

RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY

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***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 \$22,282.84, consisting of the operating expenses and additional miscellaneous 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 \$22,282.84, 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:**

<b>PAGE:</b>	<b>DATE:</b>	<b>PAYEE:</b>	<b>SERVICES RENDERED:</b>	<b>PAYABLE:</b>
<b>2</b>	7/1/2024	AZIMUTH 180 SOLAR ELECTRIC, LLC	JULY 2024 OPERATIONS & MAINTENANCE	\$ 2,998.41
<b>3</b>	7/1/2024	SUNLIGHT GENERAL CAPITAL MGMT, LLC	JULY 2024 ASSET MANAGEMENT	\$ 2,717.84
<b>4</b>	8/1/2024	AZIMUTH 180 SOLAR ELECTRIC, LLC	AUGUST 2024 OPERATIONS & MAINTENANCE	\$ 2,584.69
<b>5</b>	8/1/2024	SUNLIGHT GENERAL CAPITAL MGMT, LLC	AUGUST 2024 ASSET MANAGEMENT	\$ 2,155.18
<b>6</b>	9/1/2024	AZIMUTH 180 SOLAR ELECTRIC, LLC	SEPTEMBER 2024 OPERATIONS & MAINTENANCE	\$ 2,584.69
<b>7</b>	9/1/2024	SUNLIGHT GENERAL CAPITAL MGMT, LLC	SEPTEMBER 2024 ASSET MANAGEMENT	\$ 2,155.18
<b>8</b>	7/16/2024	SUNLIGHT GENERAL CAPITAL, LLC	SECOND QUARTER 2024 - VERIZON BILL MCIA SHARE	\$ 111.83
<b>9</b>	10/23/2024	SUNLIGHT GENERAL CAPITAL, LLC	THIRD QUARTER 2024 - VERIZON BILL MCIA SHARE	\$ 118.36
<b>10-15</b>	7/12/2024	SUNLIGHT GENERAL CAPITAL, LLC	MCIA SHARE OF MCGRIFF LIABILITY INSURANCE BILLED 7/11 AND 8/9/2024	\$ 6,856.66
				<b>\$ 22,282.84</b>

01 Jul 2024

# O&M INVOICE

01 Jul 2024 — 31 Jul 2024



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.: 635962288  
ABA/Routing No.: 021000021

## Remittance by check:

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

01 Jul 2024

## ASSET MANAGEMENT INVOICE

01 Jul 2024 — 31 Jul 2024



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 Aug 2024

# O&M INVOICE

01 Aug 2024 — 31 Aug 2024



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 2,584.69 kW DC, which is the total DC capacity of the arrays in service, plus an additional monthly fixed fee of \$1,000.

The following solar arrays have been decommissioned: Boonton Public Schools (High School, John Hill School and School Street School), Parsippany-Troy Hills School District (Brooklawn Middle School) and West Morris Regional High School District (West Morris Central High School)

## Bill To:

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

**Total: \$2,584.69**

## Remittance by ACH:

Account: Azimuth 180 Solar Electric, LLC  
Account No.: 635962288  
ABA/Routing No.: 021000021

## Remittance by check:

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



01 Aug 2024

## ASSET MANAGEMENT INVOICE

01 Aug 2024 — 31 Aug 2024



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 2,535.50 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: \$2,155.18**

### 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 Sep 2024

# O&M INVOICE

01 Sep 2024 — 30 Sep 2024



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 2,535.50 kW DC, which is the total DC capacity of the arrays in service, plus an additional monthly fixed fee of \$1,000.

