide temperature range, increased safety characteristics, and are based on raw materials less susceptible to supply chain disruption than mainstream graphite-based batteries.

B. Problem/ Solution Statement

[1] Please see subtask 1.3 in Part III of the Scope of Work (General Project Tasks) for a description of Critical Project Review (CPR) Meetings.

Exhibit A
Scope of Work
Rincell Corporation

Problem

With the push towards grid-storage batteries and electric vehicles to curb carbon emissions, a new generation of batteries with improved performance is required. Improvements to the capacity, energy density, and safety metrics of Li-ion batteries are restricted by the chemistry of their components. As an alternative anode active material, silicon offers a lighter and more compact cell design that can also support faster charging and better low temperature performance. However, silicon-based anode electrodes experience significant mechanical stress due to expansion and contraction of silicon particles during cell cycling which reduces cycle life. Silicon-carbon composites can address volume expansion, but their hard cell casing is unforgiving for even moderate stack-level expansion and gas generation and requires specialized electrodes. These advanced alternative lithium-ion battery chemistries also can be expensive to produce at scale.

Solution

The Recipient will manufacture high-energy cylindrical cells using patented, innovative cell design with electrode and electrolyte formulations tailored to utilize advanced silicon-carbon composite-based anode chemistry. The Recipient has already demonstrated the high capacity (4.1 Ah) and energy density (300 Wh/kg) for its 18650 cells at prototype stage. Their proprietary electrolyte and anode active material can mitigate silicon expansion enabling significantly improved cycle life (> 500 cycles) and thermal stability at high silicon formulations. The Recipient's high capacity-performance cells will be produced by state-of-the-art manufacturing processes and equipment that will afford significant cost reductions and higher quality.

C. Goals and Objectives of the Agreement

Agreement Goals

The goals of this Agreement are to:

- Create a high-capacity, high-performance lithium-ion battery manufacturing facility in California.
- Validate proof of manufacturing by rigorously quality testing the cells to ensure they meet defined customer performance specifications with high yield.
- Recruit and train a sustainable, scalable workforce in the latest battery manufacturing technologies.

Ratepayer Benefits:[2]
This Agreement will result in the ratepayer benefits of greater electricity reliability, lower costs, and increased safety by making high-capacity lithium batteries more affordable and accessible to Californians. The Recipient's batteries have a higher capacity and energy density compared to traditional graphite-based batteries, allows faster charging of 0 to 80 percent in less than 20 minutes and can perform at temperatures as low as -40C.

Safety: In addition to standard 18650 safety features (e.g., current interrupt device and top vent), the advances of engineered silicon materials (e.g., lower swelling) and judicial selection of cell components (e.g., separators with high thermal stability) provide additional cell-level safety features to mitigate thermal runaway occurrence. These safety characteristics—along with the battery's high capacity and performance make the batteries more reliable for large-scale use.

Technological Advancement and Breakthroughs:[3]
This Agreement will lead to technological advancement and breakthroughs to overcome barriers to the achievement of the State of California's statutory energy goals by creating a low rate initial production manufacturing line for 18650 cells with 17 percent higher cell capacity (4.1Ah), >10 percent higher energy density (300 Wh/Kg), faster charging (0-80 percent in less than 20 mins), and low temperature performance (-40 °C to 60 °C) as compared to existing 18650 cells in the market. The state-of-the-art graphite anode-based cylindrical lithium-ion cells have gravimetric energy density of 260-275 Wh/kg, and cell capacities of commercial 18650 cells haven't been increased beyond 3.5Ah since 2012. The Recipient's superior 18650 cell capacity and performance provide new paths for innovation and cost reduction, and this is reflected in its close collaboration with leading government and commercial entities including US Army, NASA and California-based South 8 Technologies and Nanotech Energy among others.

Agreement Objectives
The objectives of this Agreement are to:

- Create a facility capable of producing a minimum of 500 4.1Ah 18650 silicon anode cells per day.
- Create cells that meet defined performance specification of 4.1Ah capacity, 300 Wh/Kg, > 500 cycles and low temperature performance with > 80% yield.
- Manufacture 240,000 successfully assembled and quality-tested 18650 silicon anode lithium-ion battery cells in pre-production trials.

III. TASK 1 GENERAL PROJECT TASKS

[2] California Public Resources Code, Section 25711.5(a) requires projects funded by the Electric Program Investment Charge (EPIC) to result in ratepayer benefits. The California Public Utilities Commission, which established the EPIC in 2011, defines ratepayer benefits as greater reliability, lower costs, and increased safety (See CPUC "Phase 2" Decision 12-05-037 at page 19, May 24, 2012, http://docs.cpuc.ca.gov/PublishedDocs/WORD_PDF/FINAL_DECISION/167664.PDF).

