MEMORANDUM OF UNDERSTANDING
For
Participation in the Westchester Power Contract
For Communities in the Con Edison Service Territory

This Memorandum of Understanding is entered into by and between:
Sustainable Westchester, Inc., a New York non-profit corporation ("Sustainable Westchester"), and the City / Town / Village of _____ (the "Municipality"), a local government member of Sustainable Westchester (each a "Party" and collectively, the "Parties").

1. **Background:**
   a. In February 2015, the New York Public Service Commission ("PSC") issued an Order for Case 14-M-0564 as follows: "The Petition of Sustainable Westchester is granted to the extent that its municipal members are authorized to undertake a Community Choice Aggregation demonstration project consistent with the discussion in the body of this Order…"
   b. The PSC subsequently issued an Order for Case 14-M-0224 on April 21, 2016, which authorized Community Choice Aggregation ("CCA") throughout New York State (the "CCA Order") and on November 15, 2018 issued the "Order Approving Renewal of the Sustainable Westchester Community Choice Aggregation Program" reauthorizing the Sustainable Westchester CCA program under a Master Implementation Plan.
   c. Sustainable Westchester's CCA Program enrolled Participating Customers from an initial group of 20 participating municipalities in April 2016. Since then, nine additional municipalities have joined and several other municipalities are actively working towards participation.
   d. For participating municipalities in the Con Edison utility territory, the current Electric Service Agreement for the Sustainable Westchester CCA Program will terminate on the first meter read date after June 30, 2022
   e. In compliance with the PSC CCA Orders, the Municipality has adopted local legislation to enable Community Choice Aggregation.
   f. As a member of Sustainable Westchester in good standing and participant in the Sustainable Westchester CCA Program, the Municipality wishes to continue to engage the services of Sustainable Westchester as the Program Manager for Community Choice Aggregation for the Operation and Maintenance of the Program.

2. Definitions:
   a. **2021 ESA**: The ESA which implemented the Sustainable Westchester CCA Program during the period from January 1, 2021 to the first meter read date after June 30, 2022.
   b. **2022 ESA:** The ESA which will implement Sustainable Westchester CCA Program commencing on the first meter read date after July1, 2022 for the Con Edison service territory. The 2022 ESA shall have substantially the same terms outlined in the attached 2022 ESA Template (Attached as Exhibit 1). The 2022 ESA Template sets out the new prices and terms and contains clarifying changes to the 2021 ESA.

c. **CCA Orders:** Collectively, the February 26, 2015 "Order Granting Petition in Part" issued by the PSC in Case 14-M-0564; the April 21, 2016 "Order Authorizing Framework for Community Choice Aggregation Opt-out Program" issued by the PSC in Case 14-M-0224 (the "CCA Framework Order"), which sets forth the requirements, terms, and conditions under which CCA programs can proceed through implementation; and the November 15, 2018 "Order Approving Renewal of the Sustainable Westchester Community Choice Aggregation Program" issued by the PSC in Case 14-M-0564, which reauthorizes the Sustainable Westchester CCA program under a Master Implementation Plan.
d. **Community Choice Aggregation Program or CCA Program or Program**– A municipal energy procurement program, which replaces the incumbent utility as the default supplier for all Eligible Consumers within the Participating Municipality, as defined in the PSC CCA Orders.
e. **Competitive Supplier:** An entity duly authorized to conduct business in the State of New York as an energy service company ("ESCO") that procures electric power for Eligible Consumers in connection with this CCA Program.
    i. **Compliant Offer:** Electric power supply offer from a Competitive Supplier that meets the requirements specified in this MOU and the 2022 ESA and that is submitted by the lowest responsible bidder, subject to the terms and conditions set forth in the 2022 RFP.
f. **Default Product:** The product selected by the Municipality for supply to its Eligible Consumers upon enrollment, unless they take action to select a different product or opt out.
g. **Distribution Utility:** Owner or controller of the means of distribution of the natural gas or electricity that is regulated by the Public Service Commission in the Participating Municipality.
h. **Electric Service Agreement ("ESA")**: An agreement that implements a CCA Program and contains all the terms and conditions of the Program.
i. **Eligible Consumers** – Residential and small commercial consumers of electricity who have been served by the program under the 2021 ESA and have not opted out. For the avoidance of doubt, all Eligible Consumers must reside or be otherwise located at one or more locations within the geographic boundaries of the Municipality, as such boundaries exist on the Effective Date of ~~the 2021 ESA.~~ the 2022 ESA.
j. **Participating Municipality**: A dues-paying municipal member of Sustainable Westchester, which has adopted the applicable local legislation for the Community Choice Aggregation Program.
k. **Participating Customers:** Eligible Consumers enrolled in the Program, including Opt-out Eligible Consumers who have been enrolled subsequent to the opt-out process and other customers who have opted in.
l. **Program Manager:** Sustainable Westchester, a non-profit corporation of which the Participating Municipality is a member.
m. **Public Service Commission ("PSC")**: The New York State Public Service Commission or the New York State Department of Public Service acting as staff on behalf of the Public Service Commission.

