

MORRIS COUNTY IMPROVEMENT AUTHORITY

MINUTES of the Board Meeting held on February 28, 2011, at 6:00 p.m.,
Knox Conference Room #525, Morris County
Administration and Records Building, Morristown, New Jersey

At 6:00 p.m., John Bonanni, Chairman to the Morris County Improvement Authority called the meeting to order. The following persons were in attendance:

John Bonanni, Chairman
Christina Ramirez, Commissioner
Frank T. Pinto, Commissioner
Glenn Roe, Commissioner
Ellen Sandman, Commissioner
William Chegwiddden, Freeholder Director and Liaison to the MCIA
Tom Mastrangelo, Deputy Freeholder Liaison
Stephen B. Pearlman, Esq. - Inglesino, Pearlman, Wyciskala & Taylor LLC
Jennifer Edwards, Acacia Financial
Doug Bacher, NW Financial Group
Richard Preiss, Gabel Associates
Joe Garifo, Public Information Officer

Commissioner Bonanni asked for the reading of the public statement in accordance with the Open Public Meetings Act which was then read by recording secretary Cindy Rueter.

Commissioner Bonanni asked for “roll call” for the Authority. All five Commissioners were in attendance, Ms. Christina Ramirez, Ms. Ellen Sandman, Mr. John Bonanni, Mr. Glenn Roe and Mr. Frank Pinto a quorum was established.

Approval of the January 19, 2011 minutes was considered, Commissioner Pinto made a motion to accept the minutes of the January 19th meeting. Commissioner Sandman seconded the motion; all others were in favor to accept the minutes of January 19th.

The public portion of the meeting was opened. – No comment at this time.

Agenda item 6(i) was discussed – Resolution appointing the officers of the Improvement Authority for 2011 through the Authority’s annual meeting in 2012. The Commissioners are as follows: John Bonanni, Chairman, Christina Ramirez, Vice Chairman, Ellen Sandman, Secretary, Frank Pinto, Assistant Secretary and Glenn Roe, Treasurer. Commissioner Pinto made a motion to adopt this resolution, Commissioner Sandman seconded the motion. Roll was called. The resolution was approved unanimously. The motion carried and Resolution #11-04 “RESOLUTION APPOINTING OFFICERS OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY FOR THE PERIOD FROM THE AUTHORITY’S 2011 ANNUAL MEETING THROUGH THE AUTHORITY’S 2012 ANNUAL MEETING” (No. 11-04) was adopted.

Agenda item 6(ii) was discussed – Resolution establishing the annual schedule of regular monthly meetings for the Improvement Authority for 2011. The meeting dates are amended as follows:

March 21, 2012	September 19, 2012
April 18, 2012	October 17, 2012
May 16, 2012	November 21, 2012
June 20, 2012	December 19, 2012
July 18, 2012	January 16, 2013
August 15, 2012	February 20, 2013 (includes annual meeting)

Commissioner Sandman made a motion to adopt this resolution as amended, Commissioner Roe seconded the motion. Roll was called. The resolution was approved unanimously. The motion carried and Resolution #12-06 “RESOLUTION ESTABLISHING THE ANNUAL SCHEDULE OF REGULAR MONTHLY MEETINGS FOR THE MORRIS COUNTY IMPROVEMENT AUTHORITY FOR THE BALANCE OF CALENDAR YEAR 2012 AND EARLY 2013 THROUGH AND INCLUDING THE AUTHORITY’S 2013 ANNUAL MEETING” (No. 12-06) was adopted.

Agenda item 6(iii) was discussed – Resolution authorizing the services of Ferraioli, Wielkoz, Cerullo and Cuva to complete the 2010 audit for the Improvement Authority. Ferraioli, Wielkoz, Cerullo and Cuva performed the Authority audit for year ending 2009 and have a minimal increase (approximately \$100.00) to their fee for services. Commissioner Roe made a motion to adopt this resolution, Commissioner Ramirez seconded the motion. Roll was called. The resolution was approved unanimously. The motion carried and Resolution #11-06 “RESOLUTION AUTHORIZING THE EXECUTION OF A CONTRACT FOR AUDITING SERVICES” (No. 11-06) was adopted.

