

Schedule B

Resolution
October 20, 2020

Village of Norwood

Resolution No. 07272021

A resolution regarding the agreement for purchase and sale of street lights inside the Village of Norwood.

THIS AGREEMENT FOR PURCHASE AND SALE OF STREET LIGHTS is made as of 20th day of October, 2020, between the VILLAGE OF NORWOOD, a municipality corporation organized and existing under the laws of the State of New York with its principle place of business at 11 S Main Street, Norwood, New York 13668 (“Buyer”) and NIAGRA MOHAWK POWER CORPORATION d/b/a NATIONAL GRID, a corporation organized and existing under the laws of the State of New York, having an office and place of business at 300 Erie Boulevard West, Syracuse, New York 13202 (“Seller”). Buyer and Seller are sometimes herein referred to individually as a “Party” and collectively at the “Parties.”

WHEREAS, Seller owns, operates and maintains an electric transmission and distribution system, including certain street lights used to provide lighting service under bill account number 77952-94108 to Buyer within its municipal boundaries under Service Classification (“S.C.”) No. 2 of Seller’s Outdoor Lighting Tariff (defined below);

WHEREAS, Buyer desires to purchase the Street Lights (as defined below in Section 1) from Seller as provided in Section F.8 of S.C. No. 2 of Seller’s Outdoor Lighting Tariff (defined below), and Seller is willing to sell the Street Lights to Buyer.

NOW, THEREFORE, in consideration of the commitments made herein and intending to be legally bound thereby, and other valuable consideration, the sufficiency and receipt of which are hereby acknowledged, the Parties agree as follows:

1. **Definitions.** Capitalized terms shall have the meanings defined throughout this Agreement or as specified below in this Section 1.
“**Agreement**” means this Agreement for Purchase and Sale of Street Lights, together, with the exhibits and schedules attached hereto, as the same may be amended from time to time.
“**Attachment Agreement**” means the License Agreement for Customer-Owned Street and Area Lighting Attachments to Utility Poles and Structures executed by Buyer and Seller and hereto as Exhibit A.
“**Bill of Sale**” means the Quit Claim Bill of Sale, substantially in the form of Exhibit B hereto, to be executed and delivered by the Parties at the Closing, to evidence the transfer by Seller to Buyer of Seller’s right, title and interest in and to the Street Lights.
“**Breaching Party**” has the meaning set forth in Section 17.1 (e).
“**Business Day**” means any day other than Saturday, Sunday and any day on which banking institutions in the State of New York are authorized by law or other government action to close.

October 20, 2020 Regular Board Meeting; Action Item Number 4;

“LED Lighting- buy the lights from National Grid and TTE Webster will look into financing, Motion to approve Nezezon/Webster Ayes 4 Nays 0.”