[3] California Public Resources Code, Section 25711.5(a) also requires EPIC-funded projects to lead to technological advancement and breakthroughs to overcome barriers that prevent the achievement of the state's statutory and energy goals.

Exhibit A
Scope of Work
Rincell Corporation

PRODUCTS

Subtask 1.1 Products

The goal of this subtask is to establish the requirements for submitting project products (e.g., reports, summaries, plans, and presentation materials). Unless otherwise specified by the Commission Agreement Manager (CAM), the Recipient must deliver products as required below by the dates listed in the **Project Schedule (Part V).** All products submitted which will be viewed by the public, must comply with the accessibility requirements of Section 508 of the federal Rehabilitation Act of 1973, as amended (29 U.S.C. Sec. 794d), and regulations implementing that act as set forth in Part 1194 of Title 36 of the Federal Code of Regulations**.** All technical tasks should include product(s). Products that require a draft version are indicated by marking **"(draft and final)"** after the product name in the "Products" section of the task/subtask.

If "(draft and final)" does not appear after the product name, only a final version of the product is required. With respect to due dates within this Scope of Work, "days" means working days.

The Recipient shall:

For products that require a draft version, including the Final Report Outline and Final Report

- Submit all draft products to the CAM for review and comment in accordance with the Project Schedule (Part V). The CAM will provide written comments to the Recipient on the draft product within 15 days of receipt, unless otherwise specified in the task/subtask for which the product is required.
- Consider incorporating all CAM comments into the final product. If the Recipient disagrees with any comment, provide a written response explaining why the comment was not incorporated into the final product.
- Submit the revised product and responses to comments within 10 days of notice by the CAM, unless the CAM specifies a longer time period, or approves a request for additional time.

For products that require a final version only

- Submit the product to the CAM for acceptance. The CAM may request minor revisions or explanations prior to acceptance.

For all products

- Submit all data and documents required as products in accordance with the following:

Instructions for Submitting Electronic Files and Developing Software:

- **Electronic File Format**
  - Submit all data and documents required as products under this Agreement in an electronic file format that is fully editable and compatible with the California Energy Commission's (CEC) software and Microsoft (MS)-operating computing platforms, or with any other format approved by the CAM. Deliver an electronic copy of the full text of any Agreement data and documents in a format specified by the CAM, such as memory stick.

The following describes the accepted formats for electronic data and documents provided to the CEC as products under this Agreement, and establishes the software

versions that will be required to review and approve all software products:

- Data sets will be in MS Access or MS Excel file format (version 2007 or later), or any other format approved by the CAM.
- Text documents will be in MS Word file format, version 2007 or later.
- Project management documents will be in Microsoft Project file format, version 2007 or later.

- **Software Application Development**
  Use the following standard Application Architecture components in compatible versions for any software application development required by this Agreement (e.g., databases, models, modeling tools), unless the CAM approves other software applications such as open-source programs:
  - Microsoft ASP.NET framework (version 3.5 and up). Recommend 4.0.
  - Microsoft Internet Information Services (IIS), (version 6 and up) Recommend 7.5.
  - Visual Studio.NET (version 2008 and up). Recommend 2010.
  - C# Programming Language with Presentation (UI), Business Object and Data Layers.
  - SQL (Structured Query Language).
  - Microsoft SQL Server 2008, Stored Procedures. Recommend 2008 R2.
  - Microsoft SQL Reporting Services. Recommend 2008 R2.
  - XML (external interfaces).

  Any exceptions to the Electronic File Format requirements above must be approved in writing by the CAM. The CAM will consult with the CEC's Information Technology Services Branch to determine whether the exceptions are allowable.

MEETINGS

Subtask 1.2 Kick-off Meeting

The goal of this subtask is to establish the lines of communication and procedures for implementing this Agreement.

The Recipient shall:

- Attend a "Kick-off" meeting with the CAM, the Commission Agreement Officer (CAO), and any other CEC staff relevant to the Agreement. The Recipient will bring its Project Manager and any other individuals designated by the CAM to this meeting. The administrative and technical aspects of the Agreement will be discussed at the meeting. Prior to the meeting, the CAM will provide an agenda to all potential meeting participants. The meeting may take place in person or by electronic conferencing (e.g., WebEx), with approval of the CAM.

  The administrative portion of the meeting will include discussion of the following:
  - Terms and conditions of the Agreement;
  - Invoicing and auditing procedures;
  - Administrative products (subtask 1.1);
  - CPR meetings (subtask 1.3);
  - Match fund documentation (subtask 1.7);
  - Permit documentation (subtask 1.8);
  - Subcontracts (subtask 1.9); and

- Any other relevant topics.

