

**RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF  
THAT CERTAIN AMENDMENT AND CONSENT NO. 1 BY  
THIS PARTICIPATING SERIES 2011A LOCAL UNIT IN CONNECTION WITH  
TRANCHE II OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY'S  
RENEWABLE ENERGY PROGRAM**

**WHEREAS**, on December 8, 2011 and May 15, 2012, pursuant to bond resolution 11-31, as amended and supplemented (the "*Bond Resolution*"), and certain other Program Documents (as defined in the Bond Resolution), the Morris County Improvement Authority (the "*Authority*") financed solar projects for various local government units (the "*Series 2011 Local Units*") within the County of Morris (the "*Program*"), including the participating Series 2011 Local Unit adopting this resolution (the "*Participant*") (any capitalized terms herein, not otherwise defined herein, for all purposes of this Resolution, shall have the meanings ascribed to such terms in the Bond Resolution);

**WHEREAS**, the Participant took advantage of the Program through its execution and delivery of the Participant's License and Access Agreement and through its acknowledgment of the Power Purchase Agreement;

**WHEREAS**, the Authority, the County of Morris (the "*County*"), U.S. Bank National Association (the "*Trustee*"), Sunlight General Capital Management, LLC and Sunlight General Morris Solar, LLC (collectively, the "*Company*"), and the Participant desire to amend the Program Documents to effect certain changes as set forth in that certain "Amendment and Consent No. 1" to be executed (the "*Consent No. 1*"), in substantially the form attached hereto as **Exhibit A**, by and among the Authority, the County, the Trustee, the Company, as acknowledge by certain Series 2011 Local Units as set forth on Exhibit A to the Consent No. 1, which Consent No. 1 has been submitted to the rating agencies which rate the Authority's bonds (the "*Rating Agencies*");

**WHEREAS**, such changes include, as set forth in the Consent No. 1, (i) to provide for the extension of the final maturity date of the Series 2011B Note from January 15, 2013 to January 15, 2014 and certain related matters, (ii) to provide for additional Project Fund requisition and payment direction procedures, (iii) to authorize an anticipated investment in the Investment Company by Firststar Development, LLC, a Delaware limited liability company (including any successor and assigns, "*Firststar*") and the investment by the Investment Company in the Holding Company, (iv) to revise the list of, and respective Required Completion Dates for, the participating Series 2011 Local Units, (v) to clarify certain definitions and the application of the Draw Paper Ratio to Soft Costs, (vi) to provide for Additional Subcontractors, (vii) to provide for the consent by only affected Series 2011 Local Units in future amendments and (viii) to provide for certain other matters allowing for the Project Company to make the Basic Lease Payment due January 15, 2013 on time and in full; and

**WHEREAS**, the Authority has previously authorized the execution and delivery of Consent No. 1 pursuant to that certain "RESOLUTION OF THE MORRIS COUNTY

IMPROVEMENT AUTHORITY AUTHORIZING THE EXECUTION AND DELIVERY OF AMENDMENT AND CONSENT NO. 1 AND CERTAIN OTHER ACTIONS, ALL IN CONNECTION WITH TRANCHE II OF THE AUTHORITY'S RENEWABLE ENERGY PROGRAM" adopted by the governing body of the Authority on November 21, 2012 (the "*Authority Resolution*").

**NOW THEREFORE BE IT RESOLVED** by the governing body of the Participant as follows:

**Section 1.** The [Mayor] and [Business Administrator] of the Participant (including their designees, each an "*Authorized Officer*") are each hereby severally authorized and directed to negotiate, execute and deliver the Consent No. 1, in substantially the form attached hereto as **Exhibits A**, with such changes as any such Authorized Officer, in his or her sole discretion shall determine to be necessary, desirable or convenient to promote the best interests of the Participant, including any non-material changes requested by the Rating Agencies and the final revised Exhibit A-1 to the Program Documents, and any such Authorized Officer's execution and delivery of the Consent No. 1 shall be full and complete evidence of the authorization by the Participant of any such additions or changes to the Program Documents. The Authorized Officer is hereby further authorized to take all such further actions in connection therewith in accordance with all applicable law, including without limitation the execution of such other certificates, instruments or documents, as any such Authorized Officer, in consultation with counsel, shall deem necessary, convenient or desirable by any such Authorized Officer to implement the Consent No. 1.

**Section 2.** The [Township Clerk] of the Participant and any designee are hereby authorized and directed, where required, to affix the corporate seal of the Participant and to attest to the signature of the Authorized Officer on the Consent No. 1 and such other certificates, instruments or documents contemplated herein. Thereafter the Authorized Officer is hereby authorized and directed to deliver any such fully authorized, executed, delivered, and if applicable, attested and sealed certificates, instruments and documents to any interested party.

**Section 3.** All actions taken to date in connection with the Consent No. 1 by the Participant and its advisors are hereby ratified, confirmed and approved.

**Section 4.** A certified copy of this resolution and five (5) executed originals of the Consent No. 1 shall be forwarded to Stephen B. Pearlman, Esq. of Inglesino, Pearlman, Wyciskala & Taylor, LLC, to the attention of Annie Collart, Law Clerk, at Inglesino, Pearlman, Wyciskala & Taylor, LLC, 600 Parsippany Road, Suite 204, Parsippany, New Jersey 07054-3715.

*[Remainder of page left intentionally blank.]*

**Section 5.** This resolution shall take effect immediately in accordance with all applicable law.

***MOVED/SECONDED:***

Resolution moved by \_\_\_\_\_.

Resolution seconded by \_\_\_\_\_.

***VOTE:***

<b>Board Member</b>	<b>Yes</b>	<b>No</b>	<b>Abstain</b>	<b>Absent</b>

***ATTESTATION:***

This Resolution was acted upon at the Regular Meeting of the Mount Olive Township held on January 8, 2013 at the [Township Clerk's] office in Mount Olive, New Jersey.

Attested to this \_\_\_ day of \_\_\_\_\_, 2013.

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

\_\_\_\_\_  
Colleen Labow, Council President