

RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY

TITLE:

RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY RATIFYING THE EXECUTION OF THE DIRECTION TO TRANSFER 1603 GRANT FUNDS AND OTHER ACTIONS IN CONNECTION THEREWITH AND AUTHORIZING THE PAYMENT OF CERTAIN OPERATING EXPENSES IN CONNECTION WITH THE MORRIS COUNTY IMPROVEMENT AUTHORITY'S COUNTY OF MORRIS GUARANTEED RENEWABLE ENERGY PROGRAM LEASE REVENUE BONDS, SERIES 2011 AND CERTAIN OTHER MATTERS RELATED THERETO

WHEREAS, the Morris County Improvement Authority (including any successors and assigns, the "Authority") has been duly created by resolution duly adopted by the Board of Chosen Freeholders (the "Board of Freeholders") of the County of Morris (the "County") in the State of New Jersey (the "State") 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 (the "Act"), and other applicable law; and

WHEREAS, pursuant to that certain resolution entitled "RESOLUTION AUTHORIZING THE ISSUANCE OF COUNTY OF MORRIS GUARANTEED RENEWABLE ENERGY PROGRAM LEASE REVENUE NOTES AND BONDS, SERIES 2011 AND ADDITIONAL BONDS OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY" adopted by the governing body of the Authority on July 20, 2011, as amended and supplemented from time to time in accordance with its terms (the "Bond Resolution"); (capitalized terms used herein and not otherwise defined herein, for all purposes of this Resolution, shall have the meanings ascribed to such terms in the Bond Resolution), the Act and other applicable law and official action, the Authority issued its "County of Morris Guaranteed Renewable Energy Program Lease Revenue Bonds, Series 2011A (Federally Taxable)", in the aggregate principal amount of \$34,100,000 (the "Series 2011 Bonds") to finance the Renewable Energy Projects for the Series 2011 Local Units as set forth in the various Program Documents in connection with the second tranche of the Authority's Renewable Energy Program ("Tranche II"); and

WHEREAS, in connection with Tranche II, the County and the Authority entered into that certain "County Guarantee Agreement (Morris County Renewable Energy Program, Series 2011," dated December 1, 2011 (the "County Guarantee") pursuant to which the County guaranteed the payment of all principal of and interest on the Series 2011 Bonds; and

WHEREAS, pursuant to Section 3(e) of Amendment and Consent No. 3 (Morris County Renewable Energy Program, Series 2011) dated as of March 3, 2015 ("Consent No. 3"), by and among the Authority, the County, U.S. Bank National Association, (the "Trustee") SunLight General NJC Solar LLC, SunLight General Morris Holdings, LLC, SunLight General Morris Solar, LLC (the "Company") and SunLight General Capital Management, LLC, as well as the Settlement Agreement dated as of March 3, 2015 (the "Settlement Agreement"), the Company made application to The United States Department of the Treasury for payment for Specified Energy Property in Lieu of Tax Credits under Section 1603 of Division B of the American Recovery and Reinvestment Act of 2009 (the "1603 Grant Funds") relating to construction of the following Renewable Energy Projects: Tinc School, Sandshore Elementary School, Chester Municipal Building, Benedict A. Cucinella School, Chatham High School, Long Valley Middle School, Morris County Office of Temporary Assistance, Morris County Library and Morris County Public Safety Training Academy; and

WHEREAS, on July 19, 2017, the Company advised the Authority that the Company has received \$3,108,583.00 in 1603 Grant Funds (the "Received Grant Funds") pursuant to the award letters attached hereto as Exhibit A; and

WHEREAS, on August 3, 2017, the Chairman of the Authority executed a "Direction to Transfer 1603 Grant Funds" (the "1603 Letter") directing the Company to transfer the Received Grant Funds to the County Security Fund held by the Trustee pursuant to the Bond Resolution; and

WHEREAS, the Authority agrees that the Company shall have satisfied its obligations under Section 3(e) of Consent No. 3 and the Settlement Agreement, solely as such obligations relate to the 1603 Grant Funds, and to the extent that no additional 1603 Grant Funds are received by the Company; and

WHEREAS, pursuant to Section 3(m) of Consent No. 3, the Company is required and obligated to operate and maintain all built Series 2011 Local Unit Projects (as defined in Consent No. 3) in accordance with the Prior Program Documents (as defined in Consent No. 3); and

WHEREAS, the Company has incurred operating expenses in the amounts and as further described in Exhibit B attached hereto (the "Operating Expenses"); and

WHEREAS, certain Operating Expenses have been pre-approved for payment by the terms of Consent No. 3 and certain Operating Expenses may only be paid by the Company upon consent in writing by the Authority; and

WHEREAS, such approval notwithstanding, the Authority desires to approve, ratify and confirm, as applicable, payment by the Company of all Operating Expenses, but only to the extent such approval is required pursuant to the terms of the Program Documents.

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

Section 1. The Authority hereby authorizes, approves and ratifies the execution of the 1603 Letter by the Chairman in the form attached hereto as Exhibit C with such changes, omissions and amendments as the Chairman deems appropriate in consultation with the Authority's Counsel.

Section 2. The Authority hereby agrees that the Company has satisfied its obligations under Section 3(e) of Consent No. 3 and the Settlement Agreement, solely as such obligations relate to the 1603 Grant Funds, and to the extent that no additional 1603 Grant Funds are received by the Company.

Section 3. The Authority hereby approves, ratifies and confirms, as applicable, payment by the Company of all Operating Expenses, but only to the extent such approval is required pursuant to the terms of the Program Documents.

Section 4. The Authorized Officers are hereby authorized and directed to take all further actions, and to execute such certificates, instruments or documents, deemed necessary, convenient or desirable by any such Authorized Officer, in consultation with counsel, in connection with all matters set forth in or contemplated by this resolution.

Section 5. Subject to the second sentence of this section, this resolution shall take effect immediately. 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 Clerk stating that the minutes of this meeting have not been vetoed by the Director of the Board of Freeholders.

[Remainder of page intentionally left blank]

Exhibit A

Matthew D. Jessup

From: Bill Zachary <bzachary@sunlightgeneral.com>
Sent: Wednesday, July 19, 2017 10:05 AM
To: Matthew D. Jessup
Subject: Fwd: U.S. Treasury Department - Application for Section 1603: Application 2012E48SE108636 Awarded

Chester Muni

William C. Zachary
Director of Municipal Finance
SunLight General Capital
135 East 57th Street, 6th Floor, Suite 104
New York, New York 10022
(917) 733-3038
bzachary@sunlightgeneral.com

----- Forwarded message -----

From: <treas1603@nrel.gov>
Date: Wed, Jul 19, 2017 at 9:09 AM
Subject: U.S. Treasury Department - Application for Section 1603: Application 2012E48SE108636 Awarded
To: jshipley@sunlightgeneral.com
Cc: 1603user@sunlightgeneral.com



Section 1603 AWARD LETTER



Joseph Shipley
SunLight General Morris Solar, LLC
135 E 57th St, New York, NY, 10022

Re: Section 1603 Payment for Specified Energy Property in Lieu of Tax Credits for Treasury Application Number 2012E48SE108636 – Award Notice

Dear Joseph Shipley:

The United States Department of the Treasury (Treasury) is pleased to inform you that the above-referenced application for payment in the amount of (\$162,709.00) for Specified Energy Property in Lieu of Tax Credits is approved. This payment is authorized under Section 1603 of Division B of the American Recovery and Reinvestment Act of 2009. The amount of the requested Section 1603 payment was reduced because Treasury determined that the applicant's claimed qualified basis exceeded the eligible property's fair market value. The

adjusted payment reflects an amount that is more consistent with the eligible property's fair market value than is the basis claimed in the Section 1603 application. In addition, we have removed certain other costs determined to be ineligible including costs related to the EPC litigation and settlement. As is the case with all Section 1603 applications, all payments (including adjusted payments) are subject to further review and audit which could, even in cases where reductions have already been made, result in further downward adjustments. If you believe we have made this adjustment in error, you may contact us at 1603awards@do.treas.gov.

Pursuant to the requirements of the Balanced Budget and Emergency Deficit Control Act of 1985, as amended, payments issued under Section 1603 of the American Recovery and Reinvestment Tax Act of 2009 for specified energy property in lieu of tax credits, are subject to sequestration. As a result, the amount of your award has been reduced by the sequestration reduction rate of 6.9 percent resulting in a payment in the amount of \$151,482.00.

To retain the full payment, the energy property must continue to qualify as "specified energy property" (as described in the Program Guidance) for five years and annual reports must be submitted on energy production at <https://treas1603.nrel.gov>. An email reminder will be sent thirty days prior to the annual report's due date. If your email address changes any time in the five years, write to us at 1603Questions@treasury.gov with your new email address.

This notice constitutes official notification of the award and together with your submitted application, supporting documentation, and signed Terms and Conditions constitutes the Grant Agreement between Treasury and you. Acceptance of this award, including the Terms and Conditions, is acknowledged by the awardee when funds are accepted from Treasury. All awards are subject to further monitoring and audit to ensure compliance.

You should receive the payment in your bank account within seven business days of the date of this letter. The payment will be deposited in the bank account that is listed in the System for Awards Management (SAM).

Sincerely,

A handwritten signature in dark ink, appearing to read 'D. Lebryk', with a stylized flourish at the end.

David A. Lebryk

Fiscal Assistant Secretary

Matthew D. Jessup

From: Bill Zachary <bzachary@sunlightgeneral.com>
Sent: Wednesday, July 19, 2017 10:04 AM
To: Matthew D. Jessup
Subject: Fwd: U.S. Treasury Department - Application for Section 1603: Application 2012E48SE108729 Awarded

Cucinella

William C. Zachary
Director of Municipal Finance
SunLight General Capital
135 East 57th Street, 6th Floor, Suite 104
New York, New York 10022
(917) 733-3038
bzachary@sunlightgeneral.com

----- Forwarded message -----

From: <treas1603@nrel.gov>
Date: Wed, Jul 19, 2017 at 9:09 AM
Subject: U.S. Treasury Department - Application for Section 1603: Application 2012E48SE108729 Awarded
To: jshipley@sunlightgeneral.com
Cc: 1603user@sunlightgeneral.com



Section 1603 AWARD LETTER



Joseph Shipley
SunLight General Morris Solar, LLC
135 E 57th St, New York, NY, 10022

Re: Section 1603 Payment for Specified Energy Property in Lieu of Tax Credits for Treasury Application Number 2012E48SE108729 – Award Notice

Dear Joseph Shipley:

The United States Department of the Treasury (Treasury) is pleased to inform you that the above-referenced application for payment in the amount of (\$168,036.00) for Specified Energy Property in Lieu of Tax Credits is approved. This payment is authorized under Section 1603 of Division B of the American Recovery and Reinvestment Act of 2009. The amount of the requested Section 1603 payment was reduced because Treasury determined that the applicant's claimed qualified basis exceeded the eligible property's fair market value. The

adjusted payment reflects an amount that is more consistent with the eligible property's fair market value than is the basis claimed in the Section 1603 application. In addition, we have removed certain other costs determined to be ineligible including costs related to the EPC litigation and settlement. As is the case with all Section 1603 applications, all payments (including adjusted payments) are subject to further review and audit which could, even in cases where reductions have already been made, result in further downward adjustments. If you believe we have made this adjustment in error, you may contact us at 1603awards@do.treas.gov.

