RESOLUTION NO. 26-32

RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY

TITLE:

RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY AUTHORIZING THE PAYMENT OF CERTAIN ADMINISTRATIVE 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 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 of Morris, New Jersey (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, 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 Authority has incurred such Renewable Energy Expenses in the aggregate amount of $30,029.90.

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, in aggregate amounts not to exceed $30,029.90, provided that the Authorized Officer is presented with invoices reflecting that the amounts have been properly incurred as set forth in Exhibit A attached hereto: McManimon, Scotland & Baumann, LLC - $30.029.90.

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 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

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

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Exhibit A

VENDOR	INVOICE #	INVOICE DATE	INVOICE AMOUNT
McManimon, Scotland & Baumann, LLC	243532	06/30/2025	$2,025.00
McManimon, Scotland & Baumann, LLC	245244	07/30/2025	$585.00
McManimon, Scotland & Baumann, LLC	246535	08/29/2025	$202.50
McManimon, Scotland & Baumann, LLC	248540	09/30/2025	$720.00
McManimon, Scotland & Baumann, LLC	250081	10/31/2025	$1,147.50
McManimon, Scotland & Baumann, LLC	251661	11/28/2025	$1,395.00
McManimon, Scotland & Baumann, LLC	253471	12/16/2025	$630.00
McManimon, Scotland & Baumann, LLC	255196	01/30/2026	$2,070.00
McManimon, Scotland & Baumann, LLC	256722	02/27/2026	$1,980.00
McManimon, Scotland & Baumann, LLC	258497	03/31/2026	$1,800.00
McManimon, Scotland & Baumann, LLC	260212	04/29/2026	$6,142.50
McManimon, Scotland & Baumann, LLC	261884	05/29/2026	$2,730.00
McManimon, Scotland & Baumann, LLC	263513	06/18/2026	$2,247.00
McManimon, Scotland & Baumann, LLC	265181	07/30/2026	$2,961.00
Gabel Associates, Inc.	20261246	08/13/2026	$3,394.40
			$30,029.90

MOVED/SECONDED:

Resolution moved by Commissioner _____________.
Resolution seconded by Commissioner ___________.

VOTE:

Commissioner	**Yes**	**No**	**Abstain**	**Absent**
Leary				
Ramirez				
Bauer				
Sandman				
Happer				

This Resolution was acted upon at the Regular Meeting of the Authority held remotely on August 19, 2026 by audio and video in accordance with notice promulgated by the Authority in accordance with applicable law.

Attested to this 19th day of August, 2026

By:_____________________________
Secretary of the Authority

FORM and LEGALITY:

This Resolution is approved as to form and legality as of August 19, 2026.

By: ____
Matthew D. Jessup, Esq.
Member, McManimon, Scotland & Baumann, LLC
Counsel to the Authority
Resolution No. 26-32