

**1. RESOLUTION OF RANDOLPH TOWNSHIP BOARD OF EDUCATION
AUTHORIZING THE EXECUTION OR ACKNOWLEDGMENT AND DELIVERY OF
CERTAIN AGREEMENTS AND CERTAIN OTHER ACTIONS TO BE TAKEN ALL
IN CONNECTION WITH THE MORRIS COUNTY IMPROVEMENT AUTHORITY'S
COUNTY OF MORRIS GUARANTEED RENEWABLE ENERGY PROGRAM LEASE
REVENUE BONDS, SERIES 2011 [FEDERALLY TAXABLE]**

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;

WHEREAS, the Authority has developed a program (the "*Renewable Energy Program*") for the financing, design, permitting, acquisition, construction, installation, operation and maintenance of renewable energy capital equipment and facilities such as solar panels, wind turbines, and hydro-electric, bio-diesel, geothermal, and bio-mass facilities, including any related electrical modifications, work related to the maintenance of roof warranties, or other work required, desirable or convenient for the installation of such systems (collectively, the renewable energy capital equipment and facilities, the "*Renewable Energy Projects*") for and on behalf of the County and local governmental units within the County, including without limitation municipalities, boards of education for school districts, local authorities and any other local government instrumentalities, public bodies or other local government entities; collectively, including the County, the "*Local Units*";

WHEREAS, the Renewable Energy Projects procured under the Renewable Energy Program are to be installed on, in, affixed or adjacent to and/or for any other Local Unit controlled buildings, other structures, lands or other properties of the Local Units (collectively, the "*Local Unit Facilities*");

WHEREAS, it may be necessary, desirable or convenient, in connection with the financing, design, permitting, acquisition, construction, installation, operation and maintenance of the Renewable Energy Projects, to finance, design, permit, acquire, construct, renovate and install certain capital improvements to the Local Unit Facilities, including without limitation, improvements to or replacement of, roofing systems, if any (the "*Capital Improvement Projects*") and together with the Renewable Energy Projects and

any Completion Project as defined in the hereinafter defined Bond Resolution, the “*Projects*”), and to the extent no Capital Improvement Projects are so financed, references herein shall have no meaning;

WHEREAS, the primary goal of the Renewable Energy Program is to expand the use of renewable energy sources available and utilized by the Local Units for their Local Unit Facilities, with the attendant environmental and financial benefits associated thereby, and to reduce the energy related operating costs to the Local Units for their Local Unit Facilities, all intended to be offered at no net cost to the Local Units;

WHEREAS, in order to implement the initial tranche of the Renewable Energy Program, the Authority has determined to finance the respective Renewable Energy Projects (there being no Capital Improvement Projects for this tranche) on the respective Local Unit Facilities for each of the following participating Local Units:

- (i) Township of Hanover and Township of Parsippany-Troy Hills (collectively, the “*Municipal Series 2011 Local Units*”); and
- (ii) Chester Board of Education, Kinnelon Board of Education, Mine Hill Board of Education, Montville Township Board of Education, Morris Hills Regional District Board of Education, Morris School District Board of Education, Randolph Township Board of Education, and Washington Township Board of Education (collectively, the “*Board of Education Series 2011 Local Units*”); and
- (iii) County College of Morris (the “*County Series 2011 Local Units*”);

(including the hereinafter defined Participant, each a “*Series 2011 Local Unit*”, and collectively, the “*Series 2011 Local Units*”), through the issuance by the Authority of one or more series of its notes or bonds entitled “County of Morris Guaranteed Renewable Energy Program Lease Revenue [Notes] Bonds, Series 2011 (Federally Taxable)” dated their date of delivery, Outstanding (in the aggregate at any one time under and as defined in the Bond Resolution) in principal amount (including sinking fund installments, if any) not to exceed \$50,000,000 (the “*Series 2011 Bonds*”);