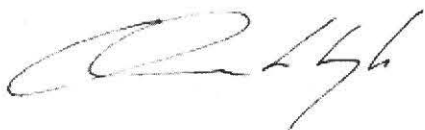
Pursuant to the requirements of the Balanced Budget and Emergency Deficit Control Act of 1985, as amended, payments issued under Section 1603 of the American Recovery and Reinvestment Tax Act of 2009 for specified energy property in lieu of tax credits, are subject to sequestration. As a result, the amount of your award has been reduced by the sequestration reduction rate of 6.9 percent resulting in a payment in the amount of \$156,442.00.

To retain the full payment, the energy property must continue to qualify as "specified energy property" (as described in the Program Guidance) for five years and annual reports must be submitted on energy production at <https://treas1603.nrel.gov>. An email reminder will be sent thirty days prior to the annual report's due date. If your email address changes any time in the five years, write to us at 1603Questions@treasury.gov with your new email address.

This notice constitutes official notification of the award and together with your submitted application, supporting documentation, and signed Terms and Conditions constitutes the Grant Agreement between Treasury and you. Acceptance of this award, including the Terms and Conditions, is acknowledged by the awardee when funds are accepted from Treasury. All awards are subject to further monitoring and audit to ensure compliance.

You should receive the payment in your bank account within seven business days of the date of this letter. The payment will be deposited in the bank account that is listed in the System for Awards Management (SAM).

Sincerely,

A handwritten signature in black ink, appearing to read 'D. Lebryk', with a stylized flourish at the end.

David A. Lebryk

Fiscal Assistant Secretary

Matthew D. Jessup

From: Bill Zachary <bzachary@sunlightgeneral.com>
Sent: Wednesday, July 19, 2017 10:04 AM
To: Matthew D. Jessup
Subject: Fwd: U.S. Treasury Department - Application for Section 1603: Application 2012E48SE118206 Awarded

Long Valley

William C. Zachary
Director of Municipal Finance
SunLight General Capital
135 East 57th Street, 6th Floor, Suite 104
New York, New York 10022
(917) 733-3038
bzachary@sunlightgeneral.com

----- Forwarded message -----

From: <treas1603@nrel.gov>
Date: Wed, Jul 19, 2017 at 9:09 AM
Subject: U.S. Treasury Department - Application for Section 1603: Application 2012E48SE118206 Awarded
To: jshipley@sunlightgeneral.com
Cc: 1603user@sunlightgeneral.com



Section 1603 AWARD LETTER



Joseph Shipley
SunLight General Morris Solar LLC
135 E 57th St, New York, NY, 10022

Re: Section 1603 Payment for Specified Energy Property in Lieu of Tax Credits for Treasury Application Number 2012E48SE118206 – Award Notice

Dear Joseph Shipley:

The United States Department of the Treasury (Treasury) is pleased to inform you that the above-referenced application for payment in the amount of (\$406,853.00) for Specified Energy Property in Lieu of Tax Credits is approved. This payment is authorized under Section 1603 of Division B of the American Recovery and Reinvestment Act of 2009. The amount of the requested Section 1603 payment was reduced because Treasury determined that the applicant's claimed qualified basis exceeded the eligible property's fair market value. The

adjusted payment reflects an amount that is more consistent with the eligible property's fair market value than is the basis claimed in the Section 1603 application. In addition, we have removed certain other costs determined to be ineligible including costs related to the EPC litigation and settlement. As is the case with all Section 1603 applications, all payments (including adjusted payments) are subject to further review and audit which could, even in cases where reductions have already been made, result in further downward adjustments. If you believe we have made this adjustment in error, you may contact us at 1603awards@do.treas.gov.

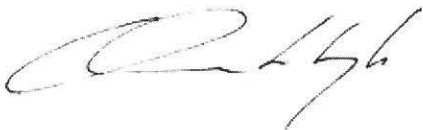
Pursuant to the requirements of the Balanced Budget and Emergency Deficit Control Act of 1985, as amended, payments issued under Section 1603 of the American Recovery and Reinvestment Tax Act of 2009 for specified energy property in lieu of tax credits, are subject to sequestration. As a result, the amount of your award has been reduced by the sequestration reduction rate of 6.9 percent resulting in a payment in the amount of \$378,780.00.

To retain the full payment, the energy property must continue to qualify as "specified energy property" (as described in the Program Guidance) for five years and annual reports must be submitted on energy production at <https://treas1603.nrel.gov>. An email reminder will be sent thirty days prior to the annual report's due date. If your email address changes any time in the five years, write to us at 1603Questions@treasury.gov with your new email address.

This notice constitutes official notification of the award and together with your submitted application, supporting documentation, and signed Terms and Conditions constitutes the Grant Agreement between Treasury and you. Acceptance of this award, including the Terms and Conditions, is acknowledged by the awardee when funds are accepted from Treasury. All awards are subject to further monitoring and audit to ensure compliance.

You should receive the payment in your bank account within seven business days of the date of this letter. The payment will be deposited in the bank account that is listed in the System for Awards Management (SAM).

Sincerely,

A handwritten signature in dark ink, appearing to read 'D. Lebryk', with a stylized flourish at the end.

David A. Lebryk

Fiscal Assistant Secretary

Matthew D. Jessup

From: Bill Zachary <bzachary@sunlightgeneral.com>
Sent: Wednesday, July 19, 2017 10:04 AM
To: Matthew D. Jessup
Subject: Fwd: U.S. Treasury Department - Application for Section 1603: Application 2012E48SE118666 Awarded

Chatham HS

William C. Zachary
Director of Municipal Finance
SunLight General Capital
135 East 57th Street, 6th Floor, Suite 104
New York, New York 10022
(917) 733-3038
bzachary@sunlightgeneral.com

----- Forwarded message -----

From: <treas1603@nrel.gov>
Date: Wed, Jul 19, 2017 at 9:10 AM
Subject: U.S. Treasury Department - Application for Section 1603: Application 2012E48SE118666 Awarded
To: jshipley@sunlightgeneral.com
Cc: 1603user@sunlightgeneral.com



Section 1603 AWARD LETTER



Joseph Shipley
SunLight General Morris Solar, LLC
135 E 57th St, New York, NY, 10022

Re: Section 1603 Payment for Specified Energy Property in Lieu of Tax Credits for Treasury Application Number 2012E48SE118666 – Award Notice

Dear Joseph Shipley:

The United States Department of the Treasury (Treasury) is pleased to inform you that the above-referenced application for payment in the amount of (\$158,055.00) for Specified Energy Property in Lieu of Tax Credits is approved. This payment is authorized under Section 1603 of Division B of the American Recovery and Reinvestment Act of 2009. The amount of the requested Section 1603 payment was reduced because Treasury determined that the applicant's claimed qualified basis exceeded the eligible property's fair market value. The

adjusted payment reflects an amount that is more consistent with the eligible property's fair market value than is the basis claimed in the Section 1603 application. In addition, we have removed certain other costs determined to be ineligible including costs related to the EPC litigation and settlement. As is the case with all Section 1603 applications, all payments (including adjusted payments) are subject to further review and audit which could, even in cases where reductions have already been made, result in further downward adjustments. If you believe we have made this adjustment in error, you may contact us at 1603awards@do.treas.gov.


Pursuant to the requirements of the Balanced Budget and Emergency Deficit Control Act of 1985, as amended, payments issued under Section 1603 of the American Recovery and Reinvestment Tax Act of 2009 for specified energy property in lieu of tax credits, are subject to sequestration. As a result, the amount of your award has been reduced by the sequestration reduction rate of 6.9 percent resulting in a payment in the amount of \$147,149.00.

To retain the full payment, the energy property must continue to qualify as "specified energy property" (as described in the Program Guidance) for five years and annual reports must be submitted on energy production at <https://treas1603.nrel.gov>. An email reminder will be sent thirty days prior to the annual report's due date. If your email address changes any time in the five years, write to us at 1603Questions@treasury.gov with your new email address.

This notice constitutes official notification of the award and together with your submitted application, supporting documentation, and signed Terms and Conditions constitutes the Grant Agreement between Treasury and you. Acceptance of this award, including the Terms and Conditions, is acknowledged by the awardee when funds are accepted from Treasury. All awards are subject to further monitoring and audit to ensure compliance.

You should receive the payment in your bank account within seven business days of the date of this letter. The payment will be deposited in the bank account that is listed in the System for Awards Management (SAM).

Sincerely,

A handwritten signature in black ink, appearing to read "D. Lebryk", with a stylized flourish at the end.

David A. Lebryk

Fiscal Assistant Secretary

Matthew D. Jessup

From: Bill Zachary <bzachary@sunlightgeneral.com>
Sent: Wednesday, July 19, 2017 10:03 AM
To: Matthew D. Jessup
Subject: Fwd: U.S. Treasury Department - Application for Section 1603: Application 2012E48SE124564 Awarded

PTSA

William C. Zachary
Director of Municipal Finance
SunLight General Capital
135 East 57th Street, 6th Floor, Suite 104
New York, New York 10022
(917) 733-3038
bzachary@sunlightgeneral.com

----- Forwarded message -----

From: <treas1603@nrel.gov>
Date: Wed, Jul 19, 2017 at 9:10 AM
Subject: U.S. Treasury Department - Application for Section 1603: Application 2012E48SE124564 Awarded
To: jshipley@sunlightgeneral.com
Cc: 1603user@sunlightgeneral.com



Section 1603 AWARD LETTER



Joseph Shipley
SunLight General Morris Solar, LLC
135 E 57th St, New York, NY, 10022

Re: Section 1603 Payment for Specified Energy Property in Lieu of Tax Credits for Treasury Application Number 2012E48SE124564 – Award Notice

Dear Joseph Shipley:

The United States Department of the Treasury (Treasury) is pleased to inform you that the above-referenced application for payment in the amount of (\$930,820.00) for Specified Energy Property in Lieu of Tax Credits is approved. This payment is authorized under Section 1603 of Division B of the American Recovery and Reinvestment Act of 2009. The amount of the requested Section 1603 payment was reduced because Treasury determined that the applicant's claimed qualified basis exceeded the eligible property's fair market value. The

adjusted payment reflects an amount that is more consistent with the eligible property's fair market value than is the basis claimed in the Section 1603 application. In addition, we have removed certain other costs determined to be ineligible including costs related to the EPC litigation and settlement. As is the case with all Section 1603 applications, all payments (including adjusted payments) are subject to further review and audit which could, even in cases where reductions have already been made, result in further downward adjustments. If you believe we have made this adjustment in error, you may contact us at 1603awards@do.treas.gov.

