RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY

TITLE:

RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY 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 County Commissioners (the "Board of 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, 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(m) of Amendment and Consent No. 3 (Morris County Renewable Energy Program, Series 2011) dated as of March 3, 2015 ("Consent No. 3"), the Company (as defined in Consent No. 3) 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 for the months of January and February 2024, in the amounts and as further described in <u>Exhibit A</u> 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 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 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 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]

MOVED/SECONDED:

Resolution moved by Commissioner ______. Resolution seconded by Commissioner ______.

VOTE:

Commissioner	Yes	No	Abstain	Absent
Leary				
Ramirez				
Bauer				
Sandman				
Gallopo				

This Resolution was acted upon at the Regular Meeting of the Authority held on March 20, 2024 at the Authority's principal corporate office in Morristown, New Jersey.

Attested to this 20th day of March, 2024

By:___

Secretary of the Authority

FORM and LEGALITY:

This Resolution is approved as to form and legality as of March 20, 2024.

By: _____

Matthew D. Jessup, Member, McManimon, Scotland & Baumann, LLC Counsel to the Authority Resolution No. 24-09

Exhibit A

Invoices for Operating Expenses

SUNLIGHT GENERAL PROJECTS: MORRIS COUNTY SUMMARY OF ATTACHED INVOICES:

PAGE:	DATE:	PAYEE:	SERVICES RENDERED:	ΡΑ	YABLE:
2	1/1/2024	AZIMUTH 180 SOLAR ELECTRIC, LLC	JANUARY 2024 OPERATIONS & MAINTENANCE	\$	12,256.00
3	1/1/2024	SUNLIGHT GENERAL CAPITAL MGMT, LLC	JANUARY 2024 ASSET MANAGEMENT	\$	11,536.09
4	2/1/2024	AZIMUTH 180 SOLAR ELECTRIC, LLC	FEBRUARY 2024 OPERATIONS & MAINTENANCE	\$	12,256.00
5	2/1/2024	SUNLIGHT GENERAL CAPITAL MGMT, LLC	FEBRUARY 2024 ASSET MANAGEMENT	\$	11,536.09
6	12/31/2023	SUNLIGHT GENERAL CAPITAL LLC	FOURTH QUARTER 2023 - COUNTY SHARE VERIZON BILL	\$	211.77
7	11/28/2023	MAHONEY SABOL	PREPARATION AND FILING OF FEDERAL AND STATE TAX DEC 31 2022	\$	1,890.00
8	1/24/2024	AZIMUTH 180 SOLAR ELECTRIC, LLC	O&M EXPENSE - COOPER ELECTRIC - PROJECT: COUNTY COLLEGE OF MORRIS	\$	29.10
9	1/24/2024	AZIMUTH 180 SOLAR ELECTRIC, LLC	O&M EXPENSE - HOME DEPOT - PROJECT: COUNTY COLLEGE OF MORRIS	\$	122.87
10	1/25/2024	AZIMUTH 180 SOLAR ELECTRIC, LLC	O&M EXPENSE - COOPER ELECTRIC - PROJECT: COUNTY COLLEGE OF MORRIS	\$	181.43

\$ 50,019.35

01 Jan 2024

O&M INVOICE

01 Jan 2024 — 31 Jan 2024



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, please find this invoicing statement for the period indicated above.

The payable monthly amount is based on a 17.389 / kW DC annual fee times 8,457.71, which is the total DC capacity of the arrays in service.

Bill To:

SunLight General Morris Solar, LLC PO Box 8543 New York, NY 10150

Total: \$12,256.00

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 2024

ASSET MANAGEMENT INVOICE

01 Jan 2024 — 31 Jan 2024

Per the Asset Management Agreement for Morris Renewable Energy Projects by and between SunLight General Morris Solar, LLC and SunLight General Capital Management, LLC dated January 24, 2013, please find this invoicing statement for the period indicated above.

The payable monthly amount is based on 1) a \$75,000 annual fee and 2) a \$7.50/kW DC annual fee times 8,457.71, which is the total DC capacity of the arrays in service.