The technical portion of the meeting will include discussion of the following:
- The CAM's expectations for accomplishing tasks described in the Scope of Work;
- An updated Project Schedule;
- Technical products (subtask 1.1);
- Progress reports (subtask 1.5);
- Final Report (subtask 1.6);
- Technical Advisory Committee meetings (subtasks 1.10 and 1.11); and
- Any other relevant topics.

- Provide *Kick-off Meeting Presentation* to include but not limited to:
  - Project overview (i.e. project description, goals and objectives, technical tasks, expected benefits, etc.)
  - Project schedule that identifies milestones
  - List of potential risk factors and hurdles, and mitigation strategy

- Provide an *Updated Project Schedule, Match Funds Status Letter,* and *Permit Status Letter*, as needed to reflect any changes in the documents.

The CAM shall:
- Designate the date and location of the meeting.
- Send the Recipient a *Kick-off Meeting Agenda*.

Recipient Products:
- Kick-off Meeting Presentation
- Updated Project Schedule *(if applicable)*
- Match Funds Status Letter (subtask 1.7) *(if applicable)*
- Permit Status Letter (subtask 1.8) *(if applicable)*

CAM Product:
- Kick-off Meeting Agenda

Subtask 1.3 Critical Project Review (CPR) Meetings
The goal of this subtask is to determine if the project should continue to receive CEC funding, and if so whether any modifications must be made to the tasks, products, schedule, or budget. CPR meetings provide the opportunity for frank discussions between the CEC and the Recipient. As determined by the CAM, discussions may include project status, challenges, successes, advisory group findings and recommendations, final report preparation, and progress on technical transfer and production readiness activities (if applicable). Participants will include the CAM and the Recipient and may include the CAO and any other individuals selected by the CAM to provide support to the CEC.

CPR meetings generally take place at key, predetermined points in the Agreement, as determined by the CAM and as shown in the Task List on page 1 of this Exhibit. However, the CAM may schedule additional CPR meetings as necessary. The budget will be reallocated to cover the additional costs borne by the Recipient, but the overall Agreement

amount will not increase. CPR meetings generally take place at the CEC, but they may take place at another location, or may be conducted via electronic conferencing (e.g., WebEx) as determined by the CAM.

The Recipient shall:

- Prepare and submit a *CPR Report* for each CPR meeting that: (1) discusses the progress of the Agreement toward achieving its goals and objectives; and (2) includes recommendations and conclusions regarding continued work on the project.
- Attend the CPR meeting.
- Present the CPR Report and any other required information at each CPR meeting.

The CAM shall:

- Determine the location, date, and time of each CPR meeting with the Recipient's input.
- Send the Recipient a *CPR Agenda* with a list of expected CPR participants in advance of the CPR meeting. If applicable, the agenda will include a discussion of match funding and permits.
- Conduct and make a record of each CPR meeting. Provide the Recipient with a schedule for providing a Progress Determination on continuation of the project.
- Determine whether to continue the project, and if so whether modifications are needed to the tasks, schedule, products, or budget for the remainder of the Agreement. If the CAM concludes that satisfactory progress is not being made, this conclusion will be referred to the Deputy Director of the Energy Research and Development Division.
- Provide the Recipient with a *Progress Determination* on continuation of the project, in accordance with the schedule. The Progress Determination may include a requirement that the Recipient revise one or more products.

Recipient Products:

- CPR Report(s)

CAM Products:

- CPR Agenda(s)
- Progress Determination

Subtask 1.4 Final Meeting

The goal of this subtask is to complete the closeout of this Agreement.

The Recipient shall:

- Meet with CEC staff to present project findings, conclusions, and recommendations. The final meeting must be completed during the closeout of this Agreement. This meeting will be attended by the Recipient and CAM, at a minimum. The meeting may occur in person or by electronic conferencing (e.g., WebEx), with approval of the CAM.

  The technical and administrative aspects of Agreement closeout will be discussed at the meeting, which may be divided into two separate meetings at the CAM's discretion.
  - The technical portion of the meeting will involve the presentation of findings, conclusions, and recommended next steps (if any) for the Agreement. The CAM will determine the appropriate meeting participants.
  - The administrative portion of the meeting will involve a discussion with the CAM and the CAO of the following Agreement closeout items:

  - Disposition of any procured equipment.
  - The CEC's request for specific "generated" data (not already provided in Agreement products).
  - Need to document the Recipient's disclosure of "subject inventions" developed under the Agreement.
  - "Surviving" Agreement provisions such as repayment provisions and confidential products.
  - Final invoicing and release of retention.
- Prepare a *Final Meeting Agreement Summary* that documents any agreement made between the Recipient and Commission staff during the meeting.
- Prepare a *Schedule for Completing Agreement Closeout Activities*.
- Provide copies of *All Final Products* on a USB memory stick, organized by the tasks in the Agreement.

