

RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY

TITLE:

RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY AUTHORIZING THE PAYMENT OF CERTAIN OPERATING EXPENSES 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 County Commissioners (the "Board of Commissioners") 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, pursuant to Section 3(m) of Amendment and Consent No. 3 (Morris County Renewable Energy Program, Series 2011) dated as of March 3, 2015 ("Consent No. 3"), the Company (as defined in Consent No. 3) is required and obligated to operate

and maintain all built Series 2011 Local Unit Projects (as defined in Consent No. 3) in accordance with the Prior Program Documents (as defined in Consent No. 3); and

WHEREAS, the Company has incurred operating expenses for the months of March and April 2024, in the amounts and as further described in Exhibit A attached hereto (the "Operating Expenses"); and

WHEREAS, certain Operating Expenses have been pre-approved for payment by the terms of Consent No. 3 and certain Operating Expenses may only be paid by the Company upon consent in writing by the Authority; and

WHEREAS, such approval notwithstanding, the Authority desires to approve, ratify and confirm, as applicable, payment by the Company of all Operating Expenses, but only to the extent such approval is required pursuant to the terms of the Program Documents.

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

Section 1. The Authority hereby approves, ratifies and confirms, as applicable, payment by the Company of all Operating Expenses, but only to the extent such approval is required pursuant to the terms of the Program Documents.

Section 2. 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 3. 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.

[Remainder of page intentionally left blank]

Exhibit A
Invoices for Operating Expenses

SUNLIGHT GENERAL PROJECTS: MORRIS COUNTY
SUMMARY OF ATTACHED INVOICES:

PAGE:	DATE:	PAYEE:	SERVICES RENDERED:	PAYABLE:
2	3/1/2024	AZIMUTH 180 SOLAR ELECTRIC, LLC	MARCH 2024 OPERATIONS & MAINTENANCE	\$ 12,256.00
3	3/1/2024	SUNLIGHT GENERAL CAPITAL MGMT, LLC	MARCH 2024 ASSET MANAGEMENT	\$ 11,536.09
4	1/31/2024	GT ENVIRONMENTAL FINANCE LLC	DEAL 1/31/2024 - CONSTELLATION ENERGY - TRADE ID 6200-S	\$ 1,500.00
5-6	2/6/2024	AMEREX BROKERS LLC	DEAL 2/6/2024 CALPINE ENERGY 2/7 AND 2/9 REC CONSTELLATION INV. 12008103	\$ 3,500.00
7	3/1/2024	MAHONEY SABOL & COMPANY, LLP	2023 TAX ENGAGEMENT LETTER INVOICE 654437	\$ 15,225.00
				<u>\$ 44,017.09</u>

01 Mar 2024

O&M INVOICE

01 Mar 2024 – 31 Mar 2024



Per the Operations and Maintenance Agreement for Morris Renewable Energy Projects by and between SunLight General Morris Solar, LLC and Azimuth 180 Solar Electric, LLC dated January 24, 2013, please find this invoicing statement for the period indicated above.

The payable monthly amount is based on a \$17.389 /kW DC annual fee times 8,457.71, which is the total DC capacity of the arrays in service.

Bill To:

SunLight General Morris Solar, LLC
PO Box 8543
New York, NY 10150

Total: \$12,256.00

Remittance by ACH:

Account: Azimuth 180 Solar Electric, LLC
Account No.: 759397125
ABA/Routing No.: 021000021

Remittance by check:

Azimuth 180 Solar Electric, LLC
PO Box 8543
New York, NY 10150

01 Mar 2024

ASSET MANAGEMENT INVOICE



01 Mar 2024 – 31 Mar 2024

Per the Asset Management Agreement for Morris Renewable Energy Projects by and between SunLight General Morris Solar, LLC and SunLight General Capital Management, LLC dated January 24, 2013, please find this invoicing statement for the period indicated above.

The payable monthly amount is based on 1) a \$75,000 annual fee and 2) a \$7.50/kW DC annual fee times 8,457.71, which is the total DC capacity of the arrays in service.