Pursuant to the requirements of the Balanced Budget and Emergency Deficit Control Act of 1985, as amended, payments issued under Section 1603 of the American Recovery and Reinvestment Tax Act of 2009 for specified energy property in lieu of tax credits, are subject to sequestration. As a result, the amount of your award has been reduced by the sequestration reduction rate of 6.9 percent resulting in a payment in the amount of \$866,593.00.

To retain the full payment, the energy property must continue to qualify as "specified energy property" (as described in the Program Guidance) for five years and annual reports must be submitted on energy production at <https://treas1603.nrel.gov>. An email reminder will be sent thirty days prior to the annual report's due date. If your email address changes any time in the five years, write to us at 1603Questions@treasury.gov with your new email address.

This notice constitutes official notification of the award and together with your submitted application, supporting documentation, and signed Terms and Conditions constitutes the Grant Agreement between Treasury and you. Acceptance of this award, including the Terms and Conditions, is acknowledged by the awardee when funds are accepted from Treasury. All awards are subject to further monitoring and audit to ensure compliance.

You should receive the payment in your bank account within seven business days of the date of this letter. The payment will be deposited in the bank account that is listed in the System for Awards Management (SAM).

Sincerely,

A handwritten signature in black ink, appearing to read 'D. Lebryk', with a stylized flourish at the end.

David A. Lebryk

Fiscal Assistant Secretary

Matthew D. Jessup

From: Bill Zachary <bzachary@sunlightgeneral.com>
Sent: Wednesday, July 19, 2017 10:03 AM
To: Matthew D. Jessup
Subject: Fwd: U.S. Treasury Department - Application for Section 1603: Application 2012E48SE124565 Awarded

Library canopy

William C. Zachary
Director of Municipal Finance
SunLight General Capital
135 East 57th Street, 6th Floor, Suite 104
New York, New York 10022
(917) 733-3038
bzachary@sunlightgeneral.com

----- Forwarded message -----

From: <treas1603@nrel.gov>
Date: Wed, Jul 19, 2017 at 9:10 AM
Subject: U.S. Treasury Department - Application for Section 1603: Application 2012E48SE124565 Awarded
To: jshipley@sunlightgeneral.com
Cc: 1603user@sunlightgeneral.com



Section 1603 AWARD LETTER



Joseph Shipley
SunLight General Morris Solar, LLC
135 E 57th St, New York, NY, 10022

Re: Section 1603 Payment for Specified Energy Property in Lieu of Tax Credits for Treasury Application Number 2012E48SE124565 – Award Notice

Dear Joseph Shipley:

The United States Department of the Treasury (Treasury) is pleased to inform you that the above-referenced application for payment in the amount of (\$452,852.00) for Specified Energy Property in Lieu of Tax Credits is approved. This payment is authorized under Section 1603 of Division B of the American Recovery and Reinvestment Act of 2009. The amount of the requested Section 1603 payment was reduced because Treasury determined that the applicant's claimed qualified basis exceeded the eligible property's fair market value. The adjusted payment reflects an amount that is more consistent with the eligible property's fair market value than is

the basis claimed in the Section 1603 application. In addition, we have removed certain other costs determined to be ineligible including costs related to the EPC litigation and settlement. As is the case with all Section 1603 applications, all payments (including adjusted payments) are subject to further review and audit which could, even in cases where reductions have already been made, result in further downward adjustments. If you believe we have made this adjustment in error, you may contact us at 1603awards@do.treas.gov.

Pursuant to the requirements of the Balanced Budget and Emergency Deficit Control Act of 1985, as amended, payments issued under Section 1603 of the American Recovery and Reinvestment Tax Act of 2009 for specified energy property in lieu of tax credits, are subject to sequestration. As a result, the amount of your award has been reduced by the sequestration reduction rate of 6.9 percent resulting in a payment in the amount of \$421,605.00.

To retain the full payment, the energy property must continue to qualify as "specified energy property" (as described in the Program Guidance) for five years and annual reports must be submitted on energy production at <https://treas1603.nrel.gov>. An email reminder will be sent thirty days prior to the annual report's due date. If your email address changes any time in the five years, write to us at 1603Questions@treasury.gov with your new email address.

This notice constitutes official notification of the award and together with your submitted application, supporting documentation, and signed Terms and Conditions constitutes the Grant Agreement between Treasury and you. Acceptance of this award, including the Terms and Conditions, is acknowledged by the awardee when funds are accepted from Treasury. All awards are subject to further monitoring and audit to ensure compliance.

You should receive the payment in your bank account within seven business days of the date of this letter. The payment will be deposited in the bank account that is listed in the System for Awards Management (SAM).

Sincerely,

A handwritten signature in black ink, appearing to read "D. Lebryk", with a stylized flourish at the end.

David A. Lebryk

Fiscal Assistant Secretary

Matthew D. Jessup

From: Bill Zachary <bzachary@sunlightgeneral.com>
Sent: Wednesday, July 19, 2017 10:02 AM
To: Matthew D. Jessup
Subject: Fwd: U.S. Treasury Department - Application for Section 1603: Application 2012E48SE124575 Awarded

OTA

William C. Zachary
Director of Municipal Finance
SunLight General Capital
135 East 57th Street, 6th Floor, Suite 104
New York, New York 10022
(917) 733-3038
bzachary@sunlightgeneral.com

----- Forwarded message -----

From: <treas1603@nrel.gov>
Date: Wed, Jul 19, 2017 at 9:11 AM
Subject: U.S. Treasury Department - Application for Section 1603: Application 2012E48SE124575 Awarded
To: jshipley@sunlightgeneral.com
Cc: 1603user@sunlightgeneral.com



Section 1603 AWARD LETTER



Joseph Shipley
SunLight General Morris Solar, LLC
135 E 57th St, New York, NY, 10022

Re: Section 1603 Payment for Specified Energy Property in Lieu of Tax Credits for Treasury Application Number 2012E48SE124575 – Award Notice

Dear Joseph Shipley:

The United States Department of the Treasury (Treasury) is pleased to inform you that the above-referenced application for payment in the amount of (\$448,850.00) for Specified Energy Property in Lieu of Tax Credits is approved. This payment is authorized under Section 1603 of Division B of the American Recovery and Reinvestment Act of 2009. The amount of the requested Section 1603 payment was reduced because Treasury determined that the applicant's claimed qualified basis exceeded the eligible property's fair market value. The adjusted payment reflects an amount that is more consistent with the eligible property's fair market value than is

the basis claimed in the Section 1603 application. In addition, we have removed certain other costs determined to be ineligible including costs related to the EPC litigation and settlement. As is the case with all Section 1603 applications, all payments (including adjusted payments) are subject to further review and audit which could, even in cases where reductions have already been made, result in further downward adjustments. If you believe we have made this adjustment in error, you may contact us at 1603awards@do.treas.gov.

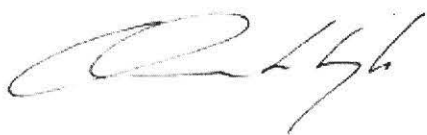
Pursuant to the requirements of the Balanced Budget and Emergency Deficit Control Act of 1985, as amended, payments issued under Section 1603 of the American Recovery and Reinvestment Tax Act of 2009 for specified energy property in lieu of tax credits, are subject to sequestration. As a result, the amount of your award has been reduced by the sequestration reduction rate of 6.9 percent resulting in a payment in the amount of \$417,879.00.

To retain the full payment, the energy property must continue to qualify as "specified energy property" (as described in the Program Guidance) for five years and annual reports must be submitted on energy production at <https://treas1603.nrel.gov>. An email reminder will be sent thirty days prior to the annual report's due date. If your email address changes any time in the five years, write to us at 1603Questions@treasury.gov with your new email address.

This notice constitutes official notification of the award and together with your submitted application, supporting documentation, and signed Terms and Conditions constitutes the Grant Agreement between Treasury and you. Acceptance of this award, including the Terms and Conditions, is acknowledged by the awardee when funds are accepted from Treasury. All awards are subject to further monitoring and audit to ensure compliance.

You should receive the payment in your bank account within seven business days of the date of this letter. The payment will be deposited in the bank account that is listed in the System for Awards Management (SAM).

Sincerely,

A handwritten signature in dark ink, appearing to read 'D. Lebryk', with a stylized flourish at the end.

David A. Lebryk

Fiscal Assistant Secretary

Matthew D. Jessup

From: Bill Zachary <bzachary@sunlightgeneral.com>
Sent: Wednesday, July 19, 2017 10:02 AM
To: Matthew D. Jessup
Subject: Fwd: U.S. Treasury Department - Application for Section 1603: Application 2012E48SE124580 Awarded

Tinc

William C. Zachary
Director of Municipal Finance
SunLight General Capital
135 East 57th Street, 6th Floor, Suite 104
New York, New York 10022
(917) 733-3038
bzachary@sunlightgeneral.com

----- Forwarded message -----

From: <treas1603@nrel.gov>
Date: Wed, Jul 19, 2017 at 9:11 AM
Subject: U.S. Treasury Department - Application for Section 1603: Application 2012E48SE124580 Awarded
To: jshipley@sunlightgeneral.com
Cc: 1603user@sunlightgeneral.com



Section 1603 AWARD LETTER



Joseph Shipley
SunLight General Morris Solar, LLC
135 E. 57th St., New York, NY, 10022

Re: Section 1603 Payment for Specified Energy Property in Lieu of Tax Credits for Treasury Application Number 2012E48SE124580 – Award Notice

Dear Joseph Shipley:

The United States Department of the Treasury (Treasury) is pleased to inform you that the above-referenced application for payment in the amount of (\$230,509.00) for Specified Energy Property in Lieu of Tax Credits is approved. This payment is authorized under Section 1603 of Division B of the American Recovery and Reinvestment Act of 2009. The amount of the requested Section 1603 payment was reduced because Treasury determined that the applicant's claimed qualified basis exceeded the eligible property's fair market value. The

adjusted payment reflects an amount that is more consistent with the eligible property's fair market value than is the basis claimed in the Section 1603 application. In addition, we have removed certain other costs determined to be ineligible including costs related to the EPC litigation and settlement. As is the case with all Section 1603 applications, all payments (including adjusted payments) are subject to further review and audit which could, even in cases where reductions have already been made, result in further downward adjustments. If you believe we have made this adjustment in error, you may contact us at 1603awards@do.treas.gov.

Pursuant to the requirements of the Balanced Budget and Emergency Deficit Control Act of 1985, as amended, payments issued under Section 1603 of the American Recovery and Reinvestment Tax Act of 2009 for specified energy property in lieu of tax credits, are subject to sequestration. As a result, the amount of your award has been reduced by the sequestration reduction rate of 6.9 percent resulting in a payment in the amount of \$214,604.00.

To retain the full payment, the energy property must continue to qualify as "specified energy property" (as described in the Program Guidance) for five years and annual reports must be submitted on energy production at <https://treas1603.nrel.gov>. An email reminder will be sent thirty days prior to the annual report's due date. If your email address changes any time in the five years, write to us at 1603Questions@treasury.gov with your new email address.