The following solar arrays have been decommissioned: Boonton Public Schools (High School, John Hill School and School Street School), Parsippany-Troy Hills School District (Brooklawn Middle School) and West Morris Regional High School District (West Morris Central High School)

## Bill To:

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

**Total: \$2,584.69**

## Remittance by ACH:

Account: Azimuth 180 Solar Electric, LLC  
Account No.: 635962288  
ABA/Routing No.: 021000021

## Remittance by check:

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

01 Sep 2024

## ASSET MANAGEMENT INVOICE

01 Sep 2024 — 30 Sep 2024



**SunLight General Capital  
Management, LLC**

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 2,535.50 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: \$2,155.18**

### 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

30 Jun 2024

## 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.



**SunLight General Capital**  
Solar Energy Development and Financing

01 Apr 2024 – 30 Jun 2024

### Bill To:

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

**Total: \$111.83**

### 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

30 Sep 2024

## 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.



**SunLight General Capital**  
Solar Energy Development and Financing

01 Jul 2024 – 30 Sep 2024

### Bill To:

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

**Total: \$118.36**

### Remittance by ACH:

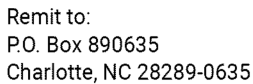
Account: SunLight General Capital, LLC  
Account No.: 841166291  
ABA/Routing No.: 021000021

### Remittance by check:

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



000005312662000-706SUNLIGEN4706000007252950000119507006



-----INVOICE-----

SunLight General Capital LLC  
P.O. Box 8543 (10150)  
575 Lexington Ave, 12th Floor (10022)  
New York, NY 10150-8543

<b>Invoice Date</b>	07/12/24
<b>Invoice No.</b>	5312665
<b>Bill-To Code</b>	706SUNLIGEN
<b>Client Code</b>	706SUNLIGEN
<b>Inv Order No.</b>	706*7252952

**Named Insured:** SunLight General Capital LLC

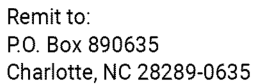
**Amount Remitted: \$**

Please return this portion with your payment.

**Make checks payable to:** McGriff Insurance Services LLC

[illegible]

**Due upon Receipt or Effective Date, whichever is later | \*NEW\* Pay with Credit Card/ACH: <https://mcgriff.epaypolicy.com>**



-----INVOICE-----

SunLight General Capital LLC  
P.O. Box 8543 (10150)  
575 Lexington Ave, 12th Floor (10022)  
New York, NY 10150-8543

<b>Invoice Date</b>	07/12/24
<b>Invoice No.</b>	5312670
<b>Bill-To Code</b>	706SUNLIGEN
<b>Client Code</b>	706SUNLIGEN
<b>Inv Order No.</b>	706*7252954

**Named Insured:** SunLight General Capital LLC

**Amount Remitted: \$**

Please return this portion with your payment.

**Make checks payable to:** McGriff Insurance Services LLC

Effective Date	Policy Period	Coverage Description	Transaction Amount
07/11/24	07/11/24	Colony Insurance Company	
	to	Policy No. EXO4281259	
	07/11/25	Renewal - Excess Liability CL	50,411.00
		Surplus Lines Tax - Excess Liability C	1,814.80
		SL Stamping Fee - Excess Liability CL	75.62
		Invoice Number: 5312670                  Amount Due:	52,301.42

**Due upon Receipt or Effective Date, whichever is later | \*NEW\* Pay with Credit Card/ACH: <https://mcgriff.epaypolicy.com>**





# McGriff

Remit to:  
P.O. Box 890635  
Charlotte, NC 28289-0635

000005312679000-706SUNLIGEN4706000007252963000005239382

## ----- INVOICE -----

SunLight General Capital LLC  
P.O. Box 8543 (10150)  
575 Lexington Ave, 12th Floor (10022)  
New York, NY 10150-8543

**Invoice Date** 07/12/24  
**Invoice No.** 5312679  
**Bill-To Code** 706SUNLIGEN  
**Client Code** 706SUNLIGEN  
**Inv Order No.** 706\*7252963

**Named Insured:** SunLight General Capital LLC

**Amount Remitted:** \$

Please return this portion with your payment.