Bill To:

SunLight General Morris Solar, LLC
PO Box 8543
New York, NY 10150

Total: \$11,536.09

Remittance by ACH:

Account: SunLight General Capital Management, LLC
Account No.: 900621605
ABA/Routing No.: 021000021

Remittance by check:

SunLight General Capital Management, LLC
PO Box 8543
New York, NY 10150



CONSOLIDATED BROKERAGE INVOICE

CONSOLIDATED AS OF 3/19/2024

CUSTOMER INFORMATION

Name: **SunLight General Morris Solar LLC**
Contact: Joe Shipley

OUTSTANDING TRADES

Trade ID	Trade Date	Counterparty	Product	Volume	Price	Total	Amount Due
6200-S	1/31/2024	Constellation Energy Generation, LLC	RY 2024 NJ SREC	1,500	\$209.00	\$1,500.00	\$1,500.00
						Total Due	\$1,500.00

Please Remit Payment No Later Than 30 Days To:

JPMorgan Chase Bank, N.A.
For the Account of GT Environmental Finance, LLC
ABA Routing # 111000614
Account Number 723291969

GT Environmental Finance, LLC
3811 Bee Cave Road
Suite #201
Austin, TX 78746

Customer # 56123 Customer Name: Sunlight General Morris Solar LLC



Amerex Brokers LLC- EMISSIONS
One Sugar Creek Center Blvd. Suite 700
Sugar Land, TX 77478
Phone: 281-340-5270
Fax: 281 634 8888
Tax ID: 41-2214400

Monthly Invoice: FEB-24

Invoice Number: 12008103
Customer: Sunlight General Morris Solar LLC
Location: EMMSGMS
Customer Number: 56123
Commission: 3,500.00
Tax: 0.00
Invoice Total: 3,500.00

Attention: , AP
EMAIL:invoicing@sunlightgeneral.com

135 E 57th St, FL 16

New York, NY 10022 United States
United States

Remit Payments to:

Mail Payments:

Amerex Brokers
LLC
P.O.Box 201694
Dallas, TX
75320-1694

Wire Transfer:

Wells Fargo Bank,
N.A.
Houston, TX
ABA 121000248
Acct Name Amerex
Brokers LLC
Acct #3419704766

Automated Clearing House(ACH):

Wells Fargo Bank, N.A.
Houston, TX
ABA 111900659
Acct Name Amerex Brokers LLC
Acct #3419704766

Invoice Total: 3,500.00

Date	Deal Number	Deal Type	Counter Party	Location	Trader	Price	Term Start	Term End	Volume	UOM	Rate	Commission	Tax	Total Due	Currency
02/06/2024	954261S	RECS	Calpine Energy Solutions, LLC	NJ	Joseph Shipley	203.0000	2024-02-07	2024-02-07	2500	RES	1	2,500.00	0.00	2,500.00	USD
02/08/2024	954699S	RECS	Constellation Energy Generation LLC	NJ	Joseph Shipley	179.0000	2024-02-09	2024-02-09	1000	RES	1	1,000.00	0.00	1,000.00	USD

Please include your Invoice Number with your payment.

For any questions you might have related to this invoice, please contact AmerexInvoicing@amerexenergy.com
For confirmation questions, please contact John @ 281-340-0896 OR DealConfirmations@amerexenergy.com

Thank you for your business.



80 Plains Road
PO Box 934
Essex, CT 06426-0934
Phone: 860-767-9999
Fax: 860-767-0353

Sunlight General Morris Solar, LLC
Attn: Sunlight General Morris, LLC
135 57th St. Sixth Floor
New York, NY 10022

Invoice: 654436
Date: 3/1/2024
Due Date: Upon Receipt
Client Number: JB1659

Please include our client number on your check.

For professional services rendered:

Financial statement audit as of and for the year ended
December 31, 2023 – per engagement letter dated
February 23, 2024 \$ 15,225.00

Invoice Total \$ 15,225.00

Payments are due upon receipt of the invoice. Interest may be added at a rate of 1.5% per month on outstanding balances over 30 days. We accept ACH payments to Berkshire Bank only. Any changes of banking information MUST immediately be verified with MahoneySabol's billing department, by phone, to ensure the banking information is legitimate.

