

RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY

TITLE:

**RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT
AUTHORITY AUTHORIZING THE REIMBURSEMENT OF FUNDS
PROVIDED BY THE BOARD OF EDUCATION OF WEST MORRIS
REGIONAL HIGH SCHOOL DISTRICT FOR DECOMMISSIONING AND
REMOVAL SERVICES 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, on April 17, 2024, by Resolution 24-12, the Authority authorized the preparation and issuance of a request for proposals (the "RFP") for decommissioning and removal services for the Decommissioned Facilities, which services include the disconnection of all equipment, and removal of all racking, modules, ballast blocks, and inverters (the "Decommissioning and Removal Services") in accordance with the procedures of a fair and open process established by N.J.S.A. 19:44A-20.5; and

WHEREAS, on July 3, 2024, by Resolution 24-27, the Authority authorized the award and execution of a contract for the Decommissioning and Removal Services at the Board of Education of Parsippany-Troy Hills Township, the Board of Education of the Town of Boonton, and the Board of Education of West Morris Regional High School District ("West Morris BOE"); and

WHEREAS, West Morris BOE expended Eighteen Thousand Eight Hundred Fifty-Eight Dollars (\$18,858.00) in connection with the Decommissioning and Removal Services, as evidenced by Exhibit A hereto; and

WHEREAS, the Authority wishes to reimburse West Morris BOE in the amount of Eighteen Thousand Eight Hundred Fifty-Eight Dollars (\$18,858.00).

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 Authority of Eighteen Thousand Eight Hundred Fifty-Eight Dollars (\$18,858.00) to the West Morris BOE for reimbursement of funds expended in connection with the Decommissioning and Removal Services.

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]

Exhibit A



PURCHASE ORDER

WEST MORRIS REGIONAL H.S. DISTRICT
10 SOUTH FOUR BRIDGES ROAD
CHESTER NJ 07930
TEL: (908) 879-6404 FAX: (908) 879-8861

800371

PO# 2402520

PO DATE	05/15/24
REQ #	66716
PAGE	1

PO # MUST APPEAR ON
ALL INVOICES, PACKAGES
& CORRESPONDENCE

VENDOR	79480
AZIMUTH 180 SOLAR ELECTRIC LLC PO BOX 8543 NEW YORK NY 10150	
VENDOR ACCT	
CONTRACT #	
PHONE #	

BUYER	Karen Swift
SHIP TO	
WEST MORRIS CENTRAL HS 259 BARTLEY ROAD CHESTER NJ 07930 CONTACT: K. SWIFT (908) 879-6404	
BILL TO	
WEST MORRIS REGIONAL H.S. DISTRICT ACCOUNTS PAYABLE 10 SOUTH FOUR BRIDGES ROAD CHESTER, NJ 07930	
OR Invoices@wmrhsd.org	

SPECIAL INSTRUCTIONS

QTY	UOM	DESCRIPTION	UNIT PRICE	AMOUNT
1	EA	OK PER THE APPROVAL OF THE BUSINESS ADMINISTRATOR REMOVAL AND DISPOSAL OF 156 SOLAR MODULES, RACKING, AND ASSOCIATED SOLAR COMPONENTS AT WEST MORRIS CENTRAL HIGH SCHOOL	18,858.00	18,858.00
		Freight		0.00
		Total		18,858.00
		PER THE ATTACHED PROPOSAL 20240308-1 ***** For WEST MORRIS REG HIGH SCHOOL DISTRICT use only 4-30-000-400-450-6936-90-30 18858.00		
		62624 4/26/24 18858.00		

**FOR PAYMENT
SIGN & RETURN**

PO # 2402520

TOTAL THIS ORDER

\$18,858.00

APPROVAL FOR PAYMENT

Business Administrator/Board Secretary

Condition of Contract:

Vendor acceptance certifies compliance with federal and state regulations
regarding Equal Employment Opportunity (EEO) without regard to race,
creed, national origin, age, or sex.
Vendors are required to comply with the requirements of PL 1975 c. 127

VENDOR'S CERTIFICATION AND DECLARATION

I do solemnly declare and certify under the penalties of the law that the written bill is correct in
all its particulars; that the articles have been furnished or services rendered as stated therein;
that no bonus has been given or received by any person or persons within the knowledge of
this claimant in connection with the above claim; that the amount therein stated is justly due
and owing; and that the amount charged is a reasonable one. If State Contract, vendor
certifies all items ordered are on current contract.

Signature/Title

Date:

Is company incorporated?

YES ☒ NO ☐ Federal Tax I.D. / SSN

June 26 2024
Azimuth 180
90-0868060

VOUCHER COPY: SIGN AND RETURN FOR PAYMENT

26 Jun 2024

O&M INVOICE

Due: 06 Jul 2024

PO 2402520
PO Date: 5/15/2024
Request: 66716

Removal and Disposal of 156 Solar Modules racking and associated solar components at West Morris Central High School.


**AZIMUTH
180**

Bill To:

West Morris Regional High School District
10 South Four Bridges Rd, Accounts Payable
Chester, NJ 07930

System:	Service or Product:	Quantity:	Rate:	Amount:
Morris I - West Morris Regional High School District - West Morris Central High School	West Morris Central High School	1	18,858	\$18,858.00

Total: \$18,858.00

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



PURCHASE ORDER

PO# 2402520

WEST MORRIS REGIONAL H.S. DISTRICT
10 SOUTH FOUR BRIDGES ROAD
CHESTER NJ 07930
TEL: (908) 879-6404 FAX: (908) 879-8861

PO DATE	05/15/24
REQ #	66716
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ALL INVOICES, PACKAGES
& CORRESPONDENCE

VENDOR	79480
AZIMUTH 180 SOLAR ELECTRIC LLC PO BOX 8543 NEW YORK NY 10150	
VENDOR ACCT	
CONTRACT #	
PHONE #	

BUYER	Karen Swift
SHIP TO	
WEST MORRIS CENTRAL HS 259 BARTLEY ROAD CHESTER NJ 07930 CONTACT:K. SWIFT (908)879-6404	
BILL TO	
WEST MORRIS REGIONAL H.S. DISTRICT ACCOUNTS PAYABLE 10 SOUTH FOUR BRIDGES ROAD CHESTER, NJ 07930	
OR invoices@wmrhsd.org	

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		Total		18,858.00
		PER THE ATTACHED PROPOSAL 20240308-1 ***** For WEST MORRIS REG HIGH SCHOOL DISTRICT use only 4-30-000-400-450-6936-90-30 18858.00		

**FOR PAYMENT
SIGN & RETURN**

PO # 2402520 TOTAL THIS ORDER \$18,858.00

APPROVAL FOR PAYMENT	VENDOR'S CERTIFICATION AND DECLARATION
Business Administrator/Board Secretary	I do solemnly declare and certify under the penalties of the law that the written bill is correct in all its particulars; that the articles have been furnished or services rendered as stated therein; that no bonus has been given or received by any person or persons within the knowledge of this claimant in connection with the above claim; that the amount therein stated is justly due and owing; and that the amount charged is a reasonable one. If State Contract, vendor certifies all items ordered are on current contract.
Condition of Contract: Vendor acceptance certifies compliance with federal and state regulations regarding Equal Employment Opportunity (EEO) without regard to race, creed, national origin, age, or sex. Vendors are required to comply with the requirements of PL. 1975 c. 127	Signature/Title: _____ Date: _____ Is company incorporated? <input type="checkbox"/> YES <input type="checkbox"/> NO Federal Tax I.D. / SSN _____

VOUCHER COPY: SIGN AND RETURN FOR PAYMENT



Price Proposal

Azimuth 180 Solar Electric, LLC.

A SunLight Company
500 Cliffwood Avenue W.
Cliffwood, New Jersey 07721

Project Company Name & Address

Morris Tioga Solar
MCIA - 10 Court Street
Morristown, NJ 07960

Project Name & Address

W Morris Central HS
259 Bartley Road
Chester, NJ 07930

Billable Entity

W Morris Central HS
259 Bartley Road
Chester, NJ 07930

Date	Estimate Number	Terms	Est. Project Start /Completion
5/8/2024	20240308-1	net-30	Summer 2024

Item	Description	Hours	Rate	Lump Sum	Amount
1	Removal and disposal of 156 solar modules, racking and associated solar components			18858	\$ 18,858.00
2					-
3					-
4					-
5					-
6					-
7					-
8					-


Project Sub-Total - Excluding Tax & Final Lost Generation Charges: \$ 18,858.00

Taxable project	Yes		
State	NJ	\$	18,858.00
Tax Rate	0.000%		

Notes (For information on Lost Generation Charges, where applicable, please see SCHEDULE A):

All work quoted for normal business hours of 7am - 3pm. Approval to proceed from Morris County, as project owner, is required in advance of the work.