This notice constitutes official notification of the award and together with your submitted application, supporting documentation, and signed Terms and Conditions constitutes the Grant Agreement between Treasury and you. Acceptance of this award, including the Terms and Conditions, is acknowledged by the awardee when funds are accepted from Treasury. All awards are subject to further monitoring and audit to ensure compliance.

You should receive the payment in your bank account within seven business days of the date of this letter. The payment will be deposited in the bank account that is listed in the System for Awards Management (SAM).

Sincerely,

A handwritten signature in black ink, appearing to read 'D. Lebryk', with a stylized flourish at the end.

David A. Lebryk

Fiscal Assistant Secretary

Matthew D. Jessup

From: Bill Zachary <bzachary@sunlightgeneral.com>
Sent: Wednesday, July 19, 2017 10:02 AM
To: Matthew D. Jessup
Subject: Fwd: U.S. Treasury Department - Application for Section 1603: Application 2012E48SE124589 Awarded

Sandshore

William C. Zachary
Director of Municipal Finance
SunLight General Capital
135 East 57th Street, 6th Floor, Suite 104
New York, New York 10022
(917) 733-3038
bzachary@sunlightgeneral.com

----- Forwarded message -----

From: <treas1603@nrel.gov>
Date: Wed, Jul 19, 2017 at 9:11 AM
Subject: U.S. Treasury Department - Application for Section 1603: Application 2012E48SE124589 Awarded
To: jshipley@sunlightgeneral.com
Cc: 1603user@sunlightgeneral.com



Section 1603 AWARD LETTER



Joseph Shipley
SunLight General Morris Solar, LLC
135 E 57th St, New York, NY, 10022

Re: Section 1603 Payment for Specified Energy Property in Lieu of Tax Credits for Treasury Application Number 2012E48SE124589 – Award Notice

Dear Joseph Shipley:

The United States Department of the Treasury (Treasury) is pleased to inform you that the above-referenced application for payment in the amount of (\$212,749.00) for Specified Energy Property in Lieu of Tax Credits is approved. This payment is authorized under Section 1603 of Division B of the American Recovery and Reinvestment Act of 2009. The amount of the requested Section 1603 payment was reduced because Treasury determined that the applicant's claimed qualified basis exceeded the eligible property's fair market value. The

adjusted payment reflects an amount that is more consistent with the eligible property's fair market value than is the basis claimed in the Section 1603 application. In addition, we have removed certain other costs determined to be ineligible including costs related to the EPC litigation and settlement. As is the case with all Section 1603 applications, all payments (including adjusted payments) are subject to further review and audit which could, even in cases where reductions have already been made, result in further downward adjustments. If you believe we have made this adjustment in error, you may contact us at 1603awards@do.treas.gov.

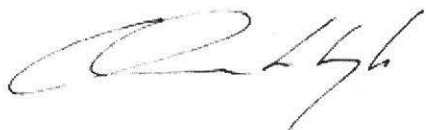
Pursuant to the requirements of the Balanced Budget and Emergency Deficit Control Act of 1985, as amended, payments issued under Section 1603 of the American Recovery and Reinvestment Tax Act of 2009 for specified energy property in lieu of tax credits, are subject to sequestration. As a result, the amount of your award has been reduced by the sequestration reduction rate of 6.9 percent resulting in a payment in the amount of \$198,069.00.

To retain the full payment, the energy property must continue to qualify as "specified energy property" (as described in the Program Guidance) for five years and annual reports must be submitted on energy production at <https://treas1603.nrel.gov>. An email reminder will be sent thirty days prior to the annual report's due date. If your email address changes any time in the five years, write to us at 1603Questions@treasury.gov with your new email address.

This notice constitutes official notification of the award and together with your submitted application, supporting documentation, and signed Terms and Conditions constitutes the Grant Agreement between Treasury and you. Acceptance of this award, including the Terms and Conditions, is acknowledged by the awardee when funds are accepted from Treasury. All awards are subject to further monitoring and audit to ensure compliance.

You should receive the payment in your bank account within seven business days of the date of this letter. The payment will be deposited in the bank account that is listed in the System for Awards Management (SAM).

Sincerely,

A handwritten signature in dark ink, appearing to read "D. Lebryk", with a stylized flourish at the end.

David A. Lebryk

Fiscal Assistant Secretary

Matthew D. Jessup

From: Bill Zachary <bzachary@sunlightgeneral.com>
Sent: Wednesday, July 19, 2017 10:00 AM
To: Matthew D. Jessup
Subject: Fwd: U.S. Treasury Department - Application for Section 1603: Application 2012E48SE124598 Awarded

Library roof

William C. Zachary
Director of Municipal Finance
SunLight General Capital
135 East 57th Street, 6th Floor, Suite 104
New York, New York 10022
(917) 733-3038
bzachary@sunlightgeneral.com

----- Forwarded message -----

From: <treas1603@nrel.gov>
Date: Wed, Jul 19, 2017 at 9:11 AM
Subject: U.S. Treasury Department - Application for Section 1603: Application 2012E48SE124598 Awarded
To: jshipley@sunlightgeneral.com
Cc: 1603user@sunlightgeneral.com



Section 1603 AWARD LETTER



Joseph Shipley
SunLight General Morris Solar, LLC
135 E. 57th St., New York, NY, 10022

Re: Section 1603 Payment for Specified Energy Property in Lieu of Tax Credits for Treasury Application Number 2012E48SE124598 – Award Notice

Dear Joseph Shipley:

The United States Department of the Treasury (Treasury) is pleased to inform you that the above-referenced application for payment in the amount of (\$167,540.00) for Specified Energy Property in Lieu of Tax Credits is approved. This payment is authorized under Section 1603 of Division B of the American Recovery and Reinvestment Act of 2009. The amount of the requested Section 1603 payment was reduced because Treasury determined that the applicant's claimed qualified basis exceeded the eligible property's fair market value. The

adjusted payment reflects an amount that is more consistent with the eligible property's fair market value than is the basis claimed in the Section 1603 application. In addition, we have removed certain other costs determined to be ineligible including costs related to the EPC litigation and settlement. As is the case with all Section 1603 applications, all payments (including adjusted payments) are subject to further review and audit which could, even in cases where reductions have already been made, result in further downward adjustments. If you believe we have made this adjustment in error, you may contact us at 1603awards@do.treas.gov.

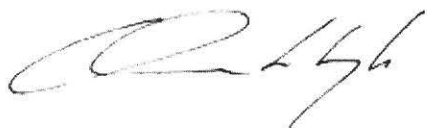
Pursuant to the requirements of the Balanced Budget and Emergency Deficit Control Act of 1985, as amended, payments issued under Section 1603 of the American Recovery and Reinvestment Tax Act of 2009 for specified energy property in lieu of tax credits, are subject to sequestration. As a result, the amount of your award has been reduced by the sequestration reduction rate of 6.9 percent resulting in a payment in the amount of \$155,980.00.

To retain the full payment, the energy property must continue to qualify as "specified energy property" (as described in the Program Guidance) for five years and annual reports must be submitted on energy production at <https://treas1603.nrel.gov>. An email reminder will be sent thirty days prior to the annual report's due date. If your email address changes any time in the five years, write to us at 1603Questions@treasury.gov with your new email address.

This notice constitutes official notification of the award and together with your submitted application, supporting documentation, and signed Terms and Conditions constitutes the Grant Agreement between Treasury and you. Acceptance of this award, including the Terms and Conditions, is acknowledged by the awardee when funds are accepted from Treasury. All awards are subject to further monitoring and audit to ensure compliance.

You should receive the payment in your bank account within seven business days of the date of this letter. The payment will be deposited in the bank account that is listed in the System for Awards Management (SAM).

Sincerely,

A handwritten signature in black ink, appearing to read 'D. Lebryk', with a stylized flourish at the end.

David A. Lebryk

Fiscal Assistant Secretary

Exhibit B

SUNLIGHT GENERAL PROJECTS: MORRIS COUNTY**SUMMARY OF ATTACHED INVOICES:**

PAGE:	DATE:	PAYEE:	SERVICES RENDERED:	PAYABLE:
2	5/1/2017	AZIMUTH 180 SOLAR ELECTRIC, LLC	MAY 2017 OPERATIONS & MAINTENANCE	\$ 10,872.98
3	5/1/2017	SUNLIGHT GENERAL CAPITAL MANAGEMENT, LLC	MAY 2017 ASSET MANAGEMENT	\$ 11,528.14
4	6/1/2017	AZIMUTH 180 SOLAR ELECTRIC, LLC	JUNE 2017 OPERATIONS & MAINTENANCE	\$ 10,872.98
5	6/1/2017	SUNLIGHT GENERAL CAPITAL MANAGEMENT, LLC	JUNE 2017 ASSET MANAGEMENT	\$ 11,528.14
6-15	10/13/2016	PASHMAN STEIN WALDER HAYDEN PC	PROJECT COMPANY LEGAL FEES	\$ 3,047.00
n/a	11/1/2016	CUSTOMIZED DISTRIBUTION SVCS, INC.	CORRECTION TO PREVIOUS UNDERPAYMENT	\$ 780.00
16	3/30/2017	NOVOGRADAC & COMPANY LLP	2014 FEDERAL AND STATE TAX RETURN FILINGS	\$ 6,000.00
17	4/18/2017	NOVOGRADAC & COMPANY LLP	2015 AUDIT OF SUNLIGHT GENERAL MORRIS SOLAR	\$ 19,000.00
18	5/12/2017	AZIMUTH 180 SOLAR ELECTRIC, LLC	REIMBURSEMENT FOR INSURANCE FOR NEW SITES ('16-'17 POLICIES)	\$ 5,392.73
			REFUND OF SALES TAX FROM LAST YEAR'S LANDSCAPING	\$ (255.12)
				<u>\$ 78,766.85</u>



Azimuth 180 Solar Electric, LLC
135 E 57th St.
Fl. 6, Ste. 104
New York, NY 10022

EIN: 90-0868060

Date	Invoice No.
5/1/2017	MO-OM-05-17

Bill To:

SunLight General Morris Solar, LLC
135 E. 57th St.
Fl. 6, Ste. 104
New York, NY 10022

For any questions about this billing statement, please contact Stephen Schneider at (732) 674-2373 or sschneider@sunlightgeneral.com

Per the Operations and Maintenance Agreement for Morris Renewable Energy Projects by and between SunLight General Morris Solar, LLC and Azimuth 180 Solar Electric, LLC dated January 24, 2013.

Invoice for Operations and Maintenance

Service Month	Services Provided	kW Serviced	O&M Rate	Amount
5/1/2017	Morris 2017 O&M	8,445.03	1.2875	10872.98

Remittance instructions, if by check:
Azimuth 180 Solar Electric, LLC
c/o SunLight General Capital, LLC
135 E. 57th St.
Fl. 6, Ste. 104
New York, NY 10022

Remittance instructions, if by ACH:
Azimuth 180 Solar Electric, LLC
Account Number: 171383890
ABA: 021000021

Current Invoice: \$10,872.98

**Azimuth 180 Solar Electric, LLC**

135 E 57th St.
Fl. 6, Ste. 104
New York, NY 10022

Date	Invoice No.
6/1/2017	MO-OM-06-17

EIN: 90-0868060

Bill To:

SunLight General Morris Solar, LLC
135 E. 57th St.
Fl. 6, Ste. 104
New York, NY 10022

For any questions about this billing statement, please contact Stephen Schneider at (732) 674-2373 or sschneider@sunlightgeneral.com

Per the Operations and Maintenance Agreement for Morris Renewable Energy Projects by and between SunLight General Morris Solar, LLC and Azimuth 180 Solar Electric, LLC dated January 24, 2013.

