

RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY

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***TITLE:***

**RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY AUTHORIZING THE TRANSFER OF FUNDS AND PAYMENT OF DEBT SERVICE IN CONNECTION WITH THE MORRIS COUNTY IMPROVEMENT AUTHORITY'S COUNTY OF MORRIS GUARANTEED RENEWABLE ENERGY PROGRAM LEASE REVENUE BONDS, SERIES 2011 AND CERTAIN OTHER MATTERS RELATED THERETO**

**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**, pursuant to that certain resolution entitled, "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 "Bond Resolution"); (capitalized terms used herein and not otherwise defined herein, for all purposes of this Resolution, shall have the meanings ascribed to such terms in the Bond Resolution), the Act and other applicable law and official action, the Authority issued its "County of Morris Guaranteed Renewable Energy Program Lease Revenue Bonds, Series 2011A (Federally Taxable)", in the aggregate principal amount of \$34,100,000 (the "Series 2011 Bonds") to finance the Renewable Energy Projects for the Series 2011 Local Units as set forth in the various Program Documents in connection with the second tranche of the Authority's Renewable Energy Program ("Tranche II"); and

**WHEREAS**, in connection with Tranche II, the County and the Authority entered into that certain "County Guarantee Agreement (Morris County Renewable Energy Program, Series 2011," dated December 1, 2011 (the "County Guarantee") pursuant to which the County guaranteed the payment of all principal of and interest on the Series 2011 Bonds; and

**WHEREAS**, on December 15, 2019, the Authority was required to make a debt service payment on the Series 2011 Bonds (the "Debt Service Payment"); and

**WHEREAS**, as of December 15, 2019, the Authority did not have sufficient funds on deposit in the Debt Service Fund to make the Debt Service Payment; and

**WHEREAS**, pursuant to the Bond Resolution, the Authority may use funds on deposit in the County Security Fund to provide for the Debt Service Payment; and

**WHEREAS**, the County provided to the Authority the amount of \$64,984.44 to provide for the shortfall in the amount necessary to make the Debt Service Payment; and

**WHEREAS**, the Authority desires to authorize the transfer of \$64,984.44 from the County Security Fund to the County, in accordance with the written instructions of the Authority to reimburse the County for the portion of the Debt Service Payment paid for by the County on behalf of the Authority (the "County Security Fund Transfer"); and

**WHEREAS**, such County Security Fund Transfer is a proper use of such County Security Funds.

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

**Section 1.** The Authority hereby approves the County Security Fund Transfer.

**Section 2.** The Chairperson and the Treasurer of the Authority (including their designees, each an "*Authorized Officer*") are hereby authorized and directed, in consultation with counsel, to prepare and file with the Trustee a "Notice of Direction for Transfer of Funds" which such notice shall also be executed by an authorized officer of the County. Any action taken by the Authorized Officer prior to the adoption of this resolution and consistent with this resolution, including execution of the Notice of Direction for Transfer of Funds described herein and delivery of same to the Trustee, is hereby ratified, confirmed and approved, as if such action were taken on or after the date hereof.

**Section 3.** The Authorized Officers are hereby authorized and directed to take all further actions, and to execute such certificates, instruments or documents, deemed necessary, convenient or desirable by any such Authorized Officer, in consultation with counsel, in connection with all matters set forth in or contemplated by this resolution.

**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:**

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

This Resolution was acted upon at the Regular Meeting of the Authority held on August 26, 2020 at the Authority's principal corporate office in Morristown, New Jersey.

Attested to this \_\_\_ day of August, 2020

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

**FORM and LEGALITY:**

This Resolution is approved as to form and legality as of August 26, 2020.

By: \_\_\_\_\_  
Matthew D. Jessup, Member, McManimon, Scotland & Baumann, LLC  
Counsel to the Authority  
Resolution No. 20-22