Agenda item 6(iv) was discussed – Resolution requesting change to the Improvement Authority Budget. Commissioner Roe made a motion to adopt this resolution, Commissioner Ramirez seconded the motion. Roll was called. The resolution was approved unanimously. The motion carried and Resolution #11-07 “RESOLUTION REQUESTING CHANGE IN TITLE, TEXT OR AMOUNT OF APPROPRIATION PURSUANT TO N.J.A.C. 5:31-2.8” (No. 11-07) was adopted.

Agenda Item 6 (v) – Resolution authorizing the execution of a Shared Services Agreement with Sussex County to establish the Sussex County Renewable Energy Program. Commissioner Roe made a motion to adopt this resolution, Commissioner Ramirez seconded the motion. Roll was called. The resolution was approved unanimously. The motion carried and Resolution #11-08 “RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY AUTHORIZING THE EXECUTION OF A SHARED SERVICES AGREEMENT WITH SUSSEX COUNTY AND CERTAIN OTHER MATTERS ALL IN CONNECTION WITH ESTABLISHING THE SUSSEX COUNTY RENEWABLE ENERGY PROGRAM” (No. 11-08) was adopted.

Agenda item 6(vi). was discussed - Resolution approving the payment of bills as listed on the Schedule of Warrants. Commissioner Roe made a motion to adopt this resolution; Commissioner Pinto seconded the motion. Roll was called. The resolution was approved unanimously. The motion carried and Resolution No. 11-01 “RESOLUTION APPROVING THE PAYMENT OF BILLS AS LISTED ON THE SCHEDULE OF WARRANTS” (No.11-09) was adopted.

7a. Discussion: Status of Renewable Energy Program – Phase I of the Renewable Energy Solar Program is complete with one exception - Mountain Lakes, they are experiencing a roof problem. All kiosks have been installed and are up and running. Freeholder Director Chegwidden reports an overwhelming interest in the kiosk placed in the Science wing at Morris Knolls High School. Commissioner Ramirez suggested that it may be a good idea to do a press release on this topic.

Phase II site visits have been completed.

7b. Outreach meeting re: Tax Levy Cap – A favorable response was received regarding the ESIP programs held on January 31st and February 15th. Rich Preiss from Gabel Associates mailed out a form to all the attendees to the ESIP program, requesting a response regarding their interest in the program.

7c. CGLP Activity – Two loans for Rockaway Township and Washington Township have closed. Chester Board of Education has been approved.

7d. Payment of Bills between Meetings – Commissioner Roe presented two (2) bills to be paid in the amounts of \$576.00 and \$780.00. These bills were not listed on the Schedule of Warrants (Resolution #11-09) Both are to be paid to the law firm of Inglesino, Pearlman, Wyciskala & Taylor, LLC. for legal services in December 2011 and January 2011.

7e. Status of Other Inquiries and potential transactions – Nothing at this time.

7e. Other items – Nothing at this time.

The February 28, 2011 meeting of the Morris County Improvement Authority was adjourned at 7:15 p.m. All Commissioners were in favor to adjourn the meeting.

Respectfully submitted,

Cynthia Rueter
Recording Secretary

RESOLUTION NO. 11-04
RESOLUTION OF THE BOARD OF COMMISSIONERS
MORRIS COUNTY IMPROVEMENT AUTHORITY

TITLE:

**RESOLUTION APPOINTING OFFICERS OF THE MORRIS COUNTY
IMPROVEMENT AUTHORITY FOR THE PERIOD FROM THE
AUTHORITY'S 2011 ANNUAL MEETING THROUGH
THE AUTHORITY'S 2012 ANNUAL MEETING**

WHEREAS, the Morris County Improvement Authority (the "Authority") has been duly created by resolution no. 42 entitled "Resolution of the Board of Chosen Freeholders of Morris County, New Jersey creating the Morris County Improvement Authority" duly adopted by the Board of Chosen Freeholders (the "Board of Freeholders") of the County of Morris (the "County") in the State of New Jersey (the "State") on April 10, 2002 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, it is the sense of the Commissioners of the Authority that the Authority appoint the following Commissioners to hold the offices of the Authority as set forth in Section 1 hereof.

