

RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY

TITLE:

**RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT
AUTHORITY RESCINDING RESOLUTION NO. 16-29**

WHEREAS, on July 13, 2016, the County of Sussex, New Jersey ("Sussex County") adopted a resolution entitled "RESOLUTION OF THE SUSSEX COUNTY BOARD OF CHOSEN FREEHOLDERS AUTHORIZING A LICENSE AND ACCESS AGREEMENT BETWEEN THE COUNTY AND THE MORRIS COUNTY IMPROVEMENT AUTHORITY IN FURTHERANCE OF THE COUNTY OF SUSSEX GUARANTEED RENEWABLE ENERGY PROGRAM, SERIES 2011 AND CONSENTING TO THE CONSTRUCTION OF CERTAIN ADDITIONAL LOCAL UNIT PROJECTS PURSUANT TO N.J.S.A. 40:37A-56" (the "Sussex Resolution"), (i) approving and authorizing the execution of the Access Agreement and the Power Purchase Agreement Acknowledgment, (ii) consenting to the construction of the Additional Local Unit Projects, the funding of the construction of the Additional Local Unit Projects with proceeds from the sale and issuance of the Series 2011 Bonds, and the entering into and execution by the Morris County Improvement Authority (the "Authority") and Sussex County, as applicable, of each Additional Local Unit Document, all pursuant to Section 13 and (iii) directing the Authority and its professionals to take all steps necessary to effectuate the purposes of the Sussex Resolution, including but not limited to, preparation, execution and delivery of the Additional Local Unit Documents and execution and delivery of any amendment to the EPC Contract (all capitalized terms used but not defined in this recital shall have the meanings given to such terms in the Sussex Resolution); and

WHEREAS, as requested by Sussex County pursuant to the Sussex Resolution, on July 25, 2016, the Authority adopted resolution no. 16-29, entitled, "RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY AUTHORIZING A LICENSE AND ACCESS AGREEMENT BETWEEN THE MORRIS COUNTY IMPROVEMENT AUTHORITY AND SUSSEX COUNTY, AND AN AMENDMENT TO THE LEASE PURCHASE AGREEMENT BETWEEN THE MORRIS COUNTY IMPROVEMENT AUTHORITY AND SUNLIGHT GENERAL SUSSEX SOLAR, LLC, IN FURTHERANCE OF THE COUNTY OF SUSSEX GUARANTEED RENEWABLE ENERGY PROGRAM, SERIES 2011" ("Resolution No. 16-29"), which authorized the Authority to take all actions necessary by the Authority to effectuate the purposes of the Sussex Resolution; and

WHEREAS, Sussex County has informed the Authority that it will not be moving forward with the Additional Local Unit Projects (as defined in the Sussex Resolution), and accordingly, on the date hereof, it will adopt a resolution rescinding the Sussex Resolution (the "Sussex Rescinding Resolution"); and

WHEREAS, as a result of Sussex County's decision not to move forward with the Additional Local Unit Projects and in anticipation of the adoption by Sussex County of the Sussex Rescinding Resolution, the Authority desires to rescind Resolution No. 16-29.

NOW THEREFORE BE IT RESOLVED BY THE MORRIS COUNTY IMPROVEMENT AUTHORITY AS FOLLOWS:

Section 1. The recitals to this resolution are incorporated herein as if set forth in full.

Section 2. The Authority hereby revokes and rescinds Resolution No. 16-29. Any action taken by any authorized officer of the Authority pursuant to Resolution No. 16-29 prior to the date hereof is hereby declared null and void.

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 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.

Section 4. This resolution shall take effect in accordance with applicable law.

Resolution #16-42

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 Regular Meeting of the Authority held on September 14, 2016 at the Authority’s principal corporate office in Morristown, New Jersey.

Attested to this 14th day of September, 2016:

By: _____
Secretary of the Authority

FORM and LEGALITY:

This Resolution is approved as to form and legality as of September 14, 2016.

By: _____
Matthew D. Jessup, Member
McManimon, Scotland & Baumann, LLC
Counsel to the Authority
Resolution No. 16-42