

Washington State Climate Commitment Act

CITSS Change of Ownership Form

Form ECY 070-738



Publication Information

This document is available on the Department of Ecology's website at:
<https://apps.ecology.wa.gov/publications/summarypages/ECY070738.html>

Contact Information

Climate Pollution Reduction Program

Ecology Headquarters
P.O. Box 47600,
Olympia, WA 98504-7600
Phone: 360-407-6800
Website: <https://ecology.wa.gov/About-us/Contact-us>

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Language Services

The Department of Ecology offers free language services about our programs and services for people whose primary language is not English. We can provide information written in your preferred language and qualified interpreters over the telephone.

To request these services, or to learn more about what we can provide, contact Ecology by email at melanie.forster@ecy.wa.gov.

Introduction

This form must be completed if an entity or facility registered in the Compliance Instrument Tracking System Service (CITSS) under Washington’s cap-and-invest program changes ownership or acquires assets from another entity that is registered in CITSS under Washington’s cap-and-invest program. **Both parties involved must complete sections of this form.**

The information in this document is based on the requirements set forth in the Climate Commitment Act (CCA), Chapter 70A.65 RCW, and the CCA Program Rule, Chapter 173-446 WAC (collectively referred to as CCA Requirements). Where there is any apparent conflict between this document and the CCA Requirements, the CCA Requirements shall be considered the controlling document.

Depending on the circumstances of the change of ownership, Ecology may request additional documentation to accompany the Change of Ownership form. Please refer to [WAC 173-446-150\(4\)](#) for more information on requirements applicable to change of ownership.

Changes in ownership must also be reported to Greenhouse Gas (GHG) Reporting and Verification with submission of the [Washington Greenhouse Gas Reporting Program: Certificate of Representation](#).

Definitions

Selling entity	Party that owns the asset(s) at the onset of the change of ownership transaction.
Purchasing entity	Party acquiring the asset(s) that are subject to the change of ownership transaction.

Section 1.0: Optional Checklist

Forms And Required Disclosures

1. This form requires signatures from both parties (Selling and Purchasing entities). Required disclosures include a description of the change and documentation with signatures for reassignment of emissions obligations. If applicable, both parties must identify their need for an administrative transfer by Ecology of instruments in accounts other than the holding (general) account (e.g., a transfer of allowances from the Selling Entity's compliance account to the Purchasing Entity compliance account; (refer to Section 5.0 for more information.)
2. Submitting this form also requires an update to an entity's [Corporate Association and Structure Disclosure Form 3](#).

Actions

1. **Both entities:** Entities must submit a revised Corporate Association and Structure Disclosure Form 3 within 30 calendar days of changes taking effect. Separately, to be eligible for participation in an auction, changes must be submitted no later than 40 calendar days before an auction. Refer to WAC 173-446-150(4)(f) for more information. Auction dates are posted to the Ecology [auctions and market](#) webpage in the Notices and reports section.
2. **Purchasing entity:** If the Purchasing Entity has not yet registered in CITSS, they must establish a CITSS account to manage compliance instruments.
3. **Selling entity:** If the change of ownership requires transfers of compliance instruments, entities must complete the transfer of any instruments held in the holding (general) account of the Selling Entity. It is recommended to add a comment identifying the reason for the transfer as a change of ownership. Instruments in Limited Use Holding Accounts (LUHA) or compliance accounts will require Ecology to conduct an Administrative Transfer (refer to Section 5.0 for more information).
4. **Selling entity:** If the Selling Entity is being acquired and does not require a CITSS account after the change of ownership, please contact RegistrarCCA@ecy.wa.gov to discuss exiting the program/CITSS.

Section 2.0: Checklist And Additional Explanation

Depending on the asset(s) changing ownership, completing this form will require different actions by the parties involved and by Ecology.

We encourage you to contact us with questions prior to submitting this form if it is unclear which scenario best fits your change. **Please complete all questions below about the nature of the change in ownership.** This information assists Ecology in the review and completion of this process.

1. Is the change of ownership an **acquisition** of a company, facility(ies), or covered emissions sources and assets whereby an entity has acquired additional covered emissions obligations that require an update to the CITSS entity account?
 - A company is buying another company
 - The company has restructured. Another entity (parent or subsidiary) now owns or controls the facility.

2. Does the Selling Entity need to keep its CITSS accounts?
 - Yes. The company will keep its CITSS accounts and update the account as needed. This may involve a change in entity type and/or account conversion.
 - No. The Selling Entity no longer requires an account in CITSS and the entity intends to close its account. Contact RegistrarCCA@ecy.wa.gov to discuss next steps after submitting this form.

3. How does the change in ownership affect the structure of either the Selling or Purchasing Entity? Select all that apply:
 - The Selling or Purchasing Entity's directors, officers, and/or partnerships have changed.
 - The Selling or Purchasing Entity's parent and/or subsidiary companies have changed.
 - The Selling or Purchasing Entity's disclosable corporate associations have changed, and all affected members of the corporate association group (CAG) will submit required purchase and holding limit updates.
 - The change in ownership has not resulted in any changes to the Selling or Purchasing Entity's directors, officers, persons with voting rights, parent and/or subsidiary companies, or disclosable or direct corporate associations.

4. Select the current CITSS management practice of the entity/facility(ies) below and also how CITSS management practices are expected to change for this entity/facility as a result of a change in ownership.