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

Section 1. The Authority hereby appoints the following persons to the following respective offices of the Authority:

- a. Chairperson: John Bonanni
- b. Vice-Chairperson: Christina Ramirez
- c. Treasurer: Glenn Roe
- d. Secretary: Ellen Sandman
- e. Assistant Secretary: Frank T. Pinto

Section 2. Such officers are hereby severally authorized and directed to discharge the rights, duties and obligations of their respective offices to the extent provided for under applicable law, including the Act and in accordance with the provisions of the By-Laws, from the date of adoption of this resolution at the Authority's 2011 annual meeting through the Authority's 2012 annual meeting to be held in February, 2012.

Section 3. This resolution shall take effect immediately.

MOVED/SECONDED:

Resolution moved by Commissioner _____.

Resolution seconded by Commissioner _____.

VOTE:

Commissioner	Yes	No	Abstain	Absent
Pinto				
Ramirez				
Roe				
Sandman				
Bonnanni				

ATTESTATION:

This Resolution was acted upon at the Regular Meeting of the Authority held on February 28, 2011 at the Authority’s principal corporate office in Morristown, New Jersey.

Attested to this 28th day of February, 2011.

By: _____

Secretary of the Authority

FORM and LEGALITY:

This Resolution is approved as to form and legality as of February 28, 2011

By: _____

**Stephen B. Pearlman, Esq., Partner
Inglesino, Pearlman, Wyciskala & Taylor, LLC
Counsel to the Authority**

RESOLUTION NO. 11-05

**RESOLUTION OF THE BOARD OF COMMISSIONERS
MORRIS COUNTY IMPROVEMENT AUTHORITY**

TITLE:

**RESOLUTION ESTABLISHING THE ANNUAL SCHEDULE OF REGULAR
MONTHLY MEETINGS FOR THE MORRIS COUNTY IMPROVEMENT
AUTHORITY FOR THE BALANCE OF CALENDAR YEAR 2011 AND
EARLY 2012 THROUGH AND INCLUDING THE AUTHORITY'S
2012 ANNUAL MEETING**

WHEREAS, the Morris County Improvement Authority (the "Authority") has been duly created by resolution of the County of Morris (the "County"), State of New Jersey (the "State") and exists in good standing as a public body corporate and politic under and pursuant to all applicable law, including the county improvement authorities law, constituting Chapter 183 of the Pamphlet Laws of 1960 of the State, as amended from time to time (codified at N.J.S.A. 40:37A-44 *et seq.*, the "Act"); and

WHEREAS, in accordance with the Act and the Open Public Meetings Act, constituting Chapter 231 of the Pamphlet Laws of 1975 of the State, as amended from time to time (codified at N.J.S.A. 10:4-1 *et seq.*, the "Open Public Meetings Act") and Section 5.2 of the by-laws of the Authority adopted by resolution no. 02-13 on August 14, 2002 and entitled "RESOLUTION ADOPTING THE BY-LAWS OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY", as amended by resolution no. 04-18 on June 9, 2004 and entitled "RESOLUTION AMENDING THE BY-LAWS OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY", as amended by resolution no. 05-21 on October 11, 2005 and entitled, "RESOLUTION AMENDING THE BY-LAWS OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY" (collectively, the "By-Laws"), the Authority desires to establish its monthly regular meeting schedule for the balance of the 2011 calendar year, and the beginning of the 2012 calendar year through and including the Authority's 2012 annual meeting in February of 2012.

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

Section 1. In accordance with the Act, the Open Public Meetings Act and other applicable law, the Authority hereby establishes the following schedule of regular monthly meetings of the Authority for the balance of the 2011 calendar year through and including the Authority's 2012 annual meeting in February of 2012, unless subsequently changed in accordance with such law:

March 15, 2011	September 21, 2011
April 20, 2011	October 19, 2011
May 18, 2011	November 10, 2011
June 16, 2011	December 21, 2011
July 20, 2011	January 18, 2012
August 17, 2011	February 15, 2012 (includes annual meeting)

Section 2. Unless subsequently changed in accordance with the Act, the Open Public Meetings Act or other applicable law, all such meetings shall be (i) open to the public, except for those portions for which executive session is permitted under such applicable law and (ii) held at 6:00 p.m. in the Knox Conference Room, 5th Floor, Morris County Administration Building, Morristown, NJ.

