

LOCAL UNIT FACILITY ACCEPTANCE CERTIFICATE

On behalf of the [_____] (the “*Local Unit*”), and as a duly authorized officer of the Local Unit, I hereby represent, warrant and covenant as follows:

1. The Local Unit understands that it has been preliminarily selected by the Morris County Improvement Authority (the “*Authority*”) as one of the local government participants in the Authority’s 2011 Renewable Energy Program (the “*Program*”). The Local Unit further understands that although there is no legal agreement between the Authority and the Local Unit until such parties execute that certain “License and Access Agreement (Morris County Renewable Energy Program, Series 2011)” (a form of which “*License Agreement*” shall be supplied to the Local Unit by the Authority when the Program is closer to implementation), the information being provided to the Authority in this Certificate enables the Authority to draft the License Agreement, seek the necessary approvals, and otherwise implement the Program.

2. The License Agreement shall refer to the building(s) or ground(s) (each “*Local Unit Facility*”), location, size and scope (and if applicable, style) of the solar project (the “*Renewable Energy Project*”) to be implemented on behalf of the Local Unit by the Authority and its various contract parties, including a competitively selected solar developer (the “*Company*”). Various consultants to the Authority, based on site visits and past information supplied by the Local Unit to the Authority, have identified the Local Unit Facility(ies) and Renewable Energy Project(s) (which include solar overlays prepared by Authority consultants) set forth on Schedule A to this certificate for inclusion in the License Agreement, for selection of the Company, and for financing and implementation under the Authority’s Renewable Energy Program.

a. The Local Unit Facility and Renewable Energy Project set forth on Schedule A to this certificate has been reviewed on behalf of the Local Unit, at a minimum, by the Local Unit official responsible for managing the day to day affairs of the Local Unit (which may include the undersigned), and at least by an in-house facilities director or consulting engineer and/or architect. Based on such review, and the review of such other in-house officers or employees or outside consultants of the Local Unit’s choosing (including council, board, legal or technical review), if deemed necessary by the Local Unit, the description of the Local Unit Facility and Renewable Energy Project set forth on Schedule A to this certificate is materially accurate, and can be used by the Authority in drafting the various Program documents, selecting the Company, and seeking the various Program approvals.

b. The Local Unit understands that any changes desired by the Local Unit to the Local Unit Facility and Renewable Energy Project from that set forth on Schedule A to this certificate (i) are the responsibility of the Local Unit to inform the Authority and its consultants, and (ii) may or may not be accepted by the Authority, depending on the timing of any such proposed change. The Local Unit may contact County Administrator and Authority Chairman, John Bonanni, (973) 285-6047, jbonanni@co.morris.nj.us, or the Authority’s engineering consultant for the Program, Daniel Swayze of Birdsall Services Group, Inc. at (908) 497-8900, dswayze@birdsall.com, with any subsequent changes. To the extent the Company proposes other changes acceptable to the Authority, the Authority shall seek the consent of the Local Unit.

Local Unit Authorized Officer

Dated: May __, 2011

SCHEDULE A

[Attach Local Unit's Local Unit Facility(ies) and Renewable Energy Project(s)]

EXHIBIT A

Morris County Improvement Authority
not to exceed \$60,000,000 aggregate principal amount of
County of Somerset Guaranteed Renewable Energy Program Lease Revenue Bonds,
Series 2011 (Federally Taxable)

Series 2011 Local Unit List of Local Unit Facilities

a. Series 2011 Municipal Local Units

1. *Township of Hanover* (<http://www.hanovertownship.com/>)

Municipal Building/Police (Roof 45.08, Ground, 176.64 kw)
1000 Route 10
Whippany, NJ

2. *Township of Parsippany-Troy Hills* (<http://www.parsippany.net/>)

Township Library (Roof 60.49 k.w., Canopy 144.9 kw)
449 Halsey Road
Parsippany, NJ

b. Series 2011 Board of Education Local Units

1. *Chester School District*
(<http://www.chester-nj.org>)

