

BILL OF SALE

This bill of sale (the “**Bill of Sale**”), dated as of _____, 2023 (the “**Effective Date**”), is made and entered into by the City of Utqiagvik, an Alaska municipal corporation (the “**City**”), in favor of Barrow Utilities & Electric Cooperative, Inc., an Alaska electric and telephone cooperative (“**BUECI**” and collectively with Utqiagvik, the “**Parties**”), pursuant to (i) City Resolution # __-2023, a Resolution Authorizing the Sale of an Older Auger and the Lease of a New Auger to BUECI, and (ii) that certain Auger Use and Sale Agreement, dated as of _____, 2023 (the “**Auger Use and Sale Agreement**”), by and between the City and the BUECI. Capitalized terms used but not defined herein shall have the meanings given to such terms in the Auger Use and Sale Agreement.

The City, pursuant to the Auger Use and Sale Agreement, for \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby sell, assign, transfer and deliver to BUECI, on an **AS-IS, WHERE-IS BASIS**, free and clear of any liens, the following:

1983 Terraflex, Model TF-240, Serial Number 240084820021, and a 1982 Digger, Model HMS-160" Swing Base, Serial Number 49346-1 (collectively, "**Auger 1**").

This Bill of Sale is subject to all of the representations, warranties, covenants, agreements, exclusions, indemnities and other provisions set forth in the Auger Use and Sale Agreement, all of which are incorporated herein by reference, and none of which are superseded, expanded or amended hereby. In the event of any conflict or inconsistency between the terms of the Auger Use and Sale Agreement and the terms hereof, the terms of the Auger Use and Sale Agreement shall govern.

[Signature page follows]

IN WITNESS WHEREOF, the City has caused this Bill of Sale to be executed and delivered as of the Effective Date.

CITY OF UTQIAGVIK

By:

Asisaun Toovak, Mayor

ATTEST:

Mary Patkotak, City Clerk