WHEREAS, pursuant to N.J.S.A. 40:37A-77 of the Act, N.J.S.A. 40A:65-4 of the Uniform Shared Services and Consolidation Act (as amended and supplemented from time to time, the “*Shared Services Act*”) and other applicable law, upon or prior to the issuance of the Series 2011 Bonds, the Authority shall have entered into a “License and Access Agreement (Morris County Renewable Energy Program, Series 2011)” to be dated as of the first day of the month of issuance of the first series of Series 2011 Bonds (as the same may be amended or supplemented from time to time in accordance with its terms, each agreement

shall constitute a “*Local Unit License Agreement*”, and collectively, the “*Local Unit License Agreements*”) with each Series 2011 Local Unit, including the Participant, that would, among other things, provide the Authority and/or its assignees the right and obligation to (i) access the Local Unit Facilities of each such Series 2011 Local Unit, most particularly their roofs and electrical systems (the “*Local Unit License*”), (ii) finance, design, permit, acquire, construct, install, operate and maintain the Renewable Energy Projects for a term of fifteen (15) years on, in, affixed or adjacent to, or for the benefit of such Local Unit Facilities, (iii) receive the right to the renewable energy produced from the Renewable Energy Projects financed by the Series 2011 Bonds, and (iv) sell all or a portion of the renewable energy produced from such Renewable Energy Projects through the Authority to the respective Series 2011 Local Units, pursuant to an assignment (under each Local Unit License Agreement) from the Authority to the Series 2011 Local Units of the Power Purchase Agreement (as hereinafter defined), the terms of which Power Purchase Agreement could be entered into directly by the Series 2011 Local Units under N.J.S.A. 40A:11-15(45) of the Local Public Contracts Law (for the municipality/County Series 2011 Local Unit) and under N.J.S.A. 18A:18A-42(o) of the Public Schools Contracts Law (for the board of education Series 2011 Local Units);

WHEREAS, pursuant to (i) N.J.S.A. 40A:11-4.1(k) of the Local Public Contracts Law, (ii) Local Finance Board Notice 2008-20, December 3, 2008, *Contracting for Renewable Energy Services*, (iii) the Board of Public Utilities (“*BPU*”) protocol for measuring energy savings in PPA agreements dated February 20, 2009 (*Public Entity Energy Efficiency and Renewable Energy Cost Savings Guidelines*), (iv) Local Finance Board Notice 2009-10 dated June 12, 2009, *Contracting for Renewable Energy Services: Update on Power Purchase Agreements*, (v) all other applicable law, and (vi) pursuant to a competitive contracting process governed thereby, the Authority selected Sunlight General Morris Solar, LLC, as solar developer (the “*Company*”) to implement the Renewable Energy Projects for the Series 2011 Local Units, including the Participant, at the Local Unit Facilities; and

WHEREAS, upon or prior to the issuance of the Series 2011A Bonds, the Authority and the Company shall enter into that certain “Power Purchase Agreement (Morris County Renewable Energy Program, Series 2011)” to be dated as of the first day of the month of issuance of the initial series of Series 2011 Bonds (as the same may be amended or supplemented from time to time in accordance with its terms, the “*Power Purchase Agreement*”), which Power Purchase Agreement shall, among other things, obligate the Company to develop the Renewable Energy Projects for the Series 2011 Local Units, including the Participant, on their Local Unit Facilities, and combined with the Local Unit License Agreement, provide for the sale of the electricity produced by the Renewable Energy through the Authority to the Series 2011 Local Units, including the Participant, Projects at a fixed price, plus fixed escalation, set forth in the Power Purchase Agreement (the “*PPA Price*”), all as authorized pursuant

to N.J.S.A. 40:37A-77 and -78 of the Act, N.J.S.A. 40A:65-4 of the Shared Services Act, N.J.S.A. 40A:11-15(45) of the Local Public Contracts Law and N.J.S.A. 18A:18A-42(o) of the Public Schools Contracts Law, and the guidelines applicable to such contracts promulgated by the State Board of Public Utilities.

