

**RESOLUTION NO. 90-20**  
**CITY OF CENTERVILLE, OHIO**

SPONSORED BY COUNCILMEMBER Belinda Kenley ON  
THE 7<sup>th</sup> DAY OF December, 2020.

**RESOLUTION AUTHORIZING AND DIRECTING THE CITY  
MANAGER TO ENTER INTO AN ASSET PURCHASE  
AGREEMENT WITH MIAMI VALLEY LIGHTING, LLC FOR  
LIGHTING FIXTURES AND FACILITIES IN THE UPTOWN  
AREA.**

WHEREAS, Miami Valley Lighting, LLC (“MVLt”) owns certain lighting equipment including, but not limited to, photoelectric cell equipment, cables, conduits, lighting poles, high pressure sodium fixtures at 140 service locations in the Uptown Area (“Equipment”); and

WHEREAS, MVLt provides routine maintenance services to its own Equipment and Equipment owned by the City at these 140 service locations; and

WHEREAS, MVLt currently procures electric power to be provided and billed to the City at these 140 service locations; and

WHEREAS, the City of Centerville desires to purchase the MVLt-owned Equipment at these 140 service locations and the City would assume the responsibilities for maintenance and procuring power to these 140 service locations; and

WHEREAS, MVLt is willing to sell the Equipment at these 140 service locations, cease performing and billing for routine maintenance and cease procuring and charging the city for power to these 140 service locations; and

WHEREAS, MVLt is willing to transfer the Equipment for a total cost of \$140 (\$1.00 per pole).

NOW THEREFORE, THE MUNICIPALITY OF CENTERVILLE  
HEREBY RESOLVES:

Section 1:

That the City Manager is hereby authorized to execute the Asset Purchase Agreement with Miami Valley Lighting, LLC. A copy of the Agreement is attached and marked Exhibit “A” and incorporated herein.

Section 2: That the City Manager is hereby authorized and directed to do any and everything necessary to carry out the terms of said Agreement.

Section 3: This Resolution shall take affect at the earliest date allowed by law.

PASSED THIS 7<sup>th</sup> day of December, 2020.

  
\_\_\_\_\_  
Mayor of the City of Centerville, Ohio

ATTEST:

  
\_\_\_\_\_  
Clerk of Council  
City of Centerville, Ohio

CERTIFICATE

The undersigned, Clerk of Council of the City of Centerville, Ohio, hereby certifies the foregoing to be a true and correct copy of Resolution No. 90-20, passed by the Council of the City of Centerville, Ohio on the 7<sup>th</sup> day of December, 2020.

  
\_\_\_\_\_  
Clerk of the Council

Approved as to form, consistency  
with the Charter and Constitutional Provisions.

Department of Law  
Scott A. Liberman, Municipal Attorney  
Municipal Attorney

Exhibit "A"

Asset Purchase Agreement  
by and between  
City of Centerville, Ohio and  
Miami Valley Lighting, LLC

This Asset Purchase Agreement, effective \_\_\_\_\_ 1, 2020, is by and between the City of Centerville, Ohio ("City" or "Buyer") and Miami Valley Lighting, LLC ("MVLt" or "Seller") and involves the sale and transfer of photoelectric cell equipment, cables, conduits, and other facilities currently owned by MVLt at 140 service locations where City currently own lighting poles and high pressure sodium "Vimont style" lighting fixtures operating at 16,000 lumens.

Whereas, Seller currently owns certain equipment associated with the 140 service locations; and

Whereas, Seller currently provides routine maintenance services to its own equipment and to the equipment owned by the City at the 140 service locations;

Whereas, Seller currently procures electric power that is provided and billed to City at the 140 service locations and other service locations under a Full Services Street Lighting Agreement by and between City and MVLt effective January 1, 2016 ("FSA"); and

Whereas Buyer wishes to buy the Seller-owned equipment at the 140 service locations, assume responsibilities for doing maintenance work at those service locations, and assume the obligation to procure power from a third party for the 140 service locations; and

Whereas Seller is willing to sell the Seller-owned equipment at the 140 service locations, cease performing and billing for routine maintenance work at those service locations, and cease procuring and charging City for power for the 140 service locations;

NOW THEREFORE, for valuable consideration set forth herein, it is agreed, that:

