

## CERTIFICATE OF THE AUTHORITY AS TO ADMINISTRATIVE EXPENSES

I, John Bonanni, Chairman of the Morris County Improvement Authority (the “*Authority*”), a public body corporate and politic of the State of New Jersey (the “*State*”) organized and existing 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 (as codified at N.J.S.A. 40:37A-44 et seq., the “*Act*”) and other applicable law, and in connection with the issuance by the Authority of its \$34,300,000.00 aggregate principal amount of “County of Morris Guaranteed Renewable Energy Program Lease Revenue Bonds, Series 2011 (Federally Taxable)” consisting of (i) \$33,100,000.00 Series 2011A Bonds, issued on December 8, 2011 (the “*Series 2011A Bonds*”) and (ii) \$1,200,000.00 Series 2011B Note, issued on May 15, 2012 (the “*Series 2011B Note*” and together with the Series 2011A Bonds, the “*Series 2011 Bonds*”), **DO HEREBY CERTIFY** on behalf of the Authority as follows:

1. Attached hereto as **Appendix A** is a true and complete copy of the Invoice No. [redacted] ([collectively,] the “*Invoice*”), submitted by Authority consultant [Inglesino, Pearlman, Wyciskala & Taylor, LLC / Birdsall Services Group, Inc. / Gabel Associates Inc.] (the “*Consultant*”) in the amount of \$ [redacted] (the “*Consultant Costs*”).

2. The Consultant Costs are hereby approved and do constitute Administrative Expenses of the Authority as defined in (i) Section 101 of that certain “Lease Purchase Agreement Morris County Renewable Energy Program, Series 2011” dated as of December 1, 2011 (the “*Company Lease*”) by and between the Authority and SunLight General Morris Solar, LLC (the “*Company*”) and (ii) Section 1.01(3) of 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 July 20, 2011, as amended and supplemented by a Certificate of an Authorized Officer of the Authority dated December 8, 2011 (the “*Bond Resolution*”).

3. The Trustee, as defined in the Bond Resolution, is hereby authorized and directed to promptly invoice the Company for the Consultant Costs as an Additional Lease Payment under (i) Section 5.03(4)(b) of the Bond Resolution and (ii) Sections 301(a)(ii)(A) and 308(b) of the Company Lease, and, upon receipt and deposit within the Administrative Expense Account of such Additional Lease Payment, the Trustee is hereby authorized and directed to forward the full amount to the Consultant.

**IN WITNESS WHEREOF**, on behalf of the Authority, I have hereunto set my hand on behalf of the Authority on this [ ] day of [ ], 201[ ].

**THE MORRISCOUNTY  
IMPROVEMENT AUTHORITY**

By: \_\_\_\_\_  
**Name: John Bonanni**  
**Title: Chairman**

**U.S. BANK, N.A.**

I hereby certify, this [ ] day of [ ], 201[ ], that the attached Invoice to this Certificate of an Authorized Officer of the Authority shall serve as an invoice to the Company for an Additional Lease Payment, as required by (i) Section 5.03(4)(a) of the Bond Resolution and (ii) Section 308(b) of the Company Lease.

By: \_\_\_\_\_  
**Name: Rick Barnes**  
**Title: Trustee**

The receipt of this Certificate of an Authorized Officer of the Authority is hereby acknowledged by SUNLIGHT GENERAL MORRIS SOLAR, LLC (the "Company") this [ ] day of [ ], 201[ ]. The Company intends to pay this invoice out of a portion of the proceeds of the Series 2011 Bonds through the submission of draw papers, including the representations set forth in paragraph 4 thereof, in the form attached hereto as Appendix B.

**By: Sunlight General Capital  
Management, LLC, its Manager**

By: \_\_\_\_\_  
**Name: Stacey Hughes**  
**Title: Authorized Signatory**

**Appendix A**  
**to the Certificate of the Authority**  
[Administrative Expenses – Invoice containing Consultant Costs]

**Appendix B**  
**to the Certificate of the Authority**  
[Form of Draw Papers – also Exhibit C to the Company Lease]

**FORM OF DRAW PAPERS**

Requisition No. \_\_\_\_

\_\_\_\_\_, 201\_\_

U.S. Bank National Association, as Trustee

Re: The Morris County Improvement Authority  
County of Morris Guaranteed Renewable Energy Program Lease Revenue Bonds,  
Series 2011 (the "Series 2011 Bonds")

Dear Sir or Madam:

Pursuant to (i) Section 510(c) of that certain "Lease Purchase Agreement Morris County Renewable Energy Program, Series 2011" dated as of December 1, 2011 (the "**Company Lease Agreement**") by and between The Morris County Improvement Authority (the "**Authority**"), as lessor, and Sunlight General Morris Solar, LLC, a New Jersey limited liability company (the "**Company**"), as lessee, and (ii) Section 5.02(2) of the Authority's bond resolution duly adopted July 20, 2011, and entitled "Resolution Authorizing the Issuance of County of Morris Guaranteed Renewable Energy Program Lease Revenue Bonds, Series 2011 and Additional Bonds of The Morris County Improvement Authority", as amended and supplemented (the "**Bond Resolution**") and (iii) with respect to the Renewable Energy Projects, or as applicable, any Completion Project related thereto (the "**Renewable Energy Projects**") being developed for any of the Series 2011 Local Unit (the "**Licensor**") (capitalized terms not defined in this Certificate shall have the respective meanings ascribed to such terms in the Company Lease Agreement), the Company, by its Authorized Officer stated below, **DOES HEREBY CERTIFY** and **REQUISITION** moneys on deposit in the Project Fund and held by U.S. Bank National Association, as trustee (the "**Trustee**") for the holders of the Series 2011 Bonds, as follows:

1. The Trustee is hereby requested to pay \$ [redacted] from moneys on deposit in the Project Fund equal to the aggregate Project Costs for which payment or reimbursement is being sought by this requisition.

