

RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY

TITLE:

RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY AUTHORIZING THE TRANSFER OF FUNDS 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 5.01 of the Bond Resolution, the Authority has created the County Security Fund, which County Security Fund is not subject to the pledge of the Trust Estate by the Authority to the Trustee for the benefit of Bondholders; and

WHEREAS, pursuant to that certain Amendment and Consent No. 3 dated as of March 3, 2015, the Authority may transfer funds on deposit in the County Security Fund to any other account, whether provided for or not under the Bond Resolution, to pay for any costs contemplated under the Program Documents, including Consent No. 3; and

WHEREAS, on or about May 6, 2015, the County paid \$7,001,433.20 to Power Partners MasTec, LLC or its designee, pursuant to that certain Settlement Agreement dated as of March 3, 2015 (the "Settlement Payment"); and

WHEREAS, the County has paid \$19,402,178.36 under the terms of the County Guarantee to provide for timely payments of principal of and interest due on the Series 2011 Bonds (the "County Guarantee Payment" and, together with the Settlement Payment, the "County Deficiency Payments"); and

WHEREAS, the County is permitted to be reimbursed for the County Deficiency Payments from time to time from the County Security Fund; and

WHEREAS, the Authority desires to authorize the transfer of \$7,000,000.00 from the County Security Fund to the County, in accordance with the written instructions of the Authority to reimburse the County for a portion of the County Deficiency Payments made by the County on behalf of the Authority (the "County Security Fund Transfer"); and

WHEREAS, such County Security Fund Transfer is a proper use of such County Security Funds.

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

Section 1. The Authority hereby approves the County Security Fund Transfer.

Section 2. The Chairperson and the Treasurer of the Authority (including their designees, each an "*Authorized Officer*") are hereby authorized and directed, in consultation with counsel, to prepare and file with the Trustee a "Notice of Direction for Transfer of Funds" which such notice shall also be executed by an authorized officer of the County. Any action taken by the Authorized Officer prior to the adoption of this resolution and consistent with this resolution, including execution of the Notice of Direction for Transfer of Funds described herein and delivery of same to the Trustee, is hereby ratified, confirmed and approved, as if such action were taken on or after the date hereof.

Section 3. 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 4. 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.

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 July 3, 2024 by audio and video in accordance with notice promulgated by the Authority in accordance with applicable law.

Attested to this 3rd day of July, 2024

By: _____
Secretary of the Authority

FORM and LEGALITY:

This Resolution is approved as to form and legality as of July 3, 2024.

By: _____
Matthew D. Jessup, Member, McManimon, Scotland & Baumann, LLC
Counsel to the Authority
Resolution No. 24-23