1. As of the Effective Date, Seller hereby sells and Buyer buys all equipment owned by Seller at the 140 service locations set forth in Attachment A (the "Purchased Assets"). Attachment A lists each service location and the known equipment owned by Seller at each service location. The list of Purchased Assets is based on Seller's books and records and Seller does not represent or warrant that the description of each identified piece of equipment is accurate.
2. The Purchased Assets are sold by Seller and bought by Buyer on an "as-is", "where-is" basis. Seller makes no representations or warranties as to the condition of the Purchased Assets, their likely remaining lives, their fitness for use, or any other attribute; provided, however, Seller does represent and warrant that it is the sole owner of the Purchased Assets, that no other entity holds a security or other interest in such assets, that there are no liens outstanding with respect to such assets and that it has full corporate power necessary to effectuate this sale.
3. As of the Effective Date, MVLt will remove the 140 service locations from the list of service locations under which MVLt provides services under the FSA and will cease charging a monthly fee for securing power and routine maintenance services at those service locations.

4. Except with respect to the 140 service locations that are specified herein, the FSA will remain in full force and effect and shall continue to apply with respect to services provided by MVLt to City at all other service locations.

5. The sales price, to be paid in full by wire transfer or ACH on or before the Effective Date, is \$140.00. Prior to the Effective Date, Seller will provide Buyer with wiring or transfer instructions.

6. As of and after the Effective Date, Buyer will assume any and all costs, liabilities, and obligations relating to the Purchased Assets that are incurred as of and after the Effective Date irrespective of whether there were pre-Effective Date actions or inactions by Seller, its employees, or its contractors or any other entity associated with Seller that may have contributed to the cost, liability or obligation.

**IN WITNESS WHEREOF**, the parties have set their hands on the dates written under the signature.

**MIAMI VALLEY LIGHTING, L.L.C.**

**CITY OF CENTERVILLE,  
MONTGOMERY COUNTY, OH**

By: \_\_\_\_\_  
Name Printed: Robert Stallman  
Title: Vice-President  
Date: \_\_\_\_\_

By: \_\_\_\_\_  
Name Printed: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

**APPROVED AS TO FORM:**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_



11/30/2020

James Brinegar  
City Engineer  
City of Centerville  
7970 S Suburban Road  
Centerville, Ohio 45458

RE: Streetlights Purchased from MVLt

Dear Mr. Brinegar,

Per our conversation on November 13<sup>th</sup>, the City of Centerville is looking to purchase 140 Vimont Style fixtures and poles from Miami Valley Lighting. The locations and pole numbers for these lights are listed in Appendix A (attached).

DP&L understands that these lights are currently unmetered and will remain unmetered until the City of Centerville requests a new service for these lights. Because these lights are unmetered, The City of Centerville will be required to notify DP&L of any wattage changes (increases or decreases), so DP&L can change the lighting codes to accurately bill The City for energy consumed by these lights.

Please let me know at 937-331-3178, if I can be of further assistance.

Sincerely,

A handwritten signature in black ink that reads "Barry Lucas".

Barry Lucas  
Manager of Design and Transmission Engineering

## Appendix A

### Purchased Assets

Service locations of 140 – Vimont Style fixtures/poles and associated seller-owned equipment are located in the following areas:

- 1). North and South Main Street from Bradstreet Road to (one light south of) Peach Grove Avenue
- 2). East and West Franklin Street from 89 W. Franklin Street to 143 E. Franklin Street
- 3). Municipal Parking lots at the north east and north west corners of Main and Franklin Streets

Following are the pole numbers of each location:

99800	99814	99828	99842	99856	99870	99884	99901	99915	99932
99801	99815	99829	99843	99857	99871	99885	99902	99916	99933
99802	99816	99830	99844	99858	99872	99886	99903	99917	99934
99803	99817	99831	99845	99859	99873	99887	99904	99918	99935
99804	99818	99832	99846	99860	99874	99888	99905	99922	99959
99805	99819	99833	99847	99861	99875	99889	99906	99923	99960
99806	99820	99834	99848	99862	99876	99890	99907	99924	99961
99807	99821	99835	99849	99863	99877	99891	99908	99925	99963
99808	99822	99836	99850	99864	99878	99892	99909	99926	99964
99809	99823	99837	99851	99865	99879	99893	99910	99927	99965
99810	99824	99838	99852	99866	99880	99894	99911	99928	99966
99811	99825	99839	99853	99867	99881	99895	99912	99929	99967
99812	99826	99840	99854	99868	99882	99896	99913	99930	99968
99813	99827	99841	99855	99869	99883	99898	99914	99931	99969

