

ASSIGNMENT OF REGISTRATION RIGHTS

**Western Renewable Energy Generation Information System
WREGIS**

**NOTICE OF ASSIGNMENT OF REGISTRATION AND ACCOUNT
MANAGEMENT RIGHTS**

This Notice of Assignment of Registration Rights (“Notice of Assignment”) is submitted to Western Renewable Energy Generation Information System (“WREGIS”) on this date _____ by _____ (“Generator Owner(s)”), having its principal place of business at (address, city, state and zip) _____ and the registered WREGIS Account Holder to whom Generator Owner(s) has assigned Generating Unit registration rights, City of Palo Alto (“Assigned Account Holder”), having its principal place of business at (address, city, state and zip) 250 Hamilton Ave, Palo Alto, CA, 94301.

GENERAL ACKNOWLEDGEMENTS AND REPRESENTATIONS

1. WREGIS, an independent and automated web-based renewable energy registry and tracking system, is a joint effort of the Western Governors’ Association, Western Air Partnership, and California Energy Resources Conservation and Development Commission. The Western Electricity Coordinating Council (“WECC”) is the institutional home of WREGIS.
2. A Generator Owner that desires recognition of its renewable energy generation by the creation of WREGIS Certificates must register its Generating Unit with WREGIS.
3. A Generator Owner may self-register its Generating Unit with WREGIS and become an Account Holder.
4. A Generator Owner that does not wish to self-register can assign directly to a WREGIS Account Holder its rights to register a Generating Unit and to exercise all rights within WREGIS associated with the Generating Unit and associated Certificates. WREGIS is not itself a party to such assignment, and does not require submission of the assignment agreement, which is strictly between Generator Owner and Assigned Account Holder. However, in the event of such assignment of WREGIS registration rights and associated

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Account management rights, the Generator Owner and Assigned Account Holder must execute and submit this Notice of Assignment providing WREGIS notice that registration rights and associated Account management rights have been assigned.

5. This Notice of Assignment form should only be executed by Generator Owners that are not Account Holders and that do not wish to directly participate in WREGIS. If a Generator Owner has already self-registered its Generation Units or wants to assign to another Account Holder only specified rights to act as Generator Agent with respect to the Accounts and Certificates associated with its Generation Unit(s), the Generator Owner and Generator Agent should complete and submit a WREGIS Notice of Agent Designation form.
6. WREGIS does not determine who has legal title to Generating Units or Certificates, and this Notice of Assignment is only intended to provide WREGIS with notice that registration and Account management rights associated with designated Generating Units have been assigned by Generator Owner(s) to Assigned Account Holder. Generator Owner(s) and Assigned Account Holder are solely responsible for resolving between themselves any issues that might arise regarding ownership or security interests in the Generating Units and/or Certificates, or regarding the terms and conditions of the assignment of rights from Generator Owner(s) to Assigned Account Holder. Likewise, in the event that the Generator Owner(s) and/or Assigned Account Holder for whatever reason revoke or terminate the assignment of rights that is the subject of this Notice of Assignment, the terms and conditions and legal consequences of such revocation or termination are strictly between the parties, except that WREGIS requires written notice of such revocation or termination in order to effectuate within WREGIS such change in the parties' contractual relationship.
7. Capitalized terms used herein that are not defined have the meanings given in the WREGIS Terms of Use and Operating Rules, as applicable.

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REPRESENTATIONS OF GENERATOR OWNER AND ASSIGNED ACCOUNT HOLDER

8. Generator Owner(s) holds legal title or control rights to the Generating Unit(s) designated on Attachment 1. If a Generating Unit is jointly owned, that information is indicated on Attachment 1 and each Generator Owner must individually sign this Notice of Assignment.
9. Assigned Account Holder has entered into an agreement with WREGIS by accepting the WREGIS Terms of Use and is a registered Account Holder.
10. Pursuant to a binding, legally enforceable agreement entered into by and between Generator Owner(s) and Assigned Account Holder, Generator Owner(s) has granted Assigned Account Holder full authority and permission to register the Generating Units(s) designated on Attachment 1 into WREGIS, and to conduct any and all activity related to management of the Accounts and Certificates associated with such Generating Unit(s).
11. The binding and enforceable assignment described in Section 9 above is the sole grant of authority and permission to register and perform Account management activities on behalf of the designated Generating Units, and Generator Owner(s) has not made a similar grant of authority or permission to any other WREGIS Account Holder or agent for use in WREGIS or any other certificate tracking system for the Generating Unit(s) designated in Attachment 1.
12. Assigned Account Holder will pay all required generator registration fees.