Section 3. The Chairperson is hereby authorized and directed to publish and post said schedule and make said schedule generally available to the public upon request, all in accordance with the Act, the Open Public Meetings Act and all other applicable law.

Section 4. Such 2011 schedule for regular meetings does not preclude the Authority from calling special or emergency meetings in accordance with the By-Laws, the Act, the Open Public Meetings Act and all other applicable law.

Section 5. This resolution shall take effect immediately.

MOVED/SECONDED:

Resolution moved by Commissioner _____.

Resolution seconded by Commissioner _____.

VOTE:

Commissioner	Yes	No	Abstain	Absent
Pinto				
Ramirez				
Roe				
Sandman				
Bonanni				

ATTESTATION:

This Resolution was acted upon at the Regular Meeting of the Authority held on February 28, 2011 at the Authority’s principal corporate office in Morristown, New Jersey.

Attested to this 28th day of February, 2011

By: _____

Secretary of the Authority

FORM and LEGALITY:

This Resolution is approved as to form and legality as of February 28, 2011

By: _____

**Stephen B. Pearlman, Esq., Partner
Inglesino, Pearlman, Wyciskala & Taylor, LLC
Counsel to the Authority**

RESOLUTION NO. 11-06

**RESOLUTION OF THE BOARD OF COMMISSIONERS
MORRIS COUNTY IMPROVEMENT AUTHORITY**

TITLE:

**RESOLUTION AUTHORIZING THE EXECUTION OF A CONTRACT
FOR AUDITING SERVICES**

WHEREAS, the Morris County Improvement Authority (the “Authority”) has been duly created by resolution of the County of Morris (the “County”), State of New Jersey (the “State”) and exists in good standing as a public body corporate and politic under and pursuant to all applicable law, including the county improvement authorities law, constituting Chapter 183 of the Pamphlet Laws of 1960 of the State, as amended from time to time (codified at N.J.S.A. 40:37A-44 et seq., the “Act”);

WHEREAS, in order to carry out the operations of the Authority, including without limitation the negotiation, sale and issuance of bonds, notes or other obligations of the Authority to finance projects permitted under the Act, the Authority needs to contract for the certain services, including hiring an auditor;

WHEREAS, as of January 1, 2006, N.J.S.A. 19:44A-20.1 et seq., commonly known as the “State Pay to Play” law, enacted by the New Jersey State Legislature shall become effective;

WHEREAS, pursuant to N.J.S.A. 19:44A-20.1 et seq., an authority may not award contracts with a value in excess of \$17,500.00 to a business entity which has made reportable contributions in excess of \$300.00, in the aggregate, to the member municipality’s political parties or to any candidate’s committee of any person serving in an elective public office of the member municipality when such contract was awarded, unless said business entity is awarded a contract under a “fair and open process” pursuant to N.J.S.A. 19:44A-20.1 et seq.; and

WHEREAS, the Authority desires to appoint Ferraioli, Wielkotz, Cerullo & Cuva for a contract in an amount less than \$17,500;

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

Section 1. The Authority hereby awards a contract for an aggregate amount less than \$17,500 to the following firm to perform auditing services for the Authority for a one year period commencing February 28, 2011:

- a. Auditor: Ferraioli, Wielkotz, Cerullo & Cuva P.A.
401 Wanaque Avenue, Pompton Lakes, New Jersey
Contact Person: Thomas M. Ferry, CPA, RMA

Section 2. The Chairperson is hereby authorized and directed to execute a contract with Ferraioli, Wielkotz, Cerullo & Cuva on the following basis, provided that the Chairperson take all actions necessary for such contracts to comply with the bidding exceptions to the Contracts Law, including the publication requirements therein.

- a. Auditor annual fee: \$3,255
- b. Additional charges, upon prior approval, pursuant to the contract as follows:
 - (i) Partner \$140
 - (ii) Manager \$ 100
 - (iii) Senior \$ 80
 - (iv) Staff \$ 60
 - (v) Administrative \$ 55

Section 3. This resolution shall take effect immediately.

MOVED/SECONDED:

Resolution moved by Commissioner _____.

Resolution seconded by Commissioner _____.

VOTE:

Commissioner	Yes	No	Abstain	Absent
Pinto				
Ramirez				
Roe				
Sandman				
Bonanni				

ATTESTATION:

This Resolution was acted upon at the Regular Meeting of the Authority held on February 28, 2011 at the Authority's principal corporate office in Morristown, New Jersey.

Attested to this 28th day of February, 2011

By: _____

Secretary of the Authority

FORM and LEGALITY:

This Resolution is approved as to form and legality as of February 28, 2011.

By: _____

**Stephen B. Pearlman, Esq., Partner
Inglesino, Pearlman, Wyciskala & Taylor, LLC
Counsel to the Authority**

Resolution Requesting Change in Title,
Text or Amount of Appropriation Pursuant to
N.J.A.C. 5:31 – 2.8

WHEREAS, N.J.A.C. 5:31 – 2.8 provides that the Director of the Division of Local Government Services may, at the request of, or with the consent of, the governing body of an Authority or District, make such a correction of the title, text or amount of any appropriation appearing in the budget as may be necessary to make said item of appropriation available for the purpose or purposes required for the needs of any such Authority or District.

NOW, THEREFORE BE IT RESOLVED that in accordance with the provisions of N.J.A.C. 5:31 – 2.8 the Morris County Improvement Authority hereby requests the Director of the Division of Local Government Services to make the following corrections in the budget of the year 2011,

From:	<u>Total Interest Payments on Debt</u>	\$ 5,396,998.24
	<u>Total Principal Payments on Debt</u>	\$ 6,150,000.00
	<u>Other Expenses</u>	\$ 81,800.00
	<u>Other Operating Revenues</u>	\$ 11,628,798.24
To:	<u>Total Interest Payments on Debt</u>	\$ 5,396,998.24
	<u>Total Principal Payments on Debt</u>	\$ 6,150,000.00
	<u>Other Expenses</u>	\$ 469,466.67
	<u>Other Operating Revenues</u>	\$ 12,016,464.91

and

BE IT FURTHER RESOLVED that the foregoing correction is, in the opinion of the governing body, warranted and authorized by the statute above referred to, and is necessary for the orderly operation of the Morris County Improvement Authority for the reasons hereinafter set forth:

To provide sufficient funding for the financing, acquisition, and installation of energy related capital equipment and facilities and payment for other expenses from the aforementioned program, and to reflect the revenue from the aforementioned transaction.

APPROVED _____ 20____

Director, Division of Local Government Services

**RESOLUTION OF THE BOARD OF COMMISSIONERS
MORRIS COUNTY IMPROVEMENT AUTHORITY**

TITLE:

**RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY
AUTHORIZING THE EXECUTION OF A SHARED SERVICES AGREEMENT
WITH SUSSEX COUNTY AND CERTAIN OTHER MATTERS ALL IN
CONNECTION WITH ESTABLISHING THE SUSSEX COUNTY RENEWABLE
ENERGY PROGRAM**

Deleted: U

WHEREAS, the County of Sussex, New Jersey, a political subdivision of the State (“*Sussex County*”) desires to undertake the development and implementation of a renewable energy program (the “*Renewable Energy Program*”) for the financing, design, permitting, acquisition, construction, installation, operation and maintenance of renewable energy capital equipment and facilities such as solar panels, wind turbines, and hydro-electric, bio-diesel, geothermal, and bio-mass facilities, including any related electrical modifications, work related to the maintenance of roof warranties, or other work required, desirable or convenient for the installation of such systems (collectively, the renewable energy capital equipment and facilities, the “*Renewable Energy Projects*”) for and on behalf of Sussex County and its affiliates, and the local governmental units within Sussex County, including without limitation municipalities, boards of education for school districts, local authorities and any other local government instrumentalities, public bodies or other local government entities (collectively, including Sussex County, the “*Local Units*”);

WHEREAS, the Morris County Improvement Authority (the “*Authority*”) has been duly created by resolution no. 42 entitled “Resolution of the Board of Chosen Freeholders of Morris County, New Jersey creating the Morris County Improvement Authority” duly adopted by the Board of Chosen Freeholders (the “*Morris County Board of Freeholders*”) of the County of Morris (the “*Morris County*”) in the State of New Jersey (the “*State*”) on April 10, 2002 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 (as codified at N.J.S.A. 40:37A-44 *et seq.*, the “*Act*”), and other applicable law;

WHEREAS, as of the date hereof, Sussex County has not created its own county improvement authority, and therefore pursuant to the Act, Sussex County may determine to utilize the services of another county improvement authority, including without

limitation the Authority, with the consent of both Sussex County, a beneficiary county under the Act, and Morris County, for any purpose for which an improvement authority shall exist, including those set forth in Section 11 of the Act (N.J.S.A. 40:37A-54, “*Section 11*”), which purposes include the development and implementation of the Renewable Energy Program;

WHEREAS, Sussex County desires to implement the Renewable Energy Program through the Authority pursuant to the Act, the Uniform Shared Services and Consolidation Act, constituting Chapter 63 of the Pamphlet Laws of 2007 of the State, and the acts amendatory thereof and supplemental thereto (as codified at N.J.S.A. 40A:65-1 *et seq.*, the “*Shared Services Act*”), and all other applicable law, the terms of which agreement shall be set forth in that certain “Service Agreement (Sussex County Renewable Energy Program)” to be entered into by Sussex County and the Authority (as amended and supplemented from time to time in accordance with its terms, the “*Service Agreement*”), partially due to the fact that Sussex County does not have a county improvement authority and further, because Morris County has developed and implemented its own renewable energy program through the Authority, which Authority has retained (in accordance with all applicable law) experienced legal, engineering, energy consulting, and financial advisory consultants, consisting of the Authority’s energy engineering and energy service consulting firms, Birsdall Services Group and Gabel Associates, its energy counsel and bond counsel, Inglesino, Pearlman, Wyciskala & Taylor, LLC, and its financial advisor, NW Financial Group, LLC, (the “*Authority Consultants*”) with respect to the myriad of issues involved in these programs;

WHEREAS, in addition, Sussex County may determine, but shall not be required, to seek the assistance of its auditor, financial advisor, if any, bond counsel, energy consultant, engineer or any other professional advisors deemed necessary, desirable and convenient by Sussex County (the “*Sussex County Consultants*”, if any, and together with the Authority Consultants, the “*Consultants*”; to the extent Sussex County determines not to hire any Sussex County Consultants, references to the term Consultants herein shall be deemed to mean the Authority Consultants) to assist the Authority, Sussex County and the Authority Consultants in connection with the Renewable Energy Program;

WHEREAS, the Renewable Energy Projects procured under the Renewable Energy Program, limited initially to solar panels, are to be installed on, in, affixed or adjacent to and/or for any other Local Unit controlled buildings, other structures, lands or other properties of the Local Units (collectively, the “*Local Unit Facilities*”);

WHEREAS, it may be necessary, desirable or convenient, in connection with the financing, design, permitting, acquisition, construction, installation, operation and maintenance of the Renewable Energy Projects, to finance, design, permit, acquire, construct, renovate and install certain capital improvements to the Local Unit Facilities, including without limitation, improvements to or replacement of, roofing systems, if any (the “*Capital Improvement Projects*” and together with the Renewable Energy Projects and any Completion Project as defined in the hereinafter defined Bond Resolution, the

“*Projects*”), and to the extent no Capital Improvement Projects are so financed, references herein shall have no meaning; and

WHEREAS, the Authority, together with the Consultants, shall solicit interest, through community outreach meetings with Local Units for participation in the Renewable Energy Program (“*Phase I*”) and deliver to Sussex County a report detailing the results of their outreach meetings including without limitation, the size and scope of the proposed Renewable Energy Program (the “*Phase I Report*”);

WHEREAS, Sussex County shall review the Phase I Report and if Sussex County determines to proceed with implementing the Renewable Energy Program (“*Phase II*”), evidence Sussex County’s interest in proceeding with Phase II by executing and delivering to the Authority a certificate of an Authorized Officer (as defined in the Service Agreement) authorizing the Authority, its Authority Consultants, and if applicable the Sussex County Consultants to implement Phase II on behalf of Sussex County and the Local Units;

WHEREAS, Sussex County shall be responsible for all Consultant’s fees in connection with Phase I in an amount not to exceed the amount set forth in Section 2 of the Service Agreement, upon an appropriation of Sussex County Funds in accordance with the terms of the Service Agreement, and, upon receipt of the certificate of a an Authorized Officer directing the Authority and its consultants to proceed with Phase II, Sussex County shall be responsible for all fees in connection with Phase II in accordance with the Authority Consultants’ professional services agreements on file with the Authority;

WHEREAS, the primary goal of the Renewable Energy Program is to expand the use of renewable energy sources available and utilized by the Local Units for their Local Unit Facilities, with the attendant environmental and financial benefits associated thereby, and to reduce the energy related operating costs to the Local Units for their Local Unit Facilities, all intended to be offered at no scheduled net cost to the Local Units.

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

Section 1. Phase I of the Renewable Energy Program is hereby approved, and the Chairperson, Vice-Chairperson and the Treasurer of the Authority (including their designees, each an “*Authorized Officer*”) along with the Authority Consultants are hereby authorized to implement Phase I of the Renewable Energy Program in accordance with the terms of the Service Agreement.

Section 2. The Authority Consultants are hereby authorized to submit invoices directly to Sussex County for their Authority Consultant fees in connection with Phase I in an amount not to exceed the amount set forth in Section 2 of the Service

Agreement, upon an appropriation of Sussex County Funds in accordance with the terms of the Service Agreement, and with respect to the Authority Consultants, all in accordance with their respective professional services agreements on file with the Authority.

Section 3. The Authorized Officers are each hereby severally authorized and directed to execute and deliver the Service Agreement with Sussex County in connection with the Renewable Energy Program, in the form attached hereto as **Exhibit A** with such changes thereto as the Authorized Officer, after consultation with the Consultants, determine to be in the best interests of the Authority, and take all such further actions in accordance with all applicable law, including without limitation the execution of such other certificates, instruments or documents, as any such Authorized Officer, in consultation with the Consultants, shall deem necessary, convenient or desirable by any such Authorized Officer to implement the Service Agreement.

Section 4. The Secretary or Assistant Secretary of the Authority are hereby authorized and directed, where required, to affix the corporate seal of the Authority and to attest to the signature of the Authorized Officer on the Service Agreement, including such other certificates, instruments or documents contemplated herein. Thereafter the Authorized Officer is hereby authorized and directed to deliver any such fully authorized, executed, delivered, and if applicable, attested and sealed certificates, instruments and documents to any interested party.

Section 5. All actions taken to date by the Authority and the Authority Consultants in connection with the Renewable Energy Program are hereby ratified, confirmed and approved.

Section 6. 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 Morris County Board of Freeholders and the Sussex County 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 Clerks of the Morris County Board of Freeholders and Sussex County Board of Freeholders a certification from the respective Clerks stating that the minutes of this meeting have not been vetoed by the Director of the Morris County Board of Freeholders or the Sussex County Board of Freeholders, as applicable.

[balance of page intentionally left blank]

Section 7. This resolution shall be effective immediately, unless it has been vetoed in accordance with N.J.S.A. 40:37A-50(e) of the Act.

MOVED/SECONDED:

Resolution moved by Commissioner _____.

Resolution seconded by Commissioner _____.

VOTE:

Commissioner	Yes	No	Abstain	Absent
Pinto				
Ramirez				
Roe				
Sandman				
Bonanni				

ATTESTATION:

This Resolution was acted upon at the Regular Meeting of the Authority held on February 28, 2011 at the Authority’s principal corporate office in Morristown, New Jersey.

Attested to this 28th day of February, 2011

Deleted: __

Deleted: _____

Formatted: Underline

By: _____

Secretary of the Authority

FORM and LEGALITY:

This Resolution is approved as to form and legality as of February 28, 2011.

By: _____

**Stephen B. Pearlman, Esq., Partner
Inglesino, Pearlman, Wyciskala & Taylor, LLC
Counsel to the Authority**

EXHIBIT A

[Attach Form of Shared Services Agreement]