SUNLIGHT GENERAL PROJECTS: MORRIS COUNTY
SUMMARY OF ATTACHED INVOICES:

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2	4/1/2024	AZIMUTH 180 SOLAR ELECTRIC, LLC	APRIL 2024 OPERATIONS & MAINTENANCE	\$ 12,256.00
3	4/1/2024	SUNLIGHT GENERAL CAPITAL MGMT, LLC	APRIL 2024 ASSET MANAGEMENT	\$ 11,536.09
4	4/23/2024	AZIMUTH 180 SOLAR ELECTRIC, LLC	APRIL 2024 LANDSCAPING	\$ 2,153.76
5	4/23/2024	SUNLIGHT GENERAL CAPITAL LLC	FIRST QUARTER 2024 - COUNTY SHARE VERIZON BILL	\$ 221.74
				<u>\$ 26,167.59</u>

01 Apr 2024

O&M INVOICE

01 Apr 2024 – 30 Apr 2024



Per the Operations and Maintenance Agreement for Morris Renewable Energy Projects by and between SunLight General Morris Solar, LLC and Azimuth 180 Solar Electric, LLC dated January 24, 2013, please find this invoicing statement for the period indicated above.

The payable monthly amount is based on a \$17.389 /kW DC annual fee times 8,457.71, which is the total DC capacity of the arrays in service.

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SunLight General Morris Solar, LLC
PO Box 8543
New York, NY 10150

Total: \$12,256.00

Remittance by ACH:

Account: Azimuth 180 Solar Electric, LLC
Account No.: 759397125
ABA/Routing No.: 021000021

Remittance by check:

Azimuth 180 Solar Electric, LLC
PO Box 8543
New York, NY 10150

01 Apr 2024

ASSET MANAGEMENT INVOICE



01 Apr 2024 – 30 Apr 2024

Per the Asset Management Agreement for Morris Renewable Energy Projects by and between SunLight General Morris Solar, LLC and SunLight General Capital Management, LLC dated January 24, 2013, please find this invoicing statement for the period indicated above.

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Bill To:

SunLight General Morris Solar, LLC
PO Box 8543
New York, NY 10150

Total: \$11,536.09

Remittance by ACH:

Account: SunLight General Capital Management, LLC
Account No.: 900621605
ABA/Routing No.: 021000021

Remittance by check:

SunLight General Capital Management, LLC
PO Box 8543
New York, NY 10150

23 Apr 2024

LANDSCAPING INVOICE

01 Apr 2024 – 30 Apr 2024



This is an invoice for landscaping services rendered during the period shown above at the following sites:

Bragg Intermediate School
Black River Middle School
Chester Municipal Building
Long Valley Middle School
Morris County Office of Temporary Assistance
Randolph High School
Sandshore Elementary School
Tinc Road School

Bill To:

SunLight General Morris Solar, LLC
PO Box 8543
New York, NY 10150

Total: \$2,153.76

Remittance by ACH:

Account: Azimuth 180 Solar Electric, LLC
Account No.: 759397125
ABA/Routing No.: 021000021

Remittance by check:

Azimuth 180 Solar Electric, LLC
PO Box 8543
New York, NY 10150

31 Mar 2024

Verizon Monitoring Invoice

Fees cover the cost of Verizon's cellular service. The cellular system remotely sends out generation data from the system and allows the system to be monitored in real time. Remote monitoring of the system also facilitates maintenance and safety.



01 Jan 2024 – 31 Mar 2024

Bill To:

SunLight General Morris Solar, LLC
PO Box 8543
New York, NY 10150

Total: \$221.74

Remittance by ACH:

Account: SunLight General Capital, LLC
Account No.: 841166291
ABA/Routing No.: 021000021

Remittance by check:

SunLight General Capital, LLC
PO Box 8543
New York, NY 10150

MOVED/SECONDED:

Resolution moved by Commissioner _____.

Resolution seconded by Commissioner _____.

VOTE:

Commissioner	Yes	No	Abstain	Absent
Leary				
Ramirez				
Bauer				
Sandman				
Gallop				

This Resolution was acted upon at the Regular Meeting of the Authority held in a hybrid fashion, both virtually and in person, on May 15, 2024 by audio and video in accordance with notice promulgated by the Authority in accordance with applicable law.

Attested to this 15th day of May, 2024

By: _____
Secretary of the Authority

FORM and LEGALITY:

This Resolution is approved as to form and legality as of May 15, 2024.

By: _____
Matthew D. Jessup, Member, McManimon, Scotland & Baumann, LLC
Counsel to the Authority
Resolution No. 24-15