Invoice for Operations and Maintenance

Service Month	Services Provided	kW Serviced	O&M Rate	Amount
6/1/2017	Morris 2017 O&M	8,445.03	1.2875	10872.98

Remittance instructions, if by check:
Azimuth 180 Solar Electric, LLC
c/o SunLight General Capital, LLC
135 E. 57th St.
Fl. 6, Ste. 104
New York, NY 10022

Remittance instructions, if by ACH:
Azimuth 180 Solar Electric, LLC
Account Number: 171383890
ABA: 021000021

Current Invoice: \$10,872.98

PASHMAN STEIN WALDER HAYDEN

A PROFESSIONAL CORPORATION
COUNSELLORS AT LAW
COURT PLAZA SOUTH
21 MAIN STREET
HACKENSACK, NEW JERSEY 07601-7054
(201) 488-8200
FAX
(201) 488-5556

October 13, 2016

Stacey Hughes
SunLight General Capital, LLC
205 E 42nd Street, 20th Fl.
New York, NY 10017

File SunLight General Capital, LLC adv. Power
Partners Mastec, LLC (Morris County)
Our File No. 2697-003

Date	Description	Amount	Balance
6/18/2015	Invoice #64005	249.00	249.00
9/14/2015	Invoice #64821	207.50	456.50
11/5/2015	Invoice #65322	539.50	996.00
12/9/2015	Invoice #65736	332.00	1,328.00
1/29/2016	Invoice #66229	41.50	1,369.50
2/19/2016	Invoice #66456	98.00	1,467.50
6/23/2016	Invoice #68019	1,372.00	2,839.50
7/18/2016	Invoice #68371	207.50	3,047.00
	Ending Balance		3,047.00
	Amount Due		3,047.00

Current	30 Days	60 Days	90 Days	120+ Days
\$0.00	\$207.50	\$0.00	\$1,467.50	\$1,372.00

PASHMAN STEIN
A PROFESSIONAL CORPORATION
COUNSELLORS AT LAW
COURT PLAZA SOUTH
21 MAIN STREET, SUITE 200
HACKENSACK, NEW JERSEY 07601-7054
(201) 488-8200
FAX
(201) 488-5556

June 18, 2015

Stacey Hughes
SunLight General Capital, LLC
205 E 42nd Street, 20th Fl.
New York, NY 10017

File Name SunLight General Capital, LLC adv. Power
Partners Mastec, LLC (Morris County)
Our File No. 2697-003
Invoice No. 64005

Professional Services

			<u>Hours</u>
4/2/2015	BMW	Telephone call with SunLight regarding Morris project; email communication A. Peterson regarding same.	0.20
5/15/2015	BMW	Review documents concerning 2011B Note roll; email communication and telephone call with A. Peterson regarding same.	0.40
			<u>Amount</u>
For professional services rendered		0.60	\$249.00
Balance due			<u>\$249.00</u>

PASHMAN STEIN
A PROFESSIONAL CORPORATION
COUNSELLORS AT LAW
COURT PLAZA SOUTH
21 MAIN STREET, SUITE 200
HACKENSACK, NEW JERSEY 07601-7054
(201) 488-8200
FAX
(201) 488-5556

September 14, 2015

Stacey Hughes
SunLight General Capital, LLC
205 E 42nd Street, 20th Fl.
New York, NY 10017

File Name SunLight General Capital, LLC adv. Power
Partners Mastec, LLC (Morris County)
Our File No. 2697-003
Invoice No. 64821

Professional Services

		<u>Hours</u>
8/26/2015	BMW Draft letter to the project company's auditor; email communication with L. Modugno regarding status of subcontractor liens and lawsuits	0.50
		<u>Amount</u>
For professional services rendered	0.50	\$207.50
Previous balance		\$249.00
Balance due		<u>\$456.50</u>

PASHMAN STEIN
A PROFESSIONAL CORPORATION
COUNSELLORS AT LAW
COURT PLAZA SOUTH
21 MAIN STREET, SUITE 200
HACKENSACK, NEW JERSEY 07601-7054
(201) 488-8200
FAX
(201) 488-5556

November 05, 2015

Stacey Hughes
SunLight General Capital, LLC
205 E 42nd Street, 20th Fl.
New York, NY 10017

File Name SunLight General Capital, LLC adv. Power
Partners Mastec, LLC (Morris County)
Our File No. 2697-003
Invoice No. 65322

Professional Services

		<u>Hours</u>	
10/9/2015	BMW	Review email correspondence and accompanying documents from E. Klehe regarding slip and fall at MCCC parking lot allegedly caused by water dripping from solar panels; telephone calls with E. Klehe regarding same; telephone calls with M. Jessup regarding same.	1.30
			<u>Amount</u>
For professional services rendered		1.30	\$539.50
Previous balance			\$456.50
Balance due			<u><u>\$996.00</u></u>

PASHMAN STEIN
A PROFESSIONAL CORPORATION
COUNSELLORS AT LAW
COURT PLAZA SOUTH
21 MAIN STREET, SUITE 200
HACKENSACK, NEW JERSEY 07601-7054
(201) 488-8200
FAX
(201) 488-5556

December 09, 2015

Stacey Hughes
SunLight General Capital, LLC
205 E 42nd Street, 20th Fl.
New York, NY 10017

File Name SunLight General Capital, LLC adv. Power
Partners Mastec, LLC (Morris County)
Our File No. 2697-003
Invoice No. 65736

Professional Services

		<u>Hours</u>
11/17/2015 BMW	Telephone calls with M. Jessup regarding potential third party claim against SunLight; telephone call with E. Klehe regarding same.	0.80
		<u>Amount</u>
For professional services rendered	0.80	\$332.00
Previous balance		\$996.00
Balance due		<u>\$1,328.00</u>

PASHMAN STEIN
A PROFESSIONAL CORPORATION
COUNSELLORS AT LAW
COURT PLAZA SOUTH
21 MAIN STREET, SUITE 200
HACKENSACK, NEW JERSEY 07601-7054
(201) 488-8200
FAX
(201) 488-5556

January 29, 2016

Stacey Hughes
SunLight General Capital, LLC
205 E 42nd Street, 20th Fl.
New York, NY 10017

File Name SunLight General Capital, LLC adv. Power
Partners Mastec, LLC (Morris County)
Our File No. 2697-003
Invoice No. 66229

Professional Services

		<u>Hours</u>
12/28/2015 BMW	Email communication with Novogradic regarding updates to audit letter provided in August 2015.	0.10
		<u>Amount</u>
For professional services rendered	0.10	\$41.50
Previous balance		\$1,328.00
Balance due		<u><u>\$1,369.50</u></u>

PASHMAN STEIN
A PROFESSIONAL CORPORATION
COUNSELLORS AT LAW
COURT PLAZA SOUTH
21 MAIN STREET, SUITE 200
HACKENSACK, NEW JERSEY 07601-7054
(201) 488-8200
FAX
(201) 488-5556

February 19, 2016

Stacey Hughes
SunLight General Capital, LLC
205 E 42nd Street, 20th Fl.
New York, NY 10017

File Name SunLight General Capital, LLC adv. Power
Partners Mastec, LLC (Morris County)
Our File No. 2697-003
Invoice No. 66456

Professional Services

		<u>Hours</u>
1/6/2016	BMW Review letter regarding claim asserted by Western Data; email communication C. Belter and L. Modugno regarding same.	0.20
		<u>Amount</u>
For professional services rendered	0.20	\$98.00
Previous balance		\$1,369.50
Balance due		<u><u>\$1,467.50</u></u>

PASHMAN STEIN WALDER HAYDEN

A PROFESSIONAL CORPORATION

COUNSELLORS AT LAW

COURT PLAZA SOUTH

21 MAIN STREET, SUITE 200

HACKENSACK, NEW JERSEY 07601-7054

(201) 488-8200

FAX

(201) 488-5556

June 23, 2016

Stacey Hughes
SunLight General Capital, LLC
205 E 42nd Street, 20th Fl.
New York, NY 10017

File Name SunLight General Capital, LLC adv. Power
Partners Mastec, LLC (Morris County)
Our File No. 2697-003
Invoice No. 68019

Professional Services

			<u>Hours</u>
5/18/2016	BMW	Multiple emails and telephone calls with SunLight, L. Modugno, and others concerning payment of Additional 1603 Grant Funds; review agreements to determine contractual obligations regarding same.	1.00
5/19/2016	BMW	Multiple telephone calls and emails with SunLight regarding Additional 1603 Grant Funds; telephone calls with counsel regarding same; draft emails to counsel regarding same.	1.40
5/20/2016	BMW	Email communication SunLight and counsel regarding Additional 1603 Grant Funds.	0.10
5/23/2016	BMW	Multiple emails and telephone calls with SunLight, L. Modugno, and others concerning payment of Additional 1603 Grant Funds.	0.30

		<u>Amount</u>
For professional services rendered	2.80	\$1,372.00
Previous balance		\$1,467.50

Stacey Hughes

Page

2

June 23, 2016

SunLight General Capital, LLC adv. Power Partners
Mastec, LLC (Morris County)

Amount

Balance due

\$2,839.50

PASHMAN STEIN WALDER HAYDEN

A PROFESSIONAL CORPORATION
COUNSELLORS AT LAW
COURT PLAZA SOUTH
21 MAIN STREET, SUITE 200
HACKENSACK, NEW JERSEY 07601-7054
(201) 488-8200
FAX
(201) 488-5556

July 18, 2016

Stacey Hughes
SunLight General Capital, LLC
205 E 42nd Street, 20th Fl.
New York, NY 10017

File Name SunLight General Capital, LLC adv. Power
Partners Mastec, LLC (Morris County)
Our File No. 2697-003
Invoice No. 68371

Professional Services

		<u>Hours</u>
6/20/2016	BMW Telephone call with M. Jessup regarding slip and fall lawsuit at County College of Morris; email communication and telephone call with SunLight regarding same.	0.50

	<u>Amount</u>
For professional services rendered	0.50 \$207.50
Previous balance	\$2,839.50
Balance due	<u>\$3,047.00</u>



**NOVOGRADAC
& COMPANY** LLP
CERTIFIED PUBLIC ACCOUNTANTS

*SunLight General Capital, LLC
Attention: Stacey Hughes
135 E. 57th St., Sixth Floor
New York, NY 10022*

Invoice No. 2A
Date 3/30/20 17
Client No. SNL010.001

Final billing for the preparation of the 2014 Federal and state income tax returns.

