

RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY

TITLE:

RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY DIRECTING THE TRANSFER OF SUPPLEMENTAL 1603 GRANT FUNDS RECEIVED IN CONNECTION WITH THE COUNTY OF SUSSEX GUARANTEED RENEWABLE ENERGY PROGRAM, SERIES 2011

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 Chosen 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, On March 3, 2015, the Authority entered into a Settlement Agreement, by and among Power Partners MasTec, LLC ("MasTec"), the Authority, the County of Sussex, New Jersey ("Sussex County"), SunLight General Sussex Solar, LLC (the "Company"), and others (the "Settlement Agreement") and Amendment and Consent No. 3 (Sussex County Renewable Energy Program, Series 2011), by and among the Authority, Sussex County, U.S. Bank National Association (the "Trustee"), the Company, and others ("Consent No. 3"); and

WHEREAS, pursuant to Article I, Section E of the Settlement Agreement and Section 3(e) of Consent No. 3, the Company prepared and submitted additional requests to the United States Department of Treasury ("Treasury"), requesting grant funds pursuant to Section 1603 of the American Recovery and Reinvestment Act of 2009 ("1603 Grant Funds") for the Constructed Sussex SGFs (as defined in the Settlement Agreement) based on any relevant and applicable information that was not available to the Company when it previously applied to Treasury for 1603 Grant Funds for the Constructed Sussex SGFs ("Additional 1603 Grant Funds"), including, but not limited to, the adjusted price for the Sussex EPC Contract (as defined in the Settlement Agreement) as determined in the Arbitration (as defined in the Settlement Agreement); and

WHEREAS, the Company has informed Sussex County and the Authority that it has received from Treasury \$1,139,512.00 in Additional 1603 Grant Funds; and

WHEREAS, pursuant to Section 3(e) of Consent No. 3, such Additional 1603 Grant Funds shall be paid to the Authority or Sussex County, as directed by the Authority; and

WHEREAS, pursuant to a Direction to Transfer Additional 1603 Grant Funds in the form attached hereto as Exhibit A (the "Sussex County Direction Notice"), Sussex County is directing the Authority to direct the Company to transfer such Additional 1603 Grant Funds to the County, as more fully detailed in the Sussex County Direction Notice; and

WHEREAS, Sussex County has further requested that the Authority execute such Sussex County Direction Notice to effectuate the transfer of such Additional 1603 Grant Funds.

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

Section 1. The Chairperson of the Authority (including his designees, each an "Authorized Officer"), is hereby authorized and directed, in consultation with counsel to the Authority, to execute and deliver the Sussex County Direction Notice, in the form attached hereto as Exhibit A, with such additions, modifications or deletions recommended by counsel to the Authority and agreed by the Parties. Any action taken by the Authorized Officer prior to the adoption of this resolution and consistent with this resolution, including execution of the Sussex County Direction Notice and delivery of same to the parties, is hereby ratified, confirmed and approved, as if such action were taken on or after the date hereof.

Section 2. 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 Chosen 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 Chosen Freeholders a certification from the Clerk stating that the minutes of this meeting have not been vetoed by the Director of the Board of Chosen Freeholders.

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Exhibit A

DIRECTION TO TRANSFER ADDITIONAL 1603 GRANT FUNDS

Dated: June 9, 2016

U.S. Bank National Association
21 South Street, 3rd Floor,
Morristown, NJ 07960
Attention: Paul O'Brien, Vice President

Re: The Morris County Improvement Authority \$26,715,000 aggregate principal amount of "County of Sussex Guaranteed Renewable Energy Program Lease Revenue Bonds, Series 2011A (Federally Taxable)"

Reference is made to Section 3(e) of Amendment and Consent No. 3 (Sussex County Renewable Energy Program, Series 2011) dated as of March 3, 2015 ("Consent No. 3"), by and among Morris County Improvement Authority (the "Authority"), County of Sussex, New Jersey (the "County"), U.S. Bank National Association (the "Trustee"), SunLight General NJC Solar LLC, SunLight General Sussex Holdings, LLC, SunLight General Sussex Solar, LLC (the "Company") and SunLight General Capital Management, LLC, as well as the Settlement Agreement dated as of March 3, 2015 (capitalized terms used but not defined herein shall have the meaning given to such terms in Consent No. 3). Pursuant to Section 3(e) of Consent No. 3 and Section I.E of the Settlement Agreement, the Company agreed to apply for Additional 1603 Grant Funds using good faith efforts, but no less than the efforts employed in connection with the original 1603 Grant applications, to maximize the amount of Additional 1603 Grant Funds received. Any Additional 1603 Grant Funds obtained by the Company shall be immediately paid to the Authority or County, as directed by the Authority, such funds to be transferred between the Authority and County in their sole discretion as reimbursement for payments made to Power Partners under the Settlement Agreement.

On May 17, 2016, the Company advised the Authority and the County, and confirms hereby, that the Company has received \$1,139,512.00 in Additional 1603 Grant Funds. The Company does not anticipate receipt of any additional Additional 1603 Grant Funds, however, if additional Additional 1603 Grant Funds are received, such Additional 1603 Grant Funds shall be paid in accordance with Consent No. 3 and the Settlement Agreement.

The County hereby directs the Authority to direct the Company to, immediately upon receipt of this direction, transfer such Additional 1603 Grant Funds to the County's Capital Account with Lakeland Bank, ABA #021205376, Account #642402041.

The Authority hereby directs the Company to, immediately upon receipt of this direction, transfer such Additional 1603 Grant Funds to the County's Capital Account with Lakeland Bank, ABA #021205376, Account #642402041.

The County agrees that the Company and the Authority shall have satisfied their respective obligations under Section 3(e) of Consent No. 3 and Section I.E of the Settlement Agreement, solely as such obligations relate to the Additional 1603 Grant Funds, and to the extent that no additional Additional 1603 Grant Funds are received by the Company.

Acknowledged and agreed,

Attest:

COUNTY OF SUSSEX, NEW JERSEY

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

Acknowledged and agreed,

Attest:

MORRIS COUNTY
IMPROVEMENT AUTHORITY

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

Acknowledged and agreed,

SUNLIGHT GENERAL
SUSSEX SOLAR, LLC

Attest:

By: SunLight General Capital
Management, LLC, its Manager

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

MOVED/SECONDED:

Resolution moved by Commissioner _____.

Resolution seconded by Commissioner _____.

VOTE:

Commissioner	Yes	No	Abstain	Absent
Gallop				
Kovalcik				
Ramirez				
Sandman				
Bonanni				

This Resolution was acted upon at the Special Meeting of the Authority held on June 15, 2016 at the Authority's principal corporate office in Morristown, New Jersey.

Attested to this 15th day of June, 2016

By: _____
Secretary of the Authority

FORM and LEGALITY:

This Resolution is approved as to form and legality as of June 15, 2016.

By: _____
Matthew D. Jessup, Member, McManimon, Scotland & Baumann, LLC
Counsel to the Authority
Resolution No. 16-24