Selling Entity

- This entity/facility(ies) will maintain or update its existing CITSS account and has disclosable corporate associations or relationships with other entities registered separately in CITSS.
- This is a stand-alone entity/facility and is not a member of a group of associated facilities or entities. There are no relationships to other registered CITSS entities.
- This entity/facility(ies) will be removed from an existing consolidated entity account (CEA) that has multiple facilities registered or associated to its CITSS account.

Purchasing Entity

- The Purchasing Entity does not have a CITSS account and has applied for one. This is a stand-alone entity/facility and is not a member of a group of associated facilities or entities. There are no relationships to other registered CITSS entities.
- The Purchasing Entity already has a CITSS account and as a result of the purchase, is the entity that now has legal ownership and control over the newly acquired facility. This entity/facility(ies) will be added to an existing consolidated single entity account that has multiple facilities registered or associated to its CITSS account.

5. **Additional Explanation:** Provide additional information to describe the relationship between the Purchasing and Selling Entities and the CITSS accounts.

Section 3.0: Effective Date And Entity Information

Effective Date of Change of Ownership:

Selling Entity Legal Name

Selling Entity Operating Name

Selling Entity CITSS ID

Purchasing Entity Legal Name

Purchasing Entity Operating Name

Purchasing Entity CITSS ID

Purchasing Entity U.S. Federal Tax Employer Identification Number (EIN)

Purchasing Entity Physical Address

City/Province, State, ZIP Code

Country

Purchasing Entity Mailing Address Same as Physical Address

City/Province, State, ZIP Code

Country

Purchasing Entity Contact Information

Telephone Number

Telephone Extension

Mobile Telephone Number

Fascimile 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

City/Province, State, ZIP Code

Country

GHG Emissions Reporting ID

Section 5.0: Request For Administrative Transfer Of Compliance Instruments

This section must be completed if there are compliance instruments held in the Limited Use Holding Account or Compliance Account of the Selling Entity. Allowances in these accounts can only be accessed by Ecology.

Allowances in the holding (general) account must be transferred between the entities. Refer to the [CITSS Transfers Guide](#) for information to complete transfers between entity holding accounts.

Purchasing Entity Legal Name

Purchasing Entity Operating Name

Purchasing Entity reference Number

Holding Account CITSS ID

If the purchasing entity has an approved CITSS account, provide the full account number for the LUHA and compliance accounts (if applicable):

Account Type	CITSS Account Number - WXXXXX-XXXX
LUHA	
Compliance	

Compliance Instruments to be Transferred

Selling Entity Legal Name

Selling Entity Reference Number

Account	Account Number	Number of Instruments	Vintage (Year) or n/a for Offsets	Type	Subtype	Project #
LUHA						
Compliance						

Section 6.0: Director/Officer Attestations

Selling Entity

I certify under penalty of perjury under the laws of the state of Washington that I am authorized to make this submission on behalf of the party that owns the compliance instruments held in the account. I certify under penalty of perjury under the laws of the state of Washington 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 Washington that the statements and information submitted to Ecology are true, accurate, and complete. I consent to the jurisdiction of Washington state, its courts, and the pollution control hearings board for purposes of enforcement of the laws, rules, and regulations pertaining to chapters 173-446 WAC and 70A.65 RCW. I am aware that there are significant penalties for submitting false statements and information or omitting required statements and information, including the possibility of fine or imprisonment.

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

Directory/Officer Name

Employer

Title

Date

Signature

Ecology accepts electronic signatures that meet the [Washington State Office of Chief Information Officer Electronic Signature Guidelines](#), which includes the following electronic signature types: digitized signatures, digital signatures, print and scan signatures.

Purchasing Entity

I certify under penalty of perjury under the laws of the state of Washington that I am authorized to make this submission on behalf of the party that is purchasing the entity or facility or its assets that owns the compliance instruments held in the account and that subsequent to this transaction will own the compliance instruments in its own account. I certify under penalty of perjury under the laws of the state of Washington 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 Washington that the statements and information submitted to Ecology are true, accurate, and complete. I consent to the jurisdiction of Washington state, its courts, and the pollution control hearings board for purposes of enforcement of the laws, rules, and regulations pertaining to chapters 173-446 WAC and 70A.65 RCW. I am aware that there are significant penalties for submitting false statements and information or omitting required statements and information, including the possibility of fine or imprisonment.

The Purchasing Entity will assume responsibility for managing the cap-and-invest compliance instruments and compliance obligations for transferred facilities. The successor entity is expressly liable for the surrendered compliance obligation of the predecessor covered entity (Selling Entity). Allowances to be transferred in conjunction with the change of facility ownership must be reported in CITSS as a General Transfer(s) between the Selling and Purchasing Entities.

Directory/Officer Name

Employer

Title

Date

Signature

Ecology accepts electronic signatures that meet the [Washington State Office of Chief Information Officer Electronic Signature Guidelines](#), which includes the following electronic signature types: digitized signatures, digital signatures, print and scan signatures.

Section 7.0: Additional Facilities (if applicable)

Facility _____ of _____

Facility Legal Name

Facility Operating Name

Address

City/Province, State, ZIP Code

Country

GHG Emissions Reporting ID

Facility _____ of _____

Facility Legal Name

Facility Operating Name

Address

City/Province, State, ZIP Code

Country

GHG Emissions Reporting ID

Facility _____ of _____

Facility Legal Name

Facility Operating Name

Address

City/Province, State, ZIP Code

Country

GHG Emissions Reporting ID

Facility _____ of _____

Facility Legal Name

Facility Operating Name

Address

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