

RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY

TITLE:

RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY AUTHORIZING THE PAYMENT OF CERTAIN COMPANY OPERATING EXPENSES IN CONNECTION WITH THE MORRIS COUNTY IMPROVEMENT AUTHORITY'S 2009 RENEWABLE ENERGY PROGRAM

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 County Commissioners (the "*Board of County Commissioners*") 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, in 2009, the Authority created a program to facilitate and finance the design, permitting, acquisition, construction, installation, operation and maintenance of solar renewable energy projects (the "*Renewable Energy Projects*") at multiple county, municipal and board of education facilities located throughout the County; and

WHEREAS, in accordance with a request for proposal process, the Authority selected and designated Tioga Solar Morris County 1, LLC (the "*Company*") as the successful respondent, and the Authority and the Company thereafter entered into a Lease Purchase Agreement, dated as of February 1, 2010 (as the same may be amended and supplemented from time to time, the "*Lease Agreement*"), and certain other agreements with the Company and others in furtherance thereof; and

WHEREAS, the Renewable Energy Projects procured under the Renewable Energy Program (as defined in the Lease Agreement) generate energy and revenues, with such revenues being principally derived from (i) the sale of electric energy to the local unit hosts under a Power Purchase Agreement, dated as of February 1, 2010 (the "*Power Purchase Agreement*"), by and between the Company, the Authority and certain local government units, and (ii) the sale of Solar Renewable Energy Certificates (the "*SRECs*") to utilities; and

WHEREAS, Tioga Energy, which was engaged in the solar energy business throughout the United States, advised the Authority that, on April 30, 2013, it (not the Company) transferred ownership of all of its right, title and interest in, to and under all of its tangible and all of its intangible assets, including, but not limited to, its interest in the Company, to Tioga Energy (Assignment for the Benefit of Creditors), LLC, Solely as Assignee for the Benefit of Creditors of Tioga Energy, Inc. (the "*Assignee*"), pursuant to the laws of the State of California, and thereby created an assignment estate; and

WHEREAS, the Company failed to make Lease Payments then due and owing to the Authority pursuant to the terms of Section 301 of the Lease Agreement, each of which failure constituted an Event of Default pursuant to Section 1001 of the Lease Agreement; and

WHEREAS, as a result of the incurrence and continuance of the Events of Default by the Company, the Authority exercised the remedies available to it pursuant to Section 1002 of the Lease Agreement, including, without limitation, (i) terminating the Lease Agreement, (ii) taking possession of the Renewable Energy Projects, the SRECs and any other portion of the Leased Property (as defined in the Lease Agreement), and (iii) assuming all of the Company's rights under the Power Purchase Agreement and the License Agreements (as defined in the Lease Agreement); and

WHEREAS, pursuant to the terms of that certain Default and Assignment Agreement, dated as of December 1, 2019 (the "*Default Agreement*"), by and among the Authority, the Company and the Assignee, neither the Company nor the Assignee contested that the Events of Default have occurred and are continuing, nor did either protest the Authority's decision to exercise available remedies under the Lease Agreement, including, without limitation, those described above; and

WHEREAS, pursuant to the terms of that certain Assignment of Agreements, dated as of December 1, 2019 (the "*Assignment*"), from the Company to the Authority, the Company has assigned (and the Authority has assumed) all of its right, title and interest in and to certain Solar Renewable Energy Certificate Purchase and Sale Agreements by and between the Company and Jersey Central Power & Light Company; and

WHEREAS, the Authority and Azimuth 180 Solar Electric, LLC (the "*O&M Provider*") entered into that Operations and Maintenance Agreement dated as of July 1, 2020, for the operation and maintenance by the O&M Provider of the Renewable Energy Projects; and

WHEREAS, the Authority has funds on deposit in an account (the "*Renewable Energy Program Account*") to be used from time to time to pay expenses incurred in connection with the operation, maintenance and management of the Renewable Energy Projects (the "*Renewable Energy Expenses*"); and

