

**SUMMARY OF PROPOSED ROLE OF PARTIES UNDER
ANTICIPATED MASTER ENGINEERING, PROCUREMENT AND CONSTRUCTION AGREEMENT
(subject in all respects to negotiation amongst the parties)
as of October 21, 2015**

Contractor (TBD)

- Perform all work in accordance with Prudent Industry Standards, National Electric Code standards and local electric utility standards.
- Comply with all laws.

- Procure all equipment, arrange delivery and storage.
- Design and engineer, if necessary.

- Construct, install and test/complete scope of work.
- Procure all Governmental Approvals.
- Build project to Substantial Completion
 - Installed, ready to be energized without damage to project or facility.
 - Testing Program complete.
 - Local electric utility testing and interconnection complete.
 - Certificate re: completion
- Install deck monitoring.
- Provide all Equipment documentation to Authority.
- Build project to Final Completion
 - Substantial completion.
 - Lien waivers.
- Provide on-site training to Authority.
- Control security at Local Unit Sites.
- Pay all sales and import/export taxes on materials and equipment.
- Assist with subsidies, incentives, rebates, green energy benefits.
- Paid on milestone basis.

Morris County Improvement Authority

- Provide access to Local Unit Sites.

- Conduct structural engineering.
- Make site selection; no alternate sites.
- Approve designs and engineering.
- Approve construction commencement.
- Approve quality controls.
- Approve subcontractors.

- Review monthly reports from Contractor.
- Attend bi-weekly meetings with Contractor.

- Sign off on "Substantial Completion".

- Create Punch List and approve completion.
- Issue "Final Acceptance" Certificate.
- Approve total Contract price.

- Request Change Orders.

- Approve Contractor-requested Change Orders.

Developer (SunLight Solar Morris LLC)

- Provide access to Local Unit Sites (with MCIA).

- Pay Contract Price to Contractor (requisition sign off by MCIA).
- Apply for subsidies, incentives, rebates, green energy benefits.
- Prepare and file 1603 Grant Applications (review by MCIA).
- Provide General Liability Insurance.

- Provide insurance
 - General liability
 - Worker's compensation
 - Auto
 - Excess liability
 - Professional liability
 - Builders all risk
- Contractor bears risk of loss through Substantial completion.
- Engage sub-contractors, with Authority approval.
- Provide Performance Bond (Authority as beneficiary).
- Provide Payment Bond (for subcontractors) NJSA 2A:44-147.
- Construct in accordance with Construction Schedule.
- Provide monthly reports to Authority.
- Host bi-weekly meetings with Authority.
- Conduct all testing of Renewable Energy Projects.
- Provide 5 year warranties on materials, design and workmanship.
- Provide 3 5-year Performance output guaranties.
- Deliver project free and clear of all liens, claims, security interests, etc.
- Sign off on progress payments to Contractor.
- Receive benefit of Contractor work-product.
- Suspend work for any reason.