Products:
- Final Meeting Agreement Summary *(if applicable)*
- Schedule for Completing Agreement Closeout Activities
- All Final Products

REPORTS AND INVOICES

Subtask 1.5 Progress Reports and Invoices

The goals of this subtask are to: (1) periodically verify that satisfactory and continued progress is made towards achieving the project objectives of this Agreement; and (2) ensure that invoices contain all required information and are submitted in the appropriate format.

The Recipient shall:
- Submit a monthly *Progress Report* to the CAM. Each progress report must:
  - Summarize progress made on all Agreement activities as specified in the scope of work for the preceding month, including accomplishments, problems, milestones, products, schedule, fiscal status, and an assessment of the ability to complete the Agreement within the current budget and any anticipated cost overruns. See the Progress Report Format Attachment for the recommended specifications.
- Submit a monthly or quarterly *Invoice* that follows the instructions in the "Payment of Funds" section of the terms and conditions, including a financial report on Match Funds and in-state expenditures.

Products:
- Progress Reports
- Invoices

Subtask 1.6 Final Report

The goal of this subtask is to prepare a comprehensive Final Report that describes the original purpose, approach, results, and conclusions of the work performed under this Agreement. When creating the Final Report Outline and the Final Report, the Recipient must use the CEC Style Manual provided by the CAM.

Subtask 1.6.1 Final Report Outline

The Recipient shall:

- Prepare a *Final Report Outline* in accordance with the *Energy Commission Style Manual* provided by the CAM.

Recipient Products:

- Final Report Outline (draft and final)

CAM Product:

- Energy Commission Style Manual
- Comments on Draft Final Report Outline
- Acceptance of Final Report Outline

Subtask 1.6.2 Final Report

The Recipient shall:

- Prepare a *Final Report* for this Agreement in accordance with the approved Final Report Outline, Energy Commission Style Manual, and Final Report Template provided by the CAM with the following considerations:
  - Ensure that the report includes the following items, in the following order:
    - Cover page (**required**)
    - Credits page on the reverse side of cover with legal disclaimer (**required**)
    - Acknowledgements page (optional)
    - Preface (**required**)
    - Abstract, keywords, and citation page (**required**)
    - Table of Contents (**required**, followed by List of Figures and List of Tables, if needed)
    - Executive summary (**required**)
    - Body of the report (**required**)
    - References (if applicable)
    - Glossary/Acronyms (If more than 10 acronyms or abbreviations are used, it is required.)
    - Bibliography (if applicable)
    - Appendices (if applicable) (Create a separate volume if very large.)
    - Attachments (if applicable)
- Submit a draft of the Executive Summary to the TAC for review and comment.
- Develop and submit a *Summary of TAC Comments on Draft Final Report* received on the Executive Summary. For each comment received, the recipient will identify in the summary the following:
  - Comments the recipient proposes to incorporate.
  - Comments the recipient does propose to incorporate and an explanation for why.
- Submit a draft of the report to the CAM for review and comment. The CAM will provide written comments to the Recipient on the draft product within 15 days of receipt.
- Incorporate all CAM comments into the *Final Report*. If the Recipient disagrees with any comment, provide a *Written Responses to Comments* explaining why the comments were not incorporated into the final product.
- Submit the revised *Final Report* electronically with any Written Responses to Comments within 10 days of receipt of CAM's Written Comments on the Draft Final Report, unless the CAM specifies a longer time period or approves a request for additional time.

Products:
- Summary of TAC Comments on Draft Final Report
- Draft Final Report
- Written Responses to Comments *(if applicable)*
- Final Report

CAM Product:
- Written Comments on the Draft Final Report

MATCH FUNDS, PERMITS, AND SUBCONTRACTS

Subtask 1.7 Match Funds

The goal of this subtask is to ensure that the Recipient obtains any match funds planned for this Agreement and applies them to the Agreement during the Agreement term.

While the costs to obtain and document match funds are not reimbursable under this Agreement, the Recipient may spend match funds for this task. The Recipient may only spend match funds during the Agreement term, either concurrently or prior to the use of CEC funds. Match funds must be identified in writing, and the Recipient must obtain any associated commitments before incurring any costs for which the Recipient will request reimbursement.

The Recipient shall:
- Prepare a *Match Funds Status Letter* that documents the match funds committed to this Agreement. If no match funds were part of the proposal that led to the CEC awarding this Agreement and none have been identified at the time this Agreement starts, then state this in the letter.