Filed on August 17, 2016

Sunlight General Mercer Solar, LLC	\$ 6,000.00
Sunlight General Sussex Solar, LLC	6,000.00
Sunlight General Morris Solar, LLC	<u>6,000.00</u>
Current Amount Due	\$ <u>18,000.00</u>

Please return the portion below with your payment.

REMITTANCE

Novogradac & Company LLP
Mail:
P.O. Box 7833
San Francisco, CA 94120

Client Name: *Sunlight General Capital, LLC*
Account: SNL010.001
Invoice No.: 2A
Amount Enclosed: _____

Courier:
1160 Battery Street
East Building, 4th Floor
San Francisco, CA 94111-1216

Check here if you would like to receive your invoices
through email. If yes, please provide your email address:

For any questions regarding your account please email the Accounts Receivable Department at novo_ar@novoco.com or call (415) 356-8000.



**NOVOGRADAC
& COMPANY** LLP®
CERTIFIED PUBLIC ACCOUNTANTS

*Sunlight General Morris Solar LLC
Attention: Stacey Hughes
135 E. 57th Street, Sixth Floor
New York, NY 10022*

*Invoice No. 1650842
Date 04/18/2017
Client No. SNL012.009*

For professional services rendered through April 18,
2017 in connection with the following:

Final billing for the audit of the 2015 financial statements \$ 19,000.00

Please return the portion below with your payment.

REMITTANCE

Novogradac & Company LLP
Mail:
P.O. Box 7833
San Francisco, CA 94120

Courier:
1160 Battery Street
East Building, 4th Floor
San Francisco, CA 94111-1216

Client Name: Sunlight General Morris Solar LLC
Account: SNL012.009
Invoice No.: 1650842
Amount Enclosed: _____

☐ Check here if you would like to receive your invoices
through email. If yes, please provide your email address:

For any questions regarding your account please email the Accounts Receivable Department at novo_ar@novoco.com or call
(415) 356-8000.



McGRIFF, SEIBELS & WILLIAMS, INC.
INSURANCE BROKERS

2211 7th Avenue South/Birmingham, Alabama 35233
P.O. Box 10265/Birmingham, Alabama 35202-0265
Tel (205) 252-9871 Fax (205) 581-9293

SunLight General Capital
c/o Lexington DG
135 E. 57th St, 6th Floor #104
New York, NY 10022

INVOICE

INVOICE DATE	INVOICE NUMBER
5/12/17	033357
ASSURED NUMBER	AGENT
01 062919-000	Spiller, Bruce
EFFECTIVE DATE	AMOUNT ENCLOSED
1/13/17	

↑
**PLEASE NOTE
PREMIUMS ARE DUE AND PAYABLE BY
EFFECTIVE DATE**

DETACH AND RETURN WITH REMITTANCE TO: MCGRUFF, SEIBELS & WILLIAMS, INC., DRAWER #456
P.O. BOX 11407 • BIRMINGHAM, AL 35246-0001
ALL OTHER CORRESPONDENCE TO: MCGRUFF, SEIBELS & WILLIAMS, INC.
P.O. BOX 10265 • BIRMINGHAM, AL 35202-0265

Policy Number- 21MSZP7849
Policy Term- 7/11/16 TO 7/11/17
Endorsement Renewal

Company- HARTFORD FIRE INSURANCE CO
Coverage- Simplified Commercial Property

ADD'L PREMIUM

10,972.44

Invoice adding multiple locations to the property policy

				kW DC	% of total	PLEASE MEMO:
5/12/2017	\$ 10,972.44		New County Sites			
PAY:	\$ 639.12	from Azimuth for Somerset (to be reimbursed)		344.81	5.82%	Inv no 033357
PAY:	\$ 5,392.73	from Azimuth for Morris (to be reimbursed)		2,909.42	49.15%	Inv no 033357
PAY:	\$ 4,940.59	from Azimuth for Sussex (to be reimbursed)		2,665.49	45.03%	Inv no 033357
				5,919.72		

Wire Transfer Instructions to:
McGriff, Seibels & Williams, Inc.
Regions Bank
Birmingham, Alabama
ABA No: 062000019
Account No: 01051598
Swift Code: UPNBUS44

If questions, call Accounting Dept. (205) 581-9458

INVOICE DATE	INVOICE NUMBER
5/12/17	33357

DRAWER #456
P.O. BOX 11407
BIRMINGHAM, AL 35246-0001
(205) 252-9871

**AMOUNT
DUE**

\$10,972.44

McGRIFF, SEIBELS & WILLIAMS, INC.

Thank You!

SUNLIGHT GENERAL PROJECTS: MORRIS COUNTY
SUMMARY OF ATTACHED INVOICES:

PAGE:	DATE:	PAYEE:	SERVICES RENDERED:	PAYABLE:
2	7/1/2017	AZIMUTH 180 SOLAR ELECTRIC, LLC	JULY 2017 OPERATIONS & MAINTENANCE	\$ 10,872.98
3	7/1/2017	SUNLIGHT GENERAL CAPITAL MANAGEMENT, LLC	JULY 2017 ASSET MANAGEMENT	\$ 11,528.14
4	6/1/2017	AZIMUTH 180 SOLAR ELECTRIC, LLC	MAY 2017 LANDSCAPING	\$ 1,914.00
5	7/1/2017	AZIMUTH 180 SOLAR ELECTRIC, LLC	JUNE 2017 LANDSCAPING	\$ 1,914.00
6	7/19/2017	AZIMUTH 180 SOLAR ELECTRIC, LLC	JULY 2017 LANDSCAPING	\$ 1,914.00
7-16	6/15/2017	NOVOGRADAC & COMPANY LLP	1603 INDEPENDENT ACCOUNTANT'S REPORT - 9 AUP @ \$3K PER, 1 EXAM @ \$7K PER	\$ 34,000.00
17	7/12/2017	MCGRIFF, SIEBELS, & WILLIAMS INC.	INSURANCE RENEWAL 2017-2018 - PROPERTY, GENERAL LIAB., UMBRELLA LIAB.	\$ 40,888.37
18	6/29/2017	TRIDENT BROKERAGE SERVICES LLC	SREC BROKER - 6/29/17 DEAL - EDF - 1K STRIP '17-'19 @ \$200.50 PER	\$ 1,500.00
19	6/29/2017	BGC ENVIRONMENTAL BROKERAGE SERVICES, L.P.	SREC BROKER - 6/29/17 DEAL - LUMINUS - 517CT '17 @ \$238.50 PER	\$ 517.00
				<u>\$ 105,048.49</u>

**Azimuth 180 Solar Electric, LLC**

135 E 57th St.
Fl. 6, Ste. 104
New York, NY 10022

Date	Invoice No.
7/19/2017	MO-OM-07-17

EIN: 90-0868060

For any questions about this billing statement, please contact Stephen Schneider at (732) 674-2373 or sschneider@sunlightgeneral.com

Bill To:

SunLight General Morris Solar, LLC
135 E. 57th St.
Fl. 6, Ste. 104
New York, NY 10022

Per the Operations and Maintenance Agreement for Morris Renewable Energy Projects by and between SunLight General Morris Solar, LLC and Azimuth 180 Solar Electric, LLC dated January 24, 2013.

Invoice for Operations and Maintenance

Service Month	Services Provided	kW Serviced	O&M Rate	Amount
7/1/2017	Morris 2017 O&M	8,445.03	1.2875	10872.98

Remittance instructions, if by check:
Azimuth 180 Solar Electric, LLC
c/o SunLight General Capital, LLC
135 E. 57th St.
Fl. 6, Ste. 104
New York, NY 10022

Remittance instructions, if by ACH:
Azimuth 180 Solar Electric, LLC
Account Number: 171383890
ABA: 021000021

Current Invoice: \$10,872.98

Azimuth 180 Solar Electric, LLC
135 E 57th St.
Fl. 6, Ste. 104
New York, NY 10022

Date
6/1/2017

EIN: 90-0868060

Bill To:

SunLight General Morris Solar, LLC
135 E. 57th St.
Fl. 6, Ste. 104
New York, NY 10022

For any questions about this billing statement, please contact Stephen Schneider at (732) 674-2373 or sschneider@sunlightgeneral.com

Invoice for Landscaping Services

Period of Service	Services Provided	Amount:
5/1/2017	Morris; Bragg Mow/Trim	232.00
5/1/2017	Morris; BRMS Mow/Trim	290.00
5/1/2017	Morris; Chester Muni Mow/Trim	232.00
5/1/2017	Morris; LVMS Mow/Trim	232.00
5/1/2017	Morris; OTA Mow/Trim	290.00
5/1/2017	Morris; Randolph MS Mow/Trim	174.00
5/1/2017	Morris; Sandshore Mow/Trim	232.00
5/1/2017	Morris; Tinc Mow/Trim	232.00

Remittance instructions, if by check:
Azimuth 180 Solar Electric, LLC
c/o SunLight General Capital, LLC
135 E. 57th St.
Fl. 6, Ste. 104
New York, NY 10022

Remittance instructions, if by ACH:
Azimuth 180 Solar Electric, LLC
Account Number: 171383890
ABA: 021000021

Current Invoice: \$1,914.00

Azimuth 180 Solar Electric, LLC
135 E 57th St.
Fl. 6, Ste. 104
New York, NY 10022

Date
7/1/2017

EIN: 90-0868060

Bill To:

SunLight General Morris Solar, LLC
135 E. 57th St.
Fl. 6, Ste. 104
New York, NY 10022

For any questions about this billing statement, please contact Stephen Schneider at (732) 674-2373 or sschneider@sunlightgeneral.com

Invoice for Landscaping Services

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6/1/2017	Morris; LVMS Mow/Trim	232.00
6/1/2017	Morris; OTA Mow/Trim	290.00
6/1/2017	Morris; Randolph MS Mow/Trim	174.00
6/1/2017	Morris; Sandshore Mow/Trim	232.00
6/1/2017	Morris; Tinc Mow/Trim	232.00

Remittance instructions, if by check:
Azimuth 180 Solar Electric, LLC
c/o SunLight General Capital, LLC
135 E. 57th St.
Fl. 6, Ste. 104
New York, NY 10022

Remittance instructions, if by ACH:
Azimuth 180 Solar Electric, LLC
Account Number: 171383890
ABA: 021000021

Current Invoice: \$1,914.00

Azimuth 180 Solar Electric, LLC
135 E 57th St.
Fl. 6, Ste. 104
New York, NY 10022

Date
7/19/2017

EIN: 90-0868060

Bill To:

SunLight General Morris Solar, LLC
135 E. 57th St.
Fl. 6, Ste. 104
New York, NY 10022

For any questions about this billing statement, please contact Stephen Schneider at (732) 674-2373 or sschneider@sunlightgeneral.com

Invoice for Landscaping Services

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7/1/2017	Morris; BRMS Mow/Trim	290.00
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7/1/2017	Morris; OTA Mow/Trim	290.00
7/1/2017	Morris; Randolph MS Mow/Trim	174.00
7/1/2017	Morris; Sandshore Mow/Trim	232.00
7/1/2017	Morris; Tinc Mow/Trim	232.00

Remittance instructions, if by check:
Azimuth 180 Solar Electric, LLC
c/o SunLight General Capital, LLC
135 E. 57th St.
Fl. 6, Ste. 104
New York, NY 10022

Remittance instructions, if by ACH:
Azimuth 180 Solar Electric, LLC
Account Number: 171383890
ABA: 021000021

Current Invoice: \$1,914.00



**NOVOGRADAC
& COMPANY** LLP
CERTIFIED PUBLIC ACCOUNTANTS

*SunLight General Morris Solar, LLC – Chester Municipal Building
Attention: William C. Zachary
135 East 57th Street, 6th Floor, Suite 104
New York, NY 10022*

Invoice No. 1664647
Date 06/15/2017
Client No. SNL042.010

For professional services related to the SunLight General Morris Solar LLC - Chester Municipal Building Agreed Upon Procedures Report for the Sec. 1603 Grant application

Current Amount Due \$ 3,000.00

Please return the portion below with your payment.

