

**RESOLUTION RE: RESOLUTION OF THE COUNTY OF SUSSEX
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 MORRIS COUNTY
IMPROVEMENT AUTHORITY'S COUNTY OF SUSSEX
RENEWABLE ENERGY PROGRAM**

WHEREAS, the County of Sussex, New Jersey, a political subdivision of the State (the "*County*") desires to undertake the development and implementation of a renewable energy program (the "*Renewable Energy Program*") for the financing, design, permitting, acquisition, construction, 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, work related to the maintenance of roof warranties, or other work required, desirable 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 its affiliates, and the 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*"); and

WHEREAS, the Morris County Improvement Authority (the "*Authority*") has been duly created by resolution no. 42 entitled "Resolution of the Board of Chosen Freeholders of Morris County, New Jersey creating the Morris County Improvement Authority" duly adopted by the Board of Chosen Freeholders (the "*Morris County Board of Freeholders*") of the County of Morris (the "*Morris County*") in the State of New Jersey (the "*State*") on April 10, 2002 as a public body corporate and politic of the State pursuant to and in accordance with the county improvement authorities law, constituting Chapter 183 of the Pamphlet Laws of 1960 of the State, and the acts amendatory thereof and supplemental thereto (as codified at N.J.S.A. 40:37A-44 et seq., the "*Act*"), and other applicable law; and

WHEREAS, as of the date hereof, the County has not created its own county improvement authority, and therefore pursuant to the Act, the County may determine to utilize the services of another county improvement authority, including without limitation the Authority, with the consent of both the County, a beneficiary county under the Act, and the Morris County Board of Freeholders, for any purpose for which an improvement authority shall exist, including those set forth in Section 11 of the Act (N.J.S.A. 40:37A-54, "*Section 11*"), which purposes include the development and implementation of the Renewable Energy Program; and

WHEREAS, the County desires to implement the Renewable Energy Program through the Authority pursuant to the Act, the Uniform Shared Services and Consolidation Act, constituting Chapter 63 of the Pamphlet Laws of 2007 of the State, and the acts amendatory thereof and supplemental thereto (as codified at N.J.S.A. 40A:65-1 *et seq.*, the "*Shared Services Act*"), and all other applicable law, the terms of which agreement has been set forth in that certain "Service Agreement (Sussex County Renewable Energy Program)" dated as of March 1, 2011 (as amended and supplemented from time to time in accordance with its terms, the "*Service Agreement*") between the County and the Authority, and consented to by Morris County; and

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

WHEREAS, it may be necessary, desirable or convenient, in connection with the financing, design, permitting, acquisition, construction, 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, if any (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*"), and to the extent no Capital Improvement Projects are so financed, references herein shall have no meaning; and

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; and

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; and

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 and the County must each 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, with the County's input, 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 CHOSEN FREEHOLDERS OF THE COUNTY OF SUSSEX, NEW JERSEY, 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 "Authority Authorized Officer"), or at the direction of an Authority 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 Authority 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 of Sussex 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 Authority 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 of Sussex 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 Authority Authorized Officers and its Consultants along with the County 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 and the County 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 of Sussex 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 and the County at a subsequent Authority and County, respectively, public meeting, unless otherwise delegated in a subsequent resolution of the Authority or the County.

Section 5. Each Authority 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. This Resolution shall be effective immediately.

Certified as a true copy of the Resolution adopted by the Board on the 27th day of July, 2011.

Elaine A. Morgan
 Elaine A. Morgan, Clerk
 Board of Chosen Freeholders
 County of Sussex

RECORD OF VOTE						
FREEHOLDER	AYE	NAY	ABST	ABS	MOVE	SEC
Crabb	✓				✓	
Space	✓					✓
Vohden	✓					
Zelman	✓					
Zecoli	✓					

ABST - Abstain
 MOVE - Resolution Moved

ABS - Absent
 SEC - Resolution Seconded