

RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY

TITLE:

**RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY
AUTHORIZING AMENDMENT NO. 3 TO THE PROCUREMENT AND
CONSTRUCTION CONTRACT PROVIDING FOR CONSTRUCTION OF
CERTAIN RECOMMENDED SERIES 2011 LOCAL UNIT PROJECTS IN
FURTHERANCE OF THE COUNTY OF MORRIS GUARANTEED RENEWABLE
ENERGY PROGRAM, SERIES 2011**

WHEREAS, on December 8, 2011, The Morris County Improvement Authority (the "*Authority*") issued its \$33,100,000 County of Morris Guaranteed Renewable Energy Program Lease Revenue Bonds, Series 2011A [Federally Taxable] (the "*Bonds*"), to finance, among other things, a portion of the costs of renewable energy projects for various local governmental units located in the County of Morris;

WHEREAS, in connection with the issuance of the Bonds, Sunlight General Morris Solar, LLC, as owner (the "*Owner*"), and HESP Construction, LLC, as contractor (the "*Contractor*"), entered into that certain Procurement and Construction Contract, dated as of April 20, 2016, as amended (the "*Contract*"), which Contract was also acknowledged by the Authority;

WHEREAS, the Contractor has requested modifications to the Contract as summarized in Exhibit A attached hereto, principally taking certain enumerated items of work currently required to achieve "Substantial Completion" and making them items of work required to achieve "Final Completion"; and

WHEREAS, the Authority will retain sufficient retainages to provide for the payment of such items of work in the event that the Contractor did not complete such items of work and failed to achieve Final Completion; and

WHEREAS, pursuant to Section 20.11 of the Contract, the Contract may only be amended by written instrument signed by the Owner, the Contractor and the Authority; and

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

Section 1. The Authority hereby consents to and approves an amendment to the Contract as summarized in Exhibit A attached hereto, with such additions, deletions, or modifications as recommended to the Authority by the Authority's Construction Monitor and Counsel to the Authority. The Chairperson of the Authority (including his designees, each an "Authorized Officer"), is hereby authorized and directed to execute and deliver such amendment in a form approved by counsel to the Authority.

Section 2. Subject to the second sentence of this Section 2, 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 County 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 County Board of Chosen Freeholders a certification from said Clerk stating that the minutes of this meeting have not been vetoed by the Director of the County Board of Chosen Freeholders.

MOVED/SECONDED:

Resolution moved by Commissioner _____.

Resolution seconded by Commissioner _____.

VOTE:

Commissioner	Yes	No	Abstain	Absent
Gallopo				
Kovalcik				
Ramirez				
Sandman				
Bonanni				

This Resolution was acted upon at the Special Meeting of the Authority held on October 25, 2016 at the Authority's principal corporate office in Morristown, New Jersey.

Attested to this 25th day of October, 2016:

By: _____
Secretary of the Authority

FORM and LEGALITY:

This Resolution is approved as to form and legality as of October 25, 2016.

By: _____
Matthew D. Jessup, Member
McManimon, Scotland & Baumann, LLC
Counsel to the Authority
Resolution No. 16-48

Exhibit A