NOW THEREFORE BE IT RESOLVED BY THE GOVERNING BODY OF THE RANDOLPH TOWNSHIP BOARD OF EDUCATION (THE "PARTICIPANT"), IN THE COUNTY OF MORRIS, NEW JERSEY, as follows:

Section 1. The Participant's Renewable Energy Projects and the financing of the Participant's Renewable Energy Projects through the Local Unit License Agreement, the Power Purchase Agreement, the resolutions and agreements in connection with the Series 2011 Bonds, and the other Renewable Energy Program documents, is hereby approved.

Section 2. The Business Administrator/Board Secretary, and the Controller (collectively, the "*Authorized Officer*") are hereby each severally authorized and directed to execute or acknowledge, as the case may be, and deliver (i) the Local Unit License Agreement for the Participant and the Power Purchase Agreement to be acknowledged by the Participant, both in substantially the forms attached hereto as Exhibit A, with such changes thereto as the Authorized Officer deems in their sole discretion to be necessary, desirable or convenient for the execution thereof and to consummate the transactions contemplated hereby, which execution thereof shall conclusively evidence the Authorized Officer's approval of any changes to the forms. The Authorized Officer is hereby further authorized and directed to execute such other closing certificates (the "*Closing Certificate*") deemed necessary, desirable or convenient for the execution thereof and to consummate the transactions contemplated hereby, which execution thereof shall conclusively evidence the Authorized Officer's approval of the provisions and form of such Closing Certificate, which shall include without limitation, (x) the PPA Price, including escalation, (y) affirming that the PPA Price is less than the exiting tariff paid by the Participant for electricity, and (z) that Participant has received a copy of the report of the Authority's energy engineering consultant regarding the selection of the Company and the establishment of the PPA Price.

Section 3. The Secretary and any Assistant Secretary of the Participant are each hereby severally authorized and directed, upon the execution or acknowledgment of the documents set forth in Section 2 hereof: to attest to the Authorized Officer's execution or acknowledgment of such documents and is hereby further authorized and directed, when required by the Authority, to thereupon affix the seal of the Participant to such documents.

Section 4. Upon the execution or acknowledgment and attestation of and if required, the placing of the seal on the documents set forth in Section 2 hereof as contemplated by Sections 2 and 3 hereof the Authorized Officer is

hereby authorized and directed to (i) deliver such fully executed or acknowledged, attested and sealed Local Unit License Agreement of the Participant to the other parties thereto and (ii) perform such other actions as the Authorized Officer deems necessary, desirable or convenient in relation to the execution and delivery thereof.

Section 5. The governing body of the Participant hereby authorizes the performance of any act, the execution or acknowledgment and delivery of any other document, instrument or Closing Certificates, including without limitation any solar renewable energy certificate auction or other applications or documents, which the Authorized Officer deems necessary, desirable or convenient in connection with this contemplated transaction, and the governing body of the Participant hereby directs the Authorized Officer. to execute or acknowledge, attest and affix (or cause the attestation or affixation of) the seal to any such documents, instruments or Closing Certificates, the authorization of which actions shall be conclusively evidenced by the execution or acknowledgment, attestation, affixation and delivery, as the case may be, thereof by such persons.

Section 6. This resolution shall take effect immediately.

Section 7. Upon the adoption hereof, a certified copy of this resolution shall be forwarded to John Bonanni , County Administrator and Chairman of the Authority, Daniel O'Mullan, County Counsel and Authority Counsel, Stephen B. Pearlman, Esq., all of which may be sent as a single certified copy to the offices of Authority Counsel, attention David Wainger, Paralegal at dwainger@iandplaw.com followed by the original to David Wainger at Inglesino, Pearlman, Wyciskala & Taylor, LLC, 600 Parsippany Road, Suite 204, Parsippany, New Jersey 07054-3715.

EXHIBIT A: FORM OF LICENSE AGREEMENT & POWER PURCHASE AGREEMENT