n. **Qualifications Review**: A verification of the status of the Competitive Supplier as an electricity supplier in the Distribution Utility's service territory. A precondition for attaining such status is that Competitive Supplier has met the credit requirements established by the New York Independent Systems Operator.
o. **2022 RFP**: The request for proposals to suppliers to provide energy to Participating Customers for the 2022 ESA.

3. **Purpose**: The purpose of the Memorandum of Understanding is as follows:
   a. To establish participation by **The Municipality (hereafter, the "Participating Municipality")** in a Community Choice Aggregation Program (hereafter, the "Program") that will be managed on its behalf by **Sustainable Westchester, (hereafter, the "Program Manager")** under the 2022 ESA.
   b. To affirm that the Participating Municipality and Program Manager agree to adhere to the terms and conditions of the 2022 ESA in the event they execute it.
   c. To affirm that the Participating Municipality and Program Manager agree to execute the 2022 ESA, subject to the conditions of review and approval outlined in 4(c) and 5(a), below.
4. **Roles and responsibilities of the Program Manager**: As Program Manager, Sustainable Westchester agrees to perform all duties outlined in the 2022 ESA and, prior to execution of that agreement, Program Manager agrees to:
   a. Provide the involved agencies and parties to the PSC CCA Orders, including, but not limited to, the Public Service Commission and Distribution Utility, requested information about and documentation of the actions undertaken by the Participating Municipality in furtherance of enabling participation in the Program;
   b. Manage the contract process including:
      i. the collection of indicative pricing and other inputs against which to evaluate the 2022 ESA offers,
      ii. the preparation of the 2022 ESA,
      iii. the acceptance, secure opening, and review of the indicative pricing and 2022 ESA offers, and
      iv. the organization of the Qualifications Review, offer evaluation, and selection of a Competitive Supplier, all in a manner that is transparent to the Participating Municipality and firms seeking to be the Competitive Supplier;
   c. Sign the 2022 ESA in a timely fashion subject to the conditions that:
      i. the Competitive Supplier is deemed qualified for the duration of the 2022 ESA by the Qualifications Review, and
      ii. such Competitive Supplier's offer is deemed by the Program Manager to be a Compliant Offer as defined in Section 2 above.
   d. Fulfill any other responsibilities as may reasonably adhere to facilitating the implementation of the Program, subject to the Program Manager's inherent and original role as an organization driven by the deliberated priorities of its constituent member municipalities.
5. **Roles and responsibilities of the Participating Municipality**: The Participating Municipality agrees to:

a. Sign the 2022 ESA, selecting the 100% Renewable Clean Power Product as the Default Product for its Eligible Consumers, in a timely fashion, subject to the conditions that:
    i. the Competitive Supplier is deemed qualified for the duration of the 2022 ESA by the Qualifications Review, and
    ii. such Competitive Supplier's offer is deemed by the Program Manager to be a Compliant Offer as defined in Section 2 above.

6. Term and Termination: Memorandum of Understanding shall expire on the earlier of December 31, 2022 or the date on which the 2022 ESA is signed by the Participating Municipality, the Program Manager, and the selected Competitive Supplier. Participating Municipality shall have the right to terminate this Memorandum of Understanding for any of the reasons set forth in the Termination section of the 2022 ESA attached hereto as Exhibit 1.

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IN WITNESSETH WHEREOF, the Parties have signed this MEMORANDUM OF UNDERSTANDING on the day and year appearing below their respective signatures.

City/Town/Village of _____

Authorized Official Name and Title: _____

Signature: _____

Address: _____

Telephone(s): _____

E-Mail Address: _____

Address for Notices: _____

Sustainable Westchester, Inc.

Authorized Official Name and Title: Nina Orville, Executive Director

Signature: _____

Address: 40 Green Street, Mount Kisco, NY 10549

Telephone(s): (914) 242-4725

E-Mail Address: nina@sustainablewestchester.org

Address for Notices: 40 Green Street, Mount Kisco, NY 10549

Attachments: Exhibit 1, 2022 Con Ed ESA Template