

SELF-GENERATION INCENTIVE PROGRAM APPLICANT ASSIGNMENT AND ASSUMPTION AGREEMENT; AND CONSENT TO ASSIGNMENT

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THIS ASSIGNMENT AND ASSUMPTION AGREEMENT; AND CONSENT TO ASSIGNMENT, effective May 24, 2005, ("Assignment"), is among City of Long Beach, a municipal corporation ("Assignor"), DeLiddo and Associates, Inc. dba DEERS ("Assignee") (collectively referred to as the "Parties") and SCE ("Program Administrator").

WHEREAS, Program Administrator and Assignor entered into Self Generation Incentive Program Contract Reservation No. SGIP-04-271 dated Nov. 30, 2004, ("Agreement") with City of Long Beach, a municipal corporation ("Host Customer"), and

WHEREAS, Assignor desires to assign the Agreement to Assignee, and

WHEREAS, Assignee agrees to assume and fulfill the terms and conditions and all obligations under the Agreement.

NOW, THEREFORE, in consideration of their mutual promises and other good and valuable consideration, the receipt of which is hereby acknowledged, the Parties agree as follows:

1. All rights and obligations of Assignor under the Agreement shall be assigned and delegated to Assignee. Such assignment and delegation shall be effective as of *(date)* May 24, 2005. All references to City of Long Beach, a municipal corporation [Assignor name] in the Agreement shall now be DeLiddo and Associates, Inc. dba DEERS [Assignee name].

2. Assignee agrees to and accepts such assignment and delegation and expressly assumes and agrees to perform and fulfill all of the terms, covenants, conditions and obligations required to be kept, performed and fulfilled by Assignor pursuant to the Agreement, during the term thereof, accruing on or after the effective date of this Assignment.

3. Assignor represents and warrants that it has fulfilled all of its obligations pursuant to the Agreement as of the date of this Assignment.

5. Program Administrator, Assignor, and Assignee hereby consent to such assignment and delegation.

6. This Assignment shall be binding on and inure to the benefit of the parties, their successors and assigns.

IN WITNESS WHEREOF, the parties have caused this Assignment to be executed by their respective duly authorized representatives.

[ASSIGNOR]

[ASSIGNEE]

Signature: *Gerald R. Miller*
Name
Printed: GERALD R. MILLER
Title: CITY MANAGER
Date: 5/26/05

Signature: *Jack P. DeLiddo*
Name
Printed: JACK P. DELIDDO
Title: PRESIDENT
Date: 5/27/05

APPROVED AS TO FORM

May 25, 2005
Last printed 5/25/05
ROBERT E. SHANNON, City Attorney


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By *Charles Larkin*
DEPUTY CITY ATTORNEY

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AGREEMENT; AND CONSENT TO ASSIGNMENT

[HOST CUSTOMER]

Signature: 

Name
Printed: GERALD R. MILLER

Title: CITY MANAGER

Date: 5/26/05

CONSENT TO ASSIGNMENT

Pursuant to Section 9 of the Agreement, the consent of the Program Administrator is required to effectuate any assignment. Program Administrator hereby consents to the above referenced assignment and assumption.

[PROGRAM ADMINISTRATOR]

Signature: 

Name
Printed: Gene E. Rodrigues

Title: Director of Energy Efficiency

Date: 6/22/05

APPROVED AS TO FORM

May 25, 2005
ROBERT E. SHANNON, City Attorney

By 
DEPUTY CITY ATTORNEY