THE DAYTON POWER AND LIGHT COMPANY  
MacGregor Park  
1065 Woodman Drive  
Dayton, Ohio 45432

Seventeenth Revised Sheet No. D25  
Cancels  
Sixteenth Revised Sheet No. D25  
Page 1 of 4

P.U.C.O. No. 17  
ELECTRIC DISTRIBUTION SERVICE  
STREET LIGHTING

DESCRIPTION OF SERVICE:

This Tariff Sheet provides Distribution Service from the Company that will be billed on an energy and monthly customer charge basis.

APPLICABLE:

Available for the furnishing of energy only for the all-night outdoor lighting of streets, highways, parks, and other public places.

REQUIRED SERVICES:

The Customer may take Generation Service from DP&L under Standard Service Tariff Sheet No. G10. Otherwise, the Customer may choose an Alternate Generation Supplier ("AGS") for its Generation Service. If an AGS is chosen: (1) The AGS must sign a service agreement with the Company and abide by the terms of the Alternate Generation Supplier Coordination Tariff Sheet No. G8, and (2) Customer must take service under the Competitive Retail Generation Service Tariff Sheet No. G9. All Customers are required to take service under Tariff Sheet No. T8 of the Transmission Schedule.

RATE PER MONTH:

Customer charge:

\$8.60 per bill rendered

Energy Charge:

\$0.0152357 per kWh

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Filed pursuant to the Finding and Order in Case No. 19-2133-EL-ATA dated December 18, 2019 of the Public Utilities Commission of Ohio.

Issued December 27, 2019

Effective January 1, 2020

Issued by  
VINCENT PARISI, President and Chief Executive Officer

THE DAYTON POWER AND LIGHT COMPANY  
MacGregor Park  
1065 Woodman Drive  
Dayton, Ohio 45432

Seventeenth Revised Sheet No. D25  
Cancels  
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P.U.C.O. No. 17  
ELECTRIC DISTRIBUTION SERVICE  
STREET LIGHTING

ADDITIONAL RIDERS:

Service under this Tariff Sheet shall also be subject to the following riders:

Universal Service Fund Rider on Sheet No. D28.  
Infrastructure Investment Rider on Sheet No. D29.  
Storm Cost Recovery Rider on Sheet No. D30.  
Excise Tax Rider on Sheet No. D33.  
Switching Fee Rider on Sheet No. D34.  
Energy Efficiency Rider on Sheet No. D38.  
Economic Development Cost Recovery Rider on Sheet No. D39.  
Legacy Generation Rider on Sheet No. D40.  
Tax Savings Credit Rider on Sheet No. D41.

DETERMINATION OF ENERGY USAGE:

Concurrent with the effective date of this tariff, the Company will require all new street lighting service requests to be metered pursuant to the Company's tariff D7, Meters and Metering Equipment – Location and Installation.

Existing unmetered Street Lighting customers that elect to continue unmetered service under this tariff must comply with the following:

- I. Provide the Company with written validation of the type of usage, quantities and characteristics of service within 6 months of the effective date of this tariff
- II. Provide the Company with written validation of type and quantity of service annually

For those customers that elect to maintain unmetered Street Lighting service, the following list shows the monthly kWh for selected street light fixtures that will be used to determine the kWh's billed. For any fixture owned and maintained by the Customer that is not included below the monthly kWh will be determined by multiplying the input wattage of the fixture, including lamp and ballast, times three hundred and thirty-three and three tenths (333.3) hours use. The input wattage of the fixture shall be mutually agreed upon between the Company and the Customer.

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P.U.C.O. No. 17  
ELECTRIC DISTRIBUTION SERVICE  
STREET LIGHTING

<u>HIGH PRESSURE SODIUM</u>	MONTHLY <u>--kWh--</u>
70 Watt (5,800 Lumen)	28
100 Watt (9,500 Lumen)	39
150 Watt (16,000 Lumen)	57
250 Watt (27,000 Lumen)	104
400 Watt (50,000 Lumen)	162
500 Watt (54,000 Lumen)	208
650 Watt (77,000 Lumen)	266
800 Watt (100,000 Lumen)	324

