REQUEST FOR ASSIGNMENT OF
CITY OF PALO ALTO’S
BASE RESOURCE PERCENTAGE
TO NORTHERN CALIFORNIA POWER AGENCY

1. **BACKGROUND:**
   1.1 The City of Palo Alto (Palo Alto) is a municipality.

   1.2 Palo Alto has entered into Contract 00-SNR-00336, dated October 26, 2000, with Western Area Power Administration (Western), which provides Palo Alto with a percentage of Western’s Base Resource power beginning January 2005.

   1.3 The Northern California Power Agency (NCPA) is a joint powers agency, organized and existing under the laws of the State of California.

   1.4 Palo Alto is a member of NCPA.

   1.5 As a member of NCPA, Palo Alto desires to have Western assign Palo Alto’s Base Resource Percentage under Contract 00-SNR-00336 to NCPA so that NCPA may create a power resource portfolio for the mutual benefit of qualified NCPA members.

2. **ASSIGNMENT OF BASE RESOURCE PERCENTAGE:**
   2.1 Palo Alto hereby requests assignment of its 11.62024 percentage of the Base Resource under Exhibit A to Contract 00-SNR-00336 to NCPA.

   2.2 NCPA is agreeable to taking responsibility for Palo Alto’s 11.62024 percentage of the Base Resource.

   2.3 Palo Alto shall retain its Base Resource Contract 00-SNR-000336 with a 0.000 percent of the Base Resource during the term of assignment to NCPA.

   2.4 Any allocation changes made pursuant to the 2004 Power Marketing Plan shall apply to the Base Resource Percentage referred to in Section 2.1 of this Assignment, regardless of the contract under which the allocation is being administered.

   2.5 No action will be required of Palo Alto under Contract 00-SNR-00336 during the time that NCPA is holding Palo Alto’s Base Resource Percentage under Contract 04-SNR-00XXX.
2.6 The Assignment shall remain in full force and effect until the earlier of:
   2.6.1 December 31, 2024; or
   2.6.2 Sixty (60) days after Western has approved Palo Alto’s written request for reassignment of its Base Resource Percentage, which approval shall not be unreasonably withheld or delayed.

2.7 NCPA and Palo Alto shall jointly and severally indemnify and hold Western harmless from and against all claims, damages, losses, and expenses, including attorney’s fees, arising out of or resulting from the Assignment.

3. AGREEMENT:
   All parties to the Assignment hereby agree that the Assignment will become effective on the first day of the first month following the date of approval by the Administrator of the Western Area Power Administration or a later date if agreed to by Western and Palo Alto.

CITY OF PALO ALTO

By: _____________________________
Title: ____________________________

Attest: _____________________________

Address: 250 Hamilton Avenue

By: _____________________________ Palo Alto, CA  94301-2593
Title: ____________________________
Date: ____________________________

NORTHERN CALIFORNIA POWER AGENCY

By: _____________________________
Title: ____________________________

Attest: _____________________________

Address: 180 Cirby Way

By: _____________________________ Roseville, CA  95678
Title: ____________________________
Date: ____________________________
The above Request for Assignment of City of Palo Alto's Base Resource Percentage under Contract 00-SNR-00336 to the Northern California Power Agency is hereby approved.

Date: ____________________________

Michael S. Hacskaylo
Administrator
Western Area Power Administration