CHANGE, REVOCATION AND TERMINATION OF NOTICE

13. Generator Owner(s) and Assigned Account Holder each have a continuing duty to immediately notify WREGIS if and when any information in this Notice of Assignment ceases to be truthful, accurate, or complete. Until WREGIS receives written notification of a change in this Notice of Assignment, signed by both Generation Owner(s) and Assigned Account Holder, or until the Notice of Assignment is revoked or terminated in accordance with Section 14 below, WREGIS will be entitled to rely on this Notice of Assignment as governing its relationship with Generator Owner(s) and Assigned Account

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Holder as to the subject matter hereof. Any written notice of changes to this Notice of Assignment should, except in extenuating circumstances, be provided to WREGIS at least 15 business days in advance of the date upon which such changes are to become effective. Changes will be effective on the date requested by the parties, or upon issuance of written acknowledgement by WREGIS, whichever is later.

14. Generator Owner(s) may revoke this Notice of Assignment at any time by providing the WREGIS Administrator written notice that the assignment of registration rights described in Section 9 above has been revoked and is no longer in effect. Generator Owner and Assigned Account Holder may likewise jointly terminate this Notice of Assignment at any time by providing the WREGIS Administrator written notice that the assignment of registration rights described in Section 10 above has been terminated.
15. Revocation or termination of this Notice of Assignment will be effective of the date identified in the notice of revocation or termination, or upon issuance of written acknowledgement by WREGIS, whichever is later.
16. Immediately upon effectuation of revocation or termination, existing Certificates will be frozen in the WREGIS Account in which they reside, and WREGIS will create no new Certificates for the Generating Unit(s) subject to the revocation or termination of the Notice of Assignment *unless and until* the Generator Owner(s) either: a) becomes an Account Holder responsible for the registered Generating Unit(s), b) re-assigns the registration rights, or c) suspends or terminates the registration. In each case, the Generator Owner must provide WREGIS with written notice of the change. In order to avoid any gap in registration and/or assignment, Generator Owner(s) is encouraged to either register as an Account Holder and/or submit a new Notice of Assignment concurrently with submission of notice of revocation or termination.

WAIVER

17. Nothing in this Notice of Assignment shall be construed to create or give rise to any liability on the part of WREGIS or the WECC. Generator Owner(s) and Assigned Account Holder expressly waive the right to assert any claim against WREGIS or WECC relating to this Notice of Assignment or any action WREGIS may take in reliance

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thereon. This Notice of Assignment shall not be construed to modify any terms or conditions of the WREGIS Terms of Use or Operating Agreement, and in the event of conflict between this Notice of Assignment and the WREGIS Terms of Use or Operating Agreement, the Terms of Use or Operating Agreement shall control. Generator Owner(s) expressly acknowledge that Data reported to WECC shall be used and owned as provided for in the WREGIS Terms of Use

Generator Owner(s) and Assigned Account Holder execute this Notice of Assignment to be effective as of the date written above or upon issuance of written acknowledgement by WREGIS, whichever date is later. Generator Owner(s) and Assigned Account Holder each affirm, under penalty of perjury, that they have participated in the preparation of this Notice of Assignment, and that the information provided herein is true, correct and complete, to the best of their knowledge and belief. The undersigned representatives of Generator Owner(s) and Assigned Account Holder represent that they are duly authorized to sign this Agreement and to affirm the truth, accuracy and completeness of the representations set forth herein.

GENERATOR OWNER(S)

Signature

Date: _____

Name: _____

Title: _____

Address: _____

Email: _____

Signature

Date: _____

Name: _____

Title: _____

Address: _____

Email: _____

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ASSIGNED ACCOUNT HOLDER
(City of Palo Alto)

Name:
Title:
Account Number: 239
Address: 250 Hamilton Ave, Palo Alto, CA
94301
Date:
Email:
UtilityCommoditySettlements@CityofPaloAlto.org

Return the original, completed Notice to:

WREGIS Administrator
Western Electricity Coordinating Council
155 North 400 West, Suite 200
Salt Lake City, UT 84103

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Attachment 1

GENERATING UNITS TO BE REGISTERED

For each Generating Unit to be registered enter the following information:

Generating Unit Name and Address _____

Generating Unit Size/System Size _____

EIA Number _____

Owner Name(s) _____

Facility Name _____