<u>MERCURY</u>	MONTHLY <u>--kWh--</u>
100 Watt (4,000 Lumen)	42
175 Watt (7,700 Lumen)	70
250 Watt (11,000 Lumen)	97
400 Watt (21,000 Lumen)	153
1,000 Watt (54,000 Lumen)	367

<u>INCANDESCENT</u>	
103 Watt (1,000 Lumen)	34
202 Watt (2,500 Lumen)	67
327 Watt (4,000 Lumen)	109
448 Watt (6,000 Lumen)	149

<u>FLUORESCENT</u>	
70 Watt (2,800 Lumen)	32
85 Watt (5,000 Lumen)	39
120 Watt (7,000 Lumen)	59
220 Watt (12,000 Lumen)	89
320 Watt (22,000 Lumen)	160
640 Watt (44,000 Lumen)	320

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P.U.C.O. No. 17  
ELECTRIC DISTRIBUTION SERVICE  
STREET LIGHTING

POINT OF DELIVERY:

The point of delivery shall be at the point where the Customer's street lighting facilities attach to the Company's existing secondary distribution system. All points of delivery shall be at a level which will allow the Company to maintain all necessary code clearances for Company owned facilities. All facilities beyond the point of delivery are to be furnished and maintained by the Customer. The Customer may be required to furnish electrical protection devices. If such devices are required, they must meet all applicable electric code requirements.

REQUEST FOR SERVICE:

The Customer shall request service for each streetlight or group of streetlights to be served under the Street Lighting Tariff. Each request shall include the size, type, specific location and number of fixtures to be served. The Company shall promptly determine if the requested service can be served from the existing secondary distribution system and if so, shall promptly notify the Customer of the location(s) of the point(s) of delivery. The Customer shall notify the Company promptly of any changes in fixture load served under the Street Lighting Tariff including, but not limited to, replacement of fixtures with a different size or type, replacement of ballast or lamp with a different size and any changes in the number of fixtures. In the event the Customer fails to notify the Company of a change in fixture load, the Company reserves the right to refuse to serve the location thereafter under this Tariff Sheet, and shall be entitled to bill the Customer retroactively on the basis of any change in fixture load for the full period the load was connected. If the Company exercises its right to refuse service under this Tariff Sheet and requires that the service be under a metered Distribution Service rate, then the Customer shall provide the facilities for the installation of a meter.

CONTACTING COMPANY POLES AND STANDARDS:

Any and every contact of a Company-owned pole by the Customer for the purpose of providing street lighting will be billed in accordance with and governed by the Company's Pole Attachment Tariff as filed with the Public Utilities Commission of Ohio. The Company will not own and maintain poles whose sole purpose is to provide contacts for street light facilities.

RULES AND REGULATIONS:

All Distribution Service of the Company is rendered under and subject to the Rules and Regulations contained in this Schedule and any terms and conditions set forth in any Service Agreement between the Company and the Customer.

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VINCENT PARISI, President and Chief Executive Officer



Green #'s = Address  
 Red #'s = Light Pole



**CITY OF  
 CENTERVILLE, OH**  
 PUBLIC WORKS DEPARTMENT  
 7070 SOUTH GULBURN ROAD  
 CENTERVILLE, OHIO 45458  
 PHONE (607) 426-7152  
 FAX (607) 435-0288

**Uptown Street Lighting**  
 Franklin St Page 1 of 2

Scale: NONE





**CITY OF  
CENTERVILLE, OH**  
PUBLIC WORKS DEPARTMENT  
7970 SOUTH BURBANK ROAD  
CENTERVILLE, OHIO 45438  
PHONE (637) 428-4752  
FAX (637) 433-0286

**Uptown Street Lighting**  
Franklin St Page 2 of 2

Scale: NONE  
[Scale bar]