(a) \$ [redacted] of which aggregate amount shall be deposited into the Administrative Expense Account and thereafter immediately payable directly to:

[Inglesino, Pearlman, Wyciskala & Taylor, LLC / Birdsall Services Group, Inc. / Gabel Associates Inc.] by check for consultant fees incurred in connection with [legal / construction management] services.

2. Such funds requested in accordance with Section 1(a) of this Requisition were incurred in connection with the acquisition, construction, or installation of the Renewable Energy Projects listed on **Exhibit A-1** to the Company Lease Agreement, to be financed by a portion of the proceeds of the Series 2011 Bonds.

3. Pursuant to the Certificate of an Authorized Officer of the Authority attached hereto, such funds constitute Administrative Expenses and therefore payable by the Company as

an Additional Lease Payment under (i) Section 5.03(4)(b) of the Bond Resolution and (ii) Sections 301(a)(ii)(A) and 308(b) of the Company Lease Agreement.

4. (a) Such payment obligation, for which funds have been requested in accordance with Section 1(a) of this Requisition, (i) has been properly incurred in accordance with the Plans and Specifications, (ii) is an item of the Cost of such Project, (iii) is a proper charge against the Project Fund, (iv) has not been the basis of any previous withdrawal, and (v) attached hereto is a bill, invoice, receipt or other evidence that payment on such Project Cost is due and owing or has been paid by or on behalf of the Company. This Requisition, together with any such attachments contemplated by clause (v) above, shall constitute Draw Papers submitted on a Draw Date for all purposes of the Company Lease Agreement, the Bond Resolution and the Local Unit License Agreement for the Licensor. The Company represents that the conditions of this Section 4(a) have been met to the best of its knowledge.

(b) The Company represents that immediately after (i) the submission and payment of this requisition and (ii) the anticipated draws for the next Lease Payment, the Company expects, based on its knowledge and expectations as of the date hereof and consistent with the updated sources and uses of funds table from the final number runs of the issuance of the Series 2011 Bonds, relating to the Project Fund and on file with the Authority, and are subject to the OPRA exception for trade secrets and proprietary commercial or financial information of N.J.S.A. 47:1A-1.1, that there shall exist sufficient amounts on deposit in the Project Fund, together with any other sources of funds available to the Company under the Bond Resolution, the proceeds from the US Treasury 1603 grant and any liquidated damages received from EPC Contractor Power Partners MasTec, LLC, to pay all Project Costs that are anticipated to be incurred, up to and including the execution and delivery of the respective REP Acceptance Certificates for all such respective Renewable Energy Projects. Such sources must be deemed by the Authority, in its sole and reasonable discretion (as evidence by its acknowledgement at the end of this subsection (b)), to be available at the times and in the amounts necessary to fund all such Project Costs. Such representation has been made assuming each of the following: (w) there is no latent material adverse financial impact to the Project Costs due to delay and/or damages caused by Hurricane Sandy (x) liquidated damages are enforceable against the EPC Contractor under the terms of the EPC Contract; (y) there will be no valid Change Orders with respect to the price of the EPC Contract after the date this requisition; and (z) US Treasury 1603 grant monies are received by the Company in the amount of 30% of Project Costs as applied for by the Company. However, the Company represents that after due and diligent inquiry, there are no known (i.e. excluding insurance issues related to flooding in warehouses where panels are stored) material adverse impacts to the project costs from Hurricane Sandy.

*[Remainder of page left intentionally blank.]*

The MORRIS COUNTY IMPROVEMENT AUTHORITY hereby (i) acknowledges subsection (b), and, (ii) pursuant to the Company Lease Agreement, waives the Draw Paper Ratio requirement with respect to the Consultant Costs this [redacted] day of [redacted], 201[redacted].

By: \_\_\_\_\_  
Name: John Bonanni  
Title: Chairman

5. This requisition may be executed, acknowledged and accepted in any number of counterparts, each of which may be executed by one or more of the respective parties, and all of which shall be regarded for all purposes as one original and shall constitute and be but one and the same.

Very truly yours,

**SUNLIGHT GENERAL MORRIS SOLAR,  
LLC**

**By: Sunlight General Capital  
Management, LLC, its Manager**

By: \_\_\_\_\_  
Name: Stacey L. Hughes  
Title: Authorized Signatory

**ATTEST:**

By: \_\_\_\_\_  
Name:  
Title:

The terms of this Requisition are hereby  
ACKNOWLEDGED and ACCEPTED by the  
Licensor set forth below, this [redacted] day of  
[redacted], 201[redacted].

By: [BIRDSALL SERVICES GROUP, INC. / GABEL ASSOCIATES, INC]

By: \_\_\_\_\_  
Name:  
Title:

The form (only) of this Requisition is hereby  
ACKNOWLEDGED by THE MORRIS  
COUNTY IMPROVEMENT AUTHORITY this  
[redacted] day of [redacted], 201[redacted].

By: [BIRDSALL SERVICES GROUP, INC. / GABEL ASSOCIATES, INC], AS  
CONSTRUCTION MANAGER

By: \_\_\_\_\_  
Name:  
Title: