

CHANGE OF CONTROL CONTRACTING INFORMATION

For Development Projects



Information collected will be used for Contract Administration and Communication, and determine if an Assignment Agreement is necessary

SECTION 1: CONTRACT INFORMATION PRIOR TO CHANGE IN CONTROL

1. NYSERDA REC Agreement Number:

2. Bid Facility Name (as defined in REC Agreement):

3. Seller (as defined in REC Agreement):

4. Current Controlling Entity (i.e. the Owner) of Seller (if applicable):

SECTION 2: TRANSACTION INFORMATION

1. What is the nature of the transaction?

Please provide a description and/or diagram showing deal structure.

2. What is the current scheduled date for the transaction?

3. Will any of the following change following the transaction:

- Seller Name (as defined in REC Agreement): Yes No
- Seller Employer Identification Number (EIN): Yes No
- Bid Facility Name (as defined in REC Agreement): Yes No

If yes to any of these items, please fill out Sections 3, 5-10 below.

If no to these items, please skip Section 3 and complete Sections 4-8 below.

4. If there will be no changes to the items listed in Question 3 above, will control or ownership of the Seller (as defined in REC Agreement) change?

Yes No

5. Will an estoppel be required from NYSERDA?

Yes No

If yes, please provide draft estoppel to NYSERDA's review at least 2 weeks in advance of the scheduled closing date.

SECTION 3: NEW SELLER OR NEW BID FACILITY NAME INFORMATION

REQUIRED IF SELLER NAME, SELLER EIN, or BID FACILITY NAME ARE CHANGING

1. New Bid Facility Name, if Applicable:

2. New Seller's Legal Business Name:^{1,2}

3. Name of Owner of New Seller, if Applicable:

4. Relationship to Current Controlling Entity, if Applicable:

5. Please select type of business (check all that apply):

Individual / Sole Proprietor Partnership Limited Liability Co. Corporation Federal, State or Local Government

Indicate State of Incorporation: _____

6. Please Select if Applicable (check all that apply):

- New York State Minority Owned Business Enterprise
- New York State Woman Owned Business Enterprise
- New York State Service-Disabled Veteran Owned Business

7. Exempt Payee Code:

8. New Seller Employer Identification Number (EIN):

Please enter the Tax Identification Number that you would enter in Part 1 of the IRS W-9 Form. If the New Seller is a disregarded entity, separate from owner, enter Name of Owner above in Box #3.

Your Employer Identification Number (EIN) is not your Social Security Number.

See the IRS Form W-9 instructions for more information. IRS Form W-9 instructions is here.

Do not submit a Social Security Number to NYSERDA on this form.

If in accordance with the rules on IRS "Form W-9," your Taxpayer Identification Number is a Social Security Number please complete all other information on this form except for Section II. Employer Identification Number (leave this field blank). In addition to this form, please submit a printed and signed copy of IRS Form W-9 to NYSERDA via mail, attention to NYSERDA Finance. Please include the NYSERDA Contract Number on this and any forms submitted by mail to NYSERDA.

IRS Form W-9 can be found and printed here: <https://www.irs.gov/pub/irs-pdf/fw9.pdf>

9. Please provide the following documents to NYSERDA:

- New Seller certificate of incorporation per Article VI, Additional Documents
- New Seller officer certificate per Article VI, Additional Documents
- New Seller Contractor Certification to Covered Agency (ST-220-CA) Form
- New Seller W-9
- New Seller ownership structure chart including parent companies or affiliates
- New Seller organizational chart including principal(s) in the project development team

10. Please confirm the following for NYGATS:

Bid Facility NYGATS ID: _____

New Seller has active NYGATS account Bid Facility has been transferred to New Seller NYGATS account³

SECTION 4: NEW CONTROLLING ENTITY INFORMATION

REQUIRED IF CONTROL OR OWNERSHIP OF SELLER IS CHANGING

1. New Controlling Entity Legal Business Name:^{4, 5}

2. Name of Owner of New Controlling Entity, if Applicable:

3. Relationship to Current Controlling Entity, if Applicable:

4. CONFIRM SELLER EMPLOYER IDENTIFICATION NUMBER (EIN):

NEW CONTROLLING ENTITY EMPLOYER IDENTIFICATION NUMBER (EIN):

Please enter the Tax Identification Number that you would enter in Part 1 of the IRS W-9 Form. If the New Controlling Entity is a disregarded entity, separate from owner, enter Name of Owner above in Box #2.

Your Employer Identification Number (EIN) is not your Social Security Number.

See the IRS Form W-9 instructions for more information. IRS Form W-9 instructions is [here](#).

Do not submit a Social Security Number to NYSERDA on this form.

If in accordance with the rules on IRS "Form W-9," your Taxpayer Identification Number is a Social Security Number please complete all other information on this form except for Section II. Employer Identification Number (leave this field blank). In addition to this form, please submit a printed and signed copy of IRS Form W-9 to NYSERDA via mail, attention to NYSERDA Finance. Please include the NYSERDA Contract Number on this and any forms submitted by mail to NYSERDA.

IRS Form W-9 can be found and printed here: <https://www.irs.gov/pub/irs-pdf/fw9.pdf>

5. Please provide the following documents to NYSERDA:

- New Controlling Entity ownership structure chart including parent companies or affiliates
- New Controlling Entity organizational chart including principal(s) in the project development team
- Updated officer certificate per Article VI, Additional Documents

6. Please confirm the following for NYGATS:

Bid Facility NYGATS ID: _____

- New Controlling Entity has active NYGATS account Bid Facility has been transferred to New Controlling Entity NYGATS account⁶

SECTION 5: NEW SELLER/NEW CONTROLLING ENTITY PRINCIPAL ADDRESS

1. Primary Mailing Address:

Address	City	State	Zip
---------	------	-------	-----

2. Secondary Mailing Address:⁷

Address	City	State	Zip
---------	------	-------	-----

SECTION 6: NEW SELLER/NEW CONTROLLING ENTITY CERTIFICATION

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
3. I am a U.S. citizen or other U.S. person (defined below); and
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

The Internal Revenue Service does not require your consent to any provision of this document other than the certifications required to avoid backup withholding.

For the full instructions, please see the IRS Instructions for the Requestor of Form W-9, found here:

<https://www.irs.gov/instructions/iw9/ar02.html>

I certify that all information provided in this Form, including any attachments, is true and correct to the best of my knowledge. I agree to provide any additional materials NYSERDA may ask for during the review process.

SIGN HERE:

Signature	Title	Date
Preparer's Name	Phone	Email

SECTION 7: ARTICLE XIX - NOTICE INFORMATION

Please enter the contact information of the person(s) from the New Seller/New Controlling Entity to receive all notices per Article XIX, Section 19.01.

NOTICE SENT TO:

Name	Title		
Address	City	State	Zip
Phone	Email		

COPY OF NOTICE SENT TO:

Name	Title		
Address	City	State	Zip
Phone	Email		

SECTION 8: ARTICLE XV - CONTRACT SECURITY

Please select the applicable option for Article XV Contract Security: Replacement or Maintenance

Replacement: replacement Contract Security in the amount of \$_____ per Article XV to be provided in the following form:

- Cash
- Certified Funds
- Replacement Letter of Credit
 - Please provide draft Letter of Credit per Article XV, Section 15.04.

NYSERDA's criteria for accepting a Letter of Credit includes:

- a) the issuing bank is a member of the New York Clearinghouse Association, or
- b) the issuing bank must have a credit rating of A or better by Standard and Poor's, A or better by Fitch, or, A2 or better by Moody's; and,
- c) the issuing bank must be a United States bank, or a United States branch of a foreign bank, with a New York branch preferred.
- d) automatic renewal upon expiration is preferred.

Please note that NYSERDA has included a standard form of letter of credit as Exhibit B within the Agreement. If the New Seller/New Controlling Entity or issuing bank seeks modification to these terms, NYSERDA recommends that prior to submission, a draft of the Contract Security should be sent to NYSERDA for review.

Maintenance: Contract Security previously provided by Seller/Current Controlling Entity in the amount of \$_____ is to be assigned to the New Seller/New Controlling entity and will remain in NYSERDA's possession.

- Please provide a letter from Seller/Current Controlling Entity on company letterhead confirming that the Contract Security has been assigned to New Seller/New Controlling Entity. The letter must also include the Agreement number, total Contract Security amount, and applicable Agreement sections [ie. 15.01(a), 15.01(b), 15.02(a), etc] for which the Contract Security has been provided.

SECTION 9: ARTICLE VII - INSURANCE

New Seller/New Controlling Entity to provide the following Insurance documentation on or before a date prior to commencement of construction of Bid Facility:

Insurance Certificate per Article VII, Section 12.03. Delivery of Policies; Insurance Certificates

Submit to insurance@nyserda.ny.gov, with a copy to NYSERDA Project Manager. For additional information, see [NYSERDA: Liability Insurance](#).

Please enter the contact information of the person(s) from the New Seller/New Controlling Entity to be designated as insurance notification contact(s):

Name	Title
------	-------

Phone	Email
-------	-------

SECTION 10: NEW SELLER/NEW CONTROLLING ENTITY ADDITIONAL CONTACT INFORMATION

Please enter the contact information of the person(s) for the following activities:

PRIMARY CONTACT: *Primary contact and backup contact for day-to-day development activities*

Name	Title
Phone	Email

CONTRACT ADMINISTRATION: *Primary contact and backup contact for all contract related matters including contract execution, modifications, contract security, etc*

Name	Title
Phone	Email

NYSERDA's SALESFORCE PORTAL ACCESS: *List all personnel who will require access to NYSERDA's Salesforce Portal for the Bid Facility*

Name	Title
Phone	Email

OTHER:

Name	Title
Phone	Email

¹ An organization should enter the name shown on its charter, articles of incorporation, or other legal documents that created the organization. Do not abbreviate names.

² If business is exempt from backup withholding and/or FATCA reporting, provide any EPC that may apply to you. For EPC and additional instructions, please refer to the instructions located on IRS Form W-9, which can be found here: <http://www.irs.gov/Forms-&-Pubs>

³ Contact nygats@apx.com for assistance.

⁴ An organization should enter the name shown on its charter, articles of incorporation, or other legal documents that created the organization. Do not abbreviate names.

⁵ If business is exempt from backup withholding and/or FATCA reporting, provide any EPC that may apply to you. For EPC and additional instructions, please refer to the instructions located on IRS Form W-9, which can be found here: <http://www.irs.gov/Forms-&-Pubs>

⁶ Contact nygats@apx.com for assistance.

⁷ Address where payments should be mailed if different from primary address, and if Electronic Funds Transfer is unavailable.