WHEREAS, the funds on deposit in the Renewable Energy Program Account are not "Revenues" as defined in the Authority's "Resolution Authorizing the Issuance of County Guaranteed Revenue Refunding Bonds, Series 2019 (Renewable Energy Program Project) of the Morris County Improvement Authority and Determining Other Matters Related Thereto" (the "*General Bond Resolution*") and if constituted "Revenues" would be on deposit in the General Fund (as defined in the General Bond Resolution) and eligible for distribution pursuant to the terms of Section 502 of the General Bond Resolution; and

WHEREAS, the Authority has incurred such Renewable Energy Expenses in the aggregate amount of \$25,864.65, consisting of the operating expenses and capital repair costs incurred by the O&M Provider set forth in Exhibit A attached hereto; and

WHEREAS, the Authority desires to approve such Renewable Energy Expenses.

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

Section 1. The Chairperson and the Treasurer of the Authority (including their designees, each an "*Authorized Officer*") are hereby authorized and directed to make payment from the Renewable Energy Program Account for the payment of the following Renewable Energy Expenses as set forth in Exhibit A attached hereto, in aggregate amounts not to exceed \$25,864.65, provided that the Authorized Officer is presented with invoices reflecting that the amounts have been properly incurred.

Section 2. 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 3. 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 County Commissioners, 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 County Commissioners a certification from the Clerk stating that the minutes of this meeting have not been vetoed by the Director of the Board of County Commissioners.

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Exhibit A
O&M Provider Expenses

SUNLIGHT GENERAL PROJECTS: MORRIS I TIOGA SOLAR PROJECTS
SUMMARY OF ATTACHED INVOICES:

PAGE:	DATE:	PAYEE:	SERVICES RENDERED:	PAYABLE:
2	1/1/2023	AZIMUTH 180 SOLAR ELECTRIC, LLC	JANUARY 2023 OPERATIONS & MAINTENANCE	\$ 2,998.41
3	1/1/2023	SUNLIGHT GENERAL CAPITAL MANAGEMENT, LLC	JANUARY 2023 ASSET MANAGEMENT	\$ 2,717.84
4	2/1/2023	AZIMUTH 180 SOLAR ELECTRIC, LLC	FEBRUARY 2023 OPERATIONS & MAINTENANCE	\$ 2,998.41
5	2/1/2023	SUNLIGHT GENERAL CAPITAL MANAGEMENT, LLC	FEBRUARY 2023 ASSET MANAGEMENT	\$ 2,717.84
6	3/1/2023	AZIMUTH 180 SOLAR ELECTRIC, LLC	MARCH 2023 OPERATIONS & MAINTENANCE	\$ 2,998.41
7	3/1/2023	SUNLIGHT GENERAL CAPITAL MANAGEMENT, LLC	MARCH 2023 ASSET MANAGEMENT	\$ 2,717.84
8	1/18/2023	AZIMUTH 180 SOLAR ELECTRIC, LLC	SUPPLEMENTAL O&M FROM FEBRUARY 2020 to JANUARY 2023	\$ 8,715.90
				<u>\$ 25,864.65</u>

01 Jan 2023

O&M INVOICE

01 Jan 2023 – 31 Jan 2023



Per the Operations and Maintenance Agreement for Morris Renewable Energy Projects by and between Morris County Improvement Authority and Azimuth 180 Solar Electric, LLC dated July 1, 2020, please find this invoicing statement for the period indicated above.

The payable monthly amount is equal to \$0.625 times 3,197.46 kW DC, which is the total DC capacity of the arrays in service, plus an additional monthly fixed fee of \$1,000.

Bill To:

Morris County Improvement Authority
10 Court Street, Suite 517
Morristown, New Jersey 07963

Total: \$2,998.41

Remittance by ACH:

Account: Azimuth 180 Solar Electric, LLC
Account No.: 759397125
ABA/Routing No.: 021000021

Remittance by check:

Azimuth 180 Solar Electric, LLC
PO Box 8543
New York, NY 10150

01 Jan 2023

ASSET MANAGEMENT INVOICE



01 Jan 2023 – 31 Jan 2023

Per the Asset Management Agreement for Morris Renewable Energy Projects by and between Morris County Improvement Authority and Azimuth 180 Solar Electric, LLC dated July 1, 2020, please find this invoicing statement for the period indicated above.