REMITTANCE

Novogradac & Company LLP
Building
Mail:
P.O. Box 7833
San Francisco, CA 94120

Courier:
1160 Battery Street
East Building, 4th Floor
San Francisco, CA 94111-1216

Client Name: SunLight General Morris Solar, LLC – Chester Municipal

Account: SNL042.010

Invoice No.: 1664647

Amount Enclosed: _____

☐ Check here if you would like to receive your invoices through email. If yes, please provide your email address: _____

For any questions regarding your account please email the Accounts Receivable Department at novo_ar@novoco.com or call (415) 356-8000.



**NOVOGRADAC
& COMPANY** LLP
CERTIFIED PUBLIC ACCOUNTANTS

*SunLight General Morris Solar, LLC – Chatham High School
Attention: William C. Zachary
135 East 57th Street, 6th Floor, Suite 104
New York, NY 10022*

Invoice No. 1664644
Date 06/15/2017
Client No. SNL042.009

For professional services related to the SunLight General Morris Solar LLC - Chatham
High School Agreed Upon Procedures Report for the Sec. 1603 Grant application

Current Amount Due \$ 3,000.00

Please return the portion below with your payment.

REMITTANCE

Novogradac & Company LLP
Mail:
P.O. Box 7833
San Francisco, CA 94120

Courier:
1160 Battery Street
East Building, 4th Floor
San Francisco, CA 94111-1216

Client Name: SunLight General Morris Solar, LLC – Chatham High School
Account: SNL042.009
Invoice No.: 1664644
Amount Enclosed: _____

☐ Check here if you would like to receive your invoices
through email. If yes, please provide your email address:

For any questions regarding your account please email the Accounts Receivable Department at novo_ar@novoco.com or call
(415) 356-8000.



**NOVOGRADAC
& COMPANY LLP**
CERTIFIED PUBLIC ACCOUNTANTS

SunLight General Morris Solar, LLC – Sandshore Elementary
Attention: William C. Zachary
135 East 57th Street, 6th Floor, Suite 104
New York, NY 10022

Invoice No. 1664636
Date 06/15/2017
Client No. SNL042.008

For professional services related to the SunLight General Morris Solar LLC - Sandshore
Elementary Agreed Upon Procedures Report for the Sec. 1603 Grant application

Current Amount Due \$ 3,000.00

Please return the portion below with your payment.

REMITTANCE

Novogradac & Company LLP
Mail:
P.O. Box 7833
San Francisco, CA 94120

Courier:
1160 Battery Street
East Building, 4th Floor
San Francisco, CA 94111-1216

Client Name: SunLight General Morris Solar, LLC – Sandshore Elementary
Account: SNL042.008
Invoice No.: 1664636
Amount Enclosed: _____

☐ Check here if you would like to receive your invoices
through email. If yes, please provide your email address:

For any questions regarding your account please email the Accounts Receivable Department at novo_ar@novoco.com or call
(415) 356-8000.



**NOVOGRADAC
& COMPANY LLPs**
CERTIFIED PUBLIC ACCOUNTANTS

*SunLight General Morris Solar, LLC – Long Valley Middle School
Attention: William C. Zachary
135 East 57th Street, 6th Floor, Suite 104
New York, NY 10022*

Invoice No. 1664630
Date 06/15/2017
Client No. SNL042.007

For professional services related to the SunLight General Morris Solar LLC - Long Valley
Middle School Agreed Upon Procedures Report for the Sec. 1603 Grant application

Current Amount Due \$ 3,000.00

Please return the portion below with your payment.

REMITTANCE

Novogradac & Company LLP
School
Mail:
P.O. Box 7833
San Francisco, CA 94120

Courier:
1160 Battery Street
East Building, 4th Floor
San Francisco, CA 94111-1216

Client Name: SunLight General Morris Solar, LLC – Long Valley Middle

Account: SNL042.007

Invoice No.: 1664630

Amount Enclosed: _____

☐ Check here if you would like to receive your invoices
through email. If yes, please provide your email address:

For any questions regarding your account please email the Accounts Receivable Department at novo_ar@novoco.com or call
(415) 356-8000.



**NOVOGRADAC
& COMPANY** LLP₂
CERTIFIED PUBLIC ACCOUNTANTS

SunLight General Morris Solar, LLC – Tinc School
Attention: William C. Zachary
135 East 57th Street, 6th Floor, Suite 104
New York, NY 10022

Invoice No. 1664625
Date 06/15/2017
Client No. SNL042.006

For professional services related to the SunLight General Morris Solar LLC - Tinc School
Agreed Upon Procedures Report for the Sec. 1603 Grant application

Current Amount Due \$ 3,000.00

Please return the portion below with your payment.

REMITTANCE

Novogradac & Company LLP
Mail:
P.O. Box 7833
San Francisco, CA 94120

Courier:
1160 Battery Street
East Building, 4th Floor
San Francisco, CA 94111-1216

Client Name: SunLight General Morris Solar, LLC – Tinc School
Account: SNL042.006
Invoice No.: 1664625
Amount Enclosed: _____

☐ Check here if you would like to receive your invoices
through email. If yes, please provide your email address:

For any questions regarding your account please email the Accounts Receivable Department at novo_ar@novoco.com or call
(415) 356-8000.



**NOVOGRADAC
& COMPANY** LLP

CERTIFIED PUBLIC ACCOUNTANTS

*SunLight General Morris Solar, LLC – Benedict Cucinella
Attention: William C. Zachary
135 East 57th Street, 6th Floor, Suite 104
New York, NY 10022*

Invoice No. 1664621
Date 06/15/2017
Client No. SNL042.005

For professional services related to the SunLight General Morris Solar LLC - Benedict Cucinella
Agreed Upon Procedures Report for the Sec. 1603 Grant application

Current Amount Due \$ 3,000.00

Please return the portion below with your payment.

REMITTANCE

Novogradac & Company LLP
Mail:
P.O. Box 7833
San Francisco, CA 94120

Courier:
1160 Battery Street
East Building, 4th Floor
San Francisco, CA 94111-1216

Client Name: SunLight General Morris Solar, LLC – Benedict Cucinella
Account: SNL042.005
Invoice No.: 1664621
Amount Enclosed: _____

☐ Check here if you would like to receive your invoices
through email. If yes, please provide your email address:

For any questions regarding your account please email the Accounts Receivable Department at novo_ar@novoco.com or call
(415) 356-8000.



NOVOGRADAC
& COMPANY LLP
CERTIFIED PUBLIC ACCOUNTANTS

SunLight General Morris Solar, LLC – Morris Township Library - C
Attention: William C. Zachary
135 East 57th Street, 6th Floor, Suite 104
New York, NY 10022

Invoice No. 1664604
Date 06/15/2017
Client No. SNL042.003

For professional services related to the SunLight General Morris Solar LLC - Morris Township
Library Agreed Upon Procedures Report for the Sec. 1603 Grant application

Amount Due

\$ 3,000.00

Please return the portion below with your payment.

REMITTANCE

Novogradac & Company LLP
Library - C
Mail:
P.O. Box 7833
San Francisco, CA 94120

Courier:
1160 Battery Street
East Building, 4th Floor
San Francisco, CA 94111-1216

Client Name: SunLight General Morris Solar, LLC – Morris Township

Account: SNL042.003

Invoice No.: 1664604

Amount Enclosed: _____

☐ Check here if you would like to receive your invoices
through email. If yes, please provide your email address:

For any questions regarding your account please email the Accounts Receivable Department at novo_ar@novoco.com or call
(415) 356-8000.



**NOVOGRADAC
& COMPANY LLP**

CERTIFIED PUBLIC ACCOUNTANTS

*SunLight General Morris Solar, LLC-- Morris Township Library Roof
Attention: William C. Zachary
135 East 57th Street, 6th Floor, Suite 104
New York, NY 10022*

Invoice No. 1664594
Date 06/15/2017
Client No. SNL042.002

For professional services related to the SunLight General Morris Solar LLC - Morris Township
Library Roof Agreed Upon Procedures Report for the Sec. 1603 Grant application

Amount Due \$ 3,000.00

Please return the portion below with your payment.

REMITTANCE

Novogradac & Company LLP
Roof
Mail:
P.O. Box 7833
San Francisco, CA 94120

Courier:
1160 Battery Street
East Building, 4th Floor
San Francisco, CA 94111-1216

Client Name: SunLight General Morris Solar, LLC-- Morris Township Library

Account: SNL042.002

Invoice No.: 1664594

Amount Enclosed: _____



Check here if you would like to receive your invoices
through email. If yes, please provide your email address:

For any questions regarding your account please email the Accounts Receivable Department at novo_ar@novoco.com or call
(415) 356-8000.



NOVOGRADAC
& COMPANY LLP
CERTIFIED PUBLIC ACCOUNTANTS

SunLight General Morris Solar, LLC – Morris Co. OTA
Attention: William C. Zachary
135 East 57th Street, 6th Floor, Suite 104
New York, NY 10022

Invoice No. 1664583
Date 06/15/2017
Client No. SNL042.001

For professional services related to the SunLight General Morris Solar LLC - Morris Co. OTA
Agreed Upon Procedures Report for the Sec. 1603 Grant application

Current Amount Due \$ 3,000.00

Please return the portion below with your payment.

REMITTANCE

Novogradac & Company LLP
Mail:
P.O. Box 7833
San Francisco, CA 94120

Courier:
1160 Battery Street
East Building, 4th Floor
San Francisco, CA 94111-1216

Client Name: SunLight General Morris Solar, LLC – Morris Co. OTA
Account: SNL042.001
Invoice No.: 1664583
Amount Enclosed: _____

☐ Check here if you would like to receive your invoices
through email. If yes, please provide your email address:

For any questions regarding your account please email the Accounts Receivable Department at novo_ar@novoco.com or call
(415) 356-8000.