Dickerson School (Roof 156.4 kw)
250 Route 24
Chester, NJ

Bragg Intermediate School (Roof 52.44 kw)
250 Route 24
Chester, NJ

Black River Middle School (Roof 199.87 kw, Ground 471.04 kw)
133 North Road
Chester, NJ

2. *Kinnelon Schools Board of Education*
(<http://www.kinnelonpublicschools.org>)

Kinnelon High School (Roof 131.56 kw)
121 Kinnelon Road
Kinnelon, NJ

Pearl R. Miller Middle School (Roof 197.11 kw)
117 Kiel Avenue
Kinnelon, NJ

Stonybrook School (Roof 147.2 kw)
118 Boonton Avenue
Kinnelon, NJ

3. *Mine Hill Board of Education*
(<http://www.minehill.com/boardofeducation.cfm>)

Canfield Avenue School (Roof 121.67 kw)
42 Canfield Avenue
Mine Hill, NJ

4. *Montville Township Board of Education* (<http://www.montville.net>)

Montville Township High School (Roof 425.04 kw)
100 Horseneck Road
Montville, NJ

Robert R. Lazar Middle School (Roof 254.38 kw)
123 Changebridge Road
Montville, NJ

Valley View Elementary School (Roof 97.98 kw)
30 Montgomery Avenue
Montville, NJ

William Mason Elementary School (Roof 72.91 kw)
5 Shawnee Trail
Montville, NJ

Woodmont Elementary School. (Roof 116.84 kw)
39 Woodmont Road
Montville, NJ

5. *Morris Knolls* (<http://www.mhrd.k12.nj.us>)

High School (Roof 214.36)
50 Knoll Drive
Rockaway, NJ

6. *Morris Plains Borough Board of Education*
(<http://www.morris.k12.nj.us/mps>)

Borough School (Roof 85.33)
500 Speedwell Avenue
Morris Plains, NJ

7. *Morris School District* (<http://www.morrisschooldistrict.org>)

Frelinghuysen Middle School (Roof 224.94)
Jane Way
Morristown, NJ

Hillcrest School (Roof 36.34 kw)
160 Hillcrest Avenue
Morristown, NJ

Morristown High School (Roof 238.05 kw)
50 Early Street
Morristown, NJ

Sussex School (Roof 56.81 kw)
125 Sussex Avenue
Morristown, NJ

Thomas Jefferson School (Roof 57.27 kw)
101 James Street
Morristown, NJ

8. *Randolph Board of Education* (<http://www.rtnj.org>)

Randolph High School (Roof 490.36 kw)
25 School House Road
Randolph, NJ

Randolph Middle School (Roof 168.13 kw, Canopy 282.9 kw)
507 Millbrook Avenue
Randolph, NJ

Ironia School (Roof 164.91 kw)
513 Dover Chester Road
Randolph, NJ

9. *Washington Township Schools* (<http://www.wtschools.org>)

Benedict A Cucinella School (Roof 229.08 kw, Ground 567.63 kw)
470 Naughtright Road
Long Valley, NJ

Kossman Elementary School (Roof 139.15 kw)
90 Flocktown Road
Long Valley, NJ

Long Valley Middle School (Roof 397.44 kw, Ground 195.04)
51 West Mill Road
Long Valley, NJ

c. Series 2011 County Local Units

1. *County College of Morris* (<http://www.ccm.edu/>)

Demare Hall Penthouse (Roof 46.46 kw)
214 Centre Grove Road
Randolph, NJ

Parking Lot One (Canopy 1483.5 kw)
214 Centre Grove Road
Randolph, NJ

Parking Lot 7/8 (Canopy 897 kw)
214 Centre Grove Road
Randolph, NJ

Student Community Center (SCC) (Roof 136.62 kw)
214 Centre Grove Road
Randolph, NJ