The payable monthly amount is \$0.85 times 3,197.46 kW DC, which is the total DC capacity of the arrays in service.

Bill To:

Morris County Improvement Authority
10 Court Street, Suite 517
Morristown, New Jersey 07963

Total: \$2,717.84

Remittance by ACH:

Account: SunLight General Capital Management, LLC
Account No.: 900621605
ABA/Routing No.: 021000021

Remittance by check:

SunLight General Capital Management, LLC
PO Box 8543
New York, NY 10150

01 Feb 2023

O&M INVOICE

01 Feb 2023 – 28 Feb 2023



Per the Operations and Maintenance Agreement for Morris Renewable Energy Projects by and between Morris County Improvement Authority and Azimuth 180 Solar Electric, LLC dated July 1, 2020, please find this invoicing statement for the period indicated above.

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Morristown, New Jersey 07963

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Account: SunLight General Capital Management, LLC
Account No.: 900621605
ABA/Routing No.: 021000021

Remittance by check:

SunLight General Capital Management, LLC
PO Box 8543
New York, NY 10150

17 Jan 2023

O&M INVOICE



Due: 16 Feb 2023

Bill To:

Morris County Improvement Authority
10 Court Street, Suite 517
Morristown, New Jersey 07963

System:	Service or Product:	Quantity:	Rate:	Amount:
Morris I - Portfolio-level expenses	Troy Hills School - 2 broken modules	1	320.00	\$320.00
Morris I - Portfolio-level expenses	Parsippany HS 3 panels have burned cells	1	367.50	\$367.50
Morris I - Portfolio-level expenses	Parsippany HS 1 string 30v low	1	122.50	\$122.50
Morris I - Portfolio-level expenses	Parsippany Central MS MS 5 modules blistering	1	575.00	\$575.00
Morris I - Portfolio-level expenses	Parsippany Central MS CB3 1 string 0v	1	210.00	\$210.00
Morris I - Portfolio-level expenses	Parsippany Central MS CB2 1 string 0v	1	210.00	\$210.00
Morris I - Portfolio-level expenses	Brooklawn - 4 broken panels	1	490.00	\$490.00
Morris I - Portfolio-level expenses	Mountain Lakes 1 module has a burned cell	1	235.00	\$235.00
Morris I - Portfolio-level expenses	Mennen 3G comms no longer available - new cell modem needed	1	753.40	\$753.40
Morris I - Portfolio-level expenses	Mennen Parking lot canopy row #1 missing 4 panels	1	367.50	\$367.50
Morris I - Portfolio-level expenses	Mennen 2 strings 0 voltage in canopy arrays	1	420.00	\$420.00
Morris I - Portfolio-level expenses	Mennen Wire management under parking lot arrays	1	3,150.00	\$3,150.00
Morris I - Portfolio-level expenses	Schuyler One module on roof top array burn/broken	1	235.00	\$235.00
Morris I - Portfolio-level expenses	Voter Machine Tech Center - Roof Leak	1	1,260.00	\$1,260.00

Remittance by ACH:

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Account No.: 759397125
ABA/Routing No.: 021000021

Remittance by check:

Azimuth 180 Solar Electric, LLC
PO Box 8543
New York, NY 10150

Total: \$8,715.90

MOVED/SECONDED:

Resolution moved by Commissioner _____.
Resolution seconded by Commissioner _____.

VOTE:

Commissioner	Yes	No	Abstain	Absent
Leary				
Ramirez				
Bauer				
Sandman				
Gallop				

This Resolution was acted upon at the Regular Meeting of the Authority held remotely and in person on April 19, 2023 by audio and video in accordance with notice promulgated by the Authority in accordance with applicable law.

Attested to this 19th day of April, 2023

By: _____
Secretary of the Authority

FORM and LEGALITY:

This Resolution is approved as to form and legality as of April 19, 2023.

By: _____
Matthew D. Jessup, Member, McManimon, Scotland & Baumann, LLC
Counsel to the Authority
Resolution No. 23-13