

**RESOLUTION OF THE MORRIS COUNTY
IMPROVEMENT AUTHORITY**

TITLE:

**RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY
AUTHORIZING THE PREPARATION OF A REQUISITION TO PAY CERTAIN
ADMINISTRATIVE EXPENSES IN CONNECTION WITH TRANCHE II OF
THE AUTHORITY'S RENEWABLE ENERGY PROGRAM**

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 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, the Authority has developed a renewable energy program, involving the installation of solar electric generating facilities at various local governmental facilities throughout Morris County (the "*Renewable Energy Program*");

WHEREAS, the second tranche of the Authority's Renewable Energy Program ("*Tranche II*") is governed by, among other things, that certain "RESOLUTION AUTHORIZING THE ISSUANCE OF COUNTY OF MORRIS GUARANTEED RENEWABLE ENERGY PROGRAM LEASE REVENUE NOTES AND BONDS, SERIES 2011 AND ADDITIONAL BONDS OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY" adopted by the governing body of the Authority on July 20, 2011, as amended and supplemented from time to time in accordance with its terms (the "*Tranche II Bond Resolution*");

WHEREAS, various professionals previously retained by the Authority have provided services in connection with Tranche II, including Pearlman & Miranda, LLC, which has provided general, special energy, and bond counsel services, and Gabel Associates, Inc. which has provided construction management and energy consulting services (collectively, the "*Authority Professionals*");

WHEREAS, the Authority desires to make payment to the Authority Professionals for services rendered;

WHEREAS, the professional expenses incurred in connection with Tranche II constitute Administrative Expenses, as defined in the Tranche II Bond Resolution;

WHEREAS, as Administrative Expenses, such expenses are payable by funds held on deposit with the trustee for the Renewable Energy Program, U.S. Bank National Association (the “Trustee”), which funds may be drawn down upon the presentation of a requisition to the Trustee, certified to by the Chairperson or Secretary of the Authority (including their designees, each an “Authorized Officer”).

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

Section 1. The Authorized Officers are hereby authorized and directed to prepare and submit a requisition in connection with Tranche II, providing for the payment of Administrative Expenses to the Authority Professionals, in amounts not to exceed the following, provided that the Authorized Officer is presented with invoices reflecting that such amounts have been properly incurred:

Gabel Associates, Inc. - \$47,946.25
Pearlman & Miranda, LLC - \$81,172.98

Section 2. All actions taken to date by the Authorized Officers, the Authority’s special energy and bond counsel Pearlman & Miranda, LLC, and the Authority’s construction manager, Gabel Associates, Inc., with respect to all matters set forth in or contemplated by this resolution, are hereby ratified, confirmed and approved.

Section 3. Reserved.

[Remainder of Page Intentionally Left Blank]

Section 4. 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 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 Freeholders a certification from the Clerk stating that the minutes of this meeting have not been vetoed by the Director of the Board of Freeholders.

MOVED/SECONDED:

Resolution moved by Commissioner _____.

Resolution seconded by Commissioner _____.

VOTE:

Commissioner	Yes	No	Abstain	Absent
Kovalcik				
Pinto				
Ramirez				
Sandman				
Bonanni				

ATTESTATION:

This Resolution was acted upon at the Regular Meeting of the Authority held on May 28, 2015 at the Authority’s principal corporate office in Morristown, New Jersey.

Attested to this 28th day of May, 2015

By: _____

Secretary of the Authority

FORM and LEGALITY:

This Resolution is approved as to form and legality as of May 28, 2015

By: _____

**Stephen B. Pearlman, Esq., Partner
Pearlman & Miranda, LLC
Counsel to the Authority**