

**RESOLUTION OF THE BOARD OF COMMISSIONERS
MORRIS COUNTY IMPROVEMENT AUTHORITY**

TITLE:

**RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY
AUTHORIZING THE ISSUANCE OF ONE OR MORE REQUEST FOR PROPOSALS
PURSUANT TO THE LOCAL PUBLIC CONTRACTS LAW
N.J.S.A. 40A:11-4.1(k) IN CONNECTION WITH THE
AUTHORITY'S RENEWABLE ENERGY PROGRAM**

WHEREAS, the Morris County Improvement Authority (the "**Authority**") has been duly created by ordinance of the Morris County Board of Chosen Freeholders (the "**Board**"), as public body corporate and politic of the State of New Jersey pursuant to and in accordance with the County Improvement Authorities Law, constituting Chapter 183 of the Pamphlet Laws of 1960 of the State, as amended and supplemented from time to time (the "**Act**");

WHEREAS, the Authority desires to undertake the development and implementation of a program (the "**Renewable Energy Program**") for the financing, design, permitting, acquisition, installation, operation and maintenance of renewable energy capital equipment and facilities such as solar panels, wind turbines, and hydro-electric, bio-diesel, geothermal, and bio-mass facilities, including any related electrical modifications or other work required or convenient for the installation of such systems (collectively, the renewable energy capital equipment and facilities, the "**Renewable Energy Projects**") for and on behalf of the County and local governmental units within the County, including without limitation municipalities, boards of education for school districts, local authorities and any other local government instrumentalities, public bodies or other local government entities; collectively, including the County, (the "**Local Units**");

WHEREAS, the Renewable Energy Projects procured under the Renewable Energy Program are to be installed on, in, affixed or adjacent to and/or for any other Local Unit Local Unit controlled buildings, other structures, lands or other properties of the Local Units (collectively, the "**Local Unit Facilities**");

WHEREAS, it may be necessary, desirable or convenient, in connection with the financing, design, permitting, acquisition, installation, operation and maintenance of the Renewable Energy Projects, to finance, design, permit, acquire, construct, renovate and install certain capital improvements to the Local Unit Facilities, including without limitation, improvements to or replacement of, roofing systems (the "**Capital Improvement Projects**" and

together with the Renewable Energy Projects and any Completion Project as defined in the hereinafter defined Bond Resolution, the “**Projects**”);

WHEREAS, the primary goal of the Renewable Energy Program is to expand the use of renewable energy sources available and utilized by the Local Units for their Local Unit Facilities, with the attendant environmental and financial benefits associated thereby, and to reduce the energy related operating costs to the Local Units for their Local Unit Facilities, all intended to be offered at no net cost to the Local Units;

WHEREAS, the Authority, in accordance with Department of Community Affairs Division of Local Government Services (hereinafter the “**Division**”) Local Finance Notice (“**LFN**”) 2008-20, dated December 3, 2008, and LFN 2009-10, dated June 12, 2009, N.J.S.A. 40A:11-4.1 through 4.5, inclusive, of the Local Public Contracts Law, and/or other applicable law and through a competitive contracting request for proposal process (the “**Company RFP**”), shall have procured the services of one or more private renewable energy developers (collectively the “**Company**”) to (a) design, acquire, construct, install, operate and maintain the Renewable Energy Projects and (b) design, acquire, construct, renovate, and install the Capital Improvement Projects, if any, in both cases for certain designated Local Unit Facilities;

WHEREAS, pursuant to N.J.S.A. 40A:11-4.3a, in order to initiate a competitive contracting process and issue the Company RFP, the Authority must first adopt a resolution authorizing the use of competitive contracting; and

WHEREAS, in order to comply with N.J.S.A. 40A:11-4.3b, the Authority shall select a successful respondent from the Company RFP process through the adoption of a resolution by the Authority.

NOW THEREFORE BE IT RESOLVED by the Board of Commissioners of the Authority as follows:

Section 1. The Chair of the Authority, the Vice-Chair of the Authority, the Treasurer of the Authority, or their designee (each an “Authorized Officer”), or at the direction of an Authorized Officer, any of the Authority’s consulting energy engineer, and/or the Authority’s counsel and financial advisor for the Renewable Energy Program, (collectively, the “**Consultants**”) are hereby severally authorized to (a) issue the Company RFP, individually or as more than one Company RFP, in substantially the form attached hereto as Exhibit A, with such changes thereto as an Authorized Officer, each severally authorized to issue the Company RFP, shall in their sole discretion determine to be in the best interests of the Authority, the Local Units, the County and the Renewable Energy Program, (b) post the notice of the Company RFP (Exhibit 1 to the Company RFP) and the Company RFP on the Authority website, and (c) from time to time issue any addenda to the Company RFP, if required desirable or convenient to conclude the selection process, all in such form and with such terms and conditions that any such Authorized Officer shall determine, in their sole discretion, after consultation with the Consultants, to be compliant with the Act, N.J.S.A. 19:44A-20.1 et seq., and other applicable law and otherwise in the best interests of Authority, the County and/or the Local Units in the development and implementation of the Renewable Energy Program, which posting shall state,

at a minimum, that copies of Company RFP are available from the Authority upon written request.

