

ESTiMatE

Emissions Soot ModEL

D1.1 Report on the signature of the Consortia Agreements

Version 1.2

Document Information

Contract Number	821418
Project Website	November 2018
Contractual Deadline	
Dissemination Level	PUBLIC
Nature	Report
Author	Marta Rosselló (BSC)
Contributors	
Reviewers	Oriol Lehmkuhl and Daniel Mira (BSC)

Change Log

Version	Description of Change
V 1.0	Initial draft
V1.1	Reviewed
V1.2	Final

Index

1. Executive Summary	3
2. Context	3
3. Agreements status	3
4. Implementation Agreement signatures.....	4
5. Consortium Agreement signatures.....	19

1. Executive Summary

This deliverable includes the status of the signature of the Consortium Agreement and the Implementation Agreement.

2. Context

According to the Grant Agreement for partner's number 821418, beneficiaries must agree on the technical implementation of the action within the IADP/ITD/TA by acceding to the IADP/ITD/TA Consortium Agreement or signing an Implementation Agreement with the topic manager, covering among others:

- rights and obligations of the parties;
- efficient decision making processes;
- organization and coordination of the work;
- efficient decision making processes and
- division of roles and responsibilities;
- exploitation and dissemination of results;
- liability;
- settlement of disputes.

The beneficiaries must have also internal arrangements regarding their operation and co-ordination to ensure that the action is implemented properly. These internal arrangements must be set out in a written 'consortium agreement' between the beneficiaries, which may cover:

- internal organization of the consortium;
- management of access to the electronic exchange system;
- distribution of JU funding;
- additional rules on rights and obligations related to background and results (including whether access rights remain or not, if a beneficiary is in breach of its obligations)
- settlement of internal disputes;
- liability, indemnification and confidentiality arrangements between the beneficiaries.

3. Agreements status

The Implementation Agreement was signed by ESTiMatE beneficiaries and the topic Manager Rolls Royce during June 2019, with retroactive effect on November 1st 2018.

The Consortium Agreement has been signed by all ESTiMatE beneficiaries between March and September 2019, with retroactive effect on November 1st 2018

4. Implementation Agreement signatures



Clean Sky 2 Joint Undertaking (H2020 actions)
Call Reference N°: H2020-CS2-CFP07-2017-02-821418

Engines Integrated Technology Demonstrator

Emissions Soot Model
(ESTiMatE)

IMPLEMENTATION AGREEMENT

Clean Sky 2 Joint Technology Initiative

CONTENTS

Section 1: Definitions	4
Section 2: Scope and Purpose	6
Section 3: Entry into force, duration and termination.....	6
Section 4: Responsibilities of Parties	7
Section 5: Liability	8
Section 6: Partner Management	9
Section 7: Financial provisions.....	10
Section 8: Intellectual Property, Exploitation and Dissemination.....	10
Section 9: Access Rights	12
Section 10: Non-disclosure of information.....	15
Section 11: Miscellaneous	16
Section 12: Signatures.....	18
Attachment 1: Background included	29
Attachment 2: Accession document.....	32
Attachment 3: Listed Affiliated Entities	33
Attachment 4: Initial list of Parties and other contact persons	35
Attachment 5: List of potential assignees.....	37
Attachment 6: Agreement for the loan of material or equipment	39

THIS IMPLEMENTATION AGREEMENT for the IADP/ITD is made on 1st November 2018 pursuant to

COUNCIL REGULATION (EU) No 558/2014 of 6 May 2014 setting up the Clean Sky 2 Joint Undertaking ("CSJU") including its Annex I, hereinafter referred to as Statutes.

And

The CSJU Grant Agreement for Partners signed by the CSJU and the Partner on the 25th October 2018 . and in particular its Article 41.4.

And

the provisions of the Relevant Grant Agreement(s) on the terms and conditions of this Implementation Agreement.