Acceptance & Approval

Azimuth 180 Solar Electric, LLC	W Morris Central HS
	
Print Name:	Print Name:
Stephen Schneider	
Date:	Date:
Wednesday, May 8, 2024	

This proposal is open for acceptance and valid for 30 days from delivery.

SCHEDULE A
LOST GENERATION CHARGES

Lost generation charges, generally billed at the completion of the project, are fees that are charged to the customer as a result of system downtime and lost generation and revenue during the repair. Accrual of the charges begins at the time of system interruption and stops upon the successful inspection, testing and commissioning and re-energization of the affected solar plant. The charges are calculated using NREL's PVWatts and applied only to the portions of the plant that are affected by the repair; however the charges may be adjusted if a more widespread outage is required to facilitate the customer's repair. Lost generation charges are primarily composed of lost energy sales to the customer as well as Renewable Energy Certificate lost revenue.

POWER PURCHASE AGREEMENT & RENEWABLE ENERGY CERTIFICATE RATES

PPA Rate #1:	0	PPA Rate #2:	
REC Rate #1:	0	REC Rate #2:	
Rate Escalation Notes		Rate Escalation Notes	

LOST GENERATION CHARGES DAILY RATE CALCULATIONS

Month	PVW kWh	Daily kWh	PPA Rate	RECs	PPA DAY\$	REC DAY\$	Misc. \$	DAILY RATE
Jan	-	0	0	0 -	-	-	0 -	
Feb	-	0	0	0 -	-	-	0 -	
Mar	-	0	0	0 -	-	-	0 -	
Apr	-	0	0	0 -	-	-	0 -	
May	-	0	0	0 -	-	-	0 -	
Jun	-	0	0	0 -	-	-	0 -	
Jul	-	0	0	0 -	-	-	0 -	
Aug	-	0	0	0 -	-	-	0 -	
Sep	-	0	0	0 -	-	-	0 -	
Oct	-	0	0	0 -	-	-	0 -	
Nov	-	0	0	0 -	-	-	0 -	
Dec	-	0	0	0 -	-	-	0 -	
Annual	-							

Lost Generation Charges equal the number of days of plant downtime times the Daily Rate from the table above for each affected month.

In most cases, PPA rate escalations occur annually. If the escalation date occurs during the course of plant outage due to the work related to this proposal, then the Daily Rate will be adjusted to the new rate on the day which it occurs.

REC pricing is also variable. If a projected escalation or de-escalation in REC value occurs during the course of the plant outage due to the work related to this proposal, then the Daily Rate will be adjusted on the first day of the month

Requisition

Req # 66716

PO #

Date: 05/09/2024

Bill To: x
x

Vendor: 79480
AZIMUTH 180 SOLAR ELECTRIC LLC
PO BOX 8543
NEW YORK NY 10150

Ship To: WEST MORRIS CENTRAL HS
259 BARTLEY ROAD
CHESTER NJ 07930

Contract: Contact: K. SWIFT
Special Instructions: 908-879-6404

QUANTITY	UOM	DESCRIPTION	UNIT PRICE	AMOUNT
1.00	EA	OK PER THE APPROVAL OF THE BUSINESS ADMINISTRATOR REMOVAL AND DISPOSAL OF 156 SOLAR MODULES, RACKING, AND ASSOCIATED SOLAR COMPONENTS AT WEST MORRIS CENTRAL HIGH SCHOOL <u>Account</u> 4-30-000-400-450-6936-90-30 PER THE ATTACHED PROPOSAL 20240308-1	18,858.00 <u>Encumbrance</u> 18,958.00 Freight .00 Total	18,858.00 18,858.00

REC'D MAY 13 2024

Authorized By: _____

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 in a hybrid fashion, both virtually 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. 24-39