Section 2. Upon receipt of the responsive proposals to the Company RFP (the “**Company Proposals**”), one or more of the Authorized Officers of the Authority and its Consultants shall review the Company Proposals on the basis of the Evaluation Criteria as defined and set forth in the Section 6.2 of the Company RFP.

Section 3. Prior to making a recommendation to the governing body of the Authority as to the selection of a Company Proposal that would be the most beneficial to the development and implementation of the Renewable Energy Program, the Authority, the County and the Local Units (the “**Company RFP Successful Respondent**”) the Authority shall cause the preparation of a report evaluating and recommending the award of a contract or contracts pursuant to N.J.S.A. 40A:11-4.5d.

Section 4. The award of the Company RFP to the Company RFP Successful Respondent shall be made by the governing body of the Authority at a subsequent Authority public meeting, unless otherwise delegated in a subsequent resolution of the Authority.

Section 5. Each Authorized Officer and at their direction, the Consultants, are hereby severally authorized to take such other actions as may be deemed, in their sole discretion, to be necessary, desirable or convenient in carrying out the intentions of this resolution with respect to the Company RFP for the development and implementation of the Renewable Energy Program.

Section 6. All actions taken to date by the Authority, the Authorized Officers and the Consultants, with respect to the matters set forth in or contemplated by this resolution, are hereby ratified and approved.

Section 7. In accordance with N.J.S.A. 40:37A-50, the Secretary of the Authority is hereby authorized and directed to submit to each member of the Board of Freeholders, by the end of the fifth business day following this meeting, a copy of the minutes of this meeting. The Secretary is hereby further authorized and directed to obtain from the Clerk of the Board of Freeholders a certification from the respective Clerks stating that the minutes of this meeting have not been vetoed by the Director of the Board of Freeholders.

Section 8. This resolution shall be effective immediately, unless it has been vetoed in accordance with N.J.S.A. 40:37A-50(e) of the Act.

MOVED/SECONDED:

Resolution moved by Commissioner Roe.

Resolution seconded by Commissioner Pinto.

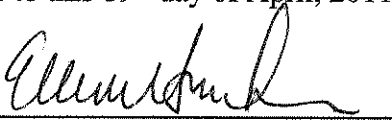
VOTE:

Commissioner	Yes	No	Abstain	Absent
Pinto	X			
Ramirez	X			
Roe	X			
Sandman	X			
Bonanni	X			

ATTESTATION:

This Resolution was acted upon at the Regular Meeting of the Authority held on April 19, 2011 at the Authority's principal corporate office in Morristown, New Jersey.

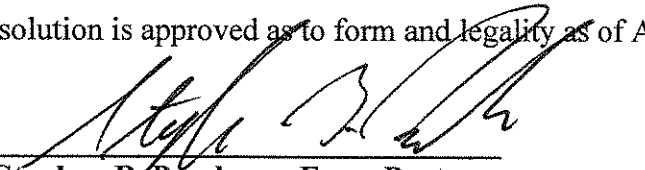
Attested to this 19th day of April, 2011

By: 

Secretary of the Authority

FORM and LEGALITY:

This Resolution is approved as to form and legality as of April 19, 2011

By: 
Stephen B. Pearlman, Esq., Partner
Inglesino, Pearlman, Wyciskala & Taylor, LLC
Counsel to the Authority

CERTIFICATION

I, Ellen Sandman, Secretary of the Morris County Improvement Authority hereby certify that the foregoing **RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY AUTHORIZING THE ISSUANCE OF A REQUEST FOR PROPOSALS PURSUANT TO THE LOCAL PUBLIC CONTRACTS LAW N.J.S.A. 40A:11-4.1(k) IN CONNECTION WITH THE AUTHORITY'S RENEWABLE ENERGY PROGRAM** is a true copy of a resolution adopted by the governing body of the Authority on April 19, 2011.

MORRIS COUNTY IMPROVEMENT AUTHORITY

By: 

Dated:

EXHIBIT A
FORM OF RFP