



Change of Ownership Form

If an entity or a facility subject to the California Cap-and-Trade Regulation (Regulation) changes ownership, information in the Change of Ownership Form must be submitted to the Air Resources Board (ARB) to reflect changes in registration information. Depending on the circumstances of the change in ownership, additional documentation may be required to accompany the information in the Change of Ownership Form. Additional information is available in the Change of Ownership Notification and Responsibilities guidance document at:

<http://www.arb.ca.gov/cc/reporting/ghg-rep/guidance/change-owner-operator.pdf>

Important Terminology

The “Selling Entity” refers to the party that owns the asset(s) at the onset of the change of ownership process or the entity being acquired. This includes a company that is being acquired or a company that is selling a facility or facilities.

The “Purchasing Entity” is the party acquiring the company or facilities that are the subject of this change of ownership transaction.

Section 1.0 Checklist

Forms

1. Completed Change of Facility Ownership Form (requires signatures from both parties). Information in the change of ownership form must be submitted to ARB, providing a description of the proposed change and authorization to implement certain tasks.
2. If the Selling Entity or Purchasing Entity has a change in its corporate associations as a result of the change of ownership, the entity must submit new/revised information. The Corporate Association and Structure Form may be used for this purpose.
3. If the Selling Entity or Purchasing Entity requires a change in a Consolidated Entity Account (CEA), including a new direct corporate association included in or opting out of a CEA, the entity must submit new/revised information. The Consolidated Entity Account Form may be used for this purpose.

Actions

4. If the Purchasing Entity does not have an account in the CITSS, the entity must establish a CITSS account in order to manage its compliance instruments. If the Selling Entity is being acquired and will not require a CITSS account after the change of ownership, its CITSS accounts will be closed after any holdings are transferred to the Purchasing Entity's accounts.
5. Entities must electronically update their CITSS entity identification information to reflect any changes in registration information resulting from the change of ownership, e.g., contact information, addresses, account representatives, etc. Section 95830(f)(1) of the Cap-and-Trade Regulation requires that registrants update their registration information within 10 working days of changes to the information.
6. If the change of ownership requires transfers of compliance instruments, entities must complete the transfer of any compliance instruments from a General Holding Account. Account balances must

be brought to zero allowances before an account can be closed or a facility retired in the CITSS. Entities must identify the type and number of compliance instruments to be transferred to/from a Limited Use Holding Account (LUHA) or Compliance Account. The Jurisdiction Registrar will implement the transfers on the Effective Date.

Section 2.0 Information about the Change of Ownership Checklist

Completion of the Change of Ownership process in the CITSS requires different actions by the parties to the transaction and by jurisdiction staff depending on the type of assets that are changing ownership. A change of ownership could be the sale of a company or the sale of a facility. It is important to clearly describe the proposed change of ownership to ensure that the appropriate information is prepared and submitted prior to the effective date of the transaction and that supporting actions are appropriately conducted. Please select the appropriate boxes below to describe the proposed change of ownership. The checklist below helps describe the circumstances of the change of ownership.

1. Is this change of ownership an acquisition of a company or the acquisition of a facility or facilities?
 - A company is buying another company.
 - A company is buying a facility(ies) from another company. *(If so, Skip to question 4.)*
2. Will the Selling Entity continue to exist as a separate legal entity?
 - Yes. The company will be under new ownership but continue to exist as a legal entity.
 - No. The Selling Entity will be absorbed and no longer exist as a separate legal entity.
3. Will the Selling Entity continue to have accounts in the CITSS?
 - Yes. The company will keep its accounts in the CITSS.
 - No. The Selling Entity will no longer require an account in the CITSS, or will be managed in the CEA of the Purchasing Entity. *(If No, proceed to Section 3.0)*.
4. Will this change of ownership result in a change to corporate associations or structure?

Selling Entity

- Yes. The Selling Entity's directors and/or officers will change.
- Yes. The Selling Entity's persons with voting rights will change.
- Yes. The Selling Entity's parent and/or subsidiary companies will change.
- Yes. The Selling Entity's disclosable and/or direct corporate associations will change.
- No. The change in ownership will not result in any changes to the Selling Entity's directors and officers, persons with voting rights, parent and subsidiary companies, or disclosable or direct corporate associations.

If any of the "Yes" boxes above are selected, then the information contained in the new/revised Corporate Associations and Structure Form must be submitted by the Selling Entity.

Purchasing Entity

- Yes. The Purchasing Entity's directors and/or officers will change.
- Yes. The Purchasing Entity's persons with voting rights will change.
- Yes. The Purchasing Entity's parent and/or subsidiary companies will change.
- Yes. The Purchasing Entity's disclosable and/or direct corporate associations will change.

- No. The change in ownership will not result in any changes to the Purchasing Entity's directors and officers, persons with voting rights, parent and subsidiary companies, or disclosable or direct corporate associations.

If any of the "Yes" boxes above are selected, then the information contained in the new/revised Corporate Associations and Structure Form must be submitted by the Purchasing Entity.

5. Please select the appropriate boxes below to indicate how this entity(ies)/facility(ies) is/are presently managed in the CITSS and how it/they will be managed as a result of this change of ownership.

Selling Entity

- This is a stand-alone entity/facility and is not a member of a CEA or a member of a group of associated facilities or entities.
- This entity(ies)/facility(ies) will be removed from an existing CEA.
- This entity(ies)/facility(ies) will be removed from a group of associated entities/facilities that are managed individually under the option to opt-out of a CEA.

Purchasing Entity

- This will be a stand-alone facility that is not associated with other entities or facilities.
- This entity(ies)/facility(ies) will be added to an existing CEA.
- This entity(ies)/facility(ies) will be included in a new CEA.
- This entity(ies)/facility(ies) will be added to an existing group of associated entities/facilities that are managed individually under the option to opt-out of a CEA.
- This entity(ies)/facility(ies) will be included in a new group of entities/facilities that will be managed individually under the option to opt-out of a CEA.

Additional Explanation (If needed):

Section 3.0 Effective Date and Entity Information**Effective Date**

Effective Date of Change of Ownership _____

Selling Entity Information

Entity Legal Name _____

Entity Operating Name _____

CITSS Entity ID _____

Purchasing Entity Information

Entity Legal Name _____

Entity Operating Name _____

CITSS Entity ID _____

Purchasing Entity Business Identifiers

U.S. Federal Tax Employer Identification Number (EIN) _____

Purchasing Entity Physical Address

Address Line 1 _____

Address Line 2 _____

City _____

Province or State _____

Postcode or Zip Code _____

Country _____

Purchasing Entity Mailing Address

Address Line 1 _____

Address Line 2 _____

City _____

Province or State _____

Postcode or Zip Code _____

Country _____

Purchasing Entity Contact Information

Telephone _____

Telephone Extension _____

Mobile Phone _____

Facsimile Number _____

Email Address _____

Website Address _____

Section 4.0 Facility Information

If more than one facility will be changing ownership, use Section 7.0 of this form to identify additional facilities.

Facility 1 of

Facility Legal Name _____

Facility Operating Name _____

Address Line 1 _____

Address Line 2 _____

City _____

Province or State _____

Postcode or Zip Code _____

Country _____

GHG Emissions Reporting ID _____

Section 5.0 Transfer of Compliance Instruments by ARB

On the Effective Date, ARB will transfer allowances from the Limited Use Holding Account (LUHA) and the Compliance Account in accordance with the instructions below. Allowances will be transferred between the same type of accounts, i.e., LUHA to LUHA and Compliance Account to Compliance Account.

RECEIVING ACCOUNTS (Accounts of the Purchasing Entity that will receive compliance instruments)

Entity Operating Name _____

Entity Reference Number _____

Type of Account	Account Number
LUHA	
Compliance	

COMPLIANCE INSTRUMENTS TO BE TRANSFERRED (Selling Entity's instruments and accounts to be transferred from)

Entity Operating Name _____

Entity Reference Number _____

Type of Account	Account Number	Number of Instruments	Vintage	Type	Subtype	Project Number
LUHA						
Compliance						

Section 6.0 Director or Officer Attestations

Selling Entity - Director or Officer Attestation

By signing this attestation, I certify under penalty of perjury under the laws of the State of California that I have personally examined, and am familiar with, the statements and information submitted in this document and all its attachments. Based on my inquiry of those individuals with primary responsibility for obtaining the information, I certify under penalty of perjury under the laws of the State of California that the statements and information submitted to ARB are true, accurate, and complete. I consent to the jurisdiction of California and its courts for purposes of enforcement of the laws, rules, and regulations pertaining to title 17, article 5, sections 95800 et seq., and I am aware that there are significant penalties for submitting false statements and information or omitting required statements and information.

The Purchasing Entity will assume responsibility for managing the cap-and-trade compliance instruments and compliance obligations for transferred facilities. Allowances to be transferred in conjunction with the change of facility ownership must be reported in the CITSS as a General Transfer(s) between the selling and purchasing entities.

Print Director or Officer Name:

Date:

Employer Name:

Title:

Signature:

Purchasing Entity - Director or Officer Attestation

By signing this attestation, I certify under penalty of perjury under the laws of the State of California that I have personally examined, and am familiar with, the statements and information submitted in this document and all its attachments. Based on my inquiry of those individuals with primary responsibility for obtaining the information, I certify under penalty of perjury under the laws of the State of California that the statements and information submitted to ARB are true, accurate, and complete. I consent to the jurisdiction of California and its courts for purposes of enforcement of the laws, rules, and regulations pertaining to title 17, article 5, sections 95800 et seq., and I am aware that there are significant penalties for submitting false statements and information or omitting required statements and information.

The Purchasing Entity will assume responsibility for managing the cap-and-trade compliance instruments and compliance obligations for transferred facilities. Allowances to be transferred in conjunction with the change of facility ownership must be reported in the CITSS as a General Transfer(s) between the selling and purchasing entities.

Print Director or Officer Name:

Date:

Employer Name:

Title:

Signature:

Section 7.0 Additional Facilities

If more than one facility will be changing ownership as part of this transaction, this section is used to identify the additional facilities.

Facility ____ of ____

Facility Legal Name _____

Facility Operating Name _____

Address Line 1 _____

Address Line 2 _____

City _____

Province or State _____

Postcode or Zip Code _____

Country _____

GHG Emissions Reporting ID _____

Facility ____ of ____

Facility Legal Name _____

Facility Operating Name _____

Address Line 1 _____

Address Line 2 _____

City _____

Province or State _____

Postcode or Zip Code _____

Country _____

GHG Emissions Reporting ID _____

Facility ____ of ____

Facility Legal Name _____

Facility Operating Name _____

Address Line 1 _____

Address Line 2 _____

City _____

Province or State _____

Postcode or Zip Code _____

Country _____

GHG Emissions Reporting ID _____