NOVOGRADAC
& COMPANY LLP

CERTIFIED PUBLIC ACCOUNTANTS

SunLight General Morris Solar, LLC – Morris Co. Public Safety
Attention: William C. Zachary
135 East 57th Street, 6th Floor, Suite 104
New York, NY 10022

Invoice No. 1664613
Date 06/15/2017
Client No. SNL042.004

For professional services related to the SunLight General Morris Solar LLC - Morris County
Public Safety Examination Report for the Sec. 1603 Grant application

Amount Due \$ 7,000.00

Please return the portion below with your payment.

REMITTANCE

Novogradac & Company LLP
Safety
Mail:
P.O. Box 7833
San Francisco, CA 94120

Courier:
1160 Battery Street
East Building, 4th Floor
San Francisco, CA 94111-1216

Client Name: SunLight General Morris Solar, LLC – Morris Co. Public

Account: SNL042.004

Invoice No.: 1664613

Amount Enclosed: _____



Check here if you would like to receive your invoices
through email. If yes, please provide your email address:

For any questions regarding your account please email the Accounts Receivable Department at novo_ar@novoco.com or call
(415) 356-8000.



McGriff Seibels & Williams
P.O. Box 10265
Birmingham, AL 35202

INVOICE

Entity
Sunlight General Morris Solar, LLC 135 E. 57th Street, 6th Floor, #104 New York, NY 10022

Customer	Date	Invoice #
062919-000	7/12/2017	039559
Policy Number	Policy Effective	Policy Expiration
Various	7/11/2017	7/11/2018

Please detach and return with remittance

Amount Due \$40,888.37

Company	Classification	Transaction	Description	Premium
The Hartford	Renewal Property	Invoice# 039559	21MSZP7849	\$26,465.09
Chubb	Renewal General Liability	Invoice# 039559	G27620310003	\$7,178.51
Chubb	Renewal Umbrella	Invoice# 039559	G27620425003	\$7,244.77
Payment is due upon receipt				
<u>WIRING INSTRUCTIONS:</u>				
Bank Name: Regions Bank				
ABA No. 062000019				
Swift Code: UPNBUS44				
Account Name: McGriff, Seibels & Williams, Inc.				
Account No.: 1051598				

PREMIUMS ARE DUE AND PAYABLE IMMEDIATELY UPON RECEIPT OF INVOICE

Please Pay This Amount

\$40,888.37



OTC BROKERAGE INVOICE

Trident Brokerage Services LLC
 17 State Street
 Suite 450
 New York, NY 10004
 USA
 Tel : 212-523-0022
 Fax :

Sunlight General Morris Solar LLC
 135 E. 57th St., 6th Fl
 New York, NY 10022

Payment Information

Note Payment is Due Upon Receipt

Please see last page for Wiring and ACH Instructions

RENEWABLE PRODUCTS

Invoice ID 20176--6906

From 06/01/2017 To 06/30/2017

Date	ID	Strategy	Exch	Trade Type	Trader	B/S	Price	Lots	Term	Clearing ID	Clearing Account	Total Lots	Comm Rate	Comm Unit	Comm Amt	REF
06/29/2017	31798	NJ Solar REC RY 2017/RY 2018/RY 2019					200.50	3,000								
	31798.1	NJ Solar REC	EDF		Joseph Shipley	Sell	200.50	1,000	RY 2017			1,000	0.50000	MW/H	1,500.00	
	31798.2	NJ Solar REC	EDF		Joseph Shipley	Sell	200.50	1,000	RY 2018			1,000		MW/H		
	31798.3	NJ Solar REC	EDF		Joseph Shipley	Sell	200.50	1,000	RY 2019			1,000		MW/H		

**BGC Environmental Brokerage Services, L.P.**

199 Water Street, Floor 19, New York, NY 10038

Phone (646) 346-6899 - Fax (203) 702-5070

**Transaction Confirmation - Direct
CONFIRMATION #: 06291702-S-SGMSJS**

We hereby confirm that, acting as agent on your instructions, we have arranged the following transaction on your behalf:

Seller Company: Sunlight General Morris Solar LLC
135 E 57th ST FL 6
New York, NY 10022

Seller Contact: Joe Shipley
Seller Phone Number: 212-286-1801 ext 4
Seller Email: jshipley@sunlightgeneral.com

Buyer Company: Luminus Energy Partners QP, L.P.
1700 Broadway, 38th Floor
New York, NY 10019

Buyer Contact: Jonathan Barrett
Buyer Phone Number: 212-615-3424
Buyer Email: mark@alphainception.com

Transaction Date: 6/29/2017

Type of Transaction: Immediate Settlement Transaction

Product Sold: New Jersey Energy Year 2017 Solar Renewable Energy Credits (SREC)

Quantity: 517 SRECs

Unit Price US\$: \$238.50/SREC

Total Purchase & Sale Price US\$: \$123,304.50

Contract Details: This transaction is subject to contract and credit. These SRECs will be delivered via PJM-GATS immediately upon execution of contract.

Brokerage Fee: \$517.00

Please wire transfer the Brokerage Fee of \$517.00 to BGC Environmental Brokerage Services L.P. per the following wire instructions:

Account Name:
BGC Financial LP

ABA Number:
021-000018

Swift:
IRVTUS3N

Bank Name and Location:
The Bank of New York Mellon, New York

Account Number:
8901113255

Reference: 06291702-S-SGMSJS

We trust the above correctly delineates your understanding of the transaction and thank you for this opportunity to be of service.

BGC Environmental Brokerage Services, L.P., its successors or its affiliates ("BGC") has acted as agent for both you and your counterparty solely for the purpose of introducing the principal parties to each other and not as issuer, guarantor, surety or counterparty in this transaction. Accordingly, BGC, its affiliates, officers, directors, partners and employees (collectively, "BGC") shall have no liability to any party in the event either party, for any reason is prohibited or restricted from entering into this transaction or fails to complete this transaction. BGC has not made nor given, and does not make nor give, any representation or warranty whatsoever with respect to the selling counterparty's title or ability to transfer good title to the financial products. You acknowledge and agree that all terms and conditions of this transaction were determined and agreed to solely by you and your counterparty and compliance therewith is the responsibility of you and your counterparty. You further agree to hold BGC harmless from any claims, loss or damage in connection with or arising out of any dispute regarding this transaction. Any errors or differences must be reported immediately to Middle Office Trade Support on (646) 346-6899. Your failure to notify us of such errors or differences will be deemed your agreement that this confirmation of transaction is correct and ratification of the transaction reported herein. You understand that BGC in its sole discretion may record and retain, on tape or otherwise, any telephone conversation between BGC and you. Each party is responsible for their respective commission due to the BGC related to this transaction.

BGC Environmental Brokerage Services, L.P.
199 Water Street, 19th Floor
New York, NY 10038
Phone: 646-346-6899
Email: ebc@bgcpartners.com

Exhibit C

DIRECTION TO TRANSFER 1603 GRANT FUNDS

Dated: August 3, 2017

U.S. Bank National Association
21 South Street, 3rd Floor,
Morristown, NJ 07960
Attention: Rick Barnes, Vice President

Re: The Morris County Improvement Authority (the "Authority") \$34,100,000 aggregate principal amount of "County of Morris Guaranteed Renewable Energy Program Lease Revenue Bonds, Series 2011 (Federally Taxable)" (the "Series 2011 Bonds")

Reference is made to Section 3(e) of Amendment and Consent No. 3 (Morris County Renewable Energy Program, Series 2011) dated as of March 3, 2015 ("Consent No. 3"), by and among Morris County Improvement Authority (the "Authority"), County of Morris, New Jersey (the "County"), U.S. Bank National Association (the "Trustee"), SunLight General NJC Solar LLC, SunLight General Morris Holdings, LLC, SunLight General Morris Solar, LLC (the "Company") and SunLight General Capital Management, LLC, as well as the Settlement Agreement dated as of March 3, 2015 (capitalized terms used but not defined herein shall have the meaning given to such terms in Consent No. 3). Pursuant to Section 3(e) of Consent No. 3 and Article II of the Settlement Agreement, the Company agreed to apply for 1603 Grant Funds relating to the construction of the projects set forth in **Exhibit A** attached hereto, using good faith efforts, but no less than the efforts employed in connection with the original 1603 Grant applications, to maximize the amount of 1603 Grant Funds received with respect to such projects. Any 1603 Grant Funds obtained by the Company shall be immediately paid to the Authority or County, as directed by the Authority, such funds to be transferred between the Authority and County in their sole discretion as reimbursement for payments made to Power Partners under the Settlement Agreement.

On July 19, 2017, the Company advised the Authority and the County, and confirms hereby, that the Company has received \$3,108,583.00 in 1603 Grant Funds, as detailed in the Section 1603 Award Letters attached hereto as **Exhibit B**.

The Authority hereby directs the Company to, immediately upon receipt of this Direction to Transfer 1603 Grant Funds, transfer such 1603 Grant Funds to the County Security Fund held by the Trustee pursuant to the Bond Resolution.

The Authority agrees that the Company shall have satisfied its obligations under Section 3(e) of Consent No. 3 and the Settlement Agreement, solely as such obligations relate to the 1603 Grant Funds, and to the extent that no additional 1603 Grant Funds are received by the Company; provided, that the Company shall, if requested by the Authority, use good faith efforts in connection with the application for any supplemental 1603 Grant Funds resulting from one or more appeals of the award of 1603 Grants set forth in the Section 1603 Award Letters, and if any such supplemental 1603 Grant Funds are received, the Company shall immediately pay such amounts to the Authority pursuant to the terms of Section 3(e) of Consent No. 3.

Acknowledged and agreed,

MORRIS COUNTY
IMPROVEMENT AUTHORITY

Attest:

By: _____
Name: _____
Title: _____

By: _____
Name: John Bonanni
Title: Chairman

Acknowledged and agreed,

SUNLIGHT GENERAL
MORRIS SOLAR, LLC

Attest:

By: SunLight General Capital Management,
LLC, its Manager

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

Exhibit A

Local Unit Projects

Overdue Series 2011 Local Units

Washington Township Board of Education

Borough of Chester
Mount Olive Township Board of Education

County of Morris

Chathams Board of Education

Overdue Series 2011 Local Unit Projects

Benedict A. Cucinella
Long Valley Middle School
BOE/Police Station
Tinc Elementary
Sandshore Elementary
OTA/Human Services Bldg.
Morris County Library (roof)
Morris County Library (carport)
Public Safety Training Academy
Chatham High School

Exhibit B

Section 1603 Award Letters

MOVED/SECONDED:

Resolution moved by Commissioner _____.

Resolution seconded by Commissioner _____.

VOTE:

Commissioner	Yes	No	Abstain	Absent
Gallop				
Kovalcik				
Ramirez				
Sandman				
Bonanni				

This Resolution was acted upon at the Regular Meeting of the Authority held on August 15, 2017 at the Morris Township Municipal Building in Morristown, New Jersey.

Attested to this ____ day of August, 2017

By: _____
Secretary of the Authority

FORM and LEGALITY:

This Resolution is approved as to form and legality as of August 15, 2017.

By: _____
Matthew D. Jessup, Member, McManimon, Scotland & Baumann, LLC
Counsel to the Authority
Resolution No. 17-33