SunLight General Capital Management, LLC

Bill To:

SunLight General Morris Solar, LLC PO Box 8543 New York, NY 10150

Total: \$11,536.09

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 2024

O&M INVOICE

01 Feb 2024 – 29 Feb 2024



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, please find this invoicing statement for the period indicated above.

The payable monthly amount is based on a 17.389 / kW DC annual fee times 8,457.71, which is the total DC capacity of the arrays in service.

Bill To:

SunLight General Morris Solar, LLC PO Box 8543 New York, NY 10150

Total: \$12,256.00

Remittance by ACH:

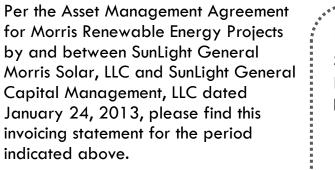
Account: Azimuth 180 Solar Electric, LLC Account No.: 759397125 ABA/Routing No.: 021000021

Remittance by check:

Azimuth 180 Solar Electric, LLC PO Box 8543 New York, NY 10150 01 Feb 2024

ASSET MANAGEMENT INVOICE

01 Feb 2024 — 29 Feb 2024



The payable monthly amount is based on 1) a \$75,000 annual fee and 2) a \$7.50/kW DC annual fee times 8,457.71, which is the total DC capacity of the arrays in service.

Bill To:

SunLight General Morris Solar, LLC PO Box 8543 New York, NY 10150

Total: \$11,536.09

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

SunLight General Capital Management, LLC

Verizon Monitoring Invoice

Fees cover the cost of Verizon's cellular service. The cellular system remotely sends out generation data from the system and allows the system to be monitored in real time. Remote monitoring of the system also facilitates maintenance and safety.



01 Oct 2023 – 31 Dec 2023

Bill To:

SunLight General Morris Solar, LLC PO Box 8543 New York, NY 10150

Total: \$211.77

Remittance by ACH: Account: SunLight General Capital, LLC Account No.: 841166291 ABA/Routing No.: 021000021

Remittance by check:

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

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80 Plains Road PO Box 934 Essex, CT 06426-0934

Phone: 860-767-9999 Fax: 860-767-0353

	Invoice:	653503
Sunlight General Morris Solar, LLC Attn: Stacey L. Hughes	Date:	11/28/2023
135 East 57th Street 6th Floor	Due Date:	Upon Receipt
New York, NY 10022	Client Number:	JB1630

Please include our client number on your check. Click here for credit card payments - http://mahoneysabol.com/payment

For professional services rendered:

Preparation and filing of Federal and State tax returns for the year ended December 31, 2022	\$ 1,820.00
Direct expense at 4%	70.00
Invoice Total	\$ 1,890.00

Payments are due upon receipt of the invoice. Interest may be added at a rate of 1.5% per month on outstanding balances over 30 days. We accept ACH payments to Berkshire Bank only. Any changes of banking information MUST immediately be verified with MahoneySabol's billing department, by phone, to ensure the banking information is legitimate. We also accept MasterCard, Visa, Discover and American Express.

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	-IN NO-THRD CPLG			
	# 7176 \$29.10 Appr# 09459D			





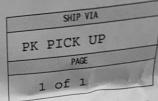
A Sonepar Company COOPER ELECTRIC 168 RIDGEDALE AVE P.O. BOX 1487 MORRISTOWN,NJ 07960-4356 862-242-1300 Fax 973-539-1891 Justin.weickert@cooper-electric.com



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ORDERED BY

SHIP TO: MORRISTOWN CASH SALE CONTRACTOR 168 RIDGEDALE AVE MORRISTOWN, NJ 07960-4088 862-242-1300 Fax: 973-539-1891

SOLD TO: MORRISTOWN CASH SALE CONTRACTOR 168 RIDGEDALE AVE MORRISTOWN, NJ 07960-4088 862-242-1300 Fax: 973-539-1891

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2		GC 1IN GAL	V 0002		15.440 e	15.4
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