

**RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY**

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***TITLE:***

**RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY APPROVING AND AUTHORIZING THE EXECUTION OF A LETTER AGREEMENT WITH POWER PARTNERS MASTEC, LLC AND THE COUNTY OF SUSSEX, NEW JERSEY**

**WHEREAS**, the Morris County Improvement Authority (the "Authority") has been duly created by resolution of the County of Morris, State of New Jersey and exists in good standing as a public body corporate and politic under and pursuant to all applicable law, including the county improvement authorities law, constituting Chapter 183 of the Pamphlet Laws of 1960 of the State, as amended from time to time (codified at N.J.S.A. 40:37A-44 et seq., the "Act"); and

**WHEREAS**, on March 3, 2015, the Authority entered into a (i) Settlement Agreement, by and among the Authority, Power Partners MasTec, LLC ("MasTec") and the County of Sussex, New Jersey ("Sussex County" and together with the Authority, the "County Parties"), SunLight General Sussex Solar, LLC (the "Company"), and others (the "Settlement Agreement") and (ii) Amendment and Consent No. 3 (Sussex County Renewable Energy Program, Series 2011), by and among the County Parties, U.S. Bank National Association, the Company, and others, both relating to the Sussex County Renewable Energy Program (the "REP") ; and

**WHEREAS**, in March, 2015, Vanguard Energy Partners, LLC ("Vanguard") and the Company entered a Master Engineering, Procurement and Construction Agreement relating to the REP; and

**WHEREAS**, on May 21, 2015, the County Parties, including the Authority at the express written direction of Sussex County, entered into a Letter Agreement with MasTec (the "2015 Letter Agreement"); and

**WHEREAS**, as a result of a discrepancy between the Settlement Agreement and the 2015 Letter Agreement, MasTec owes the County Parties the amount of One Hundred Forty-Four Thousand Two Hundred Seventeen Dollars and Seventy Cents (\$114,521.70) (the "Gross Reimbursement Amount"); and

**WHEREAS**, Sussex County has agreed to pay MasTec \$29,224.10 for the costs incurred for storing certain panels purchased by Vanguard in accordance with the 2015 Letter Agreement (the "Storage Costs"), such amount to be netted from the Gross Reimbursement Amount; and

**WHEREAS**, MasTec, Sussex County and, at the express written direction of Sussex County, the Authority, desire to enter into a Letter Agreement (the “2018 Letter Agreement”) (in the form attached hereto as Exhibit A), to memorialize the terms of the payment by MasTec of the Gross Reimbursement Amount, net of the Storage Costs; and

**WHEREAS**, the 2018 Letter Agreement provides for a mutual release of liability between MasTec and the County Parties; and

**WHEREAS**, pursuant to the 2018 Letter Agreement, the Authority is entering into the 2018 Letter Agreement at the written direction of Sussex County pursuant to the Service Agreement, dated as of March 1, 2011, by and among Sussex County and the Authority; and

**WHEREAS**, the Board of Commissioners, having reviewed the 2018 Letter Agreement, desire to authorize the execution of the 2018 Letter Agreement and authorize delivery of same to MasTec and Sussex County.

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

**Section 1.** The aforementioned recitals are incorporated herein as though set forth at length.

**Section 2.** The Chairperson of the Authority (including his designees, each an "Authorized Officer"), is hereby authorized and directed, in consultation with counsel to the Authority, to execute and deliver the 2018 Letter Agreement in the form set forth in Exhibit A attached hereto, with such additions, modifications or deletions recommended by counsel to the Authority and agreed by the parties to such 2018 Letter Agreement.

**Section 3.** The Secretary of the Authority is hereby authorized to attest to the execution of the 2018 Letter Agreement and affix the Authority seal onto same.

**Section 4.** Each Authorized Officer of the Authority is hereby authorized to take all action deemed necessary, useful or convenient in connection with the foregoing and in furtherance of the 2018 Letter Agreement.

**Section 5.** This resolution shall take effect in accordance with applicable law.

**MOVED/SECONDED:**

Resolution moved by Commissioner \_\_\_\_\_.

Resolution seconded by Commissioner \_\_\_\_\_.

**VOTE:**

<b>Commissioner</b>	<b>Yes</b>	<b>No</b>	<b>Abstain</b>	<b>Absent</b>
Gallopo				
Bauer				
Ramirez				
Sandman				
Bonanni				

This Resolution was acted upon at the Regular Meeting of the Authority held on October 17, 2018 at the Authority's principal corporate office in Morristown, New Jersey.

Attested to this 17th day of October, 2018

By: \_\_\_\_\_  
Secretary of the Authority

**FORM and LEGALITY:**

This Resolution is approved as to form and legality as of October 17, 2018.

By: \_\_\_\_\_  
Matthew D. Jessup, Member, McManimon, Scotland & Baumann, LLC  
Counsel to the Authority  
Resolution No. 18-21

**EXHIBIT A**

***Form of 2018 Letter Agreement***