BETWEEN:

- (1) **Rolls-Royce Deutschland Ltd & Co KG** a company registered in Germany (registration number HRA 2731 P) whose registered office is at Eschenweg 11, D-15827 Blankenfelde-Mahlow, Germany ("Topic Manager" in the meaning of the CS2 model grant agreement for Partners); and
- (2) **Rolls-Royce plc**, a company registered in England (company number 1003142) whose registered office is at 62 Buckingham Gate, London, SW1E 6AT, UK;
- (3) **Barcelona Supercomputing Center - Centro Nacional de Supercomputacion**, having its registered office at Carrer de Jordi Girona, 29-31, 08034 Barcelona, Spain ("Partner Co-ordinator");
- (4) **Technische Universitaet Berlin**, having its registered office at Strasse des 17.Juni 135, 10623, Berlin, Germany;
- (5) **Universitat Politecnica de Valencia**, having its registered office at Camí de Vera, s/n, 46022 València, Spain;
- (6) **Technische Universiteit Eindhoven**, having its registered office at Groene Loper 5, 5612 AE Eindhoven, The Netherlands;
- (7) **Technische Universität Darmstadt**, having its registered office at Karolinenplatz 5, 64289 Darmstadt, Germany;
- (8) **Karlsruher Institut Fuer Technologie**, having its registered office at Kaiserstraße 12, 76131 Karlsruhe, Germany; and
- (9) **Universitaet Stuttgart**, having its registered office at 7 Keplerstrasse, 70174, Stuttgart, Germany.

Hereinafter, jointly or individually, referred to as "Parties" or "Party".

Parties (1) and (2) are together the Member(s).

Parties excluding the Member(s) are together the ("Partner(s)").

version. If no objection is made within the time limit stated above, the Topic Manager shall inform the Parties the updated version shall be considered as approved and applicable without further formalities.

11.5 Mandatory national law

The Parties recognize that at the time of signature of this Implementation Agreement, nothing in this Implementation Agreement requires a Party to breach any mandatory national law under which the Party is operating. To the extent any future mandatory law forbids or restricts any of the activities contemplated hereunder, the Parties agree to inform each other and discuss about the consequences thereof.

11.6 Language

This Implementation Agreement is drawn up in English, which language shall govern all documents, notices, meetings, arbitral proceedings and processes relative thereto.

11.7 Applicable law

This Implementation Agreement shall be construed in accordance with and governed by the laws of the Kingdom of Belgium.

11.8 Settlement of disputes

All disputes or claim arising out of or in connection with this Implementation Agreement, which cannot be solved amicably within 3 months from the date of the notification of the dispute by a the most diligent Party to the other Part(ies) concerned, may be submitted to settlement proceedings under the ICC ADR Rules. If the dispute has not been settled pursuant to the said Rules within ninety (90) days following the filing of a Request for ADR or within such other period as the Parties may agree in writing, such dispute shall be finally settled under the Rules of Arbitration of the International Chamber of Commerce by one or three arbitrators appointed in accordance with the said Rules.

The place of arbitration shall be Brussels, Belgium.

The arbitral proceedings shall be conducted in English.

The award of the arbitration will be final and binding upon the Parties.

Nothing in this Implementation Agreement shall limit the Parties' right to seek injunctive relief or to enforce an arbitration award in any applicable competent court of law.

11.9 Force Majeure

No Party shall be considered to be in breach of this Implementation Agreement if such breach is caused by Force Majeure. Each Party will notify the Topic Manager and the other Parties of any Force Majeure as soon as possible. If the consequences of Force Majeure for the IADP/ITD are not overcome within six (6) weeks after such notification, the transfer of tasks, if any, shall be proposed by the Topic Manager to the CSJU in consultation with the affected Party(ies).

Section 12: Signatures

This Implementation Agreement may be executed in any number of counterparts. This has the same effect as if the signatures were on the same original of the agreement.

The Parties have caused this Implementation Agreement to be duly signed by the undersigned authorised representatives on the day and year first above written.

