

This MASTER AGREEMENT, (“Agreement”) made this _____ day of August, 2022 (the “Effective Date”) by and between ELSTER SOLUTIONS, LLC a Honeywell company and a Delaware limited liability company, with offices located at 2101 City West Blvd, Houston TX 77042 (“ELSTER” or “Honeywell”) and LODI UTILITIES, a _____ with offices at _____ (“Boscobel” or “Buyer”). Elster and Lodi may be referred to individually as a “Party” or collectively as the “Parties.”

The following document(s) together with this document comprise a single contractual arrangement between Buyer and Elster for the purchase and use of the items described herein:

1. HPS- Sales Terms and Conditions
2. HPS -Sales Terms and Conditions Addendum 1: Supplemental Terms
3. Software License Agreement
4. Software License Agreement Addendum 1: Supplemental Terms
5. Software Maintenance Agreement
6. Statement of Work- AMI Project
7. Pricing. Honeywell Price Proposal - Boscobel Utilities (via WPPI)

Any notice, demand or communication in connection with this Agreement, shall be in writing and may be delivered by hand or by first class postal service addressed to the recipient at its registered office or principal business address, and marked for the attention of the following individuals:

For Honeywell: Dionne Hamilton, General Counsel, Smart Energy
2101 City West Blvd, Houston, TX 77042

For Lodi: Name/Title/Address

IN WITNESS WHEREOF, the Parties have executed this Agreement in duplicate counterparts, each of which shall be deemed an original, as per the Effective Date.

AGREED:

LODI UTILITIES

ELSTER SOLUTIONS, LLC

By: _____

By: _____

Name: _____

Name: HAMED HEYHAT

Title: _____

Title: V.P & General Manager, North America | Smart Energy