  If match funds were a part of the proposal that led to the CEC awarding this Agreement, then provide in the letter:
  - A list of the match funds that identifies:
    - The amount of cash match funds, their source(s) (including a contact name, address, and telephone number), and the task(s) to which the match funds will be applied.
    - The amount of each in-kind contribution, a description of the contribution type (e.g., property, services), the documented market or book value, the source (including a contact name, address, and telephone number), and the task(s) to which the match funds will be applied. If the in-kind contribution is equipment or other tangible or real property, the Recipient must identify its owner and provide a contact name, address, telephone number, and the address where the property is located.
    - If different from the solicitation application, provide a letter of commitment from an authorized representative of each source of match funding that the funds or contributions have been secured.
- At the Kick-off meeting, discuss match funds and the impact on the project if they are significantly reduced or not obtained as committed. If applicable, match funds will be included as a line item in the progress reports and will be a topic at CPR meetings.
- Provide a *Supplemental Match Funds Notification Letter* to the CAM of receipt of additional match funds.
- Provide a *Match Funds Reduction Notification Letter* to the CAM if existing match funds are reduced during the course of the Agreement. Reduction of match funds may trigger a CPR meeting.

Products:

- Match Funds Status Letter
- Supplemental Match Funds Notification Letter *(if applicable)*
- Match Funds Reduction Notification Letter (if applicable)

Subtask 1.8 Permits

The goal of this subtask is to obtain all permits required for work completed under this Agreement in advance of the date they are needed to keep the Agreement schedule on track. Permit costs and the expenses associated with obtaining permits are not reimbursable under this Agreement, with the exception of costs incurred by University of California recipients. Permits must be identified and obtained before the Recipient may incur any costs related to the use of the permit(s) for which the Recipient will request reimbursement.

The Recipient shall:

- Prepare a *Permit Status Letter* that documents the permits required to conduct this Agreement. If no permits are required at the start of this Agreement, then state this in the letter. If permits will be required during the course of the Agreement, provide in the letter:
    - A list of the permits that identifies: (1) the type of permit; and (2) the name, address, and telephone number of the permitting jurisdictions or lead agencies.
    - The schedule the Recipient will follow in applying for and obtaining the permits.

  The list of permits and the schedule for obtaining them will be discussed at the Kick-off meeting (subtask 1.2), and a timetable for submitting the updated list, schedule, and copies of the permits will be developed. The impact on the project if the permits are not obtained in a timely fashion or are denied will also be discussed. If applicable, permits will be included as a line item in progress reports and will be a topic at CPR meetings.
- If during the course of the Agreement additional permits become necessary, then provide the CAM with an *Updated List of Permits* (including the appropriate information on each permit) and an *Updated Schedule for Acquiring Permits*.
- Send the CAM a *Copy of Each Approved Permit*.
- If during the course of the Agreement permits are not obtained on time or are denied, notify the CAM within 5 days. Either of these events may trigger a CPR meeting.

Products:

- Permit Status Letter
- Updated List of Permits *(if applicable)*
- Updated Schedule for Acquiring Permits *(if applicable)*
- Copy of Each Approved Permit *(if applicable)*

Subtask 1.9 Subcontracts

The goals of this subtask are to: (1) procure subcontracts required to carry out the tasks under this Agreement; and (2) ensure that the subcontracts are consistent with the terms and conditions of this Agreement.

The Recipient shall:

- Manage and coordinate subcontractor activities in accordance with the requirements of this Agreement.
- Incorporate this Agreement by reference into each subcontract.
- Include any required Energy Commission flow-down provisions in each subcontract, in

addition to a statement that the terms of this Agreement will prevail if they conflict with the subcontract terms.
- If required by the CAM, submit a draft of each *Subcontract* required to conduct the work under this Agreement.
- Submit a final copy of each executed subcontract.
- Notify and receive written approval from the CAM prior to adding any new subcontractors (see the discussion of subcontractor additions in the terms and conditions).

Products:
- Subcontracts *(draft if required by the CAM)*

TECHNICAL ADVISORY COMMITTEE

Subtask 1.10 Technical Advisory Committee (TAC)

The goal of this subtask is to create an advisory committee for this Agreement. The TAC should be composed of diverse professionals. The composition will vary depending on interest, availability, and need. TAC members will serve at the CAM's discretion. The purpose of the TAC is to:
- Provide guidance in project direction. The guidance may include scope and methodologies, timing, and coordination with other projects. The guidance may be based on:
  - Technical area expertise;
  - Knowledge of market applications; or
  - Linkages between the agreement work and other past, present, or future projects (both public and private sectors) that TAC members are aware of in a particular area.
- Review products and provide recommendations for needed product adjustments, refinements, or enhancements.
- Evaluate the tangible benefits of the project to the state of California, and provide recommendations as needed to enhance the benefits.
- Provide recommendations regarding information dissemination, market pathways, or commercialization strategies relevant to the project products.
- Help set the project team's goals and contribute to the development and evaluation of its statement of proposed objectives as the project evolves.
- Provide a credible and objective sounding board on the wide range of technical and financial barriers and opportunities.
- Help identify key areas where the project has a competitive advantage, value proposition, or strength upon which to build.

- Advocate, to the extent the TAC members feel is appropriate, on behalf of the project in its effort to build partnerships, governmental support, and relationships with a national spectrum of influential leaders.
- Ask probing questions that insure a long-term perspective on decision-making and progress toward the project's strategic goals.

The TAC may be composed of qualified professionals spanning the following types of disciplines:

- Researchers knowledgeable about the project subject matter;
- Members of trades that will apply the results of the project (e.g., designers, engineers, architects, contractors, and trade representatives);
- Public interest market transformation implementers;
- Product developers relevant to the project;
- U.S. Department of Energy research managers, or experts from other federal or state agencies relevant to the project;
- Public interest environmental groups;
- Utility representatives;
- Air district staff; and
- Members of relevant technical society committees.

The Recipient shall:

- Prepare a *List of Potential TAC Members* that includes the names, companies, physical and electronic addresses, and phone numbers of potential members. The list will be discussed at the Kick-off meeting, and a schedule for recruiting members and holding the first TAC meeting will be developed.
- Recruit TAC members. Ensure that each individual understands member obligations and the TAC meeting schedule developed in subtask 1.11.
- Prepare a *List of TAC Members* once all TAC members have committed to serving on the TAC.
- Submit *Documentation of TAC Member Commitment* (such as Letters of Acceptance) from each TAC member.

Products:

- List of Potential TAC Members
- List of TAC Members
- Documentation of TAC Member Commitment

Subtask 1.11 TAC Meetings

The goal of this subtask is for the TAC to provide strategic guidance for the project by participating in regular meetings, which may be held via teleconference.

The Recipient shall:

- Discuss the TAC meeting schedule with the CAM at the Kick-off meeting. Determine the number and location of meetings (in-person and via teleconference) in consultation with the CAM.
- Prepare a *TAC Meeting Schedule* that will be presented to the TAC members during recruiting. Revise the schedule after the first TAC meeting to incorporate meeting comments.
- Prepare a *TAC Meeting Agenda* and *TAC Meeting Back-up Materials* for each TAC

meeting.
- Organize and lead TAC meetings in accordance with the TAC Meeting Schedule. Changes to the schedule must be pre-approved in writing by the CAM.
- Prepare *TAC Meeting Summaries* that include any recommended resolutions of major TAC issues.

The TAC shall:
- Help set the project team's goals and contribute to the development and evaluation of its statement of proposed objectives as the project evolves.
- Provide a credible and objective sounding board on the wide range of technical and financial barriers and opportunities.
- Help identify key areas where the project has a competitive advantage, value proposition, or strength upon which to build.
- Advocate on behalf of the project in its effort to build partnerships, governmental support, and relationships with a national spectrum of influential leaders.
- Ask probing questions that insure a long-term perspective on decision-making and progress toward the project's strategic goals.
- Review and provide comments to proposed project performance metrics.
- Review and provide comments to proposed project Draft Technology Transfer Plan.

Products:
- TAC Meeting Schedule (draft and final)
- TAC Meeting Agendas (draft and final)
- TAC Meeting Back-up Materials
- TAC Meeting Summaries

Subtask 1.12 Project Performance Metrics
The goal of this subtask is to finalize key performance targets for the project based on feedback from the TAC and report on final results in achieving those targets. The performance targets should be a combination of scientific, engineering, techno-economic, and/or programmatic metrics that provide the most significant indicator of the research or technology's potential success.

The Recipient shall:
- Complete and submit the project performance metrics from the *Initial Project Benefits Questionnaire*, developed in the Evaluation of Project Benefits task, to the CAM.
- Present the draft project performance metrics at the first TAC meeting to solicit input and comments from the TAC members.
- Develop and submit a *TAC Performance Metrics Summary* that summarizes comments received from the TAC members on the proposed project performance metrics. The *TAC Performance Metrics Summary* will identify:
    - TAC comments the Recipient proposes to incorporate into the *Initial Project Benefits Questionnaire*, developed in the Evaluation of Project Benefits task.
    - TAC comments the Recipient does not propose to incorporate with and explanation why.
- Develop and submit a *Project Performance Metrics Results* document describing the extent to which the Recipient met each of the performance metrics in the *Final Project Benefits Questionnaire*, developed in the Evaluation of Project Benefits task.
- Discuss the *Project Performance Metrics Results* at the Final Meeting.

Products:
- TAC Performance Metrics Summary
- Project Performance Metrics Results

IV. TECHNICAL TASKS

*Products that require a draft version are indicated by marking **"(draft and final)"** after the product name in the "Products" section of the task/subtask. If "(draft and final)" does not appear after the product name, only a final version of the product is required. **Subtask 1.1 (Products)** describes the procedure for submitting products to the CAM.*

TASK 2: FINAL PROJECT IMPLEMENTATION REVIEW

The goal of this task is to review and align the overall project plan and coordinate with internal and external stakeholders.

The Recipient shall:
- Finalize the project plan and work plan schedule, which include:
  - A test plan outlining tests to be conducted, including pre-production and LRIP demonstration
  - Key Performance Indicators (KPI)s being validated for manufacturing, testing, quality, and yield
  - A review of desired certifications, including those for Underwriter Laboratories and UN38.3
- Finalize the manufacturing process workflow, including:
  - Tooling Specifications
  - Synchronization of tool capacity with production capacity
  - Incoming Material Specifications
  - Verification Plan, including metrics for yield, rate, performance, degradation, reliability, safety, and environmental impact
- Create a *Product Level Implementation Plan* that:
  - Describes the tests planned, KPIs, toolings, and specifications as well as the considerations leading up to them
  - Summarizes the manufacturing process workflow and projected schedule
  - This report will be 10-15 pages, will include graphics and figures, and will have an executive summary that is written for a non-technical audience.

Products:
- Product Level Implementation Plan

TASK 3: FACTORY LAYOUT AND PLANNING

The goal of this task is to start work with external contractors to design and plan the factory layout for the 18650-battery manufacturing workflow.

The Recipient shall:
- Define the factory layout, including internal/equipment installation plan and verifications for Mechanical, Electrical, and Plumbing (MEP) requirements

- Complete permitting process for required environmental, utility, and city permits
- Select a supplier for the battery manufacturing LRIP line and
    - Negotiate costs for equipment; finalize and sign equipment supplier contracts
    - Order equipment to be installed per the factory layout
    - Negotiate costs for materials; finalize and sign material supplier contracts
    - Order required materials for the Factory Layout, pre-production, and LRIP demonstration
- Create a *Factory Layout and Planning Report* that:
    - Gives an overview of the factory layout as well as summarizing the considerations made in the layout
    - Summarizes the supplier selection process as well as details the lessons learned and best practices
    - This report will be 5-10 pages, will include graphics and figures, and will have an executive summary that is written for a non-technical audience.
- Submit a *CPR Report #1* and participate in a CPR meeting, per subtask 1.3.

Products:

- Factory Layout and Planning Report
- CPR Report #1

TASK 4: FACTORY INSTALLATION AND HIRING

The goal of this task is to implement the Factory Layout plan by installing the necessary equipment and hiring a skilled workforce.

The Recipient shall:

- Create an onboarding and hiring orientation guide, including safety protocols.
- Install the required MEP listed in the factory onboarding and hiring orientation guide layout.
- Hire the manufacturing team including quality control technicians, machine operators, assembly line workers, and maintenance personnel.
- Administer onboarding orientation, per the *Onboarding and Hiring Orientation Guide.*
- Create the *Factory Quality Management System Manual*, including:
    - Customer focus
    - Leadership and stakeholder engagement
    - Process and system approach to management
    - Plans for continual improvement
    - Strategic approach to decision making
    - Mutually beneficial supplier relationships
- Create an *Installation, Testing, and Verification Report* that:
    - Summarizes the installed equipment including pictures of the equipment
    - This report will be 3-10 pages, will include graphics and figures, and will have an executive summary that is written for a non-technical audience.

Products:

- Factory Quality Management System Manual
- Installation, Testing, and Verification Report

Exhibit A
Scope of Work
Rincell Corporation

TASK 5: PRE-PRODUCTION TRIALS
The goal of this task is to begin small-batch production to optimize the manufacturing process workflow for the 18650 batteries.

The Recipient shall:
- Operationalize the installed equipment
- Begin conducting small-scale battery production to ensure the machines are properly installed and functioning. The manufacturing process includes:
    - Electrode preparation
    - Electrode drying
    - Electrode slitting
    - Cell assembly
    - Electrolyte filling and sealing
    - Formation and testing
    - Battery pack assembly
- Review and conduct tests outlined in the test plan to validate that the 18650 cell meets customer defined performance specifications of capacity, energy density, cycle life and low temperature performance.
- Create a *Test Plan Results Report* which will include performance, degradation, and reliability testing. This report will be 5-15 pages, will include graphics and figures, and will have an executive summary that is written for a non-technical audience.
- Optimize the equipment and manufacturing process; repeat until the workflow is stable and capable.

Products:
- Test Plan Results Report

TASK 6: LRIP DEMONSTRATION
The goal of this task is to scale up to low-rate initial production of 18650 cells.

The Recipient shall:
- Build and test 18650 cells through the entire manufacturing process workflow; scale up to producing 500 cells per day.
- Monitor the required KPIs against the defined performance, quality, yield, and scrap rate targets.
- Document key learnings and receive customer feedback.
- Ensure all factory functions are optimized, including:
    - Receiving timely material deliveries
    - Inspecting incoming materials
    - Manufacturing and testing battery cells
- Create a *LRIP Demonstration Report* that:
    - Summarizes the final state of the LRIP line and the factory processes and compares this to the initial plans
    - Details the final yields and battery performance metrics
    - Details the key learnings and customer feedback received
    - This report will be 10-15 pages, will include graphics and figures, and will have an executive summary that is written for a non-technical audience.

Products:
- LRIP Demonstration Report

TASK 7: EVALUATION OF PROJECT BENEFITS
The goal of this task is to report the benefits resulting from this project.

The Recipient shall:
- Complete *the Initial Project Benefits Questionnaire*. The Initial Project Benefits Questionnaire shall be initially completed by the Recipient with 'Kick-off' selected for the 'Relevant data collection period' and submitted to the CAM for review and approval.
- Complete the *Annual Survey* by January 31st of each year. The Annual Survey includes but is not limited to the following information:
  - Technology commercialization progress
  - New media and publications
  - Company growth
  - Follow-on funding and awards received
- Complete the *Final Project Benefits Questionnaire*. The Final Project Benefits Questionnaire shall be completed by the Recipient with 'Final' selected for the 'Relevant data collection period' and submitted to the CAM for review and approval.
- Respond to CAM questions regarding the questionnaire drafts.
- Complete and update the project profile on the CEC's public online project and recipient directory on the Energize Innovation website (www.energizeinnovation.fund), and provide *Documentation of Project Profile on EnergizeInnovation.fund*, including the profile link.
- If the Prime Recipient is an Innovation Partner on the project, complete and update the organizational profile on the CEC's public online project and recipient directory on the Energize Innovation website (www.energizeinnovation.fund), and provide *Documentation of Organization Profile on EnergizeInnovation.fund*, including the profile link.

Products:
- Initial Project Benefits Questionnaire
- Annual Survey(s)
- Final Project Benefits Questionnaire
- Documentation of Project Profile on EnergizeInnovation.fund
- Documentation of Organization Profile on EnergizeInnovation.fund

TASK 8: TECHNOLOGY/KNOWLEDGE TRANSFER ACTIVITIES

The goal of this task is to ensure the learning that resulted from this project is captured and disseminated so that similar efforts build on the lessons learned.

The Recipient shall:

- Develop and submit a *Project Case Study Plan* that outlines how the Recipient will document the planning, establishment, and operation of the project. The *Project Case Study Plan* should include:
    - An outline of the objectives, goals, and activities of the case study.
    - The organization that will be conducting the case study and the plan for conducting it.
    - A list of professions and practitioners involved in the project's development.
    - Specific activities the recipient will take to ensure the learning that results from the project is disseminated to those professions and practitioners.
    - Presentations/webinars/training events to disseminate the results of the case study.
- Present the Draft Project Case Study Plan to the TAC for review and comment.
- Develop and submit a *Summary of TAC Comments* that summarizes comments received from the TAC members on the draft *Project Case Study Plan*. This document will identify:
    - TAC comments the recipient proposes to incorporate into the *Final Technology Transfer Plan*.
    - TAC comments the recipient does not propose to incorporate and explanation why.
- Submit the final *Project Case Study Plan* to the CAM for approval.
- Execute the final *Project Case Study Plan* and develop and submit a *Project Case Study (draft and final)*
- When directed by the CAM, develop presentation materials for a CEC sponsored conference/workshop(s) on the project.
- When directed by the CAM, participate in annual EPIC symposium(s) sponsored by the CEC.
- Provide at least (6) six High Quality Digital Photographs (minimum resolution of 1300x500 pixels in landscape ratio) of pre and post technology installation at the project sites or related project photographs.

Products:

- Project Case Study Plan (draft and final)
- Summary of TAC Comments
- Project Case Study (draft and final)
- High Quality Digital Photographs

V. PROJECT SCHEDULE

Please see the attached Excel spreadsheet.