ROLLS-ROYCE DEUTSCHLAND & CO KG

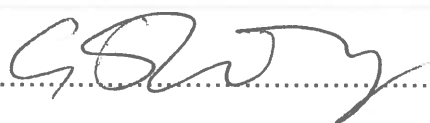
Signature 

Name Dr. U. Heßler Ulrike Wenger

Title Senior Manager R&D Head of Innovation

Date 11.6.2019 12.6.19

ROLLS-ROYCE PLC

Signature 

Name **GARY WAY**

Title **HEAD OF EU & INTERNATIONAL AEROSPACE R&T PROGRAMMES**

Date *12 JUNE 2019*

BARCELONA SUPERCOMPUTING CENTER _ CENTRO NACIONAL DE SUPERCOMPUTACION

Signature(s)
Name(s) *Mateo Valero*
Title(s) *Director*
Date *13/06/2019*

TECHNISCHE UNIVERSITÄT BERLIN

Signature(s) **Technische Universität Berlin**
Der Präsident

Im Auftrag

Name(s) *S. Köster-Riemann*
Dr. Silke Köster-Riemann
EC Liaison Officer

Title(s)

Date *June 13th, 2013*

UNIVERSITAT POLITECNICA DE VALENCIA

Signature(s)
Name(s)
Title(s)
Date



FRANCISCO JOSÉ MORA MAS
RECTOR

14 JUN. 2019

TECHNISCHE UNIVERSITEIT EINDHOVEN

Signature(s) 

Name(s) J.L.F.C.M. Snelders.....

Title(s) Managing Director Mechanical Engineering.....

Date 6/13/2019.....

TECHNISCHE UNIVERSITÄT DARMSTADT

Signature(s) 
Stefan Weisenseel, Vertreter des Kanzlers

Name(s) Dr. Manfred Efinger

Title(s) Kanzler

Date 17.08.2010

cb

KARLSRUHER INSTITUT FUER TECHNOLOGIE

Signature(s)

IA-Möhring *i.A. Herrwerth*

Name(s)

.....

Title(s)

Marlen Möhring
.....**Legal Affairs**.....

Christiane Herrwerth
Legal Affairs

Date

13.6.2013

UNIVERSITAET STUTTGART

Signature(s) 

Name(s) **Jan Gerken**

Title(s) **Chancellor**

Date **13. Juni 2019**

5. Consortium Agreement signatures



Clean Sky 2 Joint Undertaking (H2020 actions)
Call Reference N°: H2020-CS2-CFP07-2017-02-821418

Engines Integrated Technology Demonstrator

**Emissions Soot Model
(ESTiMatE)**

CONSORTIUM AGREEMENT

Grant Agreement number: 821418 — ESTiMatE — H2020-CS2-CFP07-2017-02

Version 2.4



Consortium Agreement, version 2.4, 2019-04-24

Table of Content

1	Section: Definitions	5
2	Section: Purpose	8
3	Section: Entry into force, duration and termination	8
4	Section: Responsibilities of Parties	10
5	Section: Liability towards each other	11
6	Section: Governance structure	12
7	Section: Financial provisions.....	20
8	Section: Results.....	22
9	Section: Access Rights.....	24
10	Section: Non-disclosure of information.....	31
11	Section: Miscellaneous	33
12	Section Signatures	36
	Attachment 1: Background included.....	44
	Attachment 2: Accession document	46
	Attachment 3: List of Third Parties for simplified transfer according to Section 8.3.2.....	47
	Attachment 4: Identified Affiliated Entities according to Section 9.5	48



Consortium Agreement, version 2.4, 2019-04-24

CONSORTIUM AGREEMENT

THIS CONSORTIUM AGREEMENT is based upon

REGULATION (EU) No 1290/2013 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 11 December 2013 laying down the rules for the participation and dissemination in “Horizon 2020 – the Framework Programme for Research and Innovation (2014-2020)” (hereinafter referred to as “Rules for Participation”), and the European Commission Multi-beneficiary General Model Grant Agreement and its Annexes, and is made on 01/11/2018 , hereinafter referred to as the Effective Date

BETWEEN:

1. BARCELONA SUPERCOMPUTING CENTER - CENTRO NACIONAL DE SUPERCOMPUTACION (BSC), established in Calle Jordi Girona 31, BARCELONA 08034, Spain, VAT number: ESS0800099D, as Coordinator, and the following other beneficiaries, if they sign their ‘Accession Form’ (see Annex 3 and Article 56):
2. TECHNISCHE UNIVERSITAET BERLIN (TUB), established in STRASSE DES 17 JUNI 135, BERLIN 10623, Germany, VAT number: DE811231089,
3. UNIVERSITAT POLITECNICA DE VALENCIA (UPV), established in CAMINO DE VERA SN EDIFICIO 3A, VALENCIA 46022, Spain, VAT number: ESQ4618002B,
4. TECHNISCHE UNIVERSITEIT EINDHOVEN (TU/e), established in GROENE LOPER 5, EINDHOVEN 5612 AE, Netherlands, VAT number: NL001956218B01,
5. TECHNISCHE UNIVERSITAT DARMSTADT (TUDa), established in KAROLINENPLATZ 5, DARMSTADT 64289, Germany, VAT number: DE111608628,
6. KARLSRUHER INSTITUT FUER TECHNOLOGIE (KIT), established in KAISERSTRASSE 12, KARLSRUHE 76131, Germany, VAT number: DE266749428,
7. UNIVERSITAET STUTTGART (USTUTT), established in KEPLERSTRASSE 7, STUTTGART 70174, Germany, VAT number: DE147794196,

hereinafter, jointly or individually, referred to as” Parties” or ”Party” relating to the Action entitled

in short

ESTiMatE Emissions SooT ModEi

hereinafter referred to as “Project”

WHEREAS:

The Parties, having considerable experience in the field concerned, have submitted a proposal for the Project to the Funding Authority as part of the Horizon 2020 – the Framework Programme for Research and Innovation (2014-2020) (hereinafter “Proposal”).



Consortium Agreement, version 2.4, 2019-04-24

The Parties wish to specify or supplement binding commitments among themselves in addition to the provisions of the specific Grant Agreement signed by the Parties and the Funding Authority (hereinafter “Grant Agreement”).

The Parties are aware that this Consortium Agreement is based upon the DESCA model consortium agreement, with the necessary adaptations with regard to the specific context and the interests of the Parties being understood that any preliminary negotiations leading to the DESCA model will not be used to interpret the provisions of the present Consortium Agreement.

NOW, THEREFORE, IT IS HEREBY AGREED AS FOLLOWS:



Consortium Agreement, version 2.4, 2019-04-24

12 Section Signatures

AS WITNESS:

The Parties have caused this Consortium Agreement to be duly signed by the undersigned authorised representatives in separate signature pages the day and year first above written.

Done in seven (7) originals in English.



Consortium Agreement, version 2.4, 2019-04-24

BARCELONA SUPERCOMPUTING CENTER _ CENTRO NACIONAL DE SUPERCOMPUTACION

Signature(s)

A handwritten signature in blue ink, appearing to be 'Mato Valero'.

Name(s)

Mato Valero

Title(s)

Director

Date

25/09/2019





Consortium Agreement, version 2.4, 2019-04-24

TECHNISCHE UNIVERSITÄT BERLIN

Signature(s)

**Technische Universität Berlin
Der Präsident**

Name(s)

Im Auftrag

Title(s)

S. Köster-Riemann
**Dr. Silke Köster-Riemann
EC Liaison Officer**

Date

25. April 2019



Consortium Agreement, version 2.4, 2019-04-24

UNIVERSITAT POLITECNICA DE VALENCIA

Signature(s)



FRANCISCO JOSÉ MORA MAS
RECTOR

Name(s)

Title(s)

Date

02 MAYO 2019



Consortium Agreement, version 2.4, 2019-04-24

TECHNISCHE UNIVERSITEIT EINDHOVEN

Signature(s) 

Name(s) J.L.F.C.M. Snelders MSM

Title(s) Managing Director Mechanical Engineering

Date 09/26/2019



Consortium Agreement, version 2.4, 2019-04-24

TECHNISCHE UNIVERSITÄT DARMSTADT

Signature(s)
Stefan Weisenseel, Vertreter des Kanzlers

Name(s)
Dr. Manfred Effinger

Title(s)
Kanzler

Date
25.04.2019



Consortium Agreement, version 2.4, 2019-04-24

UNIVERSITAET STUTT GART

Signature(s) 

Name(s) **Jan Gerken**

Title(s) **Chancellor**

Date **02. Mai 2019**



Consortium Agreement, version 2.4, 2019-04-24

KARLSRUHE INSTITUTE OF TECHNOLOGY - KIT

Signature(s) *M. Möhring* *i. A. Herrwerth*

Name(s) **Marlen Möhring** **Christiane Herrwerth**
Legal Affairs **Legal Affairs**

Title(s)

Date 25.4.2015