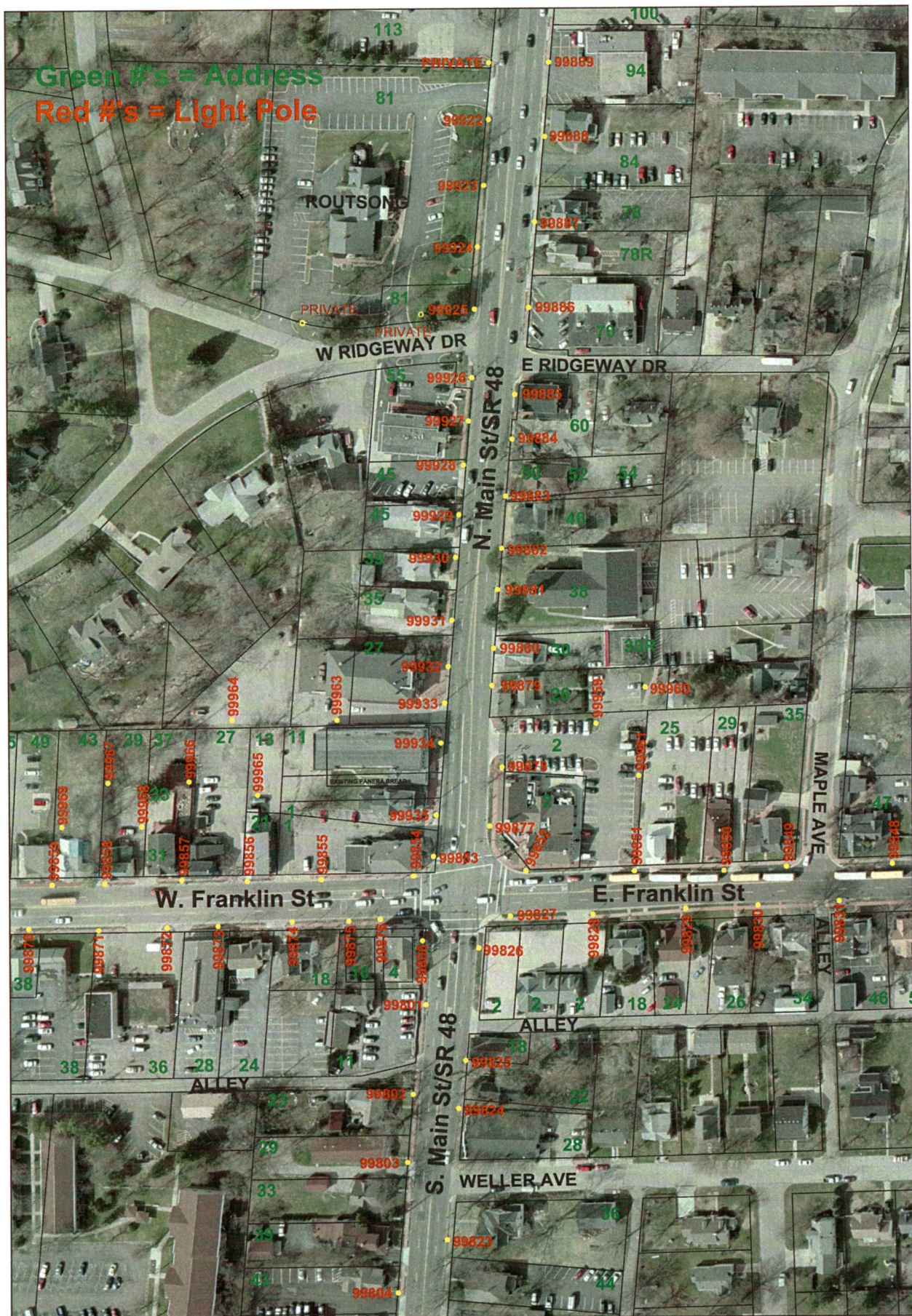
CITY OF  
CENTERVILLE, OH  
PUBLIC WORKS DEPARTMENT  
7970 SOUTH GILBRIAN ROAD  
CENTERVILLE, OHIO 45424  
PHONE (637) 424-7152  
FAX (637) 433-0266

Uptown Street Lighting  
Main St./SR 48 Page 1 of 3

Scale: NONE

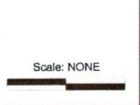


Green #'s = Address  
 Red #'s = Light Pole



CITY OF  
 CENTERVILLE, OH  
 PUBLIC WORKS DEPARTMENT  
 7970 SOUTH SUBURBAN ROAD  
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 PHONE (607) 428-4762  
 FAX (607) 433-0288

Uptown Street Lighting  
 Main St./SR 48 Page 2 of 3



Green #'s = Address  
 Red #'s = Light Pole



CITY OF  
 CENTERVILLE, OH  
 PUBLIC WORKS DEPARTMENT  
 7975 SOUTH SUBURBAN ROAD  
 CENTERVILLE, OH 45408  
 PHONE (637) 425-4782  
 FAX (637) 433-0286

Uptown Street Lighting  
 Main St./SR 48 Page 3 of 3

Scale: NONE