**Make checks payable to:** McGriff Insurance Services LLC

Effective Date	Policy Period	Coverage Description	Transaction Amount
07/11/24	07/11/24 to 07/11/25	Lloyds Policy No. PLC0122302 Renewal - Errors & Omissions CL  Policy Fee - Errors & Omissions CL  Surplus Lines Tax - Errors & Omissions  SL Stamping Fee - Errors & Omissions C   Invoice Number: 5312679      Amount Due:	   4,850.00  200.00  181.80  7.58   5,239.38

**Due upon Receipt or Effective Date, whichever is later | \*NEW\* Pay with Credit Card/ACH: <https://mcgriff.epaypolicy.com>**



000005332244000-706SUNLIGEN4706000007277565000020456399

-----INVOICE-----

SunLight General Capital LLC  
P.O. Box 8543 (10150)  
575 Lexington Ave, 12th Floor (10022)  
New York, NY 10150-8543

<b>Invoice Date</b>	08/09/24
<b>Invoice No.</b>	5332244
<b>Bill-To Code</b>	706SUNLIGEN
<b>Client Code</b>	706SUNLIGEN
<b>Inv Order No.</b>	706*7277565

**Named Insured:** SunLight General Capital LLC

**Amount Remitted: \$**

Please return this portion with your payment.

**Make checks payable to:** McGriff Insurance Services LLC

Effective Date	Policy Period	Coverage Description	Transaction Amount
08/01/24	08/01/24 to 07/11/25	Lloyds Policy No. ENF001025502 New - Pollution CL  Policy Fee - Pollution CL  Surplus Lines Tax - Pollution CL  SL Stamping Fee - Pollution CL   Invoice Number: 5332244                  Amount Due:	  19,467.00  250.00  709.81  29.58   20,456.39

**Due upon Receipt or Effective Date, whichever is later | \*NEW\* Pay with Credit Card/ACH: <https://mcgriff.epaypolicy.com>**

Remit to:  
P.O. Box 890635  
Charlotte, NC 28289-0635

000005332245000-706SUNLIGEN4706000007277567000011190481

-----INVOICE-----

SunLight General Capital LLC  
P.O. Box 8543 (10150)  
575 Lexington Ave, 12th Floor (10022)  
New York, NY 10150-8543

<b>Invoice Date</b>	08/09/24
<b>Invoice No.</b>	5332245
<b>Bill-To Code</b>	706SUNLIGEN
<b>Client Code</b>	706SUNLIGEN
<b>Inv Order No.</b>	706*7277567

**Named Insured:** SunLight General Capital LLC

**Amount Remitted: \$**

Please return this portion with your payment.

**Make checks payable to:** McGriff Insurance Services LLC

Effective Date	Policy Period	Coverage Description	Transaction Amount
08/01/24	08/01/24 to 07/11/25	Lloyds Policy No. ENX001025602 New - Excess Liability CL  Policy Fee - Excess Liability CL  Surplus Lines Tax - Excess Liability C  SL Stamping Fee - Excess Liability CL   Invoice Number: 5332245                      Amount Due:	  10,536.00  250.00  388.30  16.18   11,190.48

**Due upon Receipt or Effective Date, whichever is later | \*NEW\* Pay with Credit Card/ACH: <https://mcgriff.epaypolicy.com>**

***MOVED/SECONDED:***

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

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

***VOTE:***

<b>Commissioner</b>	<b>Yes</b>	<b>No</b>	<b>Abstain</b>	<b>Absent</b>
Leary				
Ramirez				
Bauer				
Sandman				
Gallop				

This Resolution was acted upon at the Regular Meeting of the Authority held remotely and in person on November 13, 2024 by audio and video in accordance with notice promulgated by the Authority in accordance with applicable law.

Attested to this 13th day of November, 2024

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

***FORM and LEGALITY:***

This Resolution is approved as to form and legality as of November 13, 2024.

By: \_\_\_\_\_  
Matthew D. Jessup, Member, McManimon, Scotland & Baumann, LLC  
Counsel to the Authority  
Resolution No. 24-36