

RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY

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***TITLE:***

**RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY  
AUTHORIZING AMENDMENT NO. 4 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 (capitalized terms used but not defined herein shall have the meanings given to such terms in the Contract);

**WHEREAS**, Section 3.2.5 of the Contract requires the Contractor, prior to Substantial Completion, to deliver to the Owner electronic and hard copies of the Operation and Maintenance Manuals for each SGF; and

**WHEREAS**, the Contractor has requested an amendment to Section 3.2.5 of the Contract to allow for the Operation and Maintenance Manuals to be provided after Substantial Completion but prior to Final Completion (the "*Amendment*"); and

**WHEREAS**, the Authority will retain sufficient retainages to provide for the production of such Operation and Maintenance Manuals in the event that the Contractor fails to provide the Operation and Maintenance Manuals and, as a result, fails to achieve Final Completion; and

**WHEREAS**, the Owner has confirmed that the requested change to the Contract is acceptable; 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 the Amendment, 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:**

<b>Commissioner</b>	<b>Yes</b>	<b>No</b>	<b>Abstain</b>	<b>Absent</b>
Gallopo				
Kovalcik				
Ramirez				
Sandman				
Bonanni				

This Resolution was acted upon at the Special Meeting of the Authority held on January 18, 2017 at the Authority's principal corporate office in Morristown, New Jersey.

Attested to this 18th day of January, 2017:

By: \_\_\_\_\_  
Secretary of the Authority

**FORM and LEGALITY:**

This Resolution is approved as to form and legality as of January 18, 2017.

By: \_\_\_\_\_  
Matthew D. Jessup, Member  
McManimon, Scotland & Baumann, LLC  
Counsel to the Authority  
Resolution No. 17-02