

GRANT AMENDMENT REQUEST FORM (GARF)

CEC-277 (Revised 10/2015)

ITEM 1i

CALIFORNIA ENERGY COMMISSION



Original Agreement #	ARV-14-007	Amendment #	6
Division	Agreement Manager:	MS-	Phone
600 Fuels and Transportation Division	Lawrence G. Vettrano	6	916-654-3933
Recipient's Legal Name			Federal ID Number
Air Liquide Hydrogen Energy U.S., LLC			75-3174747
Revisions: (check all that apply)			
<input type="checkbox"/> Term Extension	New End Date: / /	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 Contractor/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:			
<input type="checkbox"/> Minor amendments delegated to Executive Director per December 2013 Resolution			
Proposed Business Meeting Date	7 / 15 / 2019	<input checked="" type="checkbox"/> Consent	<input type="checkbox"/> Discussion
Business Meeting Presenter		Time Needed:	minutes
Please select one list serve. Select			
Agenda Item Subject and Description			
AIR LIQUIDE HYDROGEN ENERGY U.S., LLC. Proposed resolution approving Amendment 6 to Agreement ARV-14-007 for a hydrogen refueling station located at 3601 El Camino Real, Palo Alto, California 94306 to novate ARV-14-007 from Air Liquide Advanced Technologies U.S. LLC to Air Liquide Hydrogen Energy U.S. LLC. Contact: Lawrence Vettrano.			
B) List all subcontractors (major and minor) and equipment vendors: (attach additional sheets as necessary)			
Legal Company Name:	Budget		
EPC	\$ 496,908.00		
	\$ 0.00		
	\$ 0.00		
C) List all key partners: (attach additional sheets as necessary)			
Legal Company Name:			
EPC			
D) Budget Information (only include amendment amount information)			
Funding Source	Funding Year of Appropriation	Budget List No.	Amount
Funding Source			\$
Funding Source			\$
Funding Source			\$
Funding Source			\$
Funding Source			\$
R&D Program Area:	N/A	TOTAL: \$ 0	
Explanation for "Other" selection			
Reimbursement Contract #:		Federal Agreement #:	

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**E) California Environmental Quality Act (CEQA) Compliance**

1. Is Agreement considered a "Project" under CEQA?
☐ Yes (skip to question 2) ☐ No (complete the following (PRC 21065 and 14 CCR 15378)):
 Explain why Agreement is not considered a "Project":
 Agreement will not cause direct physical change in the environment or a reasonably foreseeable indirect physical change in the environment because _____.

2. If Agreement is considered a "Project" under CEQA:
☐ a) Agreement **IS** exempt. (Attach draft NOE)
☐ Statutory Exemption. List PRC and/or CCR section number: _____
☐ Categorical Exemption. List CCR section number: _____
☐ Common Sense Exemption. 14 CCR 15061 (b) (3)
 Explain reason why Agreement is exempt under the above section: _____

☐ b) Agreement **IS NOT** exempt. (Consult with the legal office to determine next steps.)
 Check all that apply
☐ Initial Study ☐ Environmental Impact Report
☐ Negative Declaration ☐ Statement of Overriding Considerations
☐ Mitigated Negative Declaration

F) The following items should be attached to this ARF (as applicable)

1. Exhibit A, Scope of Work	<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

EXHIBIT I

Dated July 15, 2019

NOVATION AGREEMENT for GRANT NUMBER ARV-14-007

This Novation Agreement is made and entered into by Air Liquide Advanced Technologies U.S. LLC (hereinafter "Transferor"), Air Liquide Hydrogen Energy U.S. LLC (hereinafter "Transferee") and the State Energy Resources Conservation and Development Commission (hereinafter "Energy Commission"). The Transferor, Transferee and Energy Commission are collectively referred to in this Novation Agreement as the "Parties."

On September 17, 2014, Transferor and the Energy Commission entered into grant agreement number ARV-14-007 for Transferor to install a hydrogen refueling station capable of delivering a minimum of 100 kg/day of renewable hydrogen in Palo Alto, CA. (the "Project"). The maximum amount of the grant is \$2,125,000.00.

On or about December 17, 2018, Transferor requested Energy Commission approval of a novation to ARV-14-007. The proposed novation would remove Transferor as a party to ARV-14-007, substitute Transferee as the recipient under ARV-14-007, and transfer all of Transferor's obligations and duties under ARV-14-007 to Transferee.

Agreement

In consideration for the mutual promises contained in this Novation Agreement, the Parties agree as follows:

1. Transferor hereby assigns, transfers, conveys and delivers to Transferee all of the Transferor's rights, title and interest in grant agreement number ARV-14-007.
2. Transferee agrees to complete the Project under grant agreement number ARV-14-007, and reimbursements made by the Energy Commission to the recipient under grant agreement number ARV-14-007, if any, will be to Transferee from the time of this Agreement forward.
3. Transferee hereby accepts such assignment and agrees to assume of Transferor's rights, duties, liabilities and obligations in, to and under the grant agreement number ARV-14-007 as Transferee's full responsibility.
4. Transferee agrees to be bound by the terms and conditions of grant agreement number ARV-14-007 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 number ARV-14-007 as if Transferee was the original party to the grant agreement.
5. The Parties hereby agree that this Novation Agreement shall constitute a novation of the obligations of Transferor under the grant agreement number ARV-14-007. Accordingly, all of the rights, duties and obligations of Transferor under the grant agreement number ARV-14-007 are extinguished. The Energy Commission recognizes Transferee as Transferor's successor in interest in and to all of Transferor's rights, duties and obligations in, to and under the grant agreement number ARV-14-007.
6. The grant agreement number ARV-14-007 shall remain in full force and effect, except as modified by this Novation Agreement.

STATE OF CALIFORNIA

STATE ENERGY RESOURCES
CONSERVATION AND DEVELOPMENT COMMISSION

RESOLUTION - RE: AIR LIQUIDE HYDROGEN ENERGY U.S., LLC

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

RESOLVED, that the Energy Commission approves Amendment 6 to Agreement ARV-14-007 for a hydrogen refueling station located at 3601 El Camino Real, Palo Alto, California 94306 to novate ARV-14-007 from Air Liquide Advanced Technologies U.S. LLC to Air Liquide Hydrogen Energy U.S. LLC; and

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

CERTIFICATION

The undersigned Secretariat to the Commission 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 California Energy Commission held on July 15, 2019.

AYE: [List of Commissioners]

NAY: [List of Commissioners]

ABSENT: [List of Commissioners]

ABSTAIN: [List of